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**Draft Prospectus**

Dated: September 01, 2023



**Fixed Price Issue**

Please read section 26 and 32 of the Companies Act, 2013



## GRAPHISADS LIMITED

**Corporate Identification Number: U35999DL1987PLC029334**

Registered Office		Contact Person	Email and Telephone	Website
4/24 A, AB House, Asaf Ali Road, Near Delhi Gate, New Delhi- 110002 India		Mr. Shobharam Dhama	Email: <a href="mailto:cs@graphisads.com">cs@graphisads.com</a> Tel No.: +91 9871276731	<a href="http://www.graphisads.com">www.graphisads.com</a>
PROMOTERS OF OUR COMPANY: MR. MUKESH KUMAR GUPTA, MR. ALOK MUKESH GUPTA AND MRS. PADMA MUKESH GUPTA				
DETAILS OF ISSUE TO PUBLIC				
Type	Fresh Issue Size	Total Issue Size	Eligibility 229(1) / (2) & Share Reservation among NII & RII	
Fresh Issue	48,12,000 Equity Shares at the Issue Price of Rs.111 each aggregating Rs 5341.32 Lakhs	48,12,000 Equity Shares at the Issue Price of Rs.111 each aggregating Rs 5341.32 Lakhs	This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended. The Issue is being made pursuant to Regulation 229 (2) of SEBI (ICDR) Regulations, as the Company's post issue paid up capital is more than Rs. 10.00 Cr.	
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 of our Company. The face value of the Equity Shares is Rs.10/- each and the Issue Price of Rs. 111 is 11.10 times of the face value of the Equity Shares. The Issue Price (determined and justified by our Company in consultation with the Lead Manager) as stated under "Basis for Issue Price" beginning on page no. 73 of this Draft 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 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 the Issuer 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 this Draft Prospectus. Specific attention of the investors is invited to 'Risk Factors' on page 20 of this Draft Prospectus.				
ISSUER'S ABSOLUTE RESPONSIBILITY				
Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect.				
LISTING				
The Equity Shares offered through this Draft Prospectus are proposed to be listed on the Emerge Platform of National Stock Exchange Limited ("Emerge Platform of NSE"). For the purpose of the Issue, the Designated Stock Exchange will be National Stock Exchange Limited ("NSE").				
LEAD MANAGER TO THE ISSUE			REGISTRAR TO THE ISSUE	
				
Name of the Lead Manager to the Issue	Name of Contact Person:	Name of the Registrar to the Issue	Name of Contact Person	
FIRST OVERSEAS CAPITAL LIMITED	Mrs. Hemali Solanki / Ms. Shreya Jhavar Tel No.: +91 22 40509999 Email: <a href="mailto:mb@focl.in">mb@focl.in</a>	KFIN TECHNOLOGIES LIMITED	Mr. M Murali Krishna Tel No.: +91 40 6716 2222 E-mail: <a href="mailto:graphisads.ipo@kfintech.com">graphisads.ipo@kfintech.com</a>	
ISSUE PROGRAMME				
ISSUE OPENS ON: [●]			ISSUE CLOSES ON: [●]	

**Corporate Identification Number: U35999DL1987PLC029334**

Our Company was originally incorporated as Graphisads Private Limited on September 25, 1987 under the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, Delhi & Haryana. Subsequently, the name of the company was changed from "Graphisads Private Limited" to "Graphisads Limited" under The Companies Act, 2013 pursuant to a special resolution passed by our shareholders at the EGM held on December 15, 2022 and had obtained fresh certificate of incorporation dated January 03, 2023 issued by the Registrar of Companies, Delhi. The CIN of the Company is U35999DL1987PLC029334. For details pertaining to the changes of name of our company and change in the registered office, please refer to the chapter titled 'History and Certain Corporate Matters' beginning on page no. 112 of this Draft Prospectus.

**Registered Office:** 4/24 A, AB House, Asaf Ali Road, Near Delhi Gate, New Delhi- 110002 India

**Tel. No.:** +91 98712 76731; **Email:** [cs@graphisads.com](mailto:cs@graphisads.com); **Website:** [www.graphisads.com](http://www.graphisads.com)

**Contact Person:** Mr. Shobharam Dhama, Company Secretary & Compliance Officer

<b>PROMOTERS OF OUR COMPANY: MR. MUKESH KUMAR GUPTA, MR. ALOK MUKESH GUPTA AND MRS. PADMA MUKESH GUPTA</b> INITIAL PUBLIC ISSUE OF 48,12,000 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH ("EQUITY SHARES") OF GRAPHISADS LIMITED ("OUR COMPANY" OR "THE ISSUER COMPANY") FOR CASH AT A PRICE RS. 111/- PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF RS.101/- PER EQUITY SHARE) ("ISSUE PRICE") AGGREGATING TO RS. 5341.32 LAKHS ("THE ISSUE"), OUT OF WHICH 2,42,400 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH FOR A CASH PRICE OF RS. 111/- PER EQUITY SHARE, AGGREGATING TO RS. 269.06 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER ("MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 45,69,600 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH AT AN ISSUE PRICE OF RS. 111/- PER EQUITY SHARE AGGREGATING TO RS. 5072.26 LAKHS (IS HEREINAFTER REFERRED TO AS THE "NET ISSUE"). THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.33 % AND 25.00 % RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. PLEASE REFER TO SECTION TITLED "TERMS OF THE ISSUE" BEGINNING ON PAGE NO. 223 OF THIS DRAFT PROSPECTUS.	
<b>THIS ISSUE IS BEING MADE IN TERMS OF CHAPTER IX OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 (THE "SEBI (ICDR) REGULATIONS"), AS AMENDED. IN TERMS OF RULE 19(2)(b) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED, THIS IS AN ISSUE FOR AT LEAST 25% OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THIS ISSUE IS A FIXED PRICE ISSUE AND ALLOCATION IN THE NET ISSUE TO THE PUBLIC WILL BE MADE IN TERMS OF REGULATION 253 OF THE SEBI (ICDR) REGULATIONS, AS AMENDED. FOR FURTHER DETAILS, SEE "ISSUE PROCEDURE" ON PAGE 231 OF THE DRAFT PROSPECTUS.</b>	
All potential investors shall participate in the Issue only through an Application Supported by Blocked Amount ("ASBA") process including through UPI mode (as applicable) by providing details of the irrespective bank accounts and / or UPI IDs, in case of RIIs, if applicable, which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. A copy will be delivered for registration to the Registrar of Companies as under Section 26 and Section 32 of the Companies Act, 2013. For details in this regards, specific attention is invited to "Issue Procedure" on page 231. A copy of the Draft Prospectus will be delivered for registration to the Registrar of companies as required under Section 26 of the Companies Act, 2013.	
<b>THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10.00 EACH AND THE ISSUE PRICE OF Rs. 111.00 IS 11.10 TIMES OF THE FACE VALUE</b>	
<b>RISKS IN RELATION TO THE FIRST ISSUE</b>	
This being the first issue of the Issuer, there has been no formal market for the securities of our Company. The face value of the Equity Shares of our Company is ₹10.00. The Issue Price 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 or sustained trading in the Equity Shares of our Company nor regarding the price at which the Equity Shares will be traded after listing.	
<b>VGNERAL RISK</b>	
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 the Issuer 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 this Draft Prospectus. Specific attention of the investors is invited to the statement of 'Risk Factors' given on page 20 under the section 'General Risks'.	
<b>ISSUER'S ABSOLUTE RESPONSIBILITY</b>	
Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect.	
<b>LISTING</b>	
The Equity Shares offered through this Draft Prospectus are proposed to be listed on the Emerge Platform of National Stock Exchange Limited ("Emerge Platform of NSE"). 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 [●] from National Stock Exchange Limited ("NSE") for using its name in the offer document for listing of our shares on the Emerge Platform of NSE. For the purpose of the Issue, the Designated Stock Exchange will be National Stock Exchange Limited ("NSE"). A copy of Draft Prospectus will be delivered for registration to the Registrar of Companies as required under Section 26 of Companies Act, 2013.	
<b>LEAD MANAGER TO THE ISSUE</b>	<b>REGISTAR TO THE ISSUE</b>
	
<b>FIRST OVERSEAS CAPITAL LIMITED</b> 1-2 Bhupen Chambers, Dalal Street, Fountain, Mumbai – 400 001, Maharashtra, India <b>Tel No.:</b> +91 22 4050 9999 <b>Email:</b> <a href="mailto:mb@focl.in">mb@focl.in</a> <b>Investor Grievance Email:</b> <a href="mailto:investorgrievance@focl.in">investorgrievance@focl.in</a> <b>Website:</b> <a href="http://www.focl.in">www.focl.in</a> <b>Contact Person:</b> Mrs. Hemali Solanki / Ms. Shreya Jhawar <b>SEBI Registration No:</b> INM000003671	<b>KFIN TECHNOLOGIES LIMITED</b> Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032 Telangana, India <b>Tel. No.:</b> +91 40 6716 2222 <b>Email:</b> <a href="mailto:graphisads.ipo@kfintech.com">graphisads.ipo@kfintech.com</a> <b>Investor Grievance Email:</b> <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> <b>Website:</b> <a href="http://www.kfintech.com">www.kfintech.com</a> <b>Contact Person:</b> Mr. M Murali Krishna <b>SEBI Registration No.:</b> INR000000221
<b>ISSUE PROGRAMME</b>	
<b>ISSUE OPENS ON: [●]</b>	<b>ISSUE CLOSES ON: [●]</b>

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## SECTION I – GENERAL DEFINITIONS AND ABBREVIATIONS

*This Draft Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or unless otherwise specified, shall have the meaning as provided below. References to any legislation, act, regulations, rules, guidelines or policies shall be to such legislation, act, regulations, rules, guidelines or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.*

*The words and expressions used in this Draft Prospectus, but not defined herein shall have the meaning ascribed to such terms under SEBI ICDR Regulations, the Companies Act, the SCRA, the Depositories Act, and the rules and regulations made thereunder.*

*Notwithstanding the foregoing, the terms not defined but used in the chapters titled ‘Risk Factors’, ‘Statement of Tax Benefits’, ‘Industry Overview’, ‘Business Overview’, ‘Key Regulations and Policies in India’, ‘Restated Financial Statements’, ‘Outstanding Litigation and Material Developments’, “Issue Procedure”, and “Main Provisions of Articles of Association” beginning on page nos. 20, 111, 82, 91, 104, 140, 192, 231, and 260 respectively, shall have the meanings ascribed to such terms in the respective sections.*

### I. CONVENTIONAL / GENERAL TERMS

Graphisads Limited/ Graphisads /GL / The Company/ Company/ We/ Us/ Our/ our Company/ the Issuer Company	Unless the context otherwise indicates or implies refers to Graphisads Limited, a public limited company incorporated under the provisions of the Companies Act, 1956 with its registered office at 4/24 A First Floor AB House Asaf Ali Road New Delhi – 110002
TERM	DESCRIPTION
AGM	Annual General Meeting
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
Articles / Articles of Association /AoA	Unless the context otherwise requires, refers to the Articles of Association of Graphisads Limited, as amended from time to time.
Audit Committee	The committee of the Board of Directors constituted as the Company’s Audit Committee in accordance with Section 177 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015
Auditors/ Statutory Auditors of the Company	The Statutory & Tax Auditors of our Company, being M/s BAS & Co LLP Chartered Accountant.
Board of Directors / Board / Director(s) / Our Board	The Board of Directors of our Company, including all duly constituted Committee(s) thereof.
Chief Financial Officer	Chief Executive Officer of our Company in this case being, Mr. Anil Kumar Rustagi
Company Secretary & Compliance Officer	Company Secretary & Compliance Officer of our Company is Mr. Shobharam Dhama
Director(s)	Director(s) of our Company unless otherwise specified
Equity Shares/ Shares	Equity Shares of our Company having a face value of Rs. 111/- each, fully paid-up, unless otherwise specified in the context thereof.
Equity Shareholders	Persons holding Equity shares of our Company unless otherwise specified in the context otherwise.
ESOP	Employee Stock Option
FV	Value of paid-up Equity Capital per Equity Share, in this case Rs. 111/- each.
Group Companies	In terms of SEBI ICDR Regulations, the term “Group Companies” includes companies (other than our Promoter) 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, such entities as are included in the Chapter in ‘Our Promoter Group and Group Companies / Entities’ beginning on page no. 131

TERM	DESCRIPTION
	of this Draft Prospectus.
Independent Director	A non-executive and independent director of our Company appointed as per Section 149(6) the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations. For details, please refer to the chapter titled “Our Management” beginning on page no. 117 of this Draft Prospectus.
Key Managerial Personnel / KMP	The personnel are listed as Key Managerial Personnel our Company as per Section 2(51) of the Companies Act, 2013 and Regulation 2(bb) of the SEBI (ICDR), Regulation, 2018 and as identified in the chapter titled ‘Our Management’ beginning on page no. 117 of this Draft Prospectus.
Managing Director	Managing Director of our Company in this case being, Mr. Mukesh Kumar Gupta
Materiality Policy	The policy adopted by our Board on August 01, 2023 identification of Group Companies, material outstanding litigation and outstanding dues to material creditors, in accordance with the disclosure requirements under the SEBI ICDR Regulations
MOA / Memorandum / Memorandum of Association	Memorandum of Association of our Company, as amended from time to time.
Non- Resident	A person resident outside India, as defined under FEMA Regulations.
Nomination and Remuneration Committee	The nomination and remuneration committee of our Company, constituted on May 15, 2023 in accordance with Section 178 of the Companies Act, 2013, the details of which are provided in “Our Management” on page no. 117 of this Draft Prospectus
NRIs/Non-Resident Indians	A person resident outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000.
Peer Review Auditor	The Peer Review Auditors of our Company, being M/s BAS & Co LLP Chartered Accountants
Promoter/ Promoters of our Company	Promoters of our Company are Mr. Mukesh Kumar Gupta, Mr. Alok Mukesh Gupta and Mrs. Padma Mukesh Gupta
Promoter Companies/ Promoter Group	Unless the context otherwise requires, refers to such persons and entities constituting the Promoter Companies/ Promoter Group of our Company in terms of Regulation 2(1)(pp) of the SEBI (ICDR) Regulations, 2018 and as disclosed in ‘Our Promoter Group And Group Companies / Entities’ beginning on page 131 of this Draft Prospectus.
Registered Office	The Registered Office of our Company which is located 4/24 A, AB House, Asaf Ali Road, Near Delhi Gate, New Delhi- 110002
Registrar of Companies	4th Floor, IFCI Tower, 61, Nehru Place, New Delhi - 110019
Restated Financial Statements	The financial information of the Company which comprises of the restated financial statement (consolidated) of Assets and Liabilities, Profit and Loss and Cash Flows for the Financial Years March 31, 2023, 2022 and 2021 and the related notes, schedules and annexures thereto included in this Draft Prospectus, which have been prepared in accordance with Section 133 of the Companies Act, 2013, and restated in accordance with the SEBI ICDR Regulations.
SME Exchange	Unless the context otherwise requires, refer to the Emerge Platform of National Stock Exchange Limited
Stakeholders’ Relationship Committee	The stakeholders’ relationship committee of our Board as described in “Our Management” beginning on page no. 117 of this Draft Prospectus.
Willful Defaulter(s)	Willful defaulter as defined under Regulation 2(1) (III) of the SEBI ICDR Regulations

## ISSUE RELATED TERMS

TERM	DESCRIPTION
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application
Allot / Allotment / Allotment of Equity Shares	Unless the context otherwise requires, the allotment of the Equity Shares pursuant to the Fresh Issue and transfer of the Equity Shares pursuant to the issue to the successful Applicants.
Allocation / Allocation of Equity Shares	Unless the Context otherwise requires, the allocation of Equity Shares pursuant to this Issue to successful Applicants.
Allotment Advice	Note, advice or intimation of Allotment sent to the Applicants who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee`s	The successful applicant to whom the Equity Shares are/ have been allotted.
Applicant(s)	Any prospective investor who makes an application for Equity Shares in terms of this Draft Prospectus.
Application Amount	The amount at which the Applicant makes an application for Equity Shares of our Company in terms of this Draft Prospectus.
Application Intermediary Collecting	1) a SCSB, with whom the bank account to be blocked, is maintained. 2) a syndicate member (or sub-syndicate member), 3) a stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ("broker"), 4) a depository participant ('DP') (and whose name is mentioned on the website of the stock exchange as eligible for this activity), 5) a registrar to an issue and share transfer agent ('RTA') (and whose name is mentioned on the website of the stock exchange as eligible for this activity)
Application Form	The form in terms of which the prospective Applicants shall apply for the Equity Shares of our Company.
Application Supported by Blocked Amount/ASBA	An application, whether physical or electronic, used by all applicants to make a Bid authorizing a SCSB to block the application amount in the ASBA Account maintained with the SCSB and will include amounts blocked by RIIs using UPI Mechanism.
ASBA Account	Account maintained by an ASBA Applicants with an SCSB which will be blocked by such SCSB to the extent of the Application Amount.
ASBA Applicant(s)	Any prospective investor who makes an application pursuant to the terms of the Draft Prospectus and the Application Form.
ASBA Application	An application form (with and without the use of UPI, as may be applicable), whether physical or electronic, used by ASBA Bidders which will be considered as the application for Allotment in terms of the Draft Prospectus.
Banker(s) to the Company	Such banks which are disclosed as bankers to our Company in the chapter titled "General Information" beginning on page no. 42 of this Draft Prospectus.
Banker(s) to the Issue/ Escrow Collection Bank(s)/Public Issue Bank/ Refund Banker	The banks which are clearing members and registered with SEBI as Banker to an Issue with whom Escrow Account will be opened and in this case being [•]
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants under the Issue in consultation with the Stock Exchange which is described in the Chapter titled 'Issue Procedure' beginning on page 231 of this Draft Prospectus.
Broker Centres	Broker centres notified by the Stock Exchanges, where the Applicants can submit the Application forms to a Registered Broker. the details of such broker centres, along with the names and contact details of the Registered Brokers, are available on the website of the NSE- <a href="http://www.nseindia.com">www.nseindia.com</a>
Business Day	Monday to Friday (except public holidays)

TERM	DESCRIPTION
CAN / Confirmation of Allocation Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which will be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange.
Client ID	Client identification number maintained with one of the Depositories in relation to demat account
Collecting Depository Participant(s) or CDP(s)	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. GR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the Lead Manage, the Registrar to the Issue and the Stock Exchange and a list of which is available at <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> or at such other website as may be prescribed by SEBI from time to time
Collection Centres	Centres at which the Designated intermediaries shall accept the Application Forms, being the Designated SCSB Branch for SCSBs, specified locations for syndicate, broker centre for registered brokers, designated RTA Locations for RTAs and designated CDP locations for CDPs
Demographic Details	The demographic details of the Applicants such as their Name, Address, Pan, Occupation, Applicant Status and Bank Account details and UPI (If applicable)
Depository/Depositories	A Depository registered with SEBI under the SEBI (Depositories and Participants) Regulations, 1996, as amended from time to time.
Depository Participant/DP	A Depository Participant as defined under the Depositories Act, 1996, as Amended from time to time.
Designated CDP Location	Such locations of the CDPs where Applicants can submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the website of the Stock Exchange.
Designated Date	The date on which the funds blocked by the SCSBs are transferred from the ASBA Accounts specified by the Applicants to the Public Offer Account or unblock such amounts, as appropriate in terms of the Draft Prospectus.
Designated Intermediaries/ Collecting Agent	An SCSB with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Registered Broker, Designated CDP Locations for CDP, a registrar to an issue and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity).
Designated Market Maker / Market Maker	In our case, [•]
Designated RTA Locations	Such locations of the RTAs where Applicants can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the website of the Stock Exchange
Designated SCSB Branches	Such branches of the SCSBs which collected the ASBA Application Form from the applicants and a list of which is available on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange/ Emerge Platform of NSE /National Stock Exchange	Emerge Platform of the National Stock Exchange Limited (NSE EMERGE)
Draft Prospectus	The Draft Prospectus dated September 01, 2023 issued in accordance with section 26 of the Companies Act, 2013 and filed with the NSE under SEBI (ICDR) Regulation, 2018
Escrow Agreement	Agreement dated [•] entered in to amongst our Company, Lead Manager and the Registrar, the Banker(s) to the Issue/ Escrow Collection Bank(s) for



TERM	DESCRIPTION
	collection of the Application Amounts from the ASBA Applicants through the SCSBs Bank Account on the Designated Date in the Public Issue Account.
Eligible NRIs	NRIs from such jurisdiction outside India where it is not unlawful for our Company to make this Issue or an invitation under this Issue and in relation to whom the Reconstitutes an invitation to subscribe to the Equity Shares offered herein.
Electronic Transfer of Funds	Refunds through NACH, NEFT, Direct Credit or RTGS as applicable.
Eligible QFI	Qualified Foreign Investors from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Draft Prospectus constitutes an invitation to purchase the Equity Shares offered thereby and who have opened dematerialized accounts with SEBI registered qualified depository participants as QFIs and are deemed as FPIs under the SEBI FPI Regulations.
Escrow Collection Bank(s)	The banks which are clearing members and registered with SEBI as Banker(s) to the Issue/ Escrow Collection Bank(s) at which bank(s) the Escrow Account of our Company will be opened, in this case being HDFC Bank Limited.
First/Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form and in case of joint bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
FII / Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered to with SEBI under applicable laws in India.
Foreign Portfolio Investor / FPIs	Foreign Portfolio Investor as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
General Information Document or GID	The General Information Document for investing in public issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, the circular (CIR/CFD/DIL/1/2016) dated January 1, 2016 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019, circular no.(SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019 and circular no.(SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020, issued by SEBI. The General Information Document is available on the websites of the Stock Exchanges and the LM
Issue / Issue Size/ IPO/Initial Public Offering/Public Issue	Public Issue of 48,12,000 Equity Shares of Rs. 10/- each fully paid of Graphisads Limited (“the Company” or “the Issuer”) for cash at a price of Rs.111/- Per Equity Share aggregating to Rs. 5341.32 Lakhs. The Net Issue will constitute 26.33% of the post issue paid up capital of the Company
Issue Agreement/ MoU	The agreement dated August 11, 2023 between our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Period	The Issue period shall be [•] being the Issue Opening Date, to [•], being the Issue Closing Date.
Issue Closing Date	[•], The Date on which Issue closes for subscription
Issue Opening Date	[•] The Date on which Issue opens for subscription
Issue Price	The price at which the Equity Shares are being issued by our Company under this Draft Prospectus being Rs.111/- per equity share.
Issue Proceeds	The proceeds to be raised by our Company through Fresh Issue is Rs.



TERM	DESCRIPTION
	5341.32 Lakhs.
LM / Lead Manager	Lead Manager to the Issue, in this case being First Overseas Capital Limited, SEBI Registered Category I Merchant Bankers.
Listing Agreement with Emerge Platform of NSE	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and the Emerge Platform of National Stock Exchange Limited
Lot Size	The Market lot and Trading lot for the Equity Share is 1200 and in multiples of 1200 thereafter; subject to a minimum allotment of 1200 share to the successful applicants
Market Making Agreement	Market Making Agreement dated [•] between our Company, Lead Manager and Market Maker.
Market Maker/MM	[•] will act as the Market Maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for any other period as may be notified by SEBI from time to time.
Market Maker Reservation Portion	The Reserved portion of 2,42,400 Equity Shares of Rs.10/- each at Rs.111/- Per Equity Shares aggregating to Rs.269.06 for Market Maker in the Initial Public Issue of Graphisads Limited.
Minimum Promoter 'Contribution	Aggregate of 20 % of the fully diluted post-Issue Equity Share capital of our Company held by our Promoter which shall be provided towards minimum promoter of 20% and locked-in for a period of three years from the date of Allotment
Mobile App(s)	The mobile applications listed on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> or such other website as may be updated from time to time, which may be used by RIIs to submit Applications using the UPI Mechanism
Mutual Fund(s)/ MF	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
Net Issue/ Net Proceeds	The Issue (excluding the Market Maker Reservation Portion) of 45,69,600 Equity Shares of Rs.10/- each of Graphisads Limited at Rs.111/- Per Equity Share aggregating to Rs.5072.26 Lakhs.
NIF	National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of Government of India published in the Gazette of India
Non-Institutional Investors/ Applicants/NIIs	All Applicants (including Category III FPIs which are foreign corporate or foreign individuals but not including NRIs, other than eligible NRIs) that are not Qualified Institutional Buyers (QIBs) (including Anchor Investors or Retail Individual Applicants/Investors and who have applied for Equity Shares for an amount more than Rs.2,00,000.
Non-Indian Resident/ NRI	A person resident outside India, who is a citizen of India or a Person of Indian Origin as defined under FEMA Regulation, as amended from time to time
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.
Person/Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Prospectus	The Prospectus dated [•] to be filed with the ROC in accordance with Section 26 of the Companies Act, 2013 and SEBI (ICDR), Regulations containing inter alia, the Issue opening and Issue closing dates and other

TERM	DESCRIPTION
	certain information
Public Issue Account	Account opened with Banker to the Issue under Section 40 of the Companies Act, 2013 to receive monies from the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date.
Qualified Institutional Buyers / QIBs	A Qualified Institutional Buyers as defined under Regulation 2(1)(ss) of SEBI (ICDR), Regulations, 2018
Refund Account	The account to be opened with the Refund Bank, from which refunds, if any, of the whole or part of the Application Amount to the Applicants shall be made
Refund Bank(s)	The Bank which is a clearing member and registered with SEBI as a Banker to an Issue and with whom the Refund Account will be opened, in this case [•]
Registered Brokers	Stock brokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers and Sub Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals.
Registrar Agreement	The agreement dated August 10, 2023 between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
Registrar and Share Transfer Agents or RTAs	Registrar and Share Transfer Agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issue by SEBI
Registrar/ Registrar to the Issue	Registrar to this Issue being Kfin Technologies Limited having a registered office at Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana India - 500 032.
Retail Individual Investors/ RIIs	Individual investors, or minors applying through their natural guardians (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than or equal to Rs. 2,00,000/-.
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares in any of their Application Forms or any previous Revision Form(s).
Self-Certified Syndicate Banks/ SCSB	Banks registered with SEBI, offering services in relation to ASBA, a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> and updated from time to time and at such other websites as may be prescribed by SEBI from time to time.
SCSB Agreement	The deemed agreement between the SCSBs, the Lead Manager, the Registrar to the Issue and our Company, in relation to the collection of Applications from the ASBA Applicants and payment of funds by the SCSBs to the Public Issue Account
Emerge Platform of NSE	The Emerge Platform of NSE, i.e.; NSE Emerge for listing of equity shares offered under Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time
Specified Locations	Centers where the Syndicate shall accept ASBA Forms from Applicants and in case of RIIs only ASBA Forms with UPI
Sponsor Bank	A Banker to the Issue which is registered with SEBI and is eligible to act as a Sponsor Bank in a public issue in terms of applicable SEBI requirements and has been appointed by the Company in consultation with the LM to act as a conduit between the Stock Exchanges and NPCI to push the UPI Mandate Request in respect of RIIs as per the UPI Mechanism, in this case being [•]
Systemically Important Non-Banking Financial Company	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
Specified Securities	Equity Shares are being offered through this Draft Prospectus
Sponsor Banker	The Banker(s) registered with SEBI which is appointed by our Company to act as a conduit between the Stock Exchanges and the NPCI in order to push the mandate collect requests and / or payment instructions of the Retail

TERM	DESCRIPTION
	Applicants into the UPI, in this case being [•]
TRS / Transaction Registration Slip	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the Applicant, as proof of registration of the Application.
Underwriters to the Issue	[•]
Underwriting Agreement	The Agreement dated [•] entered into between the Underwriters and our Company.
Unified Payments Interface/ UPI	UPI is an instant payment system developed by the NPCI.
UPI Circulars/ SEBI Circulars	The bidding mechanism that may be used by an RII to make an Application in the Issue in accordance with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 01, 2018 read with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019, SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019 and SEBI Circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 08, 2019, the circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021, SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, SEBI circular no SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI circular no SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 and any subsequent circulars or notifications issued by SEBI in this regard and any subsequent circulars or notifications issued by SEBI in this regard
UPI Application	Collectively, individual investors applying as Retail Individual Investors in the Retail Portion, and Other than retail individual investors applying with an application size of more than ₹ 200,000 and up to ₹ 500,000 in the Other than Retail Investors category and applying under the UPI Mechanism. Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹ 500,000 shall use UPI and shall provide their UPI ID in the application form submitted with: (i) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (ii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iii) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
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 ID Linked Bank Account	Account of the RIIs, applying in the issue using the UPI mechanism, which will be blocked upon accepting the UPI mandate to the extent of the appropriate application amount and subsequent debit of funds in the case of allotment.
UPI Mandate Request / Mandate Request	A request (intimating the RII by way of a notification on the UPI application and by way of a SMS directing the RII to such UPI application) to the RII initiated by the Sponsor Bank to authorize blocking of funds on the UPI application equivalent to Application Amount and subsequent debit of funds in case of Allotment. In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Retail Individual Investors, using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI ( <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFees&amp;intmid=40">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFees&amp;intmid=40</a> )

TERM	DESCRIPTION
	and( <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43</a> ) respectively, as updated from time to time
UPI Mechanism	The bidding mechanism that may be used by an RII to make an Application in the Issue in accordance with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 01, 2018
UPI PIN	Password to authenticate UPI transaction.
Willful Defaulter	Willful Defaulter is defined under Regulation 2(1) (III) of SEBI (ICDR) Regulations, 2018, means a person or an issuer who or which is categorized as a willful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.
Working Days	In accordance with Regulation 2(1)(mmm) of SEBI (ICDR), Regulations, 2018, working day means all days on which commercial banks in the city as specified in the offer document are open for business. - However, till Application / Issue closing date: All days other than 2 <sup>nd</sup> and 4 <sup>th</sup> Saturday of the month, Sunday or a public holiday; - Post Application / Issue closing date and till the Listing of Equity Shares: Working days shall be all trading days of stock exchanges excluding Sundays and bank holidays (in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016).

## ABBREVIATIONS

ABBREVIATIONS	FULL FORMS
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
AIF	Alternative Investment Funds as defined in and registered under SEBI AIF Regulations
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount
AY	Assessment Year
Bn	Billion
CAGR	Compounded Annual Growth Rate
CAPEX	Capital Expenditure
CDSL	Central Depository Services (India) Limited
CEO	Chief Executive Officer
CFO	Chief Financial Officer
CII	Confederation of Indian Industry
CIN	Company Identification Number
CST	Central Sales Tax
Contract Act	The Indian Contract Act, 1872 as amended from time to time
COVID-19	Coronavirus disease 2019
CSR	Corporate Social Responsibility
DIN	Director Identification Number
DP	Depository Participant
DP ID	Depository Participant's Identity
DB	Designated Branch
DTC	Direct Tax Code, 2013
EBIDTA	Earning/Revenues from operations (net) less total expenses (expenses other than finance cost, depreciation and amortization)
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting
EOU	Export Oriented Unit
EPS	Earnings Per Share

ABBREVIATIONS	FULL FORMS
ESOP	Employee Stock Option Plan
FCNR	Foreign Currency Non-Resident Account
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time, and the regulations framed there under
FII	Foreign Institutional Investor, as defined under the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 2014, as amended from time to time and registered with the SEBI under applicable laws in India
FIPB	Foreign Investment Promotion Board
FPI	Foreign Portfolio Investor as defined under the SEBI FPI Regulations and registered with SEBI under applicable laws in India
FTP	Foreign Trade Policy, 2009
FY/ Fiscal/ Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI under applicable laws in India.
GAAP	General Accepted Accounting Principles
GDP	Gross Domestic Product
GFSR	Global Financial Stability Report
GoI/ Government	Government of India
GST	Goods and Services Tax Act, 2017
HNI	High Net worth Individuals
HR	Human Resources
HUF	Hindu Undivided Family
Indian GAAP	Generally Accepted Accounting Principles in India
ICAI	Institute of Chartered Accountants of India
ICDR/ ICDR Regulations/ SEBI ICDR/ SEBI (ICDR) Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 issued by SEBI on September 11, 2018 as amended, including instructions and clarifications issued by SEBI from time to time.
ICSI	Institute of Company Secretaries Of India
IFRS	International Financial Reporting Standards
IFSC	Indian Financial System Code
IGST	Integrated GST
IMPS	Immediate Payment Service
IPR	Intellectual Property Rights
IRDA	Insurance Regulatory and Development Authority
I.T. Act	Income Tax Act, 1961, as amended from time to time
INR/Rs./Rupees/`	Indian Rupees, the legal currency of the Republic of India
JV	Joint Ventures
Km	Kilometres
KMP	Key Managerial Personnel
KPI	Key Performance Indicators
LM	Lead Manager
LMT	Lakh Metric Tonnes
Ltd	Limited
MB	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended from time to time.
MD	Managing Director
MGNREGS	Mahatma Gandhi National Rural Employment Guarantee Scheme
MICR	Magnetic Ink Character Recognition
Mkt.	Market
Mn	Million
MOA	Memorandum of Association

ABBREVIATIONS	FULL FORMS
MoF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
MSP	Minimum Support Price
N.A./n.a	Not Applicable
NACH	National Automated Clearing House
NAV	Net Asset Value
NBFC	Non- Banking Finance Company
NECS	National Electronic Clearing System
NEFT	National Electronic Fund Transfer
NOC	No Objection Certificate
No.	Number
NPCI	National payments Corporation of India
NPV	Net Present Value
NR	Non-Resident
NRE Account	Non-Resident External Account
NRI	Non-Resident Indians
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
NTA	Net Tangible Assets
OCB	Overseas Corporate Bodies
p.a.	per annum
P/E Ratio	Price/ Earnings Ratio
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
PE	Private Equity
PE Ratio	Price/ Earning Ratio
PIO	Persons of Indian Origin
POA	Power of Attorney
PPE	Personal Protective Equipment
Pvt.	Private
Pvt. Ltd.	Private Limited
QFI	Qualified Foreign Investors
QIB	Qualified Institutional Buyers
RBI	The Reserve Bank of India
R & D	Research and Development
RoC	Registrar of Companies
ROE	Return on Equity
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement
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
Securities Act	The U.S. Securities Act as amended from time to time
SEZ	Special Economic Zone
SGST	State GST
SME	Small and Medium Enterprise
SSI Undertakings	Small Scale Industrial Undertakings
STT	Securities Transaction Tax
TIN	Tax Identification Number
TAN	Tax Deduction and Collection Account Number
TRS	Transaction Registration Slip
TNW	Total Net Worth

<b>ABBREVIATIONS</b>	<b>FULL FORMS</b>
UIN	Unique Identification Number
u/s	Under Section
UPI	Unified Payment Interface
US/ United States	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the Unites States of America
Venture Capital Fund(s)/ VCF(s)	Venture Capital Funds as defined and registered with SEBI under Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as amended from time to time.
VAT	Value Added Tax
WDV	Written Down Value
WEO	World Economic Outlook
w.e.f.	With Effect From
WTD	Whole Time Director
WTO	World Trade Organization
YoY	Year over year

#### **Explanation for KPI metrics**

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

#### **TECHNICAL/ INDUSTRY RELATED TERMS**

<b>TERM</b>	<b>DESCRIPTION</b>
CAD	Current Account Deficit
GDP	Gross Domestic Product
OHH Advertisement	Out of Home Advertising



## PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

### Certain Conventions

In this Draft Prospectus, the terms “we”, “us”, “our”, the “Company”, “our Company”, “**Graphisads Limited**” /or “Graphisads”, unless the context otherwise indicates or implies, refers to **Graphisads Limited**.

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

### Financial Data

Unless stated otherwise, the financial data which is included in this Draft Prospectus is derived from our audited consolidated financial statements for the Financial Years March 31, 2023, 2022 and 2021 prepared in accordance with Indian GAAP, Accounting Standards, the Companies Act, 2013 (Such provisions of the Companies Act, 1956 which were in force as on date) and restated financial statements of our company prepared in accordance with the SEBI ICDR Regulations and the Indian GAAP which are included in this Draft Prospectus, and set out in the section titled ‘*Financial Statements*’ beginning on page no.140 of this Draft Prospectus.

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

Any percentage amounts, as set forth in the chapters titled ‘*Risk Factors*’, ‘*Business Overview*’ and ‘*Management's Discussion and Analysis of Financial Conditions and Results of Operations*’ beginning on page 20, 91 and 183, respectively, of this Draft Prospectus and elsewhere in this Draft Prospectus, unless otherwise indicated, have been calculated on the basis of our restated financial statements prepared in accordance with Indian GAAP, the Companies Act and SEBI ICDR Regulations.

### Currency and Units of presentation

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

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

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

### Industry and Market Data

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

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

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

## FORWARD LOOKING STATEMENT

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

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

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

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

For a further discussion of factors that could cause our current plans and expectations and actual results to differ, please refer to the chapters titled ‘Risk Factors’, ‘Business Overview’ and ‘Management’s Discussion and Analysis of Financial Conditions and Results of Operations’ beginning on page 20, 91 and 183, respectively of this Draft Prospectus.

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

## SECTION II – SUMMARY OF THE ISSUE DOCUMENT

### Summary of our Business

Our Company was originally incorporated as Graphisads Private Limited on September 25, 1987 under the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, Delhi & Haryana. Subsequently, the name of the company was changed from “Graphisads Private Limited” to “Graphisads Limited” under The Companies Act, 2013 pursuant to a special resolution passed by our shareholders at the EGM held on December 15, 2022 and had obtained fresh certificate of incorporation dated January 03, 2023 issued by the Registrar of Companies, Delhi. The CIN of the Company is U35999DL1987PLC029334.

Graphisads Limited is integrated marketing, advertising and communications agency, providing 360 degree solutions to its wide array of clients. The Company is in the same industry for the past 35 years and is continuously expanding its business horizons with the moving trends across the world, reflecting its growing expertise in the marketing and advertising industry.

We endeavor to maintain the quality of our services, follow strict procedures to ensure quality, timely delivery and competitive prices. We endeavor in going beyond just media, to understanding business needs of the brand and delivering complete communications solutions.

Our Company has been facilitated by various awards such as Best Media Agency of the Year 2013, Delhi, Realty Plus Excellence Award in 2014, 2015, Diamond award for Best Creative at the India Pride Awards 2016-2017, Dac Excellence in Advertising awards in 2014, 2015, 2016. For more details, please refer to the Chapter titled, “History and Corporate matters” on page 112 of this Draft Prospectus.

Wide area of scope of work being offered and provided by Graphisads to its clients make it is one of the few agencies that can truly claim to be a fully integrated and independent in providing the marketing and communications solutions. By integrated we mean that we offer world class creative, exceptional brand marketing strategy, logical online & offline media planning & buying, cutting-edge digital expertise, on ground & virtual activation capabilities, and design solutions that help our clients in brand building. We provide high-end ecosystem and end-to-end ad-tech communication solutions platform for advertising media services consisting of Brand Strategy, Communication Strategy, Creative Services, Media Planning, Media Buying & Media Release services which covers advertisement modes such as Newspapers, Magazines, Radio and TV, Events & Exhibitions, Digital Media, Brochures Printing, and display of Outdoor Hoardings, Digital screens and street furniture In all such mediums of advertising “Creative” exists i.e.; all the services are given keeping in the necessity of being creative, so that Graphisads can deliver most compelling communications to grab attentions of the public at large.

For more information on our Company’s business, please refer to chapter titled “**Business Overview**” on page no. 91 of this Draft Prospectus

### Summary of Our Industry:

The Indian advertising industry has evolved from being a small-scaled business to a full-fledged industry. The advertising industry is projected to be the second fastest growing advertising market in Asia after China. The Indian government has given tremendous support to the advertising and marketing industry. Advertising expenditure is likely to increase in the financial sector, driven by Reserve Bank of India (RBI) policies which could result in a more favorable business environment. Also, proposed licenses for new banks and better market sentiments render the advertising and marketing industry in India a fertile space.

For more details, please refer to chapter titled “Industry Overview” on page 82 of this Draft Prospectus.

### Names of the Promoters

As on date of this Draft Prospectus, our Promoters are Mr. Mukesh Kumar Gupta, Mr. Alok Mukesh Gupta and Mrs. Padma Mukesh Gupta.

### Size of the Issue

This is the Fresh Issue of Equity Shares. Initial Public Offer is of 48,12,000 values of Rs.10 each of the Company for cash at a price of Rs.111.00 per Equity Share (including a share premium of Rs.101 per Equity Share) aggregating up to Rs.5341.32 Lakhs.

### Objects of the Issue

(Rs. In Lakhs)

Sr. No.	Objects of the Issue	IPO Proceeds
1.	Repayment of Loans	1662.03
2.	Working Capital	2145.00
3.	General Corporate Expenses	1334.29
4.	To meet the expenses of the Issue	200.00
	<b>Total</b>	<b>5341.32</b>

**Offer for Sale-**There is no Offer for Sale as Our Company is making only a Fresh Initial Public Offer/Issue.

For detailed information on the “**Objects of the Issue**”, please refer to chapter titled “**Objects of the Issue**” on page no. 66 of this Draft Prospectus.

### Pre-Issue Shareholding of the Promoter and Promoter Group

The aggregate shareholding of Our Promoter and Promoter Group before the Issue is set forth below:

Sr. No.	Name of the Shareholders	Pre-Issue		Post-Issue	
		No. of equity shares	As a % of Pre-Issued Capital	No. of equity shares	As a % of Post-Issue Capital
<b>A</b>	<b>Promoter -</b>				
1	Mr. Mukesh Kumar Gupta	79,38,000	58.96	79,38,000	43.43
2	Mr. Alok Mukesh Gupta	27,13,900	20.16	27,13,900	14.85
3	Mrs. Padma Gupta	27,05,500	20.09	27,05,500	14.80
	<b>TOTAL (A)</b>	<b>1,33,57,400</b>	<b>99.20</b>	<b>1,33,57,400</b>	<b>73.09</b>
<b>B</b>	<b>Promoter Group &amp; Relatives-</b>				
1	Ms. Prerna Gupta	1,05,000	0.79	1,05,000	0.58
2	Mrs. Shilpa Gupta	700	0.01	700	0.01
	<b>TOTAL (B)</b>	<b>1,05,700</b>	<b>0.79</b>	<b>1,05,700</b>	<b>0.58</b>
<b>C</b>	<b>TOTAL (A+B)</b>	<b>1,34,63,100</b>	<b>99.99</b>	<b>1,34,63,100</b>	<b>73.66</b>

For further details relating to the allotment of Equity Shares to our Promoters and Promoter Group members, please refer to the chapter titled ‘**Capital Structure**’ beginning on page no. 52 of this Draft Prospectus.

### Financial Information

The following tables set forth details the financial information as per the Restated Financial Statements for financial year ended on March 31, 2023, 2022 and 2021.

For detail information, please refer to the chapters and notes mentioned therein titled ‘**Restated Financial Statement**’ and ‘**Management's Discussion and Analysis of Financial Conditions and Results of Operations**’ beginning on page no. 140 and 183 respectively of this Draft Prospectus.

(Rs. in Lakhs)

Particulars	As at March 31,		
	2023	2022	2021
Share Capital	1346.45	192.35	192.35
Net Worth	4286.31	3914.20	3360.95
Total Revenue	9904.81	8972.49	4755.63
Profit after Tax	556.62	558.19	55.84

Particulars	As at March 31,		
	2023	2022	2021
EPS (in Rs.)- Basis & Diluted	4.13	4.15	29.03
NAV per equity share (in Rs.)	31.83	29.07	1747.31

### **Auditors' Qualifications which have not been given effect to in the Restated Financial Statements**

Independent Auditor's Report on Restated Financial Statements is issued by M/S BAS & Co LLP Chartered Accountants, Mumbai contains following Qualifications.

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

### **Summary of the Outstanding Litigations**

For further details in relation to legal proceedings involving our Company, Promoters, Directors and Group Companies, please refer chapters titled "Outstanding Litigation and Material Developments" and "Risk Factors" on page no. 192 and 20, respectively, of this Draft Prospectus.

### **Risk Factors**

An investment in the Equity Shares involves a high degree of risk. Potential Investors should carefully consider all the information in this Draft Prospectus and are advised to read the section titled "Risk Factors" beginning on page no. 20 of this Draft Prospectus, including the risks and uncertainties, before making/taking an investment decision in our Equity Shares.

In making an investment decision prospective investor must rely on their own examination of our Company and the terms of this issue including the merits and risks involved. The risks described in the said chapter are relevant to the industries our Company is engaged in, our Company and our Equity Shares. Any potential investor in, and subscriber of, the Equity Shares should also pay particular attention to the fact that we are governed in India by a legal and regulatory environment in which some material respects may be different from that which prevails in other countries.

For further details, please refer to the Section titled "Risk Factors" beginning from page no. 20 of this Draft Prospectus.

### **Summary of Contingent Liabilities**

For detailed information on the Contingent Liabilities on our Company, please refer "*Annexure 33: Statement of Contingent Liabilities*" appearing on page no.168 of this Draft Prospectus under Chapter titled "*Restated Financial Information*" beginning on Page no. 140 of this Draft Prospectus.

### **Summary of Related Party Transactions**

For detailed information on the Related Party Transaction on our Company, please refer "*Annexure 42: Statement of details of Related Party Transactions*" appearing on page no.174 of this Draft Prospectus under Chapter titled "*Restated Financial Information*" beginning on Page no. 140 of this Draft Prospectus.

### **Details of Financing Arrangements**

The Promoters, member of Promoter Group, the Directors of the Company which a Promoter of the Issuer, the Director of our company and their relatives 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 period of six months immediately preceding the date of filing of this Draft Prospectus.

### **Cost of Acquisition of Shares &Weighted Average Cost of the Shares Acquired by our Promoters**

The weighted average price of the equity shares acquired by our Promoter within last one (1) year from the date of filing of this Draft Prospectus are set forth below:

<b>Name of Promoter</b>	<b>No. of equity share held</b>	<b>Average cost of acquisition (in Rs.) *</b>
Mr. Mukesh Kumar Gupta	68,04,000	Nil
Mr. Alok Mukesh Gupta	23,26,200	Nil
Mrs. Padma Mukesh Gupta	23,19,000	Nil

\*Cost of acquisition of 1,14,49,200 equity shares is negligible as the shares allotted are bonus shares with Nil cost of acquisition. For further details, please refer to the chapter titled “Capital Structure” on page 52 of this Draft Prospectus.

#### **Average Cost of Acquisition of Shares**

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

<b>Name of Promoter</b>	<b>No. of equity share held</b>	<b>Average cost of acquisition (in Rs.)</b>
Mr. Mukesh Kumar Gupta	79,38,000	4.99
Mr. Alok Mukesh Gupta	27,13,900	2.25
Mrs. Padma Mukesh Gupta	27,05,500	5.56

#### **Pre-IPO Placement**

Our Company has not placed any Pre-IPO Placement as on date of filing this Draft Prospectus.

#### **Equity Shares issued for Consideration Other Than Cash**

Our Company has not issued any other equity shares for consideration other than cash during last one year preceding the date of filing this Draft Prospectus.

#### **Split / Consolidation of Equity Shares**

Our Company has not done any split or consolidation of Equity Shares during the last one year from the date of filing this Draft Prospectus.



### 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 Draft Prospectus, including the risks and uncertainties summarised below, before making an investment in our Equity Shares. The risks described below are relevant to, the industries our Company is engaged in, our Company and our Equity Shares. To obtain a complete understanding of our Company, you should read this section in conjunction with 'Our Business' and 'Management's Discussion and Analysis of Financial Condition and Results of Operations' on page 91 and 183 respectively, of this Draft Prospectus as well as the other financial and statistical information contained in this Draft Prospectus. Prior to making an investment decision, prospective investors should carefully consider all of the information contained in 'Financial Statements' on page 140 of this Draft Prospectus. Unless stated otherwise, the financial data in this section is as per our financial statements prepared in accordance with Indian GAAP, as restated.*

*If any one or more of the following risks as well as other risks and uncertainties discussed in this Draft Prospectus were to occur, our business, financial condition and results of our operation could suffer material adverse effects, and could cause the trading price of our Equity Shares and the value of investment in the Equity Shares to materially decline which could result in the loss of all or part of your investment.*

*This Draft Prospectus also contains forward looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of many factors, including the considerations described below and elsewhere in this Draft Prospectus.*

*These risks are not the only ones that our Company 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 on the basis of their materiality. The following factors have been considered for determining the materiality.*

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

#### **INTERNAL RISK FACTORS**

- 1. There are certain outstanding legal proceeding involving our Promoter and Promoter Entities which may adversely affect our business, financial condition and results of operations.***

There are certain proceedings pending at different levels of adjudication before various authorities, enquiry officers and appellate forums. Such proceedings could divert management time, attention and consume financial resources in their defence. Further, an adverse judgment in some of these proceedings could have an adverse impact on our business, financial condition and results of operations. A summary of the outstanding proceedings against our Company and Group Companies as disclosed in this Draft Prospectus, to the extent quantifiable, have been set out below:

<b>(Rs. in Lakhs)</b>		
<b>Nature of cases</b>	<b>Number of cases</b>	<b>Amount Involved</b>
<b><i>Litigation involving our Company</i></b>		
Civil Cases filed against the Company	04	(8929602) *
Civil Cases filed by the Company	18	39749674
Criminal cases against the company	Nil	Nil
Criminal cases filed by the company	03	12084000
Outstanding actions by regulatory and statutory authorities	Nil	Nil
Tax related matters	02	17995683

Nature of cases	Number of cases	Amount Involved
<b><i>Litigation involving our Promoters</i></b>		
Civil Cases filed against the Promoters	Nil	Nil
Civil Cases filed by the Promoters	02	Nil
Criminal cases against the Promoters	Nil	Nil
Criminal cases filed by the Promoters	Nil	Nil
Outstanding actions by regulatory and statutory authorities	Nil	Nil
Tax related matters	Nil	Nil
<b><i>Litigation involving our Directors (other than Promoters)</i></b>		
Civil Cases filed against the Directors (other than Promoters)	Nil	Nil
Civil Cases filed by the Directors (other than Promoters)	Nil	Nil
Criminal cases against the Directors (other than Promoters)	Nil	Nil
Criminal cases filed by the Directors (other than Promoters)	Nil	Nil
Outstanding actions by regulatory and statutory authorities (other than Promoters)	Nil	Nil
Tax related matters	Nil	Nil
<b><i>Litigation involving our Subsidiary</i></b>		
Civil Cases filed against the Subsidiary	Nil	Nil
Civil Cases filed by the Subsidiary	Nil	Nil
Criminal cases against the Subsidiary	Nil	Nil
Criminal cases filed by the Subsidiary	Nil	Nil
Outstanding actions by regulatory and statutory authorities	Nil	Nil
Tax related matters	Nil	Nil

*\*Our Company has filed counter suits and have been awarded orders in our favour. The counter party has gone into appeal. That is why the figure is negative.*

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

*For further details, please refer to section titled "Outstanding Litigation and Material Developments" beginning on page 192 of this Draft Prospectus.*

**2. We intend to use a portion of the Net Proceeds to prepay / repay certain loan facilities.**

One of the objects of the Issue is the pre-payment / repayment of certain loan facilities, in full or in part, availed by our Company. Our Company intends to utilise an amount of up to Rs. 1662.03 Lakhs from the Net Proceeds, constituting 31.12 % of the total Fresh Issue Size, towards the prepayment / repayment of these loan facilities. For details of the outstanding loans proposed for repayment or prepayment, in full or in part from the Net Proceeds, without any obligation to any particular bank or financial institution, see "Objects of the Issue – Details of the Objects – Repayment of certain borrowings" on page no. 66 of this Draft Prospectus. The amount utilized to prepay / repay these loans will, therefore, not be available for investment in our business and will not result in any immediate increase in the value of your investment in our Equity Shares.

**3. If we are unable to attract new clients or our existing clients do not renew their contract or default in payments, the growth of our business and cash flows will be adversely affected.**

Default or delays in payments by a significant portion of our customers may have an adverse effect on cash flows, results of operations and financial condition. Default or delays in payments by a significant portion of our customers may have an adverse effect on cash flows, results of operations and financial condition. However, our top 10 customers contributed 63.86 %, 57.03 % and 54.14 % of our revenues from operations for the year ended March 31, 2023, 2022 and 2021, respectively. To increase our revenue and cash flows, we must regularly add new clients. If we are unable to generate sufficient sales leads through our marketing programs, or if our existing or new clients do

not perceive our services to be of sufficiently high value and quality, we may not be able to increase sales and our operating results would be adversely affected. In addition, our existing clients have no obligation to repeat contracts / new projects to us due to various factors including clients satisfaction with our services, collection of data and information as desired by our clients, our prices and the prices of competing service providers. If we fail to achieve repetitive projects from existing clients or to add new clients, our operating results will suffer, and our revenue growth, cash flows and profitability may be materially and adversely affected.

- 4. *We are dependent upon few suppliers for procurement of raw materials for our outdoor marketing and advertisements including exhibitions, campaigns etc; In an eventuality where our suppliers are unable to deliver us the required materials in a time-bound manner it may have a material adverse effect on our business operations and profitability.***

We are in advertising agency and to provide services to various clients hence, raw materials as such are not applicable in advertising and marketing industry. However, in the case of events and outdoor advertising/ marketing raw materials such as street furniture, site fixtures and fittings and other consumables are required and accordingly deployed. In this regard, for the year ended March 31, 2023, 2022 and 2021, our top 10 suppliers contributed around 57.32 %, 47.48 % and 46.50 % respectively of our purchases. In the event of a delay and/ or inadequacy or default in deliveries and /or non-adherence to quality requirements by any of our vendors, we may not be able to source the raw materials at all or in a timely manner and / or on commercially acceptable terms. In such a scenario, it could adversely affect ability to meet our customers' requirements, our business, results of operations and financial conditions.

- 5. *We derive a significant portion of our revenue from our outdoor advertising services. Therefore, factors that adversely affect the demand for such operations or our position or reputation as a provider for the mentioned services may adversely affect our business and results of operations.***

We derive a significant portion of our revenue from our outdoor advertising services business and are dependent on the cash flow generated from our outdoor advertising services business for the growth. Our outdoor advertising services business accounted for 41.07 %, 53.00 %, and 38.43 % of our total revenue from operations for fiscal 2023, fiscal 2022 and fiscal 2021, respectively. Consequently, factors that adversely affect the demand for outdoor advertising services or our position or reputation as a provider of such outdoor advertising services may adversely affect our business and profitability. The loss of a major customer could lead to a significant decrease in revenue, harm our reputation and reduce our ability to accurately predict cash flow. The risk of such a loss is increased by the fact that the integrated marketing, advertising and communications services are an extremely competitive segment in the advertising and marketing industry in India. All of these factors could have an adverse effect on our business, financial condition and results of operations.

- 6. *Our Company's business operations are done PAN India and any downturn and/ or any economic, regulatory, social and political change in any of the Indian states in which we operate or seek to operate may affect our market share and/ or may adversely affect our business, financial condition and results of operations.***

We provide services through branch offices including our registered office. For details, please refer to "Business Overview- Revenue wise breakup", on page no. 91 of the Draft Prospectus. Thus, the sales of our Company are widely dispersed throughout India and any failure to maintain such dispersion may impact sales, revenues, and consequently, the financial performance of the Company. Further, any failure in expanding our geographical presence within India may lead to loss of opportunity in earning higher revenue thereby effect our growth and profit in the Company.

Further, our business is also subject to diverse and constantly changing economic, regulatory, social and political conditions in the jurisdictions in which we operate and seek to operate. Operating in the different Indian states exposes us to a number of risks, including, but not limited to, compliance with local laws and regulations, which can be onerous and costly as the magnitude and complexity of, and continual amendments to, those laws and regulations are difficult to keep abreast with and the liabilities, penalties, costs, obligations and requirements associated with these laws and regulations can be substantial. Our failure to comply with and adapt to changing state regulations and/or trends may result in us failing to maintain and/or expand our international sales operations, which could adversely affect our business, financial condition and results of operations.

In case of any contingencies in the future, due to which we are unable to operate effectively in these markets, our results of operations, revenues and profitability may be adversely affected. Due to this, we may not be able to

expand our business effectively within Indian markets, thereby affecting our business, results of operations and financial condition.

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

Our business requires significant amount of working capital and major portion of our working capital is utilized towards debtors and inventories. Our Trade Receivables for the period ended March 31, 2023, March 31, 2022, March 31, 2021 were Rs. 2946.12 Lakhs, Rs. 3040.25 Lakhs and Rs. 3501.94 Lakhs respectively and our inventories for the period ended March 31, 2023, March 31, 2022 and March 31, 2021 were Rs. 252.85 Lakhs, Rs. 64.72 Lakhs and Rs. 553.97 Lakhs respectively.

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

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

For further details of working capital requirements, please refer to the chapter titled "*Objects of the Issue*" on page 66 of the Draft Prospectus.

**8. *Any IT system failures or lapses on part of any of our employees may lead to operational interruption, liabilities or reputational harm.***

The success of our businesses depends in part upon our ability to effectively deploy, implement and use information technology systems and advanced technology initiatives in a cost effective and timely basis. Our computer networks may be vulnerable to unauthorised access, computer hacking, computer viruses, worms, malicious applications and other security problems caused by unauthorised access to, or improper use of, systems by our employees, subcontractors or third-party vendors. Any systems failure or security breach or lapse on our part or on the part of our employees and other ecosystem participants that results in the release of user data could harm our reputation and brand and, consequently, our business, in addition to exposing us to potential legal liability. Any such legal proceedings or actions may subject us to significant penalties and negative publicity, require us to change our business practices, increase our costs and severely disrupt our business.

**9. *We store our raw materials and finished goods in godowns from which we operate, though we take utmost care in maintaining them but there may be chances of spoilage of products due to weather conditions or infections etc.***

We store our inventory in raw materials and finished goods taken by us on lease basis. For further details of our godowns and terms of lease please refer to the section titled "Business Overview" on pages 91 of the Draft Prospectus.

Though the godowns taken on lease by us are in the best of the conditions and meet with the requirements of distributors to store their products. We as well as distributors also do regular inspections to check the conditions of our storages. Though in the past there is no incidences of product contamination due to weather conditions, infections etc. but we can not assure you that we may not face that situation in future and in case any such damages happen then there will be material adverse effect on our business, results of operations and financial condition which may adversely affect our profitability and results of operations.

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

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

**11. Advertising business is dependent on availability of space or sites for publishing of ads or displaying the hoardings with the media agency. Any significant increase in the prices of such ad space or sites or nonavailability of such ad space or sites may adversely affect our business and results of operations.**

Our main requirement for advertisement in the media, digital media, events, creative and outdoor media is dependent on the availability of ad space in that particular media such as availability of particular space in newspapers or spot time in broadcasting radio stations or availability of space at particular hoarding sites on which client wants to publish/display the advertisements. We procure these spots, spaces or sites on rents/ lease from respective publication houses, radio stations and agencies, whenever there is a requirement. Any non-availability of these space/sites for whatever reason, could adversely affect our sales and profitability. Further, any price volatility of these space/sites and our inability to adjust to the same could adversely affect results of our operations and profitability.

**12. We may be unable to respond to changes in consumer demands and market trends in a timely manner.**

Our success depends on our ability to identify, originate and define product and market trends, both on a pan India, international and more local level, as well as to anticipate, gauge and react to rapidly changing consumer demands in a timely manner. Our advertising strategies must also appeal to a broad range of customers whose preferences may vary significantly across regions and cannot be predicted with certainty. We cannot assure you that the demand for our services with end-consumers will continue to grow or that we will be able to continue to develop appealing styles or meet rapidly changing consumer demands in the future. If we misjudge the market or fail to anticipate a shift in consumer preferences, we may be faced with a reduction in revenues. Any inability to respond to changes in consumer demands and market trends in a timely manner could have a material adverse effect on our business, financial condition and results of operations.

**13. We could become liable to customers, suffer adverse publicity and incur substantial costs as a result of defects in our services, which in turn could adversely affect the value of our brand, and our sales could be diminished if we are associated with negative publicity.**

Any failure or defect in our services could result in a claim against us for damages, regardless of our responsibility for such a failure or defect. Although we attempt to maintain quality standards, we cannot assure that all our services would be of uniform quality, meet the customer standards which in turn could adversely affect the value of our brand, and our sales could be diminished if we are associated with negative publicity. Also, our business is dependent on the trust our customers have in the quality of our services. Any negative publicity regarding our company, brand, or services or any other unforeseen events could affect our reputation and our results from operations.

**14. We have contingent liabilities, and our financial condition could be adversely affected if any of these contingent liabilities materializes.**

As on March 31, 2023, we had Contingent Liability of Rs. 138.64 Lakhs for which no provision had been made. In the event that any of these contingent liabilities materialize, our results of operation and financial condition may be adversely affected. Details of Contingent Liabilities and commitments are as follows:

<b>(Rs. In Lakhs)</b>			
<b>Particulars</b>	<b>As on March 31, 2023</b>	<b>As on March 31, 2022</b>	<b>As on March 31, 2021</b>
Service Tax	138.65	138.65	138.65

For details of the contingent liabilities of our Company, please refer to “**Annexure 33: Restated Contingent Liabilities**” page no. 168 under section “Restated Financial Statements” beginning on page no. 140 and chapter titled “Outstanding Litigations and Material Developments” beginning on page no. 192 of this Draft Prospectus.

**15. *Our Promoters plays a key role in our functioning and we heavily rely on their knowledge and experience in operating our business and therefore, it is critical for our business that our promoter remain associated with us.***

We benefit from our relationship with our Promoters and our success depends upon the continuing services of our Promoters who have been responsible for the growth of our business and is closely involved in the overall strategy, direction and management of our business. Our Promoters have been actively involved in the day-to-day operations and management. Accordingly, our performance is heavily dependent upon the services of our Promoters. If our Promoters are unable or unwilling to continue in his present position, we may not be able to replace them easily or at all. Our Promoters, have over the years-built relations with various customers and other persons who are form part of our stakeholders and are connected with us. The loss of their services could impair our ability to implement our strategy, and our business, financial condition, results of operations and prospects may be materially and adversely affected.

**16. *Unsecured loans taken by our Company can be recalled by the lenders at any time.***

Our Company has currently availed unsecured loans from certain lenders. These loans may be recalled by the lenders at any time. In the event that, any lender seeks a repayment of any such loan, our Company would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all and this may affect our Company’s liquidity. If we are unable to procure such financing, we may not have adequate working capital to maintain the desired inventory level. As a result, any such demand may materially and adversely affect our business, cash flows, financial condition and results of operations. For further details on financing arrangements entered into by our Company, see “Financial Indebtedness” on page 190 of this Draft Prospectus.

**17. *Our Company has not registered the trademark. Our ability to use the trademark may be impaired if the same is not registered under our name.***

Our Company is not the legal owner of any of the logos used by us in our business as well as of Company logo and hence we do not enjoy the statutory protections accorded to a registered trademark and are subject to the various risks arising out of the same, including but not limited to infringement or passing off our name and logo by a third party. However, our Company has made applications for certain Intellectual Property Rights. For further details, please see “Government and Other Statutory Approvals” beginning on page 207 of this Draft Prospectus.

The registration of any trademark is a time-consuming process, and there can be no assurance that any such registration will be granted as and when applied. In the absence of such registration, competitors or other companies may challenge the validity or scope of our intellectual property. These trademarks are integral to our business, and the loss of any of these intellectual property rights could have a material adverse effect on our business.

There can be no assurance that we will be able to obtain the registration of our trademarks in a timely manner, or at all. If any of our unregistered trademarks are registered in favour of a third party, we may not be able to claim registered ownership of such trademarks and consequently, we may be unable to seek remedies for infringement of those trademarks by third parties other than relief against passing off by other entities. If our application is objected to, we will not have the right to use this trademark or prevent others from using this trademark or its variations. Our inability to obtain or maintain this trademark in our business thus could adversely affect our reputation, goodwill, business, prospectus and results of operations.

**18. *Our financing agreements contain covenants that limit our flexibility in operating our business. Our inability to meet our obligations, including financial and other covenants under our debt financing arrangements could adversely affect our business, results of operations and financial condition.***

As on June 30, 2023, our total outstanding indebtedness was Rs. 2816.67 Lakhs which includes secured and unsecured borrowings. For details on our borrowings, please refer to chapter titles “Financial Indebtedness” beginning from page no. 190 of this Draft Prospectus. Our ability to meet our debt service obligations and repay our outstanding borrowings will depend primarily on the cash generated by our businesses. Further, our financing agreements contain certain restrictive covenants that limit our ability to undertake certain types of transactions, any of which could adversely affect our business and financial condition. We are required to obtain prior approval from

our lenders for, among other things, but not limited to effecting any change in the management/Board of the Company, declaration of dividend, capital structure of the Company; undertake any new project, implement any scheme of expansion or acquire fixed assets, enter into borrowing arrangement either secured or unsecured with any other bank/financial institution/Company or otherwise, formulate any scheme of amalgamation, acquisition, merger, or reconstruction etc. We have applied to our lenders for No Objection Certificate (NOC) for our proposed Initial Public offer, for which their NOC is awaited. We cannot assure you that the lenders will grant the required approvals in a timely manner, or at all. The time required to secure consents may hinder us from taking advantage of a dynamic market environment. In an event, lenders delay in granting their NOC, it will delay our proposed Initial public offering which may delay our Schedule of Implementations and consequently impact our functioning to that extent.

Additionally, our financing agreements are secured by our movable, immovable or intangible assets (whether existing or future), goods and work-in-progress (whether existing or future) and by personal guarantees of our Promoter. Such financing agreements enable the lenders to cancel any outstanding commitments, accelerate the repayment, exercise cross default provisions and enforce their security interests on the occurrence of events of default such as a breach of financial covenants, failure to obtain the proper consents, failure to perfect security as specified and such other covenants that are not cured. It is possible that we may not have sufficient funds upon such an acceleration of our financial obligations to pay the principal amount and interest in full. Further, if we are forced to issue additional equity to the lenders, ownership interest of the existing shareholders in our Company will be diluted. It is also possible that future financing agreements may contain similar or more onerous covenants and may also result in higher interest cost. If any of these events were to occur, our business, results of operations and financial condition may be adversely affected.

***19. There are certain discrepancies and non-compliances noticed in some of our corporate records relating to forms filed with the Registrar of Companies and taxation authorities.***

Our Company has delayed in complying with certain statutory provisions under Companies Act 2013, for instance delayed in filling Annual Return (MGT -7) and form for filling financial statement and other documents (AOC – 4) FY 19-20, FY 20-21, FY 21-22. Further, in Form 2 filed with RoC on December 29, 2004, allotment of 22,000 equity shares were made at Issue price ₹ 100 each. Due to typographical error, the said allotment was shown as 2,20,000 equity shares at Issue Price ₹ 10 each instead of 22,000 equity shares at Issue price ₹ 100 each.

Since the company was incorporated in 1987, under the provisions of the Companies Act, 1956, it is difficult to retrieve and/ or trace all secretarial records since incorporation. Although, as on date of filing this Draft Prospectus, our Company has maintained appropriate system and has updated its corporate records such as minutes, statutory forms, registers and documents as required under Companies Act, 2013; while there has been no impact on our financial condition or any statutory or regulatory proceedings initiated in this regard as of the date of this Draft Prospectus; there can be no assurance that any deficiencies in our internal controls and compliances will not arise, or that the regulator will not initiate proceeding against us or will not impose penalty on us or that we will be able to implement, and continue to maintain, adequate measures to rectify or mitigate any future deficiencies in our internal controls, in a timely manner or at all. Further, to improve our secretarial compliances we have appointed Mr. Shobharam Dharma as Company Secretary and Compliance Officer.

***20. There have been several instances of delay/ default in payment of statutory dues and filing of statutory returns by our Company in the past.***

There have been several instances of delay/ default in payment of statutory dues including EPF payments and filing of GST returns by our Company in the past which were not material in nature and the same were regularised subsequently by payments and filing of return with interest and penalty. For the last three Fiscals there has been generally delay in depositing undisputed statutory dues such as Employee Provident Fund, Tax deducted at source, Income Tax, Good and Service Tax etc. due to several reasons including liquidity issues. Though these delays have been regularised, we cannot assure you that there will be no default or delay in future in payment of such statutory dues. Further, we cannot assure that we will not be subject to any legal proceeding or regulatory actions, including monetary penalties by respective statutory authorities on account of such delay in payments or filing of returns, which may adversely affect our business, financial condition, and reputation.

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



Our Company has entered into related party transactions with our Promoters, Directors, Promoter group members in the past. While our Company believes that all such transactions have been conducted on an arm's length basis and are accounted as per Ind AS 24 and are in compliance with the provisions of the Companies Act, 2013 and other applicable laws, however there can be no assurance that we could not have achieved more favourable terms had such transactions not been entered into with related parties. Furthermore, it is likely that we may enter into related party transactions in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operations. For details, please refer to the "Annexure 42-Related Party Transaction" on page no. 174 under chapter titled "Restated Financial Statement" on page 140 of this Draft Prospectus.

**22. Our insurance coverage may not be adequate.**

Our Company has obtained insurance coverage in respect of certain risks. For further details in relation to our Insurance, please refer to the section titled – Insurance in the chapter titled “Our Business” beginning on page 101 of this Draft Prospectus. This insurance policies are renewed periodically to ensure that the coverage is adequate, however, our insurance policies do not cover all risks. There can be no assurance that our insurance policies will be adequate to cover the losses in respect of which the insurance has been availed. If we suffer a significant uninsured loss or if insurance claim in respect of the subject-matter of insurance is not accepted or any insured loss suffered by us significantly exceeds our insurance coverage, our business, financial condition and results of operations may be materially and adversely affected. For further details, please refer chapter titled “Our Business” beginning on page 91 of this Draft Prospectus.

**23. We do not own the premises in which our registered office and branch offices are located and the same are on lease arrangement. Any termination of such lease/license and/or non-renewal thereof and attachment by Property Owner could adversely affect our operations.**

Our registered office premises is situated at 4/24A, AB House, First Floor Asaf Ali Road, Darya Ganj, Delhi 110002 India is a leased premise and our Company has entered into an agreement with Lessor for leasing the same premises for a period of 10 months w.e.f. 03.01.2023. For details, please refer to “Our Business Overview- Our immovable properties” page no. 102 of this Draft Prospectus. Our business operations are also conducted from the said premises. As per the lease agreement, if there are any non-compliance by us in relation to any term of lease, lease fee and any other terms and conditions, the lease may result in the termination of the lease agreement and consequently we have to vacate the said premises. We also cannot assure you that lessor will not terminate the lease agreement, which would require us to locate to another premise and may have an adverse effect on our conducting our business operations.

Further, our 3 branch offices situated at various locations within Uttar Pradesh, Haryana and Mumbai are leased premises. For details, please refer to “Our Business Overview- Our immovable properties” page no. 102 of this Draft Prospectus. Our business operations are also conducted from the said premises. As per the lease agreements, if there are any noncompliance by us in relation to any term of lease, lease fee and any other terms and conditions; it may result in the termination of the lease agreement and consequently we may have to vacate the said premises. We also cannot assure you that lessor will not terminate the lease agreement, which would require us to locate to another premise and may have an adverse effect on our conducting our business operations. In case, we may have to re-locate to another premise and/or agree to pay the extra amount for using the same premises. Increase in lease structure will lead to increase of our expenditure which in turn may affect our revenue and increase of operational cost. Also, searching for the suitable location, setting the branch from the scratch and relocating the inventory from location to another, may lead to loss of clients, reduction in sales thereby affecting our profitability.

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

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

(Rs. In lakhs)

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Net cash flow from operating activities	596.71	286.70	-4304.44
Net cash flow from investing activities	-905.72	162.52	-78.30
Net cash flow from financing activities	236.15	-410.46	-110.16

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet its capital expenditure, pay dividends, repay loans and make new investments without raising finance from external resources. If we are not able to generate sufficient cash flow, it may adversely affect our business and financial operations. For further, details please refer to the section titled “Financial Statements” and chapter titled “Management's Discussion and Analysis of Financial Conditions and Results of Operations” beginning on page no. SECTION IX - FINANCIAL STATEMENTS 140 and page no. 183 respectively, of this Draft Prospectus.

**25. *Our Company has allotted Equity Shares during the preceding one year from the date of the Draft Prospectus which are lower than the Issue Price.***

Our Company has allotted the following Equity Shares during the preceding one year from the date of the Draft Prospectus which are lower than the Issue Price:

<b>Date of allotment</b>	<b>No. of Equity Shares Allotted</b>	<b>Face Value (Rs.)</b>	<b>Issue Price (Rs.)</b>	<b>Nature / Reason of Allotment</b>
March 29, 2023	1,15,41,000	10	-	Bonus Issue in the ratio 6:1

For Further details of equity shares issued, please refer to the section titled “Capital Structure” beginning on page no. 52 of this Draft Prospectus.

**26. *There may be potential conflicts of interest if our Promoters or Directors get involved in any business activities that compete with or are in the same line of activity as our business operations.***

We benefit from our relationship with our Promoters and our success depends upon the continuing services of our Promoters who have been responsible for the growth of our business and is closely involved in the overall strategy, direction and management of our business. Our Promoters have been actively involved in the day-to-day operations and management. Accordingly, our performance is heavily dependent upon the services of our Promoters. If our Promoters are unable or unwilling to continue in his present position, we may not be able to replace them easily or at all. Our Promoters, have over the years-built relations with various customers and other persons who are form part of our stakeholders and are connected with us. The loss of their services could impair our ability to implement our strategy, and our business, financial condition, results of operations and prospects may be materially and adversely affected.

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

Our performance depends largely on the efforts and abilities of our senior management and other senior management, including our present officers who have creative minds, specialized technical know-how. The inputs and experience of our senior management and key managerial personnel are valuable for the development of our business and operations strategy. We cannot assure you that we will be able to retain these employees or find adequate replacements in a timely manner, or at all. Our ability to retain experienced staff members as well as senior management will in part depend on our maintaining appropriate staff remuneration and incentive schemes in accordance with then prevailing private sector industry standards. We cannot assure you that the remuneration and incentive schemes we have in place will be sufficient to retain the services of our senior management and skilled employees.

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

Our Directors and Key Managerial Personnel (“KMP”) are interested in our Company to the extent of remuneration paid to them for services rendered and reimbursement of expenses payable to them. In addition, some of our Directors and KMP may also be interested to the extent of their shareholding and dividend entitlement in our Company. For further information, see “Capital Structure” and “Our Management” on pages 52 and 117, respectively, of this Draft Prospectus.

***29. Our Promoters have provided personal guarantees for a portion of borrowings taken by Company to secure such loans.***

Our Individual Promoters have provided personal guarantees as collateral for a portion of borrowings made by our Company. For details on the financial Indebtedness of the Our Company, please refer to page no. 190 of this Draft Prospectus. If our Company default in their repayment obligations, the guarantees extended by our Individual Promoters may be invoked and such lenders may require our Individual Promoters to discharge the balance liability of our Company, if any, and the lenders may recover the dues from personal assets of our Individual Promoters, including shares held by such Individual Promoters in our Company. In the eventuality of a default in the repayment of loans by our Company, it may divert the attention of our management and Individual Promoters towards any legal proceedings or recovery proceedings initiated in respect of such defaults by our Company. Under such circumstances, there could be an adverse impact on our business, financial conditions, and results of operations of our Company.

***30. We have not commissioned an industry report for the disclosures made in the chapter titled “Industry Overview” and made disclosures on the basis of the data available on the internet.***

We have not commissioned an industry report, for the disclosures which need to be made in the chapter titled “Industry Overview” of this Draft Prospectus. We have made disclosures in the said chapter on the basis of the relevant industry related data available online. We cannot assure you that any assumptions made are correct or will not change and, accordingly, our position in the market may differ from that presented in this Draft Prospectus. 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. Further, the industry data mentioned in this Draft Prospectus or sources from which the data has been collected are not recommendations to invest in our Company. Accordingly, investors should read the industry related disclosure in this Draft Prospectus in this context.

***31. If we are not able to obtain, renew or maintain the statutory and regulatory permits and approvals required to operate our business it may have an adverse effect on our business.***

We require certain statutory and regulatory permits, licenses and approvals to operate our business. Though we believe that we have obtained all permits and licenses which are adequate to run our business, we cannot assure that there is no other statutory/regulatory requirement which we are required to comply with. Further, some of these approvals are granted for fixed periods of time and need renewal from time to time. We are required to renew such permits, licenses and approvals. There can be no assurance that the relevant authorities will issue any of such permits or approvals in time or at all.

Failure by us to renew, maintain or obtain the required permits or approvals in time may result in the interruption of our operations and may have a material adverse effect on our business.

For further details, see section on “Government and Other Approvals” beginning on page 207 of this Draft Prospectus.

***32. Any increase in interest rates would have an adverse effect on our results of operations and will expose our Company to interest rate risks.***

We are dependent upon the availability of equity, cash balances and debt financing to fund our operations and growth. Any fluctuations in interest rates may directly impact the interest costs of such loans and, in particular, any increase in interest rates could adversely affect our results of operations. Furthermore, our indebtedness means that a material portion of our expected cash flow may be required to be dedicated to the payment of interest on our indebtedness, thereby reducing the funds available to us for use in our general business operations. If interest rates increase, our interest payments will increase and our ability to obtain additional debt and non-fund-based facilities could be adversely affected with a concurrent adverse effect on our business, financial condition and results of operations. For further details, please refer chapter titled “Financial Indebtedness” beginning on page 190 of this Draft Prospectus.

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

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

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

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

***35. Our inability to effectively manage our growth or to successfully implement our business plan and growth strategies could have an adverse effect on our business, results of operations and financial condition. The success of our business will depend greatly on our ability to effectively implement our business and growth strategies.***

Our growth strategies require us to develop and strengthen relationships with existing customers for our business who may drive high volume orders on an ongoing basis. To remain competitive, we seek to increase our business from existing customers and by adding new customers, as well as expanding into new geographical markets.

Our success in implementing our growth strategies may be affected by:

- our ability to maintain the quality of our services;
- our ability to increase our geographic presence;
- the general condition of the global economy (particularly of India and the other markets that we currently or may operate in);
- our ability to compete effectively with existing and future competitors,
- changes in the Indian or international regulatory environment applicable to us.

Many of these factors are beyond our control and there is no assurance that we will succeed in implementing our strategies. While we have successfully executed our business strategies in the past, there can be no assurance that we will be able to execute our strategies on time and within our estimated budget, or that our expansion and development plans will increase our profitability.

Any of these factors could adversely impact our results of operations. We expect our growth strategies to place significant demands on our management, financial and other resources and require us to continue developing and improving our operational, financial and other internal controls. Our inability to manage our business and growth strategies could have a material adverse effect on our business, financial condition and profitability.

***36. Any inability to address changing industry standards and consumer trends may adversely affect our business, results of operations and financial condition.***

The future success of our business will depend in part on our ability to respond to technological advances, consumer preferences and emerging industry standards and practices in a cost-effective and timely manner. The development and implementation of such new technology entails technical and business risks. We may have to incur substantial capital investment to upgrade our equipment and manufacturing facilities. While we continue to invest in various

product development initiatives, adopt enhanced technologies and processes for the development of new products, we are subject to general risks associated with introduction and implementation of new products including the lack of market acceptance and delays in product development. There can be no assurance that we will be able to successfully develop new services or that such new services will receive market acceptance or address changing consumer trends or emerging customer standards. Any rapid change in the expectations of our customers, in our business could adversely affect our business, results of operations and financial condition.

***37. We could be harmed by employee misconduct or errors that are difficult to detect and any such incidences could adversely affect our financial condition, results of operations and reputation.***

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

***38. An inability to renew quality accreditations in a timely manner or at all, or any deficiencies in the quality of our products may adversely affect our business prospects and financial performance.***

We obtain and maintain quality certifications and accreditations from independent certification entities and also comply with prescribed specifications and standards of quality approved by the Government in connection with the services we offer. Such specifications and standards of quality is an important factor in the success and wide acceptability of our services. If we fail to comply with applicable quality standards or if the relevant accreditation institute or agency declines to certify our products, or if we are otherwise unable to obtain such quality accreditations in the future, in a timely manner or at all, our business prospects and financial performance will be materially and adversely affected.

***39. We have not made any alternate arrangements for meeting our capital requirements for the Objects of the Offer. Further we have not identified any alternate source of financing the 'Objects of the Offer'.***

Any shortfall in raising / meeting the same could adversely affect our growth plans, operations, and financial performance. As on date, we have not made any alternate arrangements for meeting our capital requirements for the objects of the Offer. We meet our capital requirements through our owned funds and internal accruals. Any shortfall in our net owned funds, internal accruals and our inability to raise debt in future would result in us being unable to meet our capital requirements, which in turn will negatively affect our financial condition and results of operations. Further we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this Offer or any shortfall in the Offer Proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details, please refer to the chapter titled "Objects of the Issue" beginning on page no. 66 of this Draft Prospectus.

***40. Delay in raising funds from the IPO could adversely impact the implementation schedule.***

The proposed expansion, as detailed in the section titled "Objects of the Issue" is to be mainly funded from the proceeds of this IPO. We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds may delay the implementation schedule. We therefore, cannot assure that we would be able to execute the expansion process within the given timeframe, or within the costs as originally estimated by us. Any time overrun, or cost overrun may adversely affect our growth plans and profitability.

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

As per SEBI (ICDR) Regulations, 2018, as amended from time to time, appointment of monitoring agency is required only for Issue size above Rs. 10,000 Lakhs. Since this Issue Size is less than Rs. 10,000 Lakhs, our Company has not appointed any monitoring agency for this Issue. Hence, we have not appointed a monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds.

Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the NSE and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

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

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

***43. The Company has not appointed any independent agency for the appraisal of the proposed Project.***

The Project, for which we intend to use our Issue proceeds as mentioned in the objects of the Issue, has not been appraised by any bank or financial institution. The total cost of Project is our own estimates based on current conditions and are subject to changes in external circumstances or costs. Our estimates for total cost of Project has been based on various quotations received by us from different suppliers and our internal estimates and which may exceed which may require us to reschedule our Project.

***44. The continuing effect of the COVID-19 pandemic on our business and operations is highly uncertain and cannot be predicted.***

An outbreak of COVID-19 was recognized as a pandemic by the WHO on March 11, 2020. In response to the COVID-19 outbreak, the governments of many countries, including India, have taken preventive or protective actions such as imposing country-wide lockdowns, as well as restrictions on travel and business operations. Since May 2020 many of these measures have been lifted. We proactively engaged with our clients to reassure them and to demonstrate our commitment to restart our operations and to build confidence in the safety protocols deployed at our stores. Further, the lockdown was again imposed by the government in some parts of India during April 2021, which was partially relaxed in June 2021, during this period of lockdown and relaxation, our stores were partially operational. If we do not respond appropriately to the pandemic, or if customers did not perceive our response to be adequate, we could suffer damage to our reputation and our brand, which could adversely affect our business in the future.

We cannot predict the degree to, or the time period over, which our business will be affected by the COVID-19 outbreak. For example, this pandemic could necessitate further lockdowns, resulting in significant additional effects on our revenue, financial condition and results of operations. There are numerous uncertainties associated with the COVID-19 outbreak, including the number of individuals who will become infected, availability of a vaccine or a cure that mitigates the effect of the virus, the extent of the protective and preventative measures imposed by governments and whether the virus' impact will be seasonal, among others. Consequently, there may be adverse effects of this pandemic on our short-term business operations and our financial results may be impacted.

***45. Any variation in the utilization of the Net Proceeds as disclosed in this Draft Prospectus shall be subject to certain compliance requirements, including prior Shareholders' approval.***

Our Company intends to deploy and utilize Net Proceeds raised pursuant to the Initial Public Offer in the manner set out in the section titled "Objects of the Issue" on page no. 66 in the Draft Prospectus. In accordance with SEBI LODR Regulations and other applicable provisions, we cannot undertake any variation in the utilization of the Net Proceeds as disclosed in this Draft Prospectus without obtaining the approval of shareholders of our Company through a special resolution. In the event of any such, we may not be able to obtain the approval of the shareholders of our Company in a timely manner, or at all. Any delay or inability in obtaining such approval of the shareholders of our Company may adversely affect our business or operations and it may also lead to delay in deployment of funds as per the schedule of implementation as disclosed in objects section titled "Objects of the Issue" on page no. 66 in the Draft Prospectus. In light of these factors, we may not be able to undertake variation of objects of the Offer to use any unutilized proceeds of the Issue, if any, even if such variation is in the interest of our Company. This may

restrict our Company's ability to respond to any change in our business or financial condition by redeploying the unutilized portion of Net Proceeds, if any, which may adversely affect our business and results of operations.

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

With the increased scrutiny of the affairs of a public listed company by shareholders, regulators and the public at large, we will incur significant legal, accounting, corporate governance and other expenses that we were not required to incur in the past. We will also be subject to the provisions of the listing agreements signed with the Stock Exchange. In order to meet our financial control and disclosure obligations, significant resources and management supervision will be required. As a result, management's attention may be diverted from other business concerns, which could have an adverse effect on our business and operations. There can be no assurance that we will be able to satisfy our reporting obligations. In addition, we will need to increase the strength of our management team and hire additional legal and accounting staff with appropriate public company experience and accounting knowledge and we cannot assure that we will be able to do so in a timely manner. Failure of our Company to meet the listing requirements of stock exchange, if any, could lead to imposition of penalties, including suspension of trading in shares of the Company.

**EXTERNAL RISK FACTORS**

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

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

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

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

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

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

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

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

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

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



our respective affiliates or advisors and, therefore we make no representation as to their accuracy or completeness. These facts and other statistics include the facts and statistics included in the chapter titled “Industry Overview” beginning on page 82 of this Draft Prospectus. Due to possibly flawed or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

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

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

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

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

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

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

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

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

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

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

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

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

## **RISKS RELATED TO OUR EQUITY SHARES AND EQUITY SHARE HOLDERS**

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

After the completion of our Initial Public Issue, our Promoters, along with our Promoter Group members, will hold, approximately 73.66 % of our post issue paid up equity capital of our Company. As a result, our Promoters will continue to exercise significant control over us, including being able to control the composition of our Board and determine matters requiring shareholder approval or approval of our Board. Our Promoters may take or block actions with respect to our business, which may conflict with our interests or the interests of our minority shareholder. By exercising their control, our Promoters could delay, defer or cause a change of our control or a change in our capital structure, delay, defer or cause a merger, consolidation, takeover or other business combination involving us, discourage or encourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of our Company. We cannot assure you that our Promoters and Promoter Group members will always act in our Company's or your best interests. For further details, please refer to the chapters titled "Capital Structure" and "Our Promoter and Promoter Group", beginning on page no. 52 and 131 respectively, of this Draft Prospectus.

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

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our dividend history, see "Dividend Policy" on page 139 of this Draft Prospectus.

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

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

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

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

***61. Investors may be subject to Indian taxes arising out of capital gains on sale of Equity Shares.***

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if STT has been paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the equity shares are sold. It is pertinent to note that pursuant to the Finance Bill, 2017, it has been proposed, that with effect from April 1, 2017, this exemption would only be available if the original acquisition of equity shares was chargeable to STT. The Central Government is expected to, however notify the transactions which would be exempt from the application of this new amendment. Any gain realized on the sale of equity shares held for more than 12 months, which are sold other than on a recognized stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to applicable short-term capital gains tax in India. Capital gains arising from the sale of the equity shares will be exempt from taxation in India in cases where the exemption is provided under a treaty between India and the country of which the seller is resident, subject to the availability of certain documents. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares. For more details, please refer to "Statement of Tax Benefits" on page no. 79 of this Draft Prospectus.

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

Prior to this Issue, there has been no public market for our Equity Shares. [•] is acting as Market Maker for the Equity Shares of our Company. However, the trading price of our Equity Shares may fluctuate after this Issue due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India's fiscal regime, volatility in the Indian and global securities market, performance of our competitors, the Indian Capital Markets, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnerships, joint ventures, or capital commitments. In addition, if the stock markets experience a loss of investor confidence, the trading price of our Equity Shares could decline for reasons unrelated to our business, financial condition or operating results. The trading price of our Equity Shares might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. Each of these factors, among others, could materially affect the price of our Equity Shares. There can be no assurance that an active trading market for our Equity Shares will develop or be sustained after this Issue, or that the price at which our Equity Shares are initially offered will correspond to the prices at which they will trade in the market subsequent to this Issue. For further details of the obligations and limitations of Market Makers, please refer to the section titled "General Information – Details of the Market Making Arrangement for this Issue" on page no. 48 of this Draft Prospectus.

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

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

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

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

- Our financial condition, results of operations and cash flows;
- The history of and prospects for our business;
- An assessment of our management, our past and present operations, and the prospects for as well as timing of our future revenues and cost structures; and
- The valuation of publicly traded companies that are engaged in business activities similar to ours;
- quarterly variations in our results of operations;
- results of operations that vary from the expectations of securities analysts and investors;
- results of operations that vary from those of our competitors;

- changes in expectations as to our future financial performance, including financial estimates by research analysts and investors;
- a change in research analysts' recommendations;
- announcements by us or our competitors of significant acquisitions, strategic alliances, joint operations, or capital commitments;
- announcements of significant claims or proceedings against us;
- new laws and government regulations that directly or indirectly affect our business;
- additions or departures of Key Management Personnel;
- changes in the interest rates;
- fluctuations in stock market prices and volume; and general economic conditions.

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

## SECTION IV – INTRODUCTION

### THE ISSUE

Present Issue in terms of this Draft Prospectus:

Particulars	No. of Equity Shares
Equity Shares offered	48,12,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 111/- per Equity Share aggregating Rs.
<b><i>Of Which:</i></b>	
Reserved for Market Makers	2,42,400 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 111 /- Per Equity Share aggregating Rs. 26,90,64,000/-
Net Issue to the Public*	45,69,600 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 111/- per Equity Share aggregating Rs. 50,72,25,600/-
<b><i>Of which:</i></b>	
Retail Investors Portion	22,84,800 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 111/- per Equity Share aggregating Rs. 8,53,20,000/-
Non-Retail Investors Portion	22,84,800 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 111/- per Equity Share aggregating Rs. 25,36,12,800/-
<b><i>Pre and Post Issue Share Capital of our Company:</i></b>	
Equity Shares outstanding prior to the Issue	1,34,64,500 Equity Shares
Equity Shares outstanding after the Issue	1,82,76,500 Equity Shares
Use of Issue Proceeds	For details, please refer chapter titled ' <b><i>Objects of the Issue</i></b> ' beginning on page no. 66 of this Draft Prospectus.

The Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.

This Issue of Equity Shares has been authorized by the Board of Directors of our Company at their meeting held on August 01, 2023 and was approved by the Shareholders of the Company by passing a Special Resolution at the Extra Ordinary General Meeting held with a shorter notice on August 09, 2023 in accordance with the provisions of Section 62 (1) (C) of the Companies Act, 2013.

\* As per Regulation 253(2) of the SEBI (ICDR) Regulations, as amended, as present issue is a fixed price issue 'the Allocation' is the net issue to the public category shall be made as follows:

- a. Minimum fifty percent (50%) To Retail Individual Investors; and
- b. Remaining to:
  - (i) Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for
- c. The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

*Explanation: If the retail individual investor category is entitled to more than fifty per cent of the issue size on proportionate basis, accordingly the retail individual investors shall be allocated that higher percentage.*

For further details please refer to chapters titled "Terms of the Issue", 'Other Regulatory and Statutory Disclosures' and "Issue Structure" beginning on page no. 223, 209 and 228, respectively of this Draft Prospectus.

## SUMMARY OF FINANCIAL INFORMATION

The following tables set forth summary financial information is derived from Restated Financial Statements for the financial years as on March 31, 2023, as on March 31, 2022 and as on March 31, 2021. These financial statements have been prepared in accordance with the Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations, 2018.

The summary financial information presented below should be read in conjunction with the chapters titled **Restated Financial Statement** and **“Management’s Discussion and Analysis of Financial Conditions and Results of Operations”** beginning on page no. 140 and 183 respectively of this Draft Prospectus.

### RESTATED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES

(Rs. In Lakhs)

	Particulars	Anne xure	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
<b>A</b>	<b><u>EQUITY &amp; LIABILITIES</u></b>				
<b>1</b>	<b>Shareholder's Funds</b>				
	(a) Share Capital	5	1346.45	192.35	192.35
	(b) Reserves and Surplus	6	2939.86	3721.85	3168.60
<b>2</b>	Share Application Money pending allotment		0.00	0.00	0.00
<b>3</b>	<b>Non-Current Liabilities</b>				
	(a) Long-term borrowings	7	1590.46	2147.65	1292.46
	(b) Deferred Tax Liability (Net)	8	51.93	51.66	52.78
	(c) Long Term Provisions	9	78.42	0.00	0.00
	(d) Other Long- Term Liability	10	573.19	0.00	0.00
<b>4</b>	<b>Current Liabilities</b>				
	(a) Short-term Borrowings	11	1361.65	1252.07	2348.96
	(b) Trade Payables:	12			
	(i) total outstanding dues of micro enterprises and small enterprises; and		476.59	153.07	110.42
	(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		1491.37	1592.20	1608.84
	(c) Other Current Liabilities	13	873.27	799.95	618.79
	(d) Short-term provisions	14	253.88	215.47	14.84
	<b>TOTAL</b>		<b>11037.07</b>	<b>10126.28</b>	<b>9408.04</b>
<b>B</b>	<b><u>ASSETS</u></b>				
<b>1</b>	<b>Non - current Assets</b>				
	(a) Property, Plant & Equipment and Intangible Assets				
	(i) Property, Plant & Equipment	15	1480.41	1514.29	1582.51
	(ii) Intangible Assets		24.64	24.95	31.07

Particulars		Anne xure	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
	(iii) Capital WIP		0.00	88.31	88.31
	(b) Other Non Current Investments	16	22.88	0.00	0.00
	(b) Other Non Current Assets	17	697.83	0.00	0.00
	(d) Long term Loans and advances	18	1097.32	1135.87	1323.53
<b>2</b>	<b>Current Assets</b>				
	(a) Inventories	19	280.79	64.72	615.04
	(b) Trade Receivables	20	3578.54	3733.91	4195.74
	(c) Short term Loans and Advances	21	3427.43	3064.13	1110.50
	(d) Cash and Cash Equivalents	22	427.23	500.09	461.34
	(e) Other Current Assets		0.00	0.00	0.00
	<b>TOTAL</b>		<b>11037.07</b>	<b>10126.28</b>	<b>9408.04</b>

#### RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(Rs. In Lakhs)

Particulars		Note No.	For the year ended 31st March,2023	For the year ended 31st March,2022	For the year ended 31st March,2021
<b>1</b>	<b>Revenue</b>				
	Revenue from Operations	23	9843.40	8917.07	4567.59
	Other Income	24	61.41	55.42	188.04
	<b>Total Revenue</b>		<b>9904.81</b>	<b>8972.49</b>	<b>4755.63</b>
<b>2</b>	<b>Expenses</b>				
	Cost of Advertisement	25	7250.09	5615.74	4023.29
	Changes in inventories of finished goods	26	-216.07	550.32	-315.40
	Employee Benefits Expenses	27	531.98	405.70	302.47
	Finance cost	28	241.43	191.80	211.87
	Depreciation & Amortisation Expenses	15	88.54	75.04	89.97
	Other Expenses	29	1164.26	1332.27	363.29
	<b>Total Expenses</b>		<b>9060.24</b>	<b>8170.88</b>	<b>4675.48</b>
<b>3</b>	<b>Profit before exceptional and extraordinary items and tax (1-2)</b>		844.58	801.61	80.15
	Exceptional items		0.00	0.00	0.00
	Prior Period	30	26.46	37.00	11.67
<b>4</b>	<b>Profit/ (Loss) before tax</b>		<b>818.12</b>	<b>764.61</b>	<b>68.48</b>
<b>5</b>	<b>Tax expenses</b>				

Particulars	Note No.	For the year ended 31st March, 2023	For the year ended 31st	For the year ended 31st
Current Tax		253.88	208.87	14.84
Deferred Tax		0.27	-1.12	-2.26
Mat Credit Entitlement		0.00	0.19	-0.19
Tax Adjusted for Earlier Years		7.35	-1.51	0.26
<b>6 Profit/ (Loss) after tax (4-5)</b>		<b>556.62</b>	<b>558.19</b>	<b>55.84</b>
Net Profit/Loss for the Period/Year		<b>556.62</b>	<b>558.19</b>	<b>55.84</b>
<b>Earnings Per Equity Share</b>	31			
(Face value of Rs. 10 per share)				
Basic Earnings per Share (In Rupees)*		4.13	4.15	29.03
Diluted Earnings per Share (In Rupees)*		4.13	4.15	29.03

\*Previous Year i.e. FY2021-22 EPS has been restated as per AS-20 but the effect has not been shown in FY 2020-21

#### RESTATED CONSOLIDATED CASH FLOW STATEMENT

(Rs. In Lakhs)

PARTICULARS	For the Year/Period ended		
	31st March, 2023	31st March, 2022	31st March, 2021
<b>A. Cash Flow from Operating Activities</b>			
Restated Profit Before Taxation	818.12	764.61	68.48
<b>Adjustment for:</b>			
CWIP Written off	88.31		0.00
Interest Income	-28.76	-43.67	-41.59
(Profit)/Loss on sale of Fixed Assets	7.97	4.76	0.00
Interest paid	241.43	191.80	211.87
License Fee Amortized	88.45	51.69	34.01
Depreciation	88.54	75.04	89.97
<b>Operating Profit before working capital changes</b>	<b>1304.05</b>	<b>1044.23</b>	<b>362.73</b>
Increase/ (Decrease) in Working Capital Loan	-352.01	-23.03	54.75
Increase/ (Decrease) in Trade Payables	222.69	26.02	-446.28
Increase/ (Decrease) in Other Current Liability	73.32	181.16	306.14
(Increase)/ Decrease in Inventory	-216.07	550.32	-615.04
(Increase)/ Decrease in Trade Receivables	155.37	461.82	-4195.74
(Increase)/ Decrease in Short Term Loans & Advances	-363.30	-1953.63	276.61
<b>Cash Generated from Operating Activities</b>	<b>824.06</b>	<b>286.89</b>	<b>-4256.82</b>



PARTICULARS	For the Year/Period ended		
	31st 2023	March, 31st 2022	March, 31st 2021
Income Tax Paid	-227.35	-0.19	-47.62
<b>Net cash From Operating Activities</b>	<b>596.71</b>	<b>286.70</b>	<b>-4304.44</b>
<b>B. Cash Flow from Investing Activities</b>			
Purchase of Fixed Assets	-88.29	-59.48	-15.39
Acquisition of Licence Fee/Commercial Rights	-740.75	0.00	0.00
Sale of Fixed Assets	2.97	42.35	0.00
Long term Loans and advances	-85.53	135.98	0.00
Other Non- Current Investments	-22.88	0.00	-104.50
Interest Income	28.76	43.67	41.59
<b>Net cash used in Investing Activities</b>	<b>-905.72</b>	<b>162.52</b>	<b>-78.30</b>
<b>C. Cash Flow from Financing Activities</b>			
Repayment of Vehicle Loan	-1.71	-22.70	-46.96
Repayment of Housing Loan	-125.17	-67.76	-43.50
Changes in Short Term Borrowings	461.59	-1073.86	323.24
Long Term Borrowing-Unsecured	-430.32	945.66	-130.72
Changes in Other Long-Term Liabilities	573.19	0.00	-0.35
Interest Paid	-241.43	-191.80	-211.87
<b>Net cash used in Financing Activities</b>	<b>236.15</b>	<b>-410.46</b>	<b>-110.16</b>
D. Net Increased in Cash & cash equivalent (A+B+C)	-72.86	38.75	-4492.90
E. Cash & cash equivalent at beginning of period	500.09	461.34	297.64
<b>F. Cash &amp; cash equivalent at the end of period (D+E)</b>	<b>427.23</b>	<b>500.09</b>	<b>-4195.26</b>

## SECTION V- GENERAL INFORMATION

Our Company was originally incorporated as Graphisads Private Limited on September 25, 1987 under the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, Delhi. Subsequently the name of the company was changed from “as Graphisads Private Limited” to “Graphisads Limited” under the Companies Act, 2013 pursuant to a special resolution passed by our shareholders at the EGM held on December 15, 2022 and had obtained fresh certificate of incorporation January 03, 2023 issued by the Registrar of Companies, Delhi. For details of the changes in our name and registered office, please refer to the chapter titled ‘*History and Certain Corporate Matters*’ beginning on page no 112 of this Draft Prospectus.

### Registered Office of our Company

**CIN** : U35999DL1987PLC029334  
**Registration No.** : 029334  
**Address** : 4/24 A, AB House, Asaf Ali Road, Near Delhi Gate, New Delhi- 110002 India  
**Tel No.** : +91 98712 76731  
**Email Id** : [cs@graphisads.com](mailto:cs@graphisads.com)  
**Website** : [www.graphisads.com](http://www.graphisads.com)  
**Contact Person** : Mr. Shobharam Dhama, Company Secretary

### Address of the Registrar of Companies

**Address** : 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi – 110019  
**Tel No.** : 011-26235707, 26235708, 26235709  
**Email Id** : [roc.delhi@mca.gov.in](mailto:roc.delhi@mca.gov.in)  
**Website** : [www.mca.gov.in](http://www.mca.gov.in)

### DESIGNATED STOCK EXCHANGE

Our Company proposed to list its Equity Shares on the **Emerge Platform of NSE Limited** located at Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (E) Mumbai - 400 051.

### OUR BOARD OF DIRECTORS

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

Sr. No.	Name and Designation	DIN	PAN Card No.	Address
1.	Mr. Mukesh Kumar Gupta Chairman and Managing Director	00093322	AAAPG3952H	A-1/85, Panchsheel Enclave, Malviya Nagar, South Delhi, Delhi 110017
2.	Mr. Alok Mukesh Gupta Executive Director	01456388	AKMPG7913J	A-1/85, Panchsheel Enclave, Malviya Nagar, South Delhi, Delhi 110017
3.	Mr. Deepak Jagdish Bahuguna Non- Executive Director	08103387	AFEPB7469P	Flat No- 98, Sector No.16, Vasundhra, Ghaziabad, Uttar Pradesh – 201012
4.	Mr. Vaibhav Parmanand Tapdiya Non-Executive Independent Director	00039309	AAMPT7928C	House No. A 130, 1st Floor, Niti Bagh, Andrews Ganj, New Delhi- 110049
5.	Mr. Varun Narendra Nath Kohli Non-Executive Independent Director	10074282	AANPK2829C	Flat No 1, Ajay Appt, Road No.42, Saraswati Vihar, Pitam Pura, Delhi- 110034
6.	Mrs. Sudha Akshay Maheshwari Non-Executive Independent	06784093	AKCPB2226R	A 13/11, DLF Phase-I, Gurgaon, Haryana- 122002

Sr. No.	Name and Designation	DIN	PAN Card No.	Address
	Director			
7.	Mr. Harish Banshi Dhar Sharma Non-Executive Independent Director	01090092	AKIPS5119E	602 K Wing Casa Lakeside, Taloja Bypass Road, Lakeshore Green Palava City, Dominos Pizza Lane, Dombivali East, Kalyan - 421204

For detailed profile of our Board of Directors, refer to chapter titled '*Our Management*' on page no. 117 of this Draft Prospectus.

#### COMPANY SECRETARY & COMPLIANCE OFFICER

**NAME** : Mr. Shobharam Dhama  
**Address** : 4/24 A, AB House, Asaf Ali Road, Near Delhi Gate, New Delhi- 110002  
**Tel No.** : +91 98712 76731  
**Email Id** : [cs@graphisads.com](mailto:cs@graphisads.com)  
**Website** : [www.graphisads.com](http://www.graphisads.com)

#### CHIEF FINANCIAL OFFICER

**Name** : Mr. Anil Kumar Rustagi  
**Address** : 4/24 A, AB House, Asaf Ali Road, Near Delhi Gate, New Delhi- 110002  
**Tel No.** : +91 98712 76731  
**Email Id** : [cfo@graphisads.com](mailto:cfo@graphisads.com)  
**Website** : [www.graphisads.com](http://www.graphisads.com)

#### LEAD MANAGER FOR THE COMPANY

**Name** : FIRST OVERSEAS CAPITAL LIMITED  
**Registered Office** : 1-2 Bhupen Chambers, Ground Floor, Dalal Street, Mumbai-400 001  
**Tel No.** : +91 22 40509999  
**Email Id** : [mb@focl.in](mailto:mb@focl.in)  
**Contact Person** : Ms.Mala Soneji/ Mrs Hemali Solanki  
**Website** : [www.focl.in](http://www.focl.in)  
**SEBI Registration No.** : INM000003671

#### REGISTRAR TO THE ISSUE

**Name** : KFIN TECHNOLOGIES LIMITED  
**Address** : Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana India - 500 032.  
**Tel No.** : +91 40 6716 2222  
**Email Id** : [graphisads.ipo@kfintech.com](mailto:graphisads.ipo@kfintech.com)  
**Investor grievance e-mail** : [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com)  
**Contact Person** : M Murali Krishna  
**Website** : [www.kfintech.com](http://www.kfintech.com)  
**SEBI Registration No.** : INR000000221

#### Note:

Investors may contact the Company Secretary and Compliance Officer and/or the Registrar to the Issue, i.e. and/ or the Lead Manager, in case of any pre-issue or post-issue related problems, such as non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, or/and non-receipt of funds by electronic mode etc. All complaints, queries or comments received by Stock Exchange /

**SEBI shall be forwarded to the Lead Manager, who shall respond to the same. Applicants may contact the Lead Manager for complaints, information or clarifications pertaining to the Issue.**

All grievances may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted. The Applicant should give full details such as name of the sole or first Applicant, ASBA Form number, Applicant DP ID, Client ID, PAN, date of the ASBA Form, address of the Applicant, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the ASBA Form was submitted by the Applicant. Further, the investor shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

#### **LEGAL ADVISOR TO THE COMPANY**

**Name** : Nitin Mittal  
**Address** : 474, Civil Wing, Tis Hazari Courts, Delhi – 110054  
**Tel No.** : +91 9891188839  
**Email Id** : [mittal782004@yahoo.co.in](mailto:mittal782004@yahoo.co.in)  
**Contact Person** : Mr. Nitin Mittal  
**License/ Registration No.** : D/2226/99

#### **LEGAL ADVISOR TO THE ISSUE**

**Name** : M/s Mittal & Mittal Co.  
**Address** : 614, RG Trade Tower, Netaji Subhash Place, Wazirpur Depot, Pitampura, New Delhi-110034  
**Tel No.** : +91 9811191761, +91 9821938761  
**Email Id** : [mittal782004@yahoo.co.in](mailto:mittal782004@yahoo.co.in)  
**Contact Person** : Mr. Raj Kumar Mittal (Chief Consultant)  
**License/ Registration No.** : D/191/71

#### **STATUTORY AND PEER REVIEW AUDITOR OF THE COMPANY**

**Name** : M/s BAS & Company LLP  
**Address** : 804, Pearls Omaxe Building, Netaji Subhash Place, New Delhi- 10034  
**Tel No.** : 011 45518901  
**Email Id** : [delhi@basco.in](mailto:delhi@basco.in)  
**Contact Person** : CA Ritika Agarwal  
**Membership No.** : 527731  
**Firm Registration No.** : 323347E  
**Peer reviewed Certificate No** : 012481 valid till March 31, 2025

#### **BANKER(S) TO THE COMPANY**

**Name** : [•]  
**Address** : [•]  
**Tel No.** : [•]  
**Email Id** : [•]  
**Contact Person** : [•]  
**Website** : [•]  
**CIN** : [•]

#### **BANKER(S) TO THE ISSUE/ SPONSOR BANKER/ ESCROW COLLECTION BANK/REFUND BANK**

**Name** : [•]  
**Address** : [•]  
**Tel No.** : [•]

**Email Id** : [•]  
**Contact Person** : [•]  
**Website** : [•]  
**SEBI Registration No.** : [•]

#### UNDERWRITER (S) TO THE ISSUE

**Name** : [•]  
**Address** : [•]  
**Tel No.** : [•]  
**Email Id** : [•]  
**Contact Person** : [•]  
**Website** : [•]  
**SEBI Registration No.** : [•]

#### MARKET MARKER(S) TO THE ISSUE

**Name** : [•]  
**Address** : [•]  
**Tel No.** : [•]  
**Email Id** : [•]  
**Contact Person** : [•]  
**Website** : [•]  
**SEBI Registration No.** : [•]  
**CIN** : [•]

#### Changes in Auditors during the last Three Financial Years

There have been no changes in the statutory auditors of our Company during the three years immediately preceding the date of this Draft Prospectus except as set out below:

Name of the Auditor	Date of Appointment	Date of Cessation	Reason for resignation
<b>M/s Kumar Piyush &amp; Co. Chartered Accountant</b> <b>Address:</b> C-5, Basement Lajpat Nagar-III, New Delhi 110024 <b>Contact Person:</b> Virendra Kumar Goyal <b>Email id:</b> <a href="mailto:virendradel@gmail.com">virendradel@gmail.com</a> <b>Firm Registration No:</b> 005120N <b>Membership No:</b> 083705	September 30, 2019	June 20, 2022	Due to other pre-occupations, time constraints and other personal reasons.
<b>M/s BAS &amp; Company LLP Chartered Accountant</b> <b>Address:</b> 804, Pearls Omaxe Building, Netaji Subhash Place, Delhi-110034 <b>Contact Person:</b> Ritika Agarwal <b>Email id:</b> <a href="mailto:delhi@basco.in">delhi@basco.in</a> <b>Firm Registration No:</b> 323347E <b>Membership No:</b> 527731	September 30, 2022	NA	NA

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

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>. Details relating to designated branches of SCSBs collecting the ASBA application forms are available at the above-mentioned link. The list of banks that have been notified by SEBI to act as SCSBs for the UPI process provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40and> (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43>) respectively, as

updated from time to time. The list of Branches of the SCSBs named by the respective SCSBs to receive deposits of the application forms from the designated intermediaries will be available on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and it's updated from time to time. For details on Designated Branches of SCSBs collecting the Bid Cum Application Forms, please refer to the above-mentioned SEBI link.

### **Registered Brokers**

The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the NSE i.e., [www.nseindia.com](http://www.nseindia.com), as updated from time to time.

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

The list of the RTAs eligible to accept application forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the websites of Stock Exchange [www.nseindia.com](http://www.nseindia.com), as updated from time to time.

### **Collecting Depository Participants**

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

### **Credit Rating**

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

### **Debenture Trustees**

This is being an Issue of Equity Shares; the appointment of Debenture trustee is not mandatory.

### **IPO Grading**

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

### **Statement of Responsibility of the Lead Manager/ Statement of inter se allocation of responsibilities for the Issue**

Since, First Overseas Capital Limited is the sole Lead Manager to the Issue, a statement of inter se allocation of responsibilities amongst Lead Managers is not required.

### **Appraisal and Monitoring Agency**

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

### **Expert Opinion**

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

Our Company has received written consent from the Statutory Auditor namely, BAS & Company LLP Chartered Accountant dated August 21, 2023 to include its name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Draft Prospectus and as “expert” as defined under section 2(38) of the Companies Act, 2013 in respect

of the reports (a) on the Restated Financial Statements, and (b) Statement of Special Tax Benefits by the Auditors, such consent has not been withdrawn as on the date of this Draft Prospectus.

## Filing of Draft Prospectus

The copy of the Draft Prospectus will be filed with the Designated Stock Exchange, in our case, it shall be Emerge Platform of NSE Limited. The Draft Prospectus shall not be filed with SEBI, nor shall SEBI issue any observation on the Offer Document in terms of Regulation 246(2) of SEBI (ICDR), 2018. However, pursuant to Regulation 246(5), the soft copy of Draft Prospectus shall be submitted to SEBI. Pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Draft Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

Further, pursuant to SEBI Circular Number CFD/DIL1/CIR/P/2019/0000000154 dated December 11, 2019, a copy of the Draft Prospectus along with the with due diligence certificate including additional confirmations required to be filed under Section 26 of the Companies Act, 2013 will be filed with SEBI.

A copy of the Draft Prospectus, along with the material contracts and documents referred elsewhere in the Draft Prospectus, will be delivered to the ROC Office situated at RoC Bhavan, 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi - 110019

## Underwriting Agreement

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

Details of the Underwriters	No. of Equity Shares underwritten *	Amount Underwritten	% Of the total Issue Size Underwritten
[•]	[•]	[•]	[•]

\* Includes [•] Equity shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, 2018, as amended.

In the opinion of our Board of Directors (based on a certificate given by the Underwriter, the resources of the above-mentioned Underwriters are sufficient to enable them to discharge the underwriting obligations in full. The above-mentioned Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchanges.

## Details of the Market Making Arrangement for the Issue

Our Company and the Lead Manager have entered into an agreement dated [•] with the following Market Maker, duly registered with NSE to fulfill the obligations of Market Making:

<b>Name</b>	: [•]
<b>Address</b>	: [•]
<b>Tel No.</b>	: [•]
<b>Email Id</b>	: [•]
<b>Investor Grievance</b>	: [•]
<b>Contact Person</b>	: [•]
<b>Website</b>	: [•]
<b>SEBI Registration No.</b>	: [•]
<b>CIN</b>	: [•]

[•], registered with Emerge Platform of NSE will act as the Market Maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI (ICDR) Regulations.

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, 2018, and its amendments thereto 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(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by Stock Exchange. Further, the Market Maker shall inform Stock Exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker.
2. 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/she sells his/her entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
3. After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Equity Shares of Market Maker in our Company reaches to 15% (Including the 5% of Equity Shares of the Issue). Any Equity Shares allotted to Market Maker under this Issue over and above 5% of Issue Size would not be taken in to consideration of computing the threshold of 15%. As soon as the Shares of Market Maker in our Company reduce to 14%, the market maker will resume providing 2-way quotes.
4. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts its inventory through market making process, the concerned Stock Exchange may intimate the same to SEBI after due verification.
5. The Inventory Management and Buying/Selling Quotations and its mechanism shall be as per the relevant circulars issued by SEBI and Emerge Platform of NSE from time to time.
6. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by them.
7. The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the Emerge Platform of NSE (in this case currently the minimum trading lot size is 1200 Equity Shares; however, the same may be changed by the Emerge Platform of NSE from time to time).
8. The Market Maker shall not be responsible to maintain the price of the Equity Shares of the Issuer Company at any particular level and is purely supposed to facilitate liquidity on the counter of Graphisads Limited via its 2-way quotes. The price of the Equity Shares shall be determined and be subject to market forces.
9. There would not be more than (5) five Market Makers for the Company's Equity Shares at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors. At this stage, [•] is acting as the sole Market Maker.
10. The Market Maker shall start providing quotes from the day of the listing / the day when designated as the Market Maker for the respective scrip and shall be subject to the guidelines laid down for market making by the Emerge Platform of NSE.
11. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction.



12. The shares of the company will be traded in continuous trading session from the time and day the company gets listed on Emerge Platform of NSE and market maker will remain present as per the guidelines mentioned under NSE and SEBI circulars.
13. The Market Maker has to act in that capacity for a period of three years.
14. 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.
15. The Market Maker(s) shall have the right to terminate said arrangement by giving three- or one-month notice or on mutually acceptable terms to the Lead Manager/Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s).
16. In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager/Merchant Banker to arrange for another Market Maker(s) in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations. Further the Company and the Lead Manager/Merchant Banker reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed 5 (five) or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our Registered Office from 11.00 a.m. to 5.00 p.m. on working days.
17. **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.
18. **Punitive Action in case of default by Market Makers:** 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 Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.

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

19. Price Band and Spreads: SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for Issue size up to Rs. 250 Crores, the applicable price bands for the first day shall be:
  - In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
  - In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the Issue price.

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

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

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

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

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

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

All the above-mentioned conditions and systems regarding the Market Making Arrangement are subject to change based on changes or additional regulations and guidelines from SEBI and Stock Exchanges from time to time.

## SECTION VI- CAPITAL STRUCTURE

The Equity Share capital of our Company, as on the date of this Draft Prospectus is set forth below:

(Rs. In Lakhs)

Sr. No.	Particulars	Aggregate Value at Nominal Value	Aggregate Value at Issue price
<b>A.</b>	<b>Authorized Share Capital</b>		
	2,00,00,000 Equity Shares of Rs. 10/- each	2000.00	-
<b>B.</b>	<b>Issued, Subscribed and Paid-Up Share Capital before the Issue</b>		
	1,34,64,500 Equity Shares of Rs. 10/- each	1346.45	-
<b>C.</b>	<b>Present Issue in terms of this Draft Prospectus</b>		
	Issue of 48,12,000 Equity Shares of face value of Rs. 10/- each at an Issue price of Rs.111.00 per Equity Share	481.20	5341.32
	<i>Which comprises:</i>		
	(a) <b>Reservation for Market Maker(s)</b> 2,42,400 Equity Shares of face value of Rs. 10/- each reserved as Market Maker portion at a price of Rs. 111.00/- per Equity Share	24.24	269.06
	(b) <b>Net Issue to the Public</b> of 45,69,600 Equity Shares of face value of Rs. 10/- each at a price of Rs. 111.00 per Equity Share	456.96	5072.26
#	<b>Of the Net Issue to the Public*</b>		
	22,84,800 Equity Shares of face value of Rs. 10/- each at a price of Rs. 111.00 per Equity Share shall be available for allocation for Investors applying for a value of upto Rs. <b>2.00 Lakhs (Retail Individual Investors)</b>	228.48	2536.13
	22,84,800 Equity Shares of face value of Rs. 10/- each at a price of Rs. 111.00 per Equity Share shall be available for allocation for Investors applying for a value of upto Rs. <b>2.00 Lakhs (Other than Retail Individual Investors)</b>	228.48	2536.13
<b>D.</b>	<b>Issued, Subscribed and Paid-up Share Capital after the Issue</b>		
	1,82,76,500 Equity Shares of Rs. 10/- each	1827.65	-
<b>E.</b>	<b>Securities Premium Account</b>		
	Before the Issue		532.90
	After the Issue		5393.02

# Allocation to all categories shall be made on a proportionate basis subject to valid Applications received at or above the Issue Price. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Lead Manager and Designated Stock Exchange. Such inter-se spill-over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines. For detailed information on the Net Issue and its allocation various categories, please refer chapter titled “**The Issue**” on page no. on page 38 of this Draft Prospectus.

The Present Issue has been authorized pursuant to a resolution of our Board dated August 01, 2023 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 August 09, 2023.

### Class of Shares

The Company has only one class of shares i.e.; Equity shares of Rs. 10.00/- each only and all Equity Shares are ranked pari-passu in all respect. All Equity Shares issued are fully paid-up as on date of the Draft Prospectus. Our Company does not have any outstanding convertible instruments as on the date of the Draft Prospectus.

### NOTES TO THE CAPITAL STRUCTURE

## 1. Details of change in Authorized Share Capital of our Company:

Since the incorporation of our Company, the authorized Share Capital of our Company has been altered in the manner set forth below:

Particulars of change		Date of shareholders' meeting	AGM/ EGM
From	To		
The Authorised Share Capital of our Company is Rs. 4,00,000 consisting of 4000 Equity Share of face value of Rs. 100.00/- each		On Incorporation	NA
₹ 4,00,000 (Four Lakh) divided into 4,000 equity shares of ₹ 100/- each to	₹ 20,00,000 (Twenty Lakh) divided into 20,000 equity shares of ₹ 100/- each	March 25, 2002	EGM
₹ 20,00,000 (Twenty Lakh) divided into 20,000 equity shares of ₹100/- each	₹40,00,000 (Forty Lakh) divided into 40,000 equity shares of ₹100/- each	November 17, 2004	EGM
₹ 40,00,000 (Forty Lakh) divided into 40,000 equity shares of ₹100/- each	₹ 2,00,00,000 (Two Crores) divided into 2,00,000 equity shares of ₹ 100 each	June 23, 2006	EGM
Sub-division of Authorized and Paid-Up capital from Equity shares of Rs. 100/- each to Rs. 10/- each		December 15, 2022	EGM
₹ 2,00,00,000 (Two Crores) divided into 20,00,000 equity shares of ₹ 10 each	₹ 20,00,00,000 (Twenty Crores) divided into 2,00,00,000 equity shares of ₹ 10 each	March 27, 2023	EGM

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

Date of allotment	No. of Equity Shares Allotted	Face Value (Rs.)	Issue Price (Rs.)	Nature / Reason of Allotment	Nature of Consideration	Cumulative No. of Equity Shares	Cumulative Share Capital (Rs.)
September 25, 1987	200	100	100	Subscription to MoA <sup>(1)</sup>	Cash	200	20,000
December 28, 1987	700	100	100	Allotment pursuant taking over running business of M/s Graphisads <sup>(2)</sup>	Other than Cash	900	90,000
December 28, 1987	100	100	100	Further allotment <sup>(2)</sup>	Cash	1,000	1,00,000
January 09, 1991	1250	100	100	Further allotment <sup>(3)</sup>	Cash	2,250	2,25,000
March 31, 2002	8500	100	100	Further allotment <sup>(4)</sup>	Cash	10,750	10,75,000
December 29, 2004	22,000	100	1000	Further allotment <sup>(5)</sup>	Cash	32,750	32,75,000
December 31, 2009	40400	100	500	Further allotment <sup>(6)</sup>	Cash	73,150	73,15,000
March 30, 2010	9,300	100	500	Further allotment <sup>(7)</sup>	Cash	82,450	82,45,000
January 31, 2011	1,500	100	500	Further allotment <sup>(8)</sup>	Cash	83,950	83,95,000
March 20, 2012	13,400	100	500	Further allotment <sup>(9)</sup>	Cash	97,350	97,35,000

Date of allotment	No. of Equity Shares Allotted	Face Value (Rs.)	Issue Price (Rs.)	Nature / Reason of Allotment	Nature of Consideration	Cumulative No. of Equity Shares	Cumulative Share Capital (Rs.)
May 29, 2015	95,000	100	100	Rights Issue <sup>(10)</sup>	Cash	1,92,350	1,92,35,000
December 15, 2022	19,23,500	10	-	Subdivision of shares into ₹ 10 each	NA	19,23,500	1,92,35,000
March 29, 2023	1,15,41,000	10	-	Bonus Issue <sup>(11)</sup>	Other than cash	1,34,64,500	13,46,45,000

(1) Initial subscription to the MOA as on September 25, 1987:

Sr. No.	Subscribers to the MoA for Equity Shares	Number of Equity shares allotted
1.	Mr. Ved Paul	100
2.	Mrs. Sharda Sachdev	100

(2) List of allottees who were allotted equity shares as on December 28, 1987 is as follows:

Sr. No.	Name of the Allottees	Number of Equity shares allotted
1.	Mr. Ved Paul	800

(3) List of allottees who were allotted equity shares as on January 07, 1991 is as follows:

Sr. No.	Name of the Allottees	Number of Equity shares allotted
1.	Mr. Ved Paul	800
2.	Mrs. Sharda Sachdev	500
3.	Mrs. Teena Ghai	250

(4) List of allottees who were allotted equity shares March 31, 2002 is as follows:

Sr. No.	Name of the Allottees	Number of Equity shares allotted
1.	Bon-Lon Private Limited	1,500
2.	Bon-Lon Securities Limited	2,000
3.	Surya Udyog Limited	250
4.	Shrinivas Leasing & Finance Limited	800
5.	Titan Securities Limited	800
6.	Smita Global Private Limited	3,150

(5) List of allottees who were allotted equity shares as on December 29, 2004 is as follows:

Sr. No.	Name of the Allottees	Number of Equity shares allotted
1.	Bon-Lon Securities Limited	13,000
2.	Vinco Metals Private Limited	7,500
3.	Harshit Finvest Private Limited	1,500

(6) List of allottees who were allotted equity shares as on December 31, 2009 is as follows:

Sr. No.	Name of the Allottees	Number of Equity shares allotted
1.	Mr. Mukesh Kumar Gupta	20,000
2.	Mrs. Padma Mukesh Gupta	20,000
3.	Mr. Alok Mukesh Gupta	400

(7) List of allottees who were allotted equity shares as on March 30, 2010 is as follows:

<b><i>Sr. No.</i></b>	<b><i>Name of the Allottees</i></b>	<b><i>Number of Equity shares allotted</i></b>
1.	Mr. Mukesh Kumar Gupta	4,000
2.	Mrs. Padma Mukesh Gupta	5,300

- (8) *List of allottees who were allotted equity shares as on January 31, 2011 is as follows:*

<b><i>Sr. No.</i></b>	<b><i>Name of the Allottees</i></b>	<b><i>Number of Equity shares allotted</i></b>
1.	Mr. Alok Mukesh Gupta	1,500

- (9) *List of allottees who were allotted equity shares as on March 20, 2012 is as follows:*

<b><i>Sr. No.</i></b>	<b><i>Name of the Allottees</i></b>	<b><i>Number of Equity shares allotted</i></b>
1.	Mr. Alok Mukesh Gupta	400
2.	Mr. Mukesh Kumar Gupta	13,000

- (10) *List of allottees who were allotted equity shares as on May 29, 2015 is as follows:*

<b><i>Sr. No.</i></b>	<b><i>Name of the Allottees</i></b>	<b><i>Number of Equity shares allotted</i></b>
1.	Mr. Alok Mukesh Gupta	35,000
2.	Mr. Mukesh Kumar Gupta	60,000

- (11) *List of allottees who were allotted equity shares as on March 29, 2023 is as follows:*

<b><i>Sr. No.</i></b>	<b><i>Name of the Allottees</i></b>	<b><i>Number of Equity shares allotted</i></b>
1.	Mr. Mukesh Kumar Gupta	68,04,000
2.	Mrs. Padma Mukesh Gupta	23,19,000
3.	Mr. Alok Mukesh Gupta	23,26,200
4.	Ms. Prerna Mukesh Gupta	90,000
5.	Mrs. Shilpa Alok Gupta	600
6.	Mr. Anil Kumar Rustagi	600
7.	Mr. Deepak Bahuguna	600

**3. Equity Shares issued for consideration other than cash by Our Company:**

Other than the Equity Shares as mentioned in point no. 2 above, our Company has not allotted any Equity Shares for consideration other than cash, since its incorporation.

**4. Equity Shares issued in the preceding two (2) years:**

Except for as mentioned below, our Company has not issued any equity shares during a period of two (2) years preceding the date of the Draft Prospectus:

<b>Date of allotment</b>	<b>No. of Equity Shares Allotted</b>	<b>Face Value (Rs.)</b>	<b>Issue Price (Rs.)</b>	<b>Nature / Reason of Allotment</b>	<b>Nature of Consideration</b>
March 29, 2023	1,15,41,000	10.00	-	Bonus Issue in ratio of 6:1	Other than cash

**5. Issue of Equity Shares issued in the preceding one (1) year at a Price lower than the Issue Price:**

Other than as mentioned below, Equity Shares were issued in last one year immediately preceding the date of the Draft Prospectus at a price which is lower than the Issuer Price:

<b>Date of allotment</b>	<b>No. of Equity Shares Allotted</b>	<b>Face Value (Rs.)</b>	<b>Issue Price (Rs.)</b>	<b>Nature / Reason of Allotment</b>	<b>Nature of Consideration</b>
March 29, 2023	1,15,41,000	10.00	-	Bonus Issue in ratio of 6:1	Other than cash

6. Our Company has not revalued its assets since inception.
7. Our Company has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation of reserves.
8. Our Company has not made any allotment of Equity Shares pursuant to any scheme approved under Section Sections 391 to 394 of the Companies Act, 1956 or Section 230-240 of the Companies Act, 2013 as on the date of the Draft Prospectus.
9. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Plan for our employees, and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Plan 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.
10. As on the date of filing of this Draft Prospectus, there are no partly paid-up shares, outstanding convertible securities, warrants or outstanding warrants, options or rights to convert debentures in our Company or loans or other financial instruments into our equity shares.
11. There are no equity shares against which depository receipts have been issued.
12. As on the date filing this Draft Prospectus, other than the equity shares, there are no other class of securities issued by our Company. Further, our Company does not have any preference share capital as on the date filing this Draft Prospectus.
13. All the Equity Shares of our Company are fully paid up as on the date of this Draft Prospectus. Further, since the entire money in respect of the Issue is being called on application, all the successful applicants will be allotted fully paid-up equity shares.
14. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
15. **Capital Buildup of our Promoters shareholding in the Company**

As on the date of this Draft Prospectus, our Promoters hold 1,33,57,400 Equity Shares having face value of Rs. 10 per share and representing 99.20 % of the pre-issue Paid up Capital of our Company.

Date of Allotment/ Transfer	No. of Equity Shares Allotted	Cumulative no. of Equity Shares	FV (Rs.)	Issue Price/ Transfer Price/ Acquisition Price (Rs.)	Nature of Consideration	% of the Paid-up Capital	
						Pre-Issue	Post-Issue
Mr. Mukesh Kumar Gupta							
May 27, 1997	1,400	1,400	100	100	Transfer from Mr. Ved Paul	0.01	0.01
December 20, 2003	2,000	3,400	100	1000	Transfer from Bon-Lon Securities Ltd	0.01	0.01
December 30, 2004	13,000	16,400	100	1000	Transfer from Bon-Lon Securities Ltd	0.10	0.07
December 31, 2009	20,000	36,400	100	500	Further Issue	0.15	0.11
March 30, 2010	4,000	40,400	100	500	Further Issue	0.03	0.02
January 31,	13,000	53,400	100	500	Further Issue	0.10	0.07

Date of Allotment/ Transfer	No. of Equity Shares Allotted	Cumulative no. of Equity Shares	FV (Rs.)	Issue Price/ Transfer Price/ Acquisition Price (Rs.)	Nature of Consideration	% of the Paid-up Capital	
						Pre-Issue	Post-Issue
2012							
May 29, 2015	60,000	1,13,400	100	100	Rights Issue	0.45	0.33
December 15, 2022	-	11,34,000	10	-	Subdivision of shares	8.42	6.20
March 29, 2023	68,04,000	79,38,000	10	-	Bonus Issue	50.53	37.23
<b>Total</b>	<b>79,38,000</b>					<b>58.96</b>	<b>43.43</b>
<b>Mr. Alok Mukesh Gupta</b>							
December 20, 2003	1,500	1,500	100	1000	Transfer from Bon-Lon Private Limited	0.01	0.01
December 31, 2009	400	1,900	100	500	Further Issue	0.00	0.00
January 31, 2011	1,500	3,400	100	500	Further Issue	0.01	0.01
March 20, 2012	400	3,800	100	500	Further Issue	0.00	0.00
May 29, 2015	35,000	38,800	100	100	Right Issue	0.26	0.19
November 21, 2022	-30	38,770	100	1,700	Transfer of 10 Shares each to Shilpa Gupta, Anil Kumar Rustagi and Deepak Bahuguna	0.00	0.00
December 15, 2022	-	3,87,700	10	-	Subdivision of Shares	2.88	2.12
March 29, 2023	23,26,200	27,13,900	10	-	Bonus Issue	17.28	12.73
<b>Total</b>	<b>27,13,900</b>					<b>20.16</b>	<b>14.85</b>
<b>Mrs. Padma Mukesh Gupta</b>							
May 27, 1997	600	600	100	100	Transfer from Sharda Sachdev	0.00	0.00
May 27, 1997	250	850	100	100	Transfer from Teena Ghai	0.00	0.00
December 20, 2003	2,000	2,850	100	100	Transfer from Smita Global Pvt Ltd	0.01	0.01
December 30, 2004	7,500	10,350	100	100	Vinco Metals Pvt Ltd	0.06	0.04
December 31, 2004	1,500	11,850	100	100	Harshit Finvest Pvt Ltd	0.01	0.01
December 31, 2009	20,000	31,850	100	500	Allotment	0.15	0.11
March 30, 2010	5,300	37,150	100	500	Alotment	0.04	0.03
September 24, 2020	1,500	38,650	100	800	Transfer from Abhishek	0.01	0.01
December 15, 2022	-	3,86,500	10	-	Subdivision of shares	2.87	2.11



Date of Allotment/ Transfer	No. of Equity Shares Allotted	Cumulative no. of Equity Shares	FV (Rs.)	Issue Price/ Transfer Price/ Acquisition Price (Rs.)	Nature of Consideration	% of the Paid-up Capital	
						Pre-Issue	Post-Issue
March 29, 2023	23,19,000	27,05,500	10	-	Bonus Issue	17.22	12.69
<b>Total</b>	<b>27,05,500</b>					<b>20.09</b>	<b>14.80</b>
<b>Total Promoter holding</b>	<b>1,33,57,400</b>					<b>99.20</b>	<b>73.09</b>

All the Equity Shares held by our Promoter were and is fully paid-up on the respective dates of acquisition and/or transfers and/or allotment of such Equity Shares. As on the date of this Draft Prospectus, none of the Equity Shares held by our Promoters are pledged.

Further, our Promoters to the Company and the Lead Manager confirms that the acquisition and/or transfers and/or allotment of the Equity Shares forming part of the Promoters' Contribution has been financed from personal funds/internal accruals and no loans or financial assistance from any banks or financial institution has been availed by our Promoter for this purpose.

#### *Details of Promoter's contribution and Lock-in*

As per Regulation 236 and 238 of the SEBI (ICDR) Regulations, 2018, and in terms of the aforesaid table, an aggregate of 20% of the fully diluted post-issue equity share capital of our Company held by our Promoters shall be provided towards minimum Promoter's, contribution and locked in for a period of 3 (Three) years from the date of Allotment ('Minimum Promoter's Contribution'). The lock-in of the Promoter's Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares. The Promoter's contribution has been brought in to the extent of not less than the specified minimum lot and has been contributed by the persons defined as Promoter under the SEBI (ICDR) Regulations, 2018.

Our Promoters have given written consent to include such number of Equity Shares held by them and subscribed by them as a part of Promoter's Contribution constituting 20.07% of the post issue Equity Shares of our Company and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoter's Contribution, from the date of filing of this Draft Prospectus until the commencement of the lock-in period specified above, or for such other time as required under SEBI (ICDR) Regulations, except as may be permitted, in accordance with the SEBI (ICDR) Regulations. The Equity Shares which are being locked in for three (3) years from the date of Allotment are as follows:

Date of Allotment of Fully Paid-up Shares	No. of Equity Shares Locked-in	Nature of Issue/ Acquisition/ acquired/ transfer	Nature of considera tion	FV (Rs.)	Issue Price (Rs.)	% of the Paid-up Capital	
						Pre-Issue	Post-Issue
Mr. Mukesh Kumar Gupta							
March 29, 2023	12,20,000	Bonus in the ratio of 6:1	Cash	10.00	-	9.06	6.68
Mr. Alok Mukesh Gupta							
March 29, 2023	12,20,000	Bonus in the ratio of 6:1	Cash	10.00	-	9.06	6.68
Mrs. Padma Mukesh Gupta							
March 29, 2023	12,20,000	Bonus in the ratio of 6:1	Cash	10.00	-	9.06	6.68
Total	36.60.000.00					27.18	20.03

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

Shares that are being locked-in are eligible for computation of Promoter Contribution under Regulation 237 of SEBI ICDR Regulations. In this connection, our Company hereby confirms that the Equity Shares locked-in do not consist of:

- a) Equity Shares acquired during the preceding three (3) years from the date of filing this Draft Prospectus for
  - consideration other than cash and revaluation of assets or capitalization of intangible assets is involved in such transaction;
  - resulting from a bonus shares issued out of revaluations reserves or unrealized profits of the Company or bonus issue against equity shares which are otherwise ineligible for computation of Minimum Promoter's Contribution;
- b) Equity Shares held by the Promoter and offered for minimum Promoters contribution which are subject to any pledge with any creditor;
- c) Equity Shares acquired during the preceding one (1) year from the date of filing this Draft Prospectus, at a price lower than the price at which the Equity Shares are being offered to the public in the Initial Public Offer;
- d) Equity Shares issued to the Promoter upon conversion of a partnership firm during the preceding one year at a price less than the Issue Price, against funds brought in by them during that period, in case of an issuer formed by conversion of one or more partnership firms or limited liability partnerships, where the partners of the erstwhile partnership firms or limited liability partnerships are the promoters of the issuer and there is no change in the management are ineligible for Minimum Promoters' Contribution. Provided that specified securities, allotted to promoters against capital existing in such firms for a period of more than one year on a continuous basis, shall be eligible; and
- e) Equity Shares for which specific written consent has not been obtained from the respective Promoter for inclusion of their subscription in the Promoters Contribution subject to lock-in.

#### ***Equity shares locked-in for one year***

Other than the Equity Shares mentioned above that would be locked-in for three (3) years, the entire pre-Issue capital of our Company would be locked-in for a period of one (1) year from the date of Allotment in the Issue pursuant to Regulation 238(b) and 239 of SEBI ICDR Regulations, 2018.

#### **Other requirements in respect of 'Lock-In'**

In terms of Regulation 239 of the SEBI (ICDR) Regulations, 2018, the entire pre-issue capital held by the Persons other than the Promoters shall be locked in for a period of one year from the date of allotment in the Initial Public Issue.

#### ***Inscription or Recording of non-transferability:***

In terms of Regulation 241 of the SEBI (ICDR) Regulations, 2018, the share certificates for the equity shares held in physical form, which are subject to lock-in, shall carry the inscription '**non-transferable**' and the non-transferability details shall be informed to and recorded by the Depositories.

#### ***Pledge of Locked in Equity Shares:***

In terms of Regulation 242 of the SEBI (ICDR) Regulations, 2018, the Equity Shares held by our Promoters and locked in may be pledged as a collateral security for a loan granted by a scheduled commercial bank or public financial institution or a systemically important non-banking finance company or housing finance company, subject to 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.

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

## 16. OUR SHAREHOLDING PATTERN

The table below represents the shareholding pattern of our Company in accordance with Regulation 31 of the SEBI (LODR) Regulations, 2015, as on the date of this:

Category	Category of Shareholders	No. of Shareholders	No. Of Fully Paid-up Equity Shares held	No. Of Partly Paid-up Equity Shares held	No. of Shares underlying Depository Receipts	Total No. Of Equity Shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	No. of Voting Rights held in each class of securities *		No. of Shares Underlying Outstanding Convertible Securities (including Warrants)	Shareholding as a % assuming full convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2)	No. of Locked in shares **		Shares Pledged or otherwise encumbered		No. of equity shares held in dematerialized form
								No. of Voting Rights	Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
I	II	III	IV	V	VI	VII=IV+V+VI	VIII	IX		X	XI=VII+X	XII		XIII		XIV
A	Promoter & Promoter Group	5	1,34,63,100	-	-	1,34,63,100	99.99	1,34,63,100	99.99	1,34,63,100	1,34,63,100	-	-	-	-	1,34,63,100
B	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C	Non Promoter Non Public	2	1,400	-	-	1,400	0.01	1,400	0.01	1,400	1,400	-	-	-	-	1,400
1	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>7</b>	<b>1,34,64,5</b>	<b>-</b>	<b>-</b>	<b>1,34,64,5</b>	<b>100.00</b>	<b>1,34,64,5</b>	<b>100</b>	<b>1,34,64,5</b>	<b>1,34,64,5</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,34,64,5</b>

Category	Category of Shareholders	No. of Shareholders	No. Of Fully Paid-up Equity Shares held	No. Of Partly Paid-up Equity Shares held	No. of Shares underlying Depository Receipts	Total No. Of Equity Shares held	Share holding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	No. of Voting Rights held in each class of securities *		No. of Shares Underlying Outstanding Convertible Securities (including Warrants)	Shareholding as a % assuming full convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2)	No. of Locked in shares **		Shares Pledged or otherwise encumbered		No. of equity shares held in dematerialized form
								No. of Voting Rights	Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
I	II	III	IV	V	VI	VII=IV+V+VI	VIII	IX		X	XI=VII+X	XII		XIII		XIV
			00			00		00	.00	00	00					500

Note:

- 1) As on the date of this Draft Prospectus 1 Equity Shares holds 1 vote. The entire pre-IPO equity share of the Company will be locked in prior to listing of shares on the Emerge Platform of NSE Ltd.
- 2) PAN of all shareholders will be provided to the stock exchange by our Company prior to Listing of Equity Share on the Stock Exchange.
- 3) Our Company will file the shareholding pattern of our Company, in the form prescribed under SEBI (LODR) Regulations, 2015, as amended from time to time, one day prior to the listing of Equity Shares. The shareholding pattern will be uploaded on the website of Stock Exchanges before commencement of trading of such Equity Shares.
- 4) The term "Encumbrance" has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended from time to time.

17. Following is the details of the aggregate shareholding of Our Promoter and Promoter Group before and after the Issue is set forth below:

Sr. No.	Name of the Shareholders	Pre-Issue		Post-Issue	
		No. of equity shares	As a % of Pre-Issued Capital	No. of equity shares	As a % of Post-Issue Capital
<b>A</b>	<b>Promoter</b>				
	Mr. Mukesh Kumar Gupta	79,38,000	58.96	79,38,000	43.43
	Mr. Alok Mukesh Gupta	27,13,000	20.16	27,13,000	14.85
	Mrs. Padma Mukesh Gupta	27,05,500	20.09	27,05,500	14.80
	<b>Total (A)</b>	<b>1,33,57,400</b>	<b>99.20</b>	<b>1,33,57,400</b>	<b>73.09</b>
<b>B</b>	<b>Promoter Group &amp; Relatives-</b>				
	Ms. Perna Mukesh Gupta	1,05,000	0.79	1,05,000	0.58
	Mrs. Shilpa Alok Gupta	700	0.01	700	0.00
	<b>Total (B)</b>	<b>1,05,700</b>	<b>0.79</b>	<b>1,05,700</b>	<b>0.58</b>
<b>C</b>	<b>TOTAL (A+B)</b>	<b>1,34,63,100</b>	<b>99.99</b>	<b>1,34,63,100</b>	<b>73.66</b>

18. The average cost of acquisition of per Equity Share by our Promoter is set forth in the table below:

Name of Promoter	No. of equity share held	Average cost of acquisition (in Rs.)
Mr. Mukesh Kumar Gupta	79,38,000	4.99
Mr. Alok Mukesh Gupta	27,13,900	2.25
Mrs. Padma Mukesh Gupta	27,05,500	5.56

19. List of shareholders holding 1% or more of the paid-up share capital of our company: -

(a) As on the date of this Draft Prospectus:

Sr. No.	Name Of The Shareholders	No. Of Shares	% of the Pre-Issue Capital
1.	Mr. Mukesh Kumar Gupta	79,38,000	58.96
2.	Mr. Alok Mukesh Gupta	27,13,900	20.16
3.	Mrs. Padma Mukesh Gupta	27,05,500	20.09
	<b>Total</b>	<b>1,33,57,400</b>	<b>99.21</b>

(b) 10 days prior to the date of this Draft Prospectus:

Sr. No.	Name Of The Shareholders	No. Of Shares	% of the Pre-Issue Capital
1.	Mr. Mukesh Kumar Gupta	79,38,000	58.96
2.	Mr. Alok Mukesh Gupta	27,13,900	20.16
3.	Mrs. Padma Mukesh Gupta	27,05,500	20.09
	<b>Total</b>	<b>1,33,57,400</b>	<b>99.21</b>

(c) 1 year prior to the date of filing this Draft Prospectus:

Sr. No.	Name Of The Shareholders	No. Of Shares*	% of the Pre-Issue Capital
1.	Mr. Mukesh Kumar Gupta	1,13,400	58.96
2.	Mr. Alok Mukesh Gupta	38,800	20.17
3.	Mrs. Padma Mukesh Gupta	38,650	20.09
	<b>Total</b>	<b>1,90,850</b>	<b>99.22</b>

\*Face value of ₹ 100 each

**(d) 2 years prior to the date of filing this Draft Prospectus:**

Sr. No.	Name Of The Shareholders	No. Of Shares*	% of the Pre-Issue Capital
1.	Mr. Mukesh Kumar Gupta	1,13,400	58.96
2.	Mr. Alok Mukesh Gupta	38,800	20.17
3.	Mrs. Padma Mukesh Gupta	38,650	20.09
	<b>Total</b>	<b>1,90,850</b>	<b>99.22</b>

\*Face value of ₹ 100 each

20. None of our Directors or Key Managerial Personnel holds Equity Shares in our Company, except as mentioned below and as stated in the chapter titled '**Our Management**' beginning on page no. 117 of this Draft Prospectus.

Sr. No.	Name of the KMP`s	Designation	No. of Shares held in our Company	% of pre-issue paid-up Equity Share Capital
1.	Mr. Mukesh Kumar Gupta	Managing Director	79,38,000	58.96
2.	Mr. Alok Mukesh Gupta	Executive Director	27,13,900	20.16
3.	Mr. Anil Kumar Rustagi	Chief Financial Officer	700	0.01
4.	Mr. Deepak Bahuguna	Non-Executive Director	700	0.01
	<b>Total</b>		<b>1,06,53,300</b>	<b>79.14</b>

21. The members of the Promoter Group, our Directors or 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 6 (Six) months preceding the date of this Draft Prospectus.
22. Our Company shall ensure that transactions in the Equity Shares by the Promoter and members forming a part of the Promoter Group and/ or Group Companies/Entities between the date of filing this Draft Prospectus and the Issue Closing Date shall be reported to the Stock Exchanges within twenty-four hours of such transaction.
23. As on date of this Draft Prospectus, there are no outstanding financial instruments or any other rights that would entitle the existing Promoter or shareholders or any other person any option to receive Equity Shares after the Issue.
24. There will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, and rights issue or in any other manner during the period commencing from submission of this Draft Prospectus with Stock Exchange until the Equity Shares to be issued pursuant to the Issue have been listed.
25. Except as disclosed in this Draft 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 split/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.
26. There have been no financial arrangements whereby our Promoter, 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 months preceding the date of this Draft Prospectus, other than in the normal course of business of the financing entity.
27. There are no other persons belonging to the category "Public" who are holding the securities (including shares, warrants, convertible securities of our Company more than 5% of the total number of shares as on the date of this Draft Prospectus.
28. There are no persons belonging to the category "Public" is holding the securities (including shares, warrants, convertible securities of our Company more than 1% of the total number of shares as on the date of this Draft Prospectus.

29. Our Company, our Promoter, our Directors and the Lead Manager to the Issue have not entered into any buy-back, standby or similar arrangements with any person for purchase of our Equity Shares from any person.
30. No person connected with the Issue, including, but not limited to, our Company, the members of the Syndicate, or our Directors, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Applicant for making an application, except for fees or commission for services rendered in relation to the Issue.
31. There are no safety net arrangements for this Public Issue
32. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 253 of SEBI (ICDR) Regulations, 2018, as amended from time to time.
33. An oversubscription to the extent of 10% of the Net Issue can be retained for the purposes of rounding off to the minimum allotment lot, while finalizing the Basis of Allotment. 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 our Promoter and subject to lock-in shall be suitably increased; so as to ensure that a minimum of 20% of the post issue paid-up capital is locked in for 3 years.
34. An investor cannot make an application for more than the number of Equity Shares offered in this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investor.
35. Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed under **“Basis of Allotment”** in the chapter titled **“Issue Procedure”** beginning on page no. 231 of this Draft Prospectus.
36. Under-subscription in the net issue, if any, in any category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the Lead Manager and the Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.
37. As per RBI regulations, OCBs are not allowed to participate in the Issue.
38. The Issue is being made through Fixed Price method.
39. None of the other Promoter and members of our Promoter Group will participate in this Issue.
40. Our Company has not raised any bridge loan against the proceeds of the Issue.
41. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
42. Our Company shall comply with such disclosure and accounting norms as specified by SEBI from time to time.
43. An Applicant cannot make an application for more than the number of Equity Shares being issued through the Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.
44. No payment, direct or indirect in the nature of discount, commission and allowance or otherwise shall be made either by us or our Promoter to the persons who receive allotments, if any, in the Issue.
45. We have seven (7) shareholders as on the date of filing of this Draft Prospectus.
46. Our Company has not made any public issue (including any rights issue to the public) since its incorporation.
47. As on the date of this Draft Prospectus, the Lead Manager and their respective associates (determined as per the definition of ‘associate company’ under Section 2(6) of the Companies Act, 2013) do not hold any Equity Shares in our Company. The Lead Manager and their respective affiliates may engage in transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company, for which they may in the future receive customary compensation.



## SECTION IV – INTRODUCTION

## SECTION VII – PARTICULARS OF THE ISSUE

### OBJECTS OF THE ISSUE

The Fresh Issue includes a public Issue of 48,12,000 Equity Shares of our Company at an Issue Price of Rs. 111.00 per Equity Share. The Net Proceeds from the Issue are proposed to be utilized by our Company for the following objects:

- 1) Repayment of certain borrowings;
- 2) To meet the Working Capital requirements;
- 3) General Corporate Expenses; and
- 4) Issue Expenses

We believe that listing will give more visibility and enhance corporate image of our Company. We also believe that our Company and shareholders will receive the benefits from listing of Equity Shares on the Emerge Platform of NSE. It will also provide liquidity to the existing shareholders and will also create a public trading market for the Equity Shares of our Company.

The main object clause of Memorandum of Association of our Company enables us to undertake the activities for which the funds are being raised by us through the Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the object clause of our Memorandum of Association. For the main objects clause of our Memorandum of Association, see “History and Certain Corporate Matters” on page 112 of this Draft Prospectus.

### Net Proceeds

The details of the issue proceeds are summarized below:

Particulars	Amount (Rs. In Lakhs)
Gross Proceeds of the Issue	5341.32
Less: Issue related expenses	(200.00)
<b>Net Proceeds of the Issue (Net Proceeds)</b>	<b>5141.32</b>

### Utilization of Funds and Means of Finance:

The proposed utilization of net proceeds is set forth below:

Sr. No.	Objects of the Issue	Amount Proposed to be Utilized from the Net Proceeds (Rs. In Lakhs)
1.	Repayment of certain borrowings	1662.03
2.	To meet the Working Capital requirements	2145.00
3.	General Corporate Expenses	1334.29
	<b>Total</b>	<b>5141.32</b>

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

### Requirement of Funds and Means of Finance

The fund requirements, the deployment of funds and the intended use of the Net Proceeds as described herein are based on our current business plan and management estimates and have not been appraised by any bank, financial institution or any other external agency. Given the dynamic nature of our business, we may have to revise our business plan from time to time and consequently our funding requirements and deployment on account of variety of

factors such as our financial condition, business and strategy, including external factors such as market conditions, competitive environment, costs of commodities and interest/ exchange rate fluctuations which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of the Company's management.

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

### Deployment of Funds

As certified by M/s Bas & Co LLP, Chartered Accountants, vide their certificate (UDIN: 23527731BGUAZI3780 dated August 29, 2023 our Company has incurred the following expenditure on the Objects:

(Rs. in Lakhs)

Particulars	Amount spent till August 01, 2023
Internal Accruals	10.00
Public Issue Expenses	-
<b>Total</b>	<b>10.00</b>

The above funds were deployed from the Company's internal accruals.

### Details for balance deployment of funds

(Rs. In Lakhs)

Sr. No.	Objects of the Issue	Expenses Already Incurred till August 01, 2023	Utilization of Issue Proceeds	Total utilization of Issue Proceeds
			FY 2023-24	
1.	Repayment of certain borrowings	-	1662.03	1662.03
2.	To meet the Working Capital requirements	-	2145.00	2145.00
3.	General Corporate Expenses	-	1334.29	1334.29
4.	To meet the expenses of the Issue	10.00	190.00	200.00
	<b>Total</b>	<b>10.00</b>	<b>5331.32</b>	<b>5341.32</b>

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

## DETAILS OF THE OBJECTS OF THE ISSUE

### I. REPAYMENT OF CERTAIN BORROWINGS

Our Company has entered into various financing arrangements with banks and financial institutions. The loan facilities availed by our Company includes borrowing in the form of, inter alia, short term loans, GECL and overdraft facilities, term loans amongst others. For details on the same, please refer to "Statement of Financial Indebtedness" beginning on page no. 190 this Draft Prospectus.

As at June 30, 2023, the total outstanding indebtedness was Rs. 2816.67 Lakhs which include secured and unsecured borrowings. Our Company proposes to utilize approximately Rs. 1662.03 Lakhs from the Net Proceeds of the Issue towards full or partial repayment or pre-payment of certain borrowings availed by our Company and accrued interest thereon.

We believe that such repayment/ pre-payment will help reduce our outstanding indebtedness, debt servicing costs and enable utilisation of our accruals for further investment in the growth and expansion of our business. Such reduction of our outstanding indebtedness will also help us to improve our ability to raise further resources in the future to fund our potential business development opportunities and plans to grow and expand our business. The

following table provides details of borrowings availed by our Company, which are currently proposed to be fully or partially repaid or pre-paid up to the extent of Rs. 1662.03 Lakhs from the Net Proceeds:

(Rs. In Lakhs)								
Sr. No	Name of bank/ financial institution	Nature of Borrowing	Sanctioned Amount	Total outstanding amount as on June 30, 2023	Purpose of raising loan	ROI % (p.a.)	Pre-payment clause (if any)	Proposed to be repaid from IPO Proceeds
1	Deutsche Bank	Home loan	1235.00	967.18	Working Capital	9.55	Nil	967.18
2	Deutsche Bank	Business overdraft	615.00	583.24	Working Capital	12	Nil	583.24
3	Deutsche Bank	GECL	267.00	111.60	Working Capital	9.25	Nil	111.60
<b>Total</b>			<b>2117.00</b>	<b>1662.03</b>				

*Note: the disbursed loan amount was utilized for business purpose and does not have any pre-payment penalty.*

In accordance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations, which requires a certificate (UDIN: 23527731BGUAYV1099) from the Statutory Auditor, viz, M/s Bas & Co. LLP, Chartered Accountants certifying the utilization of loans for the purposes availed, our Company has obtained requisite certificate dated August 19, 2023, in this regard.

In the event that there are any prepayment penalties required to be paid under the terms of the relevant financing agreements, such prepayment penalties shall be paid by our Company out of its internal accruals. We will also take such provisions into consideration while selecting the borrowings proposed to be repaid/prepaid out of the Net Proceeds.

## II. TO MEET INCREMENTAL WORKING CAPITAL REQUIREMENTS

Our business is working capital intensive. We fund a majority of our working capital requirements in the ordinary course of business from various banks facilities and internal accruals.

### a) Existing Working Capital:

Our Company's existing working capital based on the Restated Standalone Financial Information is stated below:

(Amount in Rs. Lakhs)						
Particulars	31-Mar-21	No. of Days	31-Mar-22	No. of Days	31-Mar-23	No. of Days
	Audited		Audited		Audited	
<b>Current Assets</b>						
Inventories	553.97	72	64.72	26	252.85	26
Trade Receivables	3501.94	442	3040.25	178	2946.12	178
Short Term Loans & Advances and Deposits	847.36		2730.47		2749.86	
Cash & Bank Balances	521.77		406.97		291.44	
Other Current Assets	-		-		-	
<b>Total Current Assets (A)</b>	<b>5425.04</b>		<b>6242.41</b>		<b>6240.27</b>	
<b>Current Liabilities</b>						
Sundry Creditors	1381.64	215	1240.83	122	1357.42	107

Particulars	31-Mar-21	No. of Days	31-Mar-22	No. of Days	31-Mar-23	No. of Days
	Audited		Audited		Audited	
Short Term Provisions			171.78		165.47	
Other Current Liabilities	624.97		1007.64		735.32	
<b>Total Current Liabilities (B)</b>	<b>2006.61</b>		<b>2420.25</b>		<b>2258.21</b>	
<b>Working Capital Gap (A)-(B)</b>	<b>3418.43</b>		<b>3822.16</b>		<b>3982.06</b>	
Less: Existing Bank Borrowings	926.43		881.47		718.60	
<b>Net Working Capital Requirement</b>	<b>2492.00</b>		<b>2940.69</b>		<b>3263.46</b>	
<b>Funding Pattern</b>						
Internal Accruals / Owned Funds / Unsecured Loans	2492		2940.69		3263.46	
Proposed Working Capital to be funded from IPO	-		-		-	

#### (b) Future Working Capital Requirements

Our Company proposes to utilize Rs. 2145 Lakhs of the Net Proceeds to meet its estimated working capital requirements. This will be utilized during Fiscal Years 2024 towards our Company's additional working capital requirements. The balance portion of our Company working capital requirement shall be met from the internal accruals, borrowings and/ or own funds. The incremental and proposed working capital requirements and the assumption underlying the justification for periods of holding levels for Fiscal Years 2024.

As approved by the Board pursuant to a resolution dated August 28, 2023, are mentioned below. Our Company's incremental and proposed working capital requirements for Fiscal Years 2024 and the proposed funding of such working capital requirements are as set out in the table below:

(Amount in Rs.)

Particulars	31-Mar-24	No. of Days
	Estimated	
<b>Current Assets</b>		
Inventories	244.52	15
Trade Receivables	3493.15	138
Short Term Loans & Advances and Deposits	3447.24	
Cash & Bank Balances	412.51	
Other Current Assets	-	
<b>Total Current Assets (A)</b>	<b>7597.42</b>	
<b>Current Liabilities</b>		
Sundry Creditors	1047.95	74
Short Term Provisions	186.46	
Other Current Liabilities	675.00	
<b>Total Current Liabilities (B)</b>	<b>1909.41</b>	
<b>Working Capital Gap (A)-(B)</b>	<b>5688.01</b>	
Less: Existing Bank Borrowings Limits	-	
<b>Net Working Capital Requirement</b>	<b>5688.01</b>	
<b>Funding Pattern</b>		
Working Capital Facilities from Banks & other Financial Institutions #		

Particulars	31-Mar-24	No. of Days
	Estimated	
Trade Finance		
Internal Accruals / Owned Funds	3543	
Proposed Working Capital to be funded from IPO	2145	

As certified by our Statutory Auditor, M/s Bas & Co LLP, Chartered Accountants via its certificate (UDIN: 23527731BGUAZH3248) dated August 29, 2023.

The working capital projections made by the Issuer Company are based on certain key assumptions and as approved and certified by the Board via its resolution dated August 22, 2023 are set out below:

Sr. No.	Particulars	Assumptions
<b>Current Assets</b>		
1	Revenues:	Based on the Audited Standalone Financials and estimated Standalone financials, we estimate an increase in revenue from operation by approximate 27% in FY24. We anticipate that our future order book shall be approximately Rs. 55+ Crores. Further, company anticipates to expand its business to newer geographical locations and also due to starting of festive season (from august onwards) across India followed by pre-election rallies/national campaigns, etc., we estimate additional orders which would include outdoor, events & digital media advertisements
2	Inventories	In order to achieve shorter lead times and continuous supply to customers, we need to maintain adequate inventory levels. We estimate an inventory level of around 15 days which is in line with the previous year's holding.
3	Trade receivables	The Company estimates an increase in the trade receivables due to reasons mentioned in above under the heading of revenue. However, the company projects the trade receivables days on an average to be 138 days for Fiscal 2024 as compared to 163 days for Fiscal 2023.
4	Short term Loans & Advances	The major items under this head are advance to suppliers, loans/advances to staff, balances with government authorities & others. These are given in the normal course of business and shall continue in line with previous years advances.
<b>Current Liabilities</b>		
6	Trade payables	Our trade payable days in FY22 and FY23 were 122 and 107 days respectively. We are estimating to reduce trade payable days to approximately 74 days to avail best pricing from our suppliers and also add new suppliers.
7	Other current liabilities	Other current liabilities include advances from customers, security deposits received, statutory dues, expenses payable etc., These are done in the normal course and business and shall continue in line with the previous years.

### III. GENERAL CORPORATE EXPENSES

Our Company proposes to deploy the balance Net Proceeds aggregating to Rs. 1335.00 lakhs towards general corporate purposes. The general corporate purposes for which our Company proposes to utilise the Net Proceeds include but are not limited to funding growth opportunities, strategic initiatives, joint-ventures, partnerships, marketing and business development expenses, expansion of facilities and meeting exigencies and expenses incurred by our Company in the ordinary course of business. In addition to the above, our Company may utilise the Net Proceeds towards other expenditure (in the ordinary course of business) considered expedient and as approved periodically by the Board, subject to compliance with necessary provisions of the Companies Act. The quantum of utilisation of funds towards each of the above purposes will be determined by our Board based on the business requirements of our Company, from time to time. Our Company's management, in accordance with the policies of the Board, shall have flexibility in utilising surplus amounts, if any. However, we confirm that the amount for general corporate purposes, as mentioned in objects of the issue, shall not exceed 25% of the fresh issue amount raised by our Company.

### IV. TO MEET THE EXPENSES OF THE ISSUE

The total expenses of the Issue are estimated to be approximately Rs. 200.00 Lakhs which include, among others, underwriting and management fees, printing and distribution expenses, advertisement expenses, legal fees and listing fees. The estimated Issue expenses are as follows:

<b>(Rs. In Lakhs)</b>				
<b>Sr. No.</b>	<b>Particulars</b>	<b>Estimated Expenses @</b>	<b>As a % of the total estimated Offer expenses</b>	<b>As a % of the total Offer size</b>
1.	Payment to Merchant Banker including, underwriting, and selling commissions, brokerages, Advisors to the Company, payment to other intermediaries such as Legal Advisors, Market Maker, Registrars etc. and other out of pocket expenses, Brokerage and selling commission.	178.50	89.25	3.34
2.	Advertising and marketing expenses	6.00	3.00	0.11
3.	Printing & Stationery, Distribution, Postage	3.50	1.75	0.07
4.	Regulatory and other statutory expenses including Listing Fee	12.00	6.00	0.22
	<b>Total estimated Issue expenses</b>	<b>200.00</b>	<b>100</b>	<b>3.74</b>

*@ please note that the cost mentioned is an estimate quotation as obtained from the respective parties and excludes GST, interest rate and inflation cost. The amount deployed so far toward issue expenses shall be recouped out of the issue proceeds.*

### **Bridge Financing Facilities**

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

### **Appraisal by Appraising Agency**

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

### **Interim Use of Funds**

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

### **Monitoring of Issue Proceeds**

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

### **Variation in Objects**

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013, our Company shall not vary the Objects of the Issue without our Company being authorized to do so by the shareholders by way of a special resolution. In addition, the notice issued to the shareholders in relation to the passing of such special resolution shall specify the prescribed details and be published in accordance with the Companies Act 2013.

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

#### **Other Confirmations**

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

## BASIS FOR ISSUE PRICE

Investors should read the following summary with the section titled “**Risk Factors**”, the details about our Company under the chapter titled “**Business Overview**” and its financial statements under the section titled “**Financial Information**” beginning on pages 20, 91 and 140 respectively including important profitability and return ratios, as set out in “**Annexure 32**” under the section titled Financial Information of the Company on page 167 to have a more informed view. The issue price of the Equity Shares of our Company could decline due to these risks and the investor may lose all or part of his/their investment.

### **Qualitative Factors**

For details of Qualitative factors please refer to the paragraph ‘**Our Competitive Strengths**’ in the chapter titled ‘**Business Overview**’ beginning on page no. 92 of this Draft Prospectus.

### **Quantitative Factors (Based on Consolidated Financial Statements)**

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

Period	Basic and Diluted EPS (In Rs.)	Weights
Fiscal 2021	29.03	1
Fiscal 2022	4.15	2
Fiscal 2023	4.13	3
<b>Weighted Average</b>	<b>8.29</b>	<b>6</b>

#### **Notes:**

- (i) Basic EPS and Diluted EPS calculations are in accordance with Accounting Standard 20 (AS-20) 'Earnings per Share', notified under Section 133 of Companies Act, 2013 read together along with paragraph 7 of the Companies (Accounts) Rules, 2014.
- (ii) The face value of each Equity Share is Rs.10.00.
- (iii) The above statement should be read with Significant Accounting Policies and the Notes to the Restated Financial Statements as appearing in Annexure 4.
- (iv) Basic Earnings per share = Net profit/ (loss) after tax, as restated attributable to equity shareholders /Weighted average number of shares outstanding during the year/ period.
- (v) Diluted Earnings per share = Net profit after tax, as restated / Weighted average number of diluted equity shares outstanding during the year/ period.
- (vi) The figures disclosed above are based on the Restated Financial Statements of our Company.

#### **2. Price to Earnings (P/E) ratio in relation to Issue Price of Rs. 111.00:**

- i) Based on the basic and diluted EPS of Rs. 4.13 as per restated financial statements for the period ended March 31, 2023, the P/E ratio is 26.88.
- ii) Based on the weighted average EPS of Rs. 8.29, as per restated financial statements the P/E ratio is 13.40.

#### **iii) Industry P/E**

Industry P/E	
• Highest	69.96
• Lowest	6.78
• Average	38.37

*Note: The industry high and low has been considered from the industry peer set provided later in this chapter. The industry composite has been calculated as the arithmetic average P/E of the industry peer set disclosed in this section. For further details, see “**Peer Competitors – Comparison of Accounting Ratios**” at point 6 below.*



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

Period	Return on Net Worth (%)	Weights
Fiscal 2023	12.99	1
Fiscal 2022	14.26	2
Fiscal 2021	1.66	3
<b>Weighted Average</b>	<b>7.75</b>	<b>6</b>

*Note:*

(i) The RONW has been computed by dividing net profit after tax as restated, by Net Worth (excluding revaluation reserve, if any) as at the end of the year/ period excluding miscellaneous expenditure to the extent not written off.

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

Particulars	NAV (in Rs.)
As on March 31, 2023	31.83
NAV after the Issue *	39.51
Issue Price per Equity share	111

*\*Adjusted for bonus allotment*

*Note: NAV per Equity Share will be calculated as net worth divided by number of equity shares outstanding at the end of the year.*

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

Name of the Company*	CMP	Face Value (In Rs.)	EPS (In Rs.)	P/E Ratio	RONW (%)	NAV (In Rs.)	Total Revenue (Rs. in Lakhs)	M. Cap (Rs. in Lakhs)
Graphisads Limited	111	10	4.13	26.88	12.99	31.83	9904.81	20286.92
Crayons Advertising Limited	161.50@	10	9.22	17.52#	30.82	22.04	28,114.91	39454.45
Bright Outdoor Media Limited	485.50@@	10	6.94	69.96##	9.70	71.20	9194.47	67624.23
Daps Advertising Limited	32.13@@	10	4.74	6.78##	13.38	28.65	3041.57	1662.70

*\*Our Company's information is based on March 31, 2023 restated financial statements. For Crayons Advertising Limited, it is based on the information as available on NSE website. For Bright Outdoor Advertising Limited and Daps Advertising Limited, it is based on the information as available on BSE website.*

*@Closing price on August 29, 2023 at NSE and for our Company it is considered as issue price.*

*@@Closing price on August 29, 2023 at BSE and for our Company it is considered as issue price.*

*# Computed by dividing the closing market price on August 29, 2023 on NSE by EPS.*

*## Computed by dividing the closing market price on August 29, 2023 on BSE by EPS.*

Considering the nature, range of products/services, turnover and size of business of the Company, the peer is not strictly comparable. However, above Company has been included for broad comparison.

### 6. Key Operational and Financial Performance Indicators:

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

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated August 22, 2023 and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company.

Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this Draft Prospectus. Further, the KPIs herein have been certified by M/s. Bas & Co LLP., Chartered Accountants, by their certificate (UDIN: 23527731BGUAZJ4295) dated August 29, 2023.

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

### Financial KPIs of our Company

Particulars	As at		
	31-March-2023	31-March-2022	31-March-2021
Revenue from Operations (Rs. in Lakhs)	9843.4	8917.07	4567.59
Total Income (Rs. in Lakhs)	9904.81	8972.49	4755.63
EBITDA <sup>(1)</sup> (Rs. in Lakhs)	1148.09	1031.45	370.32
EBITDA margin (%) <sup>(2)</sup>	11.59	11.50	7.79
PAT (Rs. in Lakhs)	556.62	558.19	55.84
PAT margin (%)	5.62	6.22	1.17
Net Debt <sup>(3)</sup> (Rs. in Lakhs)	2524.88	2899.63	3180.08
Total Equity (Net Worth) (Rs. in Lakhs)	4286.31	3914.20	3360.95
Capital Employed * (Rs. in Lakhs)	7213.78	7288.97	6971.30
ROE (%) <sup>(4)</sup>	12.99	14.26	1.66
ROCE (%) <sup>(5)</sup>	14.69	13.12	4.02
EPS (Basis & Diluted) <sup>(6)</sup>	4.13	4.15	29.03

# not annualized

- 1) EBITDA = Profit before tax + depreciation & amortization expense + finance cost
- 2) EBITDA Margin = EBITDA/ Total income.
- 3) Net debt = Non-current borrowing + current borrowing - Cash and Cash Equivalent and Bank Balance.
- 4) ROE = Net profit after tax /Total equity.
- 5) ROCE = Profit before tax and finance cost / Capital employed\*  
\*Capital employed = Total Equity +Non-current borrowing + current Borrowing – Intangible Assets
- 6) EPS = Net Profit after tax, as restated, attributable to equity shareholders divided by weighted average no. of equity shares outstanding during the year/ period.

### Explanation for KPI metrics

Revenue from Operations	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business.
Total Income	Total income is used by the management to track revenue from operations and other income.
EBITDA	EBITDA provides information regarding the operational efficiency of the business.
EBITDA margin (%)	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business.
PAT	Profit after tax provides information regarding the overall profitability of the business.
PAT margin (%)	PAT Margin (%) is an indicator of the overall profitability and financial performance of our business.
Net Worth	Net worth is used by the management to ascertain the total value created by the entity and provides a snapshot of current financial position of the entity.
Net Debt	Net debt helps the management to determine whether a company is

	overleveraged or has too much debt given its liquid assets
Debt-equity ratio (times)	The debt-to-equity ratio compares an organization's liabilities to its shareholders' equity and is used to gauge how much debt or leverage the organization is using.
ROE (%)	RoE provides how efficiently our Company generates profits from shareholders' funds.
ROCE (%)	ROCE provides how efficiently our Company generates earnings from the capital employed in the business.

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

Parameters	Crayons Advertising Limited	Bright Outdoor Media Limited	Daps Advertising Limited
	March 31, 2023	March 31, 2023	March 31, 2023
Revenue from Operations (Rs. in Lakhs)	27,568.45	9150.35	3014.97
Total Income (Rs. in Lakhs)	28,114.91	9194.47	3041.57
EBITDA <sup>(1)</sup> (Rs. in Lakhs)	2441.01	1261.83	290.34
EBITDA margin (%) <sup>(2)</sup>	8.68	13.72	9.55
PAT (Rs. in Lakhs)	1659.27	961.64	198.38
PAT margin (%)	5.90	10.46	6.52
Net Debt <sup>(3)</sup> (Rs. in Lakhs)	(400.75)	289.12	(715.21)
Total Equity (Net Worth) (Rs. in Lakhs)	5,383.22	9917.86	1482.85
Capital Employed * (Rs. in Lakhs)	6453.55	13276.29	1509.79
ROE (%) <sup>(4)</sup>	30.82	9.70	13.38
ROCE (%) <sup>(5)</sup>	36.11	9.42	17.88
EPS (Basis & Diluted) <sup>(6)</sup>	9.22	6.94	4.74

Source: All the financial information for listed industry peer mentioned above is sourced from the regulatory filings made by aforesaid companies to stock exchanges for the respective year/ period to compute the corresponding financial ratios.

1) EBITDA = Profit before tax + depreciation & amortization expense + finance cost

2) EBITDA Margin = EBITDA/ Total income.

3) Net debt = Non-current borrowing + current borrowing - Cash and Cash Equivalent and Bank Balance.

4) ROE = Net profit after tax /Total equity.

5) ROCE = Profit before tax and finance cost / Capital employed\*

\*Capital employed = Total Equity + Non-current borrowing + current Borrowing – Intangible Assets

6) EPS = Net Profit after tax, as restated, attributable to equity shareholders divided by weighted average no. of equity shares outstanding during the year/ period.

7. **Weighted average cost of acquisition**

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

Other than as mentioned below, there has been no issuance of Equity Shares or convertible securities, other than Equity Shares issued as disclosed below, during the 18 months preceding the date of this Draft Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company.

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Nature / Reason of Allotment	Nature of Consideration	Total Consideration (in ₹)
March 29, 2023	1,15,41,000	10	Nil	Bonus Issue in the ratio of 6:1	Other than Cash	0.00
<b>Total</b>	<b>1,15,41,000</b>					<b>0.00</b>
<b>Weighted average cost of acquisition (WACA) per Equity Share</b>						<b>₹ 0.00</b>

b) **The price per share of our Company based on the secondary sale / acquisition of shares (equity / convertible securities)**

There have been no secondary sale / acquisitions of Equity Shares or any convertible securities, 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 Draft Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-Offer 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, offer price**

Types of transactions	Weighted average cost of acquisition (Rs. per Equity Shares)	Offer Price (i.e. Rs. 111)
Weighted average cost of acquisition of primary / new issue as per paragraph 8(a) above.	0.00	0.00
Weighted average cost of acquisition for secondary sale / acquisition as per paragraph 8(b) above.	N.A.	N.A.

8. The face value of Equity Shares of our Company is Rs. 10 per Equity Share and the Issue Price of Rs. 111.00 /- per Equity Share is 11.10 times the face value.
9. The Issue Price of Rs. 111.00 is determined by our Company in consultation with the Lead Manager and is justified based on the above accounting ratios. For further details, please refer to the section titled '*Risk Factors*', and chapters titled '*Business Overview*' and '*Restated Financial Statement*' beginning on page no. 20, 91 and 140, respectively of this Draft Prospectus.

## STATEMENT OF TAX BENEFIT

To,  
The Board of Directors,  
**Graphisads LIMITED**  
4/24A, A B House, First Floor,  
Asaf Ali Road, New Delhi – 110002

**Sub: Statement of possible special tax benefits (“the Statement”) available to Graphisads Limited (“the Company”) and its shareholders is prepared in accordance with Securities Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations 2018, as amended (“the Regulations”)**

Dear Sir/ Madam,

We hereby report that this certificate along with the annexure(hereinafter referred to as “**The Statement**”) states the possible special tax benefits available to the Company and the shareholders of the Company under the Income Tax Act, 1961 (‘IT Act’) (read with Income Tax Rules, Circulars and Notifications) as amended by the Finance Act, 2022 (i.e. applicable to F.Y. 2023-2024 relevant to A.Y. 2024-25) (hereinafter referred to as the “IT Regulations”) and under the Goods And Service Tax Act, 2017 (read with Goods And Service Tax [GST] Rules, Circulars and Notifications), presently in force in India. The Statement has been prepared by the management of the Company in connection with the proposed Public Issue, which we have initialed for identification purposes only.

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

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

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

- the Company or its shareholders will continue to obtain these benefits in future; or
- the conditions prescribed for availing the benefits have been/would be met with.

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

Our views are based on facts indicated to us, the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time. Any such changes, which could also be retrospective, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any such events subsequent, which may have a material effect on the discussions herein. Our views are exclusively for the limited use of the captioned Company in connection with its proposed public issue referred to herein above and shall not, without our prior written consent, be disclosed to any other person.

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

This certificate along with the annexure is provided solely for the purpose of assisting the addressee Company in discharging its responsibility under the Securities and Exchange Board of India (Issue of Capital and Disclosure

Requirements) Regulations, 2018 for inclusion in the Draft Prospectus / Prospectus (Offer Document) in connection with the proposed issue of equity shares and is not to be used, referred to or distributed for any other purpose without our written consent.

The said confirmation is being made in accordance with the terms of engagement between us and the Client M/s. Cell Point (India) Limited (hereinafter the “Company”). The preparation of the Statement is the responsibility of the Management of the company including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances. The Management is also responsible for ensuring that the Company complies with the requirements of the Bankers & Tender Documents and provides all relevant information to those parties. Pursuant to the requirements of those entities, it is our responsibility to provide a reasonable assurance whether the amounts in the Statement that form part of the computation have been accurately extracted from the audited financial statements for the year ended; and the computation thereof is arithmetically correct. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI. We have complied with the relevant applicable requirements of the Standard on Quality Control, and Other Assurance and Related Services Engagements. This certificate is issued in the capacity of the Statutory Auditors of the Company at the specific request of the management for the purpose of onward submission to those mentioned above and should not be used for any other purposes.

**Yours faithfully,**

**For & on behalf of**  
**BAS & Co. LLP**  
**Chartered Accountants,**  
**CA Ritika Agarwal**  
**Membership No: 527731**  
**Firm Registration No: 323347E/E300008**  
**Date: August 19, 2023**  
**Place: New Delhi**  
**UDIN: 23527731BGUAYX7856**

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

Outlined below are the possible special tax benefits available to the Company and its shareholders under the current direct tax laws in India for the financial year 2023-24. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

**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.**

### **A. SPECIAL TAX BENEFITS TO THE COMPANY**

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

### **B. SPECIAL TAX BENEFITS TO THE SHAREHOLDERS**

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.
- 3) The above statement of possible special tax benefits are as per the current direct tax laws relevant for the F.Y. 2023-24 relevant to A.Y. 2024-25.
- 4) 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.

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

**For & on behalf of**

**BAS & Co. LLP**

**Chartered Accountants,**

**CA Ritika Agarwal**

**Membership No: 527731**

**Firm Registration No: 323347E/E300008**

**Date: August 19, 2023**

**Place: New Delhi**

**UDIN: 23527731BGUAYX7856**



## SECTION VIII – ABOUT US

### INDUSTRY OVERVIEW

Unless noted otherwise, the information in this section is obtained or extracted from “www.ibef.org” and also extracted from publicly available information, data and statistics and has been derived from various government publications and industry sources. Neither we nor any other person connected with the Issue have independently verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and, accordingly, investment decisions should not be based on such information. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. The recipient should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction. You should read the entire Prospectus, including the information contained in the sections titled “**Risk Factors**” and “**Restated Financial Statements**” and related notes beginning on page no. 20 and 140 of this Draft Prospectus.

#### ❖ **Introduction**

The Indian advertising industry has evolved from being a small-scaled business to a full-fledged industry. The advertising industry is projected to be the second fastest growing advertising market in Asia after China. The Indian government has given tremendous support to the advertising and marketing industry. Advertising expenditure is likely to increase in the financial sector, driven by Reserve Bank of India (RBI) policies which could result in a more favorable business environment. Also, proposed licenses for new banks and better market sentiments render the advertising and marketing industry in India a fertile space.

#### ❖ **Global Economic Overview**

world economy already weakened by the pandemic: higher-than-expected inflation worldwide—especially in the United States and major European economies—triggering tighter financial conditions; a worse-than-anticipated slowdown in China, reflecting COVID- 19 outbreaks and lockdowns; and further negative spill overs from the war in Ukraine.

The baseline forecast is for growth to slow from 6.1 percent last year to 3.2 percent in 2022, 0.4 percentage point lower than in the April 2022 World Economic Outlook. Lower growth earlier this year, reduced household purchasing power, and tighter monetary policy drove a downward revision of 1.4 percentage points in the United States. In China, further lockdowns and the deepening real estate crisis have led growth to be revised down by 1.1 percentage points, with major global spill overs. And in Europe, significant downgrades reflect spill overs from the war in Ukraine and tighter monetary policy. Global inflation has been revised up due to food and energy prices as well as lingering supply demand imbalances, and is anticipated to reach 6.6 percent in advanced economies and 9.5 percent in emerging market and developing economies this year—upward revisions of 0.9 and 0.8 percentage point, respectively. In 2023, disinflationary monetary policy is expected to bite, with global output growing by just 2.9 percent.

(Source: <https://www.imf.org/en/Publications/WEO/Issues/2022/07/26/world-economic-outlook-update-july-2022#Overview> )

#### ❖ **Indian Economy Overview**

Strong economic growth in the first quarter of FY 2022-23 helped India overcome the UK to become the fifth-largest economy after it recovered from repeated waves of COVID-19 pandemic shock. Real GDP in the first quarter of 2022–23 is currently about 4% higher than its corresponding 2019-20, indicating a strong start for India's recovery from the pandemic. Given the release of pent-up demand and the widespread vaccination coverage, the contact-intensive services sector will probably be the main driver of development in 2022–2023. Rising employment

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

#### ❖ **Market Size**

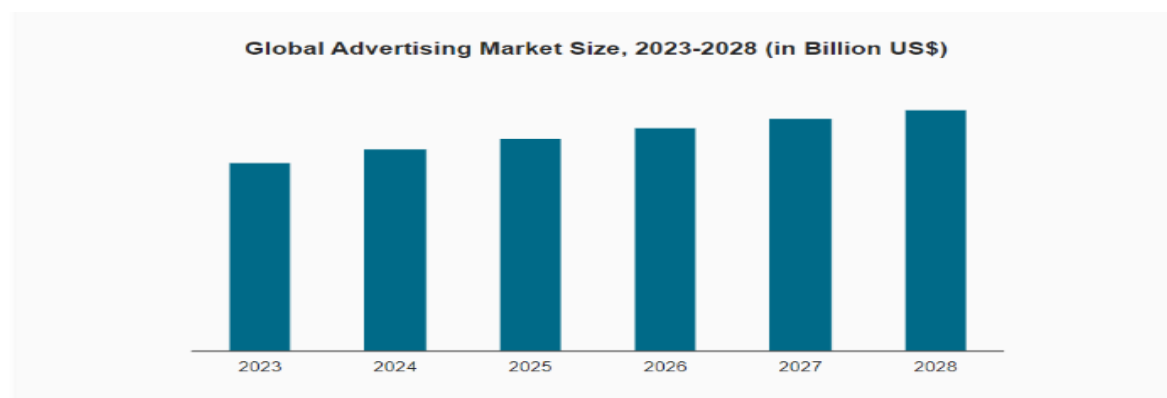
1. India's nominal gross domestic product (GDP) at current prices is estimated to be at Rs. 232.15 trillion (US\$ 3.12 trillion) in FY22. With more than 100 unicorns valued at US\$ 332.7 billion, India has the third-largest unicorn base in the world. The government is also focusing on renewable sources to generate energy and is planning to achieve 40% of its energy from non-fossil sources by 2030.
2. According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 and 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 2023 and 2030. India's current account deficit (CAD), primarily driven by an increase in the trade deficit, stood at 2.1% of GDP in the first quarter of FY 2022-23.
3. 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 Mr. Piyush Goyal, Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles, Indian exports are expected to reach US\$ 1 trillion by 20-30.

(Source: <https://www.ibef.org/economy/indian-economy-overview> )

#### ❖ **Global Advertising market overview**

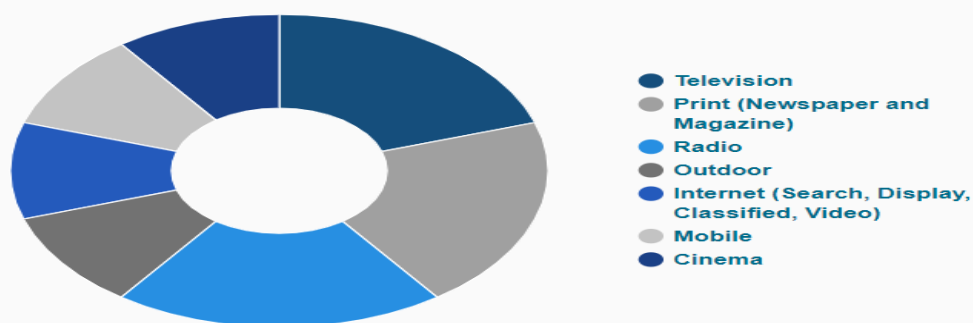
The advertisement agency is one of the most important segments of Marketing and communication sector. Effective advertising depends on creative ideas and processes that allow teams to develop ads that target their intended market. Successfully implementing ads involves placing them in media strategically and evaluating their performance to ensure they reach an audience that is likely to purchase the product or service the ad promotes. By using IMC theories and strategies, marketing specialists, public relations directors, brand managers, digital media associates, social media marketers, and other media professionals can create, execute, and track multi-channel advertising and communication messages that target and influence specific audiences. Market and Communication influence can be seen throughout modern society, in website display advertisements, enterprise blogs, search engine optimization, newspaper editorials, outdoor billboards, magazine advertisements, and more.

The global advertising market size reached US\$ 615.2 Billion in 2022. Looking forward, IMARC Group expects the market to reach US\$ 834.9 Billion by 2028, exhibiting a growth rate (CAGR) of 5.35% during 2023-2028.



Advertising market can be segmented into television, print, radio, internet/online, mobile, and outdoor. Currently, television advertising holds the majority of the total market share.

**Global Advertising Market Share, By Type (in %)**



## 1. Television

Television remains the most effective mass medium from an ad rate perspective. Television segment fell 1.5% in 2022.

Particulars	2019	2020	2021	2011
Advertising	320	251	313	318
Distribution	468	434	407	392
<b>Total</b>	<b>787</b>	<b>685</b>	<b>720</b>	<b>709</b>

Television advertising grew 2% in 2022, almost equalling its pre- COVID-19 levels Ad growth was driven by volume, which grew at 2% while rates remained constant on average. The global TV advertising spending in 2021 amounted to more than 160 billion U.S. dollars and it is expected to Increase to nearly 177 billion dollars by 2024. All of the regions are expected to see growth in TV investments in them ensured period. In 2022, regional channels received 19% more ad volumes compared to national channels they had received 26% more ad volumes in 2021

## 2. Print media

With regard to print media, there has been a decrease in the advertising expenditure on both newspapers and magazines, and industry forecasts are not kind to the future of print media. In 2021, global spending on magazine ads amounted to 17 billion U.S. dollars, but it is believed to drop to 15 billion in the next three years. At the same time, newspaper advertising will not fare any better, with investments in ads declining from 29 to 25 billion U.S. dollars. In addition to the impact of the coronavirus outbreak, digital media counterparts are disrupting the market and drawing the focus away from traditional media. Later In 2022, The print segment grew 10% in 2022 to reach 85% of the prepandemic levels.

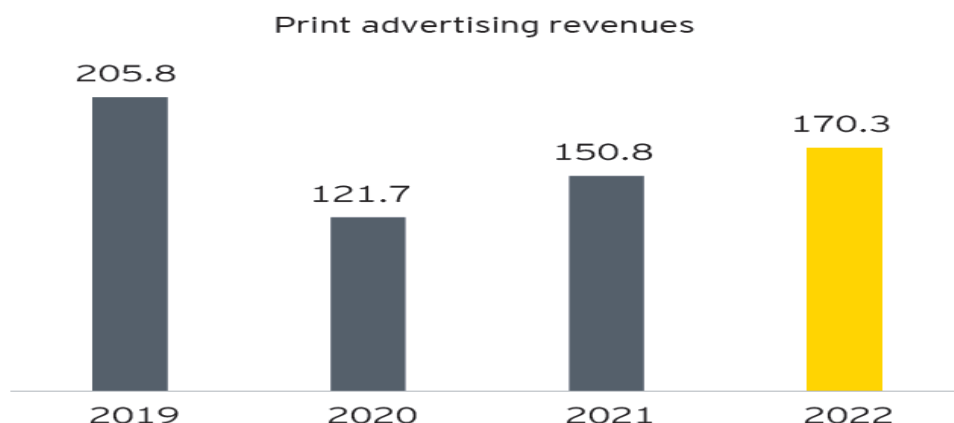
**Advertising grew 13%, while circulation grew 5% in 2022**

Particulars	2020	2021	2022	2023E	2025E
Advertising	121.7	150.8	170.3	182.2	189.9
Circulation	68.2	76.3	80.4	80.04	80.4
<b>Total</b>	<b>189.9</b>	<b>227.2</b>	<b>250.06</b>	<b>262.6</b>	<b>279.3</b>

Newspapers grew 11% and magazines grew 2%

Particulars	2020	2021	2022	2023E	2025E
Newspaper	184.9	220.5	243.8	255.6	272.2
Magazines	5.0	6.7	6.9	7.0	7.01
<b>Total</b>	<b>189.9</b>	<b>227.2</b>	<b>250.06</b>	<b>262.6</b>	<b>279.3</b>

Advertising revenues grew 13% in 2022



1. Overall ad insertion volumes increased 16% over 2021
2. However, advertising revenues were still 17% below pre- COVID-19 levels as rates remained impacted
3. Advertising in English publications recovered to 71% of pre COVID-19 levels, while advertising in Hindi and regional language publications recovered to around 90%
4. Share of advertising to total income of print segment stood at 67%, up from 63% in 2020

### 3. Digital and mobile

Digital advertising grew 30% to reach INR499 billion in 2022, almost half of total ad spends in 2022.

Particulars	2021	2022	2023E	2025E
Advertising	383	499	594	765
Subscription	56	72	77	97
<b>Total</b>	<b>439</b>	<b>571</b>	<b>671</b>	<b>862</b>

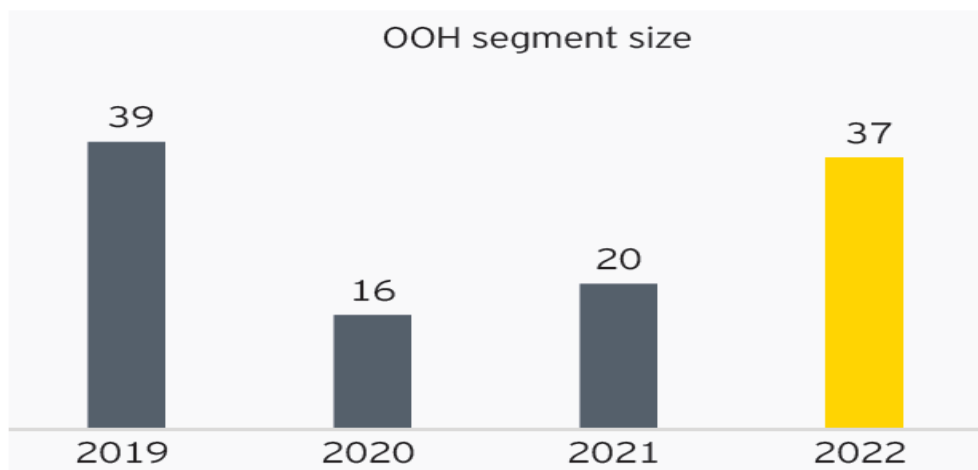
The sector is growing at an impressive rate and is expected to surpass 645 billion dollars in 2024. In the 2020 fiscal year, the American Multinational technology company, Google, generated 146 billion U.S. dollars in revenue from digital advertising. In comparison, Facebook and Twitter made 84 and three billion U.S. dollars on ads, respectively. Mobile internet advertising is the fastest growing medium on the global ad market. In 2021, mobile ad spend worldwide amounted to roughly 288 billion U.S. dollars and it is expected to grow further to 412 billion by 2024.

China is the country with the largest share of mobile internet in digital advertising spending worldwide, at 92 percent. In fact, except for Mexico, with 88.5 percent, the remaining countries in the top five are all Asian. Which is not surprising given the mobile internet proliferation in the region. By comparison, the global average stands at 74 percent

#### 4. Out of Home advertising (OOH Advertisement)

Digital outdoor advertising is gaining popularity in the advertising world as it creates brand awareness among people and also compliments the brand's advertising campaigns on other channels, which are projected to accelerate the market growth. Moreover, as individuals spend much more time outside their offices and home, that allows brands to reach a mass audience consistently and rapidly through out-of-home advertising which is accelerating the market growth over the forecast period. However, intense competition among the vendors of the out-of-home advertising business is restraining the market growth.

OOH segment recovered 86% in 2022.



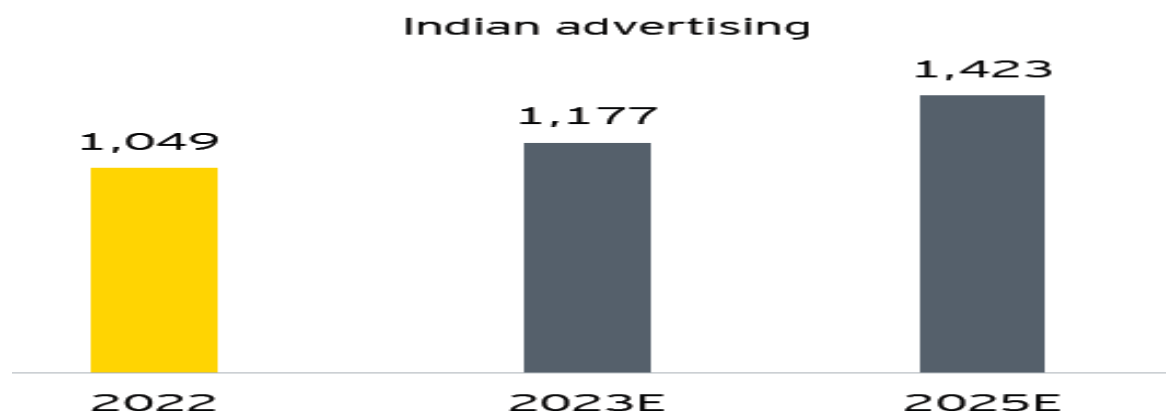
1. OOH media grew 86% in 2022 to INR37 billion, the value of which includes traditional, transit and digital media, but excludes untracked unorganized OOH media such as wall paintings, billboards, ambient media, storefronts, proxy advertising, etc.
2. The OOH segment has reached around 94% of 2019 revenue levels
3. Traditional OOH comprised 59% of revenues and remained the largest segment; transit media comprised the balance 41%
4. The number of digital screens is estimated in the range of 60,000 to 100,000, of which a majority would be active.
5. The global digital out-of-home advertising market size was valued at USD 13.13 billion in 2022 and is expected to grow at a compound annual growth rate (CAGR) of 11.6% from 2023 to 2030.

(Source: <https://www.imarcgroup.com/global-advertising-market/methodology>  
[https://assets.ev.com/content/dam/ev-sites/ev-com/en\\_in/topics/media-and-entertainment/2023/05/ev-me-report.pdf](https://assets.ev.com/content/dam/ev-sites/ev-com/en_in/topics/media-and-entertainment/2023/05/ev-me-report.pdf) )

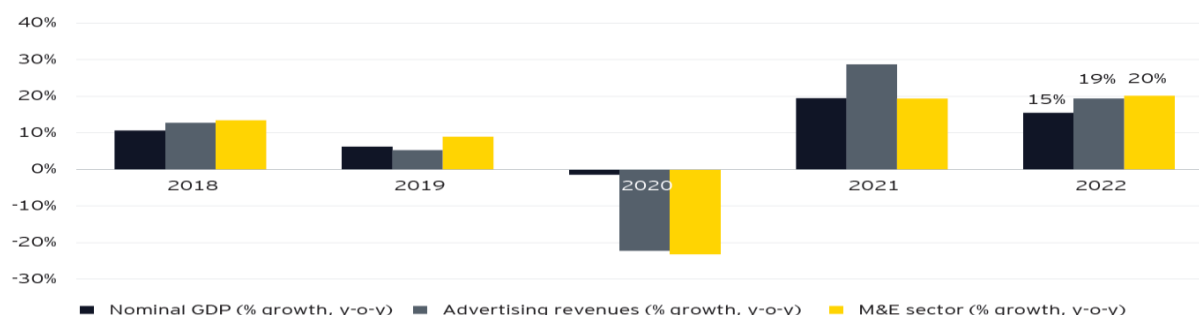
#### ❖ Indian Advertising Market overview

The Indian advertising market size reached INR 743.0 Billion in 2022. Looking forward, expects the market to reach INR 1,412.5 Billion by 2028, exhibiting a growth rate (CAGR) of 11.2% during 2023-2028. The growing adoption

of advertising to enhance brand awareness, increasing number of media and entertainment models, and rising demand for digital advertising solutions represent some of the key factors driving the market.



### Advertising growth continued to outperform Indian GDP growth



- In 2022, when India's nominal GDP grew 15%, advertising recovered 19%
- Advertising is usually around 2x to 2.5x of real GDP growth, which is expected to be 7% for FY2023
- However, when GDP is impacted, the discretionary nature of the M&E sector results in a disproportionately higher contraction, as was seen in 2020

### Indian Advertising Market Trends:

At present, the rising adoption of advertising by various companies to increase customer retention and attract new buyers represents one of the key factors supporting the growth of the market in India. Besides this, the growing adoption of advertising to enhance brand awareness and loyalty of a business is offering a positive market outlook in the country. Additionally, there is a rise in the need for convenient and cost-effective advertising solutions among the masses. This, coupled with the increasing demand for digital advertising due to the rapid adoption of smartphones and smart devices with the ease of internet facilities, is propelling the growth of the market in the country. Apart from this, the rising trend of advertising through various sports events is offering lucrative growth opportunities to industry investors in India. Moreover, the increasing consumer preference towards online shopping, along with the burgeoning e-commerce industry, is positively influencing the market. In addition, various advertising agencies are rapidly investing in digital advertising in the country, which is contributing to the growth of the market. Furthermore, the rising number of media and entertainment models is strengthening the market growth in India.

### The segmental growth in advertising was

- Digital - INR116 billion  
growth in 5G to drive time spent, smartphone penetration growth led by "the next 100 million", vernacular content

proliferation, rich consumer data to enable segmentation, attribution accuracy and free premium sports.

- b) TV - INR5 billion  
Efficient CPRP, maintaining television households and growing connected TV audience.
- c) Print - INR19 billion  
Access to educated and richer audiences, events revenues
- d) Radio, Cinema and OOH together - just INR25 billion  
Mandating radio receivers in mobile phones, non-FCT revenues Cinema: A steady slate

#### Advertising Grew 19% in 2022

Segment	2019	2020	2021	2022
Television	320	251	313	318
Print	206	122	151	170
OOH	39	16	20	37
Radio	31	14	16	21
Cinema	8	2	1	5
<b>Total traditional</b>	<b>604</b>	<b>404</b>	<b>500</b>	<b>550</b>
Digital	279	282	383	499
<b>Total</b>	<b>883</b>	<b>686</b>	<b>883</b>	<b>1,049</b>

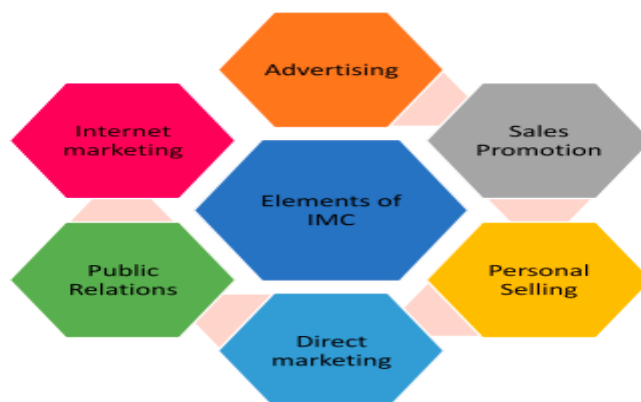
#### Key factors which will drive growth include:-

1. Increase in consumption due to growth in India's per capita income from US\$2,500 in 2022 to around US\$3,000 by 2025, and reduction of income inequalities due to direct subsidy transfers, employment guarantee schemes, and investment in infrastructure.
2. Rural growth and growing middle class will also be key factors, both of which are expected to revive in the second half of 2023.

(Source:[https://assets.ey.com/content/dam/ey-sites/ey-com/en\\_in/topics/media-and-entertainment/2023/05/ey-me-report.pdf](https://assets.ey.com/content/dam/ey-sites/ey-com/en_in/topics/media-and-entertainment/2023/05/ey-me-report.pdf))

#### ❖ Majorly Used Elements are as follows

Different elements of integrated marketing communications make up a complete marketing strategy that Operates at different levels of their efficiency.



### 1. Advertising:

Advertising is a valuable tool to provide consumers with all the information, keep them updated and influence their perception. It can be used to create favourable, unique images and associations for a brand. This helps to create a functional difference between the brand and its competitors. It is one such way where great brands can actually be great brands. The various forms of media used are print, broadcast, network, electronic and display. Advertising form of communication reached geographically dispersed consumers.

### 2. Sales Promotions:

Sales promotions are those marketing activities that serve extra value or incentives to the sales force, distributors or even customers to stimulate immediate sales. It helps in drawing the attention of the customers by offering an invitation to engage in any transaction by giving them various types of incentives. It serves as a short-term incentive to encourage the trial or purchase of any product or service. It is a push strategy applied at a higher level to boost sales of the product.

*Types of sales promotions are:*

- a) **Consumer-oriented sales** – It is focused on the consumer for stimulating short term sales. There are various methods that brands can choose for running a sales promotion like – discounts, coupons, premium give away, sample give away, contests, two-for deals, rebates, loyalty programs, and free shipping, etc.
- b) **Trade oriented sales** – It is focused on marketing intermediaries for stimulating sales that include distributors, wholesalers and retailers. Some of the promotional tools are – sales contests, trade shows, merchandise allowances etc.

### 3. Personal Selling:

This tool of marketing is done through face-to-face interaction with consumers. The whole purpose of personal selling is making presentations, answering questions and taking orders. Personal selling helps in maintaining long term relations with the customer. The main advantage is that the message can be customized as per the needs of the customer.

*Types of personal selling are:*

- a) **Order takers** – Order takers are the ones who receive requests and queries from the customers. In simple terms, the customer approaches these salespersons directly. They hold positions like a telemarketer or retail sales assistant and target mainly on determining customer needs while pointing to the required inventory that meets such needs. Eg – You go to McDonald's outlet and the salesperson there takes your order for food.
- b) **Order Getters** – They reach out to new prospects and persuade them to make a direct purchase. They are on-the-field salespersons who look after bringing in new clients to increase their business.
- c) **Order Creators** - Order creators effectively persuade the customers to promote the business proposal which leads to sales eventually. However, they are not responsible for closing any deal. Examples– a pharmaceutical company reaches out to a doctor and persuades him to prescribe a particular company's medicine.

### 4. Public Relations:



PR is a two way communication process which is directed towards improving the relationship between the organization and the public. This method of communication monitors the feedback of the customers and adjusts its message for providing maximum benefits to them.

**5. Direct Marketing:**

This method of communication includes the usage of mail, telephones, fax or internet to communicate with or respond back to the customers or prospects. Companies usually have a database of contact details of consumer through which they directly contact the customers to send catalogues and other marketing material making it easier for the consumer to purchase online.

**6. Events and Experiences:**

These are the activities sponsored by the company and the programs designed to create brand related interactions with customers. Companies provide customers to get an experience of using the product which eventually ends up leading to a higher brand recall than their competitors. These events and experiences leave the customers heart filled with an emotional touch and memory that they carry along.

**7. Social Media Marketing:**

This tool of marketing is currently the most common way to attract most audience in the digital era. This basically refers to the process of promoting business or websites through social media platforms. These platforms help companies to get major attention of customers and interact with them.

**8. Mobile Marketing:**

This form of marketing involves communicating with the customer directly via their mobile devices, by sending simple marketing messages. This method is cheaper than the traditional forms of promotions and is a really streamlined version of online marketing. Advertisements that we see on mobile applications are a common example of mobile marketing.

(Sources: <https://www.marketing360.in/6-elements-of-integrated-marketing-communications/>)

***Road Ahead***

Advertising industry is on an impressive growth path. The industry is expected to grow at a much faster rate than the global average rate. Growth is expected in retail advertisement on the back of several players entering the food and beverages segment, Ecommerce gaining more popularity in the country, and domestic companies testing out the waters. Rural region is also a potentially profitable target.

## BUSINESS OVERVIEW

This section should be read in conjunction with, and is qualified in its entirety by, the detailed information about our Company and its financial statements, including the notes thereto, in the section titled 'Risk Factors', 'Financial Statement' and the chapter titled 'Management Discussion and Analysis of Financial Condition and Results of Operations' beginning on page no. 20, 140 and 183 respectively, of this Draft Prospectus.

Unless otherwise stated or the context otherwise requires, in relation to business operations, in this section of this Draft Prospectus, all references to "we", "us", "our" and "our Company" are to GRAPHISADS LIMITED.

Our Company was originally incorporated as Graphisads Private Limited on September 25, 1987 under the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, Delhi & Haryana. Subsequently, the name of the company was changed from "Graphisads Private Limited" to "Graphisads Limited" under The Companies Act, 2013 pursuant to a special resolution passed by our shareholders at the EGM held on December 15, 2022 and had obtained fresh certificate of incorporation dated January 03, 2023 issued by the Registrar of Companies, Delhi. The CIN of the Company is U35999DL1987PLC029334.

Graphisads Limited is integrated marketing, advertising and communications agency, providing 360 degree solutions to its wide array of clients. The Company is in the same industry for the past 35 years and is continuously expanding its business horizons with the moving trends across the world, reflecting its growing expertise in the marketing and advertising industry.

We endeavor to maintain the quality of our services, follow strict procedures to ensure quality, timely delivery and competitive prices. We endeavor in going beyond just media, to understanding business needs of the brand and delivering complete communications solutions.

Our Company has been facilitated by various awards such as Best Media Agency of the Year 2013, Delhi, Realty Plus Excellence Award in 2014, 2015, Diamond award for Best Creative at the India Pride Awards 2016-2017, Dac Excellence in Advertising awards in 2014, 2015, 2016. For more details, please refer to the Chapter titled, "History and Corporate matters" on page 112 of this Draft Prospectus.

Wide area of scope of work being offered and provided by Graphisads to its clients make it is one of the few agencies that can truly claim to be a fully integrated and independent in providing the marketing and communications solutions. By integrated we mean that we offer world class creative, exceptional brand marketing strategy, logical online & offline media planning & buying, cutting-edge digital expertise, on ground & virtual activation capabilities, and design solutions that help our clients in brand building. We provide high-end ecosystem and end-to-end ad-tech communication solutions platform for advertising media services consisting of Brand Strategy, Communication Strategy, Creative Services, Media Planning, Media Buying & Media Release services which covers advertisement modes such as Newspapers, Magazines, Radio and TV, Events & Exhibitions, Digital Media, Brochures Printing, and display of Outdoor Hoardings, Digital screens and street furniture In all such mediums of advertising "Creative" exists i.e.; all the services are given keeping in the necessity of being creative, so that Graphisads can deliver most compelling communications to grab attentions of the public at large.

### Financial Performance of our Company

(Rs. In Lakhs)			
Financial Performance	March 31, 2023	March 31, 2022	March 31, 2021
Revenue from Operations <sup>(1)</sup>	9843.4	8917.07	4567.59
EBITDA <sup>(2)</sup>	1148.09	1031.45	370.32
EBITDA Margin <sup>(3)</sup>	11.59	11.50	7.79
PAT	556.62	558.19	55.84
PAT Margin <sup>(4)</sup>	5.62	6.22	1.17

Notes:

<sup>(1)</sup> Revenue from operation means revenue from sales.

<sup>(2)</sup> EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses

<sup>(3)</sup> EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations

<sup>(4)</sup> PAT Margin is calculated as PAT for the period/year divided by revenue from operations

## **OUR STRENGTHS**

### ***Experience of our Promoters and senior management team***

Our Promoter has extensive market knowledge and has contributed significantly to our Company's steady growth. Our management and staff pool their knowledge and experience to make plans for the future growth of our business. Recently, our Conceptualized and Designed Team were facilitated by Ministry of Rural Development MoRD for execution of Saras Ajeevika 2022 at Gurugram. For more details on awards, please refer to Chapter History and Certain Corporate Matters on page 112 of this Draft Prospectus.

### ***Meeting expectation of clients and maintaining Long Term Relationship with clients***

Through research, captivating creative work, and smart media planning, we want to provide outcomes that meet or exceed our clients' expectations. With our clients, we aspire to establish lasting connections. We aim to gauge customer success by improved brand recognition, effects on sales volume, and other terms that have been mutually agreed upon by the clients. According to us, a key element in ensuring that our organisation keeps expanding is keeping positive client relationships. Through regular communication with our clients, understanding their needs in terms of location, target audience, concept, ad design, etc., and selecting the most suitable media source, we are able to not only draw in new clients but also foster repeat business with our current clients. We will keep placing a priority on providing high-quality services in a timely and correct manner since this will help us build long-lasting connections with our clients and raise our revenue from them.

### ***Media and advertising***

Our strength lies in our media and advertising. We develop digital brand strategies, communications, products and services that matter to target group of our clients by novelty, brand authenticity quality for higher brand awareness, engagement, sales and loyalty. We help grow the brand awareness of our clients by engaging with the target audience and develop lasting customer relations. We help our clients in giving value, engaging, inspiring, and entertaining their target audience. We also increase public awareness and drive long-term brand loyalty with content marketing for our clients.

### ***Accreditation with various awards***

Our Company has been facilitated with many awards such as Best Media Agency of the Year 2013 by Dawn Indian Realty Awards, Excellence in Advertising by Delhi Advertising Club (Category-Print advertising), Excellence In Advertising Delhi Advertising Club (Category-Tourism) in 2018, Excellence In Advertising Delhi Advertising Club (Category-Services) in 2014, Excellence in Advertising by Delhi Advertising Club (Category-Outdoor Media). For more details, please refer to the Chapter titled, "History and Corporate matters" on page 112 of this Draft Prospectus.

### ***Repeat Customers***

We make an effort to maintain the quality of our services and adhere to tight standards to assure quality control, prompt service delivery, and affordable costs. Our ability to provide the service in accordance with the client's expectations and our understanding of those requirements are our strengths. This entails comprehending the needs of the client, such as location, target audience, concept, ad design, etc., and selecting the best media source that enables us to not only draw in new clients but also encourages repeat business from our current clients.

## **OUR STRATEGIES**

### ***Increase the number of Client Relationships***

Our main goals are to have more customer relationships and more relationship managers to take care of such relationships. Our goal is to develop more customer connections, which we will subsequently use to our advantage to introduce a full line of media goods. We feel that having more client ties will stabilise our revenue during market downturns. In order to utilise our current group offers and attract new client connections, we also intend to expand our sales force as part of this.

### ***Enter into new geographies***

Our Company believes in long-term connections with our clients; therefore, we concentrated on growing the number of client relationships and hiring more relationship managers to serve these ties. We want to do this by providing added value to our clients through the use of cutting-edge technology, quality assurances, and prompt delivery of results. Our Company base is spread majorly across Delhi. We aim to enter into new geographies and increase our presence.

### ***Competitive Pricing***

We believe in providing our clients with competitive costs in order to stay aggressive and attract new business. This enables us to maintain the competition and assert our superiority in the market.

### ***Brand Image***

We would continue to work with reputable, business-oriented clients and deliver services that fully satisfied them. We are very sensitive of the way our brand is perceived, and we want to grow our brand by offering them high-quality services.

### **Details on our Business Services and Process:**

Our business services broadly include:



## MEDIA SERVICES

At Graphisads, we develop media plans and strategies that combine both traditional and emerging avenues to reach out to the consumers through ingenious media planning. Charting out Media plans is an enterprise that requires expertise and deep hold as well as understanding of print and electronic media networks across the country. By using the right combination of media platforms like TV, radio, print, mobile, and digital media, we achieve the desired marketing goals of brand development for our clients. Our major clients are Air India Limited, National Buildings Construction Corporation Ltd. (NBCC), Maulana Azad National Academy for Skills (MANAS), and many more.



## EVENTS

We work with our clients to curate customized event solutions all over India. Managing various events for the last 20 years, the wing has experienced professionals who conceptualise, design, develop, execute and suggest methodology for all types of events. Some of the major events are Gata Rahe Mera Dil (PHDCCI Musical Event), Ministry of Road Transport, Highways, GOI, Andhra Pradesh, Rozgar Mela, Skill India, Hunar haat, Divya Kala Mela, DTTDC Mango Festival, Yoga Day. In events, we offer services like Conceptualization, Designing, Fabricating, branding and management of the entire exhibition.

Our exclusive Exhibitions wing was set up more than two decades ago. Since then, we have been managing all types of Exhibitions all over India. Executing exhibitions since the last two decades. We have curated and executed more than 500 exhibition stalls for our clients, In-house workshop for all kinds of fabrication work including welding, cutting, lighting, glass work etc. and full-fledged studio specializes in custom designs to suit the theme and objectives of the exhibitions.

For us, creativity in advertising should 'create' impact and deliver concrete results for clients. Our Creative Team is well versed with this approach and works hard to develop 'creatives' that can sell the products/services while creating exclusive brand equity. Understanding the product and clients' expectations from it, we create communication with relevance to consumer behaviour and target audience. We also execute various print production jobs for our clients. Branding & Awareness Promotional Campaign for: "Ultimate Kho Kho" Biggest Kho Kho Event. We have displayed 35+ Unipoles and LED displays creating a buzz all across Delhi. "Swaraj" – A serial for Delhi Doordarshan. We have displayed 500+ hoardings in almost every nook and corner of Uttar Pradesh. The outcome was really commendable. Some of our notable campaigns are 'PM- Kusum Yojna' for PFC, 'IISF' for Ministry of Science & Technology, GOI through NFDC and National dairy development board 'Rashtriya Gokul Mission' campaign.





## CREATIVE

What makes Graphisads a 360-degree advertising agency is its ability to convert creative ideas into powerful ad films and smart jingles. Our Company has the proud privilege of exclusive Hindi writers who conceptualise original ideas in Hindi which make deadly impact on the films when they are shown on the television or heard through FM. In creative services, we are majorly into Ads, Audio/ video, print production, virtual tours, documentaries production and many more. Our creative achievement span across leading Government, PSU, Education, Real Estate, Retail, FMCG clients and much more.

Creative services offer:

- In-house Creative Team of more than 35 creative minds.
- Print production jobs like Brochures, Coffee Table Books, Annual Reports, Calendars, Greeting Cards etc.



## DIGITAL MARKETING

Our Company is into full-service digital marketing company. It offers comprehensive bouquet of services ranging from media, creative, search, analytics, mobile, social and ORM. We provide all digital media needs of any kind of business enterprise and package it to meet the requisite business objectives.

We provide digital marketing services to the following sectors: Finance, Insurance, Telecom, Automobiles, Real Estate, Travel, Logistics, E-Commerce, IT, FMCG and Education.

Digital Marketing Services we offer:

- Search Marketing: Competitor Analysis, Keyword Analysis, Effective Advertising Writing
- Social Media: Social Profile Management, Social Apps Development, Social Ads
- Web Development: Responsive Website, E Commerce Solution, Customised App Website
- SEO: Analyzing Current Placement, Keyword Analysis, ON page optimization, OFF page Optimization





## OUTDOOR MEDIA

Outdoor Advertising is most popular globally, due to its cost effectiveness & innovation opportunities. We own rights for Outdoor Advertising for over 800+ Unipoles, Street Furnitures and 400+ Digital Screens across North India. Continuing the Legacy of faith and trust that we won of our clients and living up to their expectations was not earned in a single day. It took decades of hard work, analytics, R&D to make them understand that we work as a family.

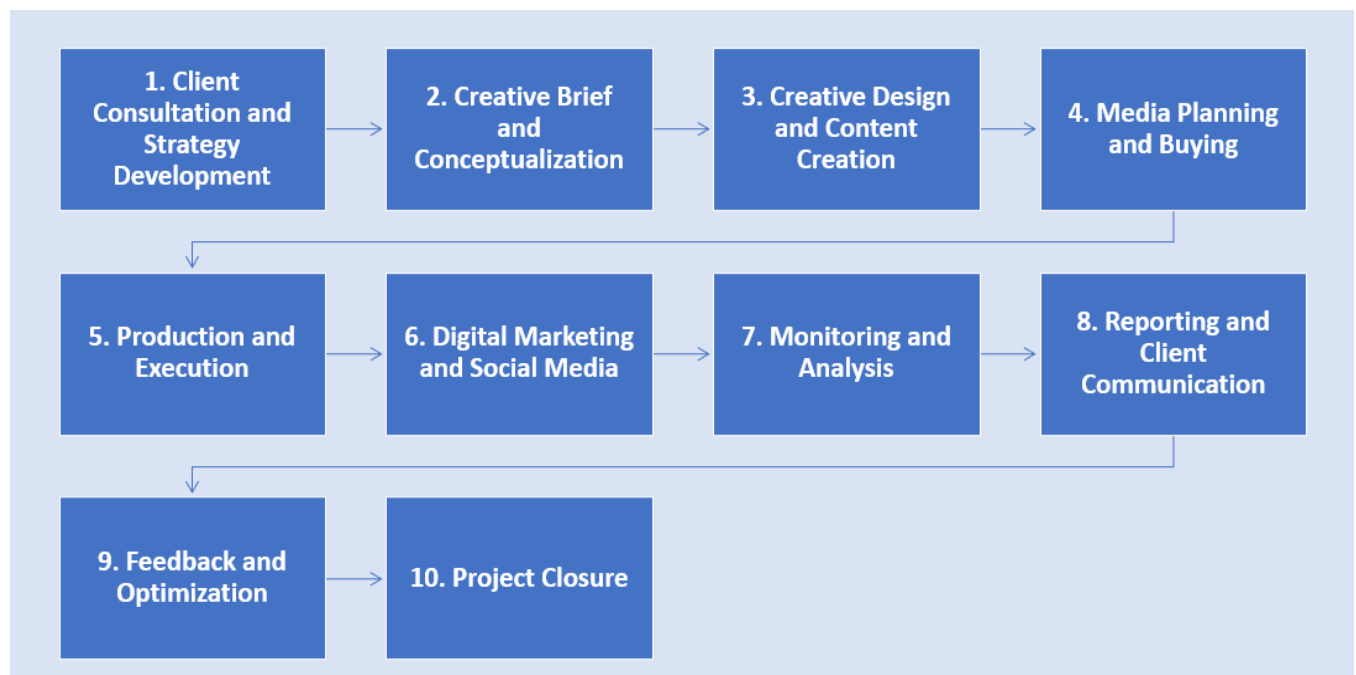
We plan well, monitor well, guide them at every step and even restructure plans in order to get the best results for every single penny spent by our clients. We make them understand that Outdoor Media is not at all expensive, if planned and execution well.

Outdoor Media services includes and consists of:

- Various Media options like Traffic Police Booths, Public Utilities, Vending Kiosks, Benches, Dustbins, Information Panels etc.
- Multiple clusters namely Indira Gandhi Stadium, Chhatrasal Stadium, R K Khanna Stadium, Akshardham Temple, Vikas Marg etc.
- All types of formats for various budgets.
- Acquired Reliance Big Street's media in 2015-16 to increase our strength in East Delhi



**Our Universal Service Process is set forth below:**



**1. Client Consultation and Strategy Development:**

- Meet with the client to understand their advertising goals, target audience, budget, and overall marketing strategy.
- Determine which advertising channels (newspaper, outdoor, events, digital, etc.) are best suited for the client's objectives.
- Develop a comprehensive advertising strategy that outlines the various components of the campaign.

**2. Creative Brief and Conceptualization:**

- Create a creative brief that summarizes the campaign objectives, target audience, key messages, and design preferences.
- Brainstorm and conceptualize creative ideas for each advertising channel.
- Develop concepts for newspaper ads, outdoor billboards, event themes, radio and TV scripts, digital content, and more.

**3. Creative Design and Content Creation:**

- Design visually appealing and impactful creatives for various platforms, keeping in mind the specific requirements of each medium.
- Generate engaging content for radio and TV scripts, online advertisements, and other relevant materials.
- Ensure consistent branding across all creatives.

**4. Media Planning and Buying:**

- Identify the best media outlets for each channel (newspapers, outdoor spaces, radio stations, TV networks, online platforms, etc.).
- Negotiate with media vendors to secure ad placements and spaces at optimal rates.
- Develop a media schedule that specifies when and where each advertisement will be displayed or broadcast.

**5. Production and Execution:**

- Produce and print collaterals such as brochures, flyers, banners, and other promotional materials.
- Coordinate the production of audiovisual (AV) content, including TV and radio commercials.

- Execute outdoor advertising installations and oversee event planning and execution.

#### 6. Digital Marketing and Social Media:

- Create and manage digital advertising campaigns across various online platforms, including social media, search engines, and display networks.
- Develop compelling content for social media channels to engage the target audience.
- Monitor and optimize digital campaigns based on real-time analytics.

#### 7. Monitoring and Analysis:

- Regularly track the performance of each advertising campaign, collecting data on reach, engagement, conversions, and other key metrics.
- Analyze the data to determine the effectiveness of each advertising channel and adjust strategies as needed.

#### 8. Reporting and Client Communication:

- Prepare detailed reports outlining the results of each campaign, including insights and recommendations for improvement.
- Present the reports to the client and discuss the outcomes of the advertising efforts.
- Maintain open communication with the client throughout the process, addressing any questions, concerns, or adjustments.

#### 9. Feedback and Optimization:

- Gather feedback from the client and stakeholders on the overall campaign's success and areas for improvement.
- Use feedback and performance data to refine future campaigns and enhance the agency's strategies.

#### 10. Project Closure:

- Ensure all contractual obligations with media vendors are fulfilled.
- Complete final invoicing and financial settlements with the client.
- Archive campaign materials and data for future reference.

### GEOGRAPHICAL WISE REVENUE BREAKUP

Geographical distribution of our revenue during the last 3 FYs are as under:

(Rs. In Lakhs)			
Particulars	March 31, 2023	March 31, 2022	March 31, 2021
East Zone	68.44	67.41	28.01
West Zone	1265.97	1333.11	-
North Zone	6058.70	6995.40	4399.05
South Zone	2449.89	521.14	140.53

### SECTOR WISE REVENUE BREAKUP

Sector wise distribution of our revenue during the last 3FYs are as under:

(Rs. In Lakhs)			
Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Government sector	1530.21	2491.55	1319.62
Private sector	5869.31	4356.12	2374.36
Public sector entitites	2443.88	2069.60	873.61
<b>Total</b>	<b>9843.40</b>	<b>8917.27</b>	<b>4567.59</b>

### ACTIVITY WISE REVENUE BREAKUP

Activity Wise distribution of our revenue during the last 3 FYs are as under:

(Rs. In Lakhs)			
Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Creative & Print Media	3844.00	2803.86	1652.00

<b>Particulars</b>	<b>March 31, 2023</b>	<b>March 31, 2022</b>	<b>March 31, 2021</b>
Outdoor	4042.65	4726.21	1755.17
Events	1204.00	1125.64	1116.99
Digital	752.76	261.36	43.42
Total	9843.40	8917.07	4567.59

## **INFRASTRUCTURE FACILITIES**

### **Power Facilities**

Our Company meets its power requirements in our offices from BSES Yamuna Power Limited and the same is sufficient for our day-to-day functioning.

### **Water Facilities**

Our registered office is having adequate water supply arrangements for human consumption purpose. The requirements are fully met at the existing premises.

### **Raw Material**

We are in advertising agency and to provide services to various clients hence, raw materials as such are not applicable in advertising industry. However in the case of events and street advertising the street furniture, site fixtures and fittings and other consumables are required and accordingly deployed in the projects.

### **Competition**

We operate in a highly competitive market and competition is based primarily on quality, design and pricing of such products and services. To remain competitive in the market we strive to improve our design capability, reduce production cost and improve operating efficiencies. With growing competition between the products and services, effective and efficient advertising seems to be the need of the hour and this need has resulted in new and innovative changes in OOH advertising media. Gradually, electronic LED Billboards, mobile displays, roll ups, vehicle wraps, skywalks, building wraps, flyover panels and interactive screens are changing the trends in Indian OOH advertising. If we fail to maintain our strengths, our competitors will gain an advantage over us, which would adversely affect our market share and results of operation.

### **Insurance**

At present, we maintain insurance policies such as employee under workmen policy, office protection policy and group personnel accident policy and key man policy. We also have insurance policy for organising events. Although, we attempt to limit and mitigate our liability for damages arising from negligent acts, errors or omissions through contractual provisions and/or insurance, the indemnities set forth in our contracts and/ or our insurance may not be enforceable in all instances or the limitations of liability may not protect us from entire liability for damages.

### **Plant And Machinery**

Since we are a service sector company, we do not own any major plant and machinery.

### **Technology**

We use computers, laptops and other designing & analysis softwares to provide our services.

### **Collaborations**

We have not entered into any technical or other collaboration.

### **Customers, Sales And Marketing**

We take a proactive approach to our prospective clients. Our market strategy involves – direct pitching. In the direct pitching model, we independently identify and pursue business opportunities with targeted clients. We are conscious of the importance of our marketing efforts in facilitating client acquisition. We have a marketing team that has

developed several initiatives to expand our clientele base that we can potentially acquire in our target markets. Our team of sales and marketing is organized by region and report to the business heads. We have the marketing support team that coordinates the production and distribution of marketing materials, such as brochures and market reports. Our senior management is actively involved in maintaining client relationships and business development through interaction with different levels in the client organization. In addition, for important clients, an identified senior executive has responsibility for overall client development and leads periodic reviews with the client. Our marketing initiatives include participating in major industry events, sponsoring user group, events and seminars, and participation in industry trade groups.

### **Corporate Social Responsibility**

Our Company has adopted a CSR policy in compliance with the requirements of the Companies Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014. However, the provisions of Section 135 of Companies Act, 2013, have become applicable to the Company during the FY 2022-2023. Our CSR obligation for the FY 2022-23 was ₹ 4,73,695/- We have accordingly spent an amount of Rs. ₹ 5.00 Lakhs during the Fiscal 2023 towards corporate social responsibility.

Our CSR policy is in compliance with the requirements of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014.

### **Capacity And Capacity Utilization**

Our Company is engaged in the service sector and hence capacity and capacity utilization is not applicable to us.

### **Export Possibilities & Export Obligation**

Currently, we do not have any outstanding export obligations.

### **Manpower**

The table below shows the break-up of our employees as on March 31, 2023:

<b>Function/ Department</b>	<b>Number of Employees</b>
Management	03
Accounts	09
Media	04
Client Servicing	10
Clinet Servicing:Outdoor	09
Creative	06
Back Office	04
IT	01
Drivers	15
Godown	31
<b>Total</b>	<b>94</b>

### **IMMOVABLE PROPERTIES**

The details of the Immovable Property owned by our company is given here below:

<b>Sr. No.</b>	<b>Date of execution of sale Deed</b>	<b>Name of the seller</b>	<b>Name of the Buyer</b>	<b>Location of the Property</b>	<b>Consideration (Rs.)</b>	<b>Usage Purpose</b>
1	06.03.2019	Parth Shelters Pvt Ltd And PP Shelters Pvt Ltd	Graphisads Limited	Mouza NARI Tehsil, Chhata, Delhi Agra Road Mathura	2,40,81,000/-	Business Purpose

Sr. No.	Date of execution of sale Deed	Name of the seller	Name of the Buyer	Location of the Property	Consideration (Rs.)	Usage Purpose
2	21.08.2009	Uni Fashions Private Limited	Graphisads Limited	12/2 Milestone, Destination Point, Main Mathura Road Sector -27 D, Faridabad, Haryana 121003	19,87,524/-	Business Purpose

The details of the Immovable Property taken on lease basis by our Company is given here below:

Sr. No.	Lease Date & Term of Lease	Name of the Lessor	Name of the Lessee	Location of the Property	Lease Fees (Rs.)	Usage Purpose
1.	03-03-2023; 10 months w.e.f. 03-01-2023	Bhandari Machinery Co. Pvt. Ltd.	Graphisads Limited	4/24A, AB House, First Floor Asaf Ali Road, Delhi – 110002 India	Rs.1,77,296 p.m.	Registered Office
2	03-03-2023; 2 years w.e.f. 03-01-2023	Bhandari Machinery Co. Pvt. Ltd.	Graphisads Limited	4/24A, AB House, Upper Ground Floor, Asaf Ali Road, Delhi – 110002 India	Rs.70,000 p.m.	Registered Office
3	01.05.2023; 11 months w.e.f. 01.05.2023	Plus Office Solution Pvt Ltd	Graphisads Limited	Plot No- 65 1st Floor Sector-44 Gurgaon Haryana – 122003	Rs.15,000 p.m.	Branch Office
4	30-01-2023; 11 months w.e.f. 03-01-2023	Jwala Garments	Graphisads Limited	C- 457 Sector-10 Noida Gautam Buddha Nagar Uttar Pradesh – 201301	Rs.5,000 p.m.	Branch Office
5	04-08-2023; 4 years w.e.f. 01-07-2023	Harsh Chauhan	Graphisads Limited	Khasra No.78/72 Village Bakoli Bhaktwarpur Road New Delhi – 110036	Rs. 11,500 p.m.	Gowdown
6	04-08-2023; 4 years w.e.f. 01-07-2023	Kiran Kumar	Graphisads Limited	Khasra No.78/72 Village Bakoli Bhaktwarpur Road New Delhi – 110036	Rs. 11,500 p.m.	Gowdown
7	04-08-2023; 4 years w.e.f. 01-07-2023	Ravinder Kumar	Graphisads Limited	Khasra No.78/72 Village Bakoli Bhaktwarpur Road New Delhi – 110036	Rs. 11,500 p.m.	Gowdown
8	04-08-2023; 4	Kshitij	Graphisads	Khasra No.78/72 Village Bakoli	Rs. 11,500	Gowdown

Sr. No.	Lease Date & Term of Lease	Name of the Lessor	Name of the Lessee	Location of the Property	Lease Fees (Rs.)	Usage Purpose
	years w.e.f. 01-07-2023	Prakash	Limited	Bhaktwarpur Road New Delhi – 110036	p.m.	
9	14-03-2023; 1 year w.e.f. 01-04-2023	Swati Soni	Graphisads Limited	2/49 Shivaji Nagar, Shree Ganesh CHS, Dr Annie Besant Road Next to Worli Police Station Mumbai - 400030	Rs.5,000 p.m.	Branch Office

## INTELLECTUAL PROPERTY

As on the date of this Draft Prospectus, our Company registered its logo or company's name with the Registrar of Trademarks. For details of our intellectual property, please refer to the chapter titled "Government and Other Statutory Approvals" beginning on page 207 of this Draft Prospectus.

## KEY INDUSTRY REGULATIONS AND POLICIES

*The following description is a summary of the relevant sector-specific laws, regulations and policies as prescribed by the Government of India, and other regulatory bodies that are applicable to our business. The information detailed in this Chapter has been obtained from the various legislations, including rules and regulations promulgated by the regulatory bodies and the bye laws of the respective local authorities that are available in the public domain. The regulations and policies set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional advice.*

*The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.*

*Under the provisions of various Central Government and State Government statutes and legislations, our Company is required to obtain and maintain applicable licenses or registrations and to seek statutory permissions to conduct our business and operations. For details of government approvals and other approvals obtained by us, see the chapter titled “Government and Other Approvals” beginning on page no. 207 of this Draft Prospectus.*

### **Key Industry and Business-Related Regulations applicable to our company**

#### **THE COMPANIES ACT**

The consolidation and amendment in the law relating to the Companies Act, 1956 made way to the enactment of the Companies Act, 2013 and rules made thereunder.

The Companies Act primarily regulates the formation, financing, functioning and restructuring of Companies as separate legal entities. The Act provides regulatory and compliance mechanism regarding all relevant aspects including organizational, financial and managerial aspects of companies. The provisions of the Act state the eligibility, procedure and execution for various functions of the company, the relation and action of the management and that of the shareholders. The law laid down transparency, corporate governance and protection of shareholders & creditors. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection

#### **SEBI REGULATIONS**

Securities and Exchange Board of India is the regulatory body for securities market transactions including regulation of listing and delisting of securities. It forms various rules and regulations for the regulation of listed entities, transactions of securities, exchange platforms, securities market and intermediaries thereto. Apart from other rules and regulations, listed entities are mainly regulated by SEBI Act, 1992, Securities Contract Regulation Act, 1956, Securities Contracts (Regulation) Rules, 1957, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and SEBI (Prohibition of Insider Trading) Regulations, 2015.

#### **TAX RELATED REGULATIONS**

##### **Income Tax Act, 1961**

Income Tax Act, 1961 is applicable to every Domestic / Foreign Company whose income is taxable under the Provisions of this Act or Rules made under it depending upon its “Residential Status” and “Type of Income” involved. U/s 139(1) every Company is required to file its Income tax return for every Previous Year by 30th September of the Assessment Year. Other compliances like those relating to Tax Deduction at Source, Advance Tax, and Minimum Alternative Tax and like are also required to be complied by every Company

##### **Goods and Service Tax Act, 2017**

The Central Goods and Services Tax Act, 2017 is an Act to make a provision for levy and collection of tax on intra State supply of goods or services or both by the Central Government and for matters connected therewith or incidental thereto. In line with CGST Act, each state Governments has enacted State Goods and Service Tax Act for



respective states. Goods and Services Tax (GST) is a comprehensive indirect tax on manufacture, sale and consumption of goods and services throughout India to replace taxes levied by the Central and State Governments. This method allows GST registered businesses to claim tax credit to the value of GST they paid on purchase of goods or services or both as part of their normal commercial activity. The mechanism provides for two level taxation of interstate and intra state transactions. When the supply of goods or services happens within a state called as intra-state transactions, then both the CGST and SGST will be collected. Whereas if the supply of goods or services happens between the states called as inter-state transactions and IGST will be collected. Exports are considered as zero-rated supply and imports are levied the same taxes as domestic goods and services adhering to the destination principle in addition to the Customs Duty which has not been subsumed in the GST

## **BUSINESS / TRADE RELATED LAWS / REGULATIONS**

### **Indecent Representation of Women (Prohibition) Act, 1986**

This is an Act to prohibit indecent representation of women through advertisements or in publications, writings, paintings, and figures or in any other manner and for matters connected therewith or incidental thereto.

### **The Code for Commercial Advertisement on Doordarshan and All India Radio**

It is a specific code that is to be followed by Doordarshan for governing the prescribed nature of advertising on it. The code establishes a standard that shall be complied with to advertise on Doordarshan. If you are thinking of advertising your product or service, this code is instrumental to be known. However, this is a general code that means that it is to be applied generally to all other broadcasts and not particularly Doordarshan. The practices which are derogatory to constitutional provisions and law are prohibited to be advertised. The obscenity or defamatory content is not to be advertised. It aims to prevent the promotion of unfair trade practices by advertisement. It ensures that the advertisement shall not contain any false claims or facts. They shall not mislead the viewer. They cannot be shown in the form of news unless they contain a 'super' titled 'THIS IS AN ADVERTISEMENT'. It further provides for the action by the viewer if any of the provisions contained in the code is violated

### **The Cable Television Networks Rules, 1994 and the Cable Television Networks (Regulation) Act, 1995:**

These rules aims to regulate the Cable operators and requires every cable operator to register with the Telecom Regulatory Authority of India (TRAI) before airing their channels. These rules also aims to ensure that the Advertising carried in the cable service shall be so designed as to conform to the laws of the country and should not offend morality, decency and religious susceptibilities of the subscribers. Pursuant to amendment rules 2021, the Central Government has been given the power to prohibit the transmission / re-transmission of any channel or programme which airs advertisements not in conformity with the Advertising Code.

### **Telemarketing Laws**

The Department of Telecommunications ("DoT") has framed telemarketing guidelines which regulate commercial messages transmitted through telecommunication services and are applicable to the telemarketing activities by our Company in relation to our business. These guidelines require any person or entity engaged in telemarketing to obtain registration from the DoT. Telemarketing guidelines were issued by the Telecom Regulatory Authority of India ("TRAI") as the Telecom Unsolicited Commercial Communications Regulations, 2007 (the "Unsolicited Communications Regulations"). The Unsolicited Communications Regulations required telemarketers to, inter alia, obtain registration and discontinue the transmission of unsolicited commercial messages to telephone subscribers registered with a national database established under the regulations. The Unsolicited Communications Regulations have now been replaced with the Telecom Commercial Communications Customer Preference Regulations, 2010 (the "Customer Preference Regulations"), issued by the TRAI on December 1, 2010. The Customer Preference Regulations prohibit the transmission of unsolicited commercial communication via calls or SMS, except commercial communication relating to certain categories specifically chosen by the subscribers, certain exempted transactional messages and any message transmitted on the directions of the Government or their authorized agencies, impose penalties on access providers for any violations, require setting-up customer complaint registration facilities by access providers and provide for blacklisting of telemarketers in specified cases. Further, the Customer Preference Regulations prohibit the transmission of commercial messages other than between 9 a.m. to 9 p.m. Under the Customer Preference Regulations, no person, or legal entity who subscribes to a telecom service provided by an

access provider, may make any commercial communication without obtaining a registration as a telemarketer from the TRAI.

### **Consumer Protection Act, 2019**

Few of the provisions of The Consumer Protection Act, 2019 ("COPRA") have been notified and came into force w.e.f. July 20, 2020 thus repealing the Consumer Protection Act, 1986. However, the provisions of Consumer Protection Act, 1986, are still valid to the extent COPRA being not notified. The Consumer Protection Act provides a mechanism for the consumer to file a complaint against a service provider in cases of unfair trade practices, restrictive trade practices, deficiency in services, price charged being unlawful and food served being hazardous to life. It also places product liability on a manufacturer or product service provider or product seller, to compensate for injury or damage caused by defective product or deficiency in services. It provides for a three-tier consumer grievance redressal mechanism at the national, state and district levels. Non-compliance of the orders of the redressal commissions attracts criminal penalties. The COPRA has brought e-commerce entities and their customers under its purview including providers of technologies or processes for advertising or selling, online market place or online auction sites. The COPRA also provides for mediation cells for early settlement of the disputes between the parties.

### **The Copyright Act, 1957 (the "Copyright Act")**

The Copyright Act provides for registration of copyrights, assignment and licensing of copyrights, and protection of copyrights, including remedies for infringement. The Copyright Act protects original literary, dramatic, musical or artistic works, cinematograph films, and sound recordings. In the event of infringement of a copyright, the owner of the copyright is entitled to both civil remedies, including damages, accounts and injunction and delivery of infringing copies to the copyright owner, and criminal remedies, including imprisonment and imposition of fines and seizure of infringing copies. Copyright registration is not mandatory under the Copyright Act for acquiring or enforcing a copyright, however, such registration creates a presumption favouring ownership of the copyright by the registered owner.

### **Other laws regulating to advertisement industry directly or indirectly:**

1. Code of Conduct of the News Broadcasters Association
2. Young Persons (Harmful Publications) Act 1956
3. Norms for Journalist Conduct issued by the Press Council of India
4. The Press Council Act 1978
5. Cable Television Network Rules, 1994
6. Electronic Media Monitoring Centre (EMMC)
7. Code for Commercial Advertising on Doordarshan and All India Radio
8. Emblems and Names (Prevention of Improper Use) Act, 1950
9. Young Persons (Harmful Publications) Act, 1956
10. Standards of Weight & Measures Act, 1976
11. Indecent Representation of Women (Prohibition) Act, 1986
12. Consumer Protection Act 2019
13. The Drugs and Cosmetic Act, 1940
14. The Drugs and Magical Remedies (Objectionable Advertisements) Act, 1954
15. The Food Safety & Standards Act, 2006
16. Public Gambling Act, 1867, the Lotteries (Regulation) Act, 1998 and the Prize Competitions Act, 1955
17. The Prize Chits and Money Circulation Schemes (Banning) Act, 1978
18. Infant Milk Substitutes, Feeding Bottles and Infant Foods (Regulation of Production, Supply and Distribution) Act, 1992
19. Securities and Exchange Board of India Act, 1992
20. The Transplantation of Human Organs Act, 1994
21. The Prenatal Diagnostic Techniques (Regulation and Prevention of Misuse) Act, 1994
22. Indian Medical Council (Professional Conduct, Etiquette and Ethics) Regulations, 2002
23. Cigarettes and other Tobacco Products (Prohibition of Advertisement and Regulation of Trade and Commerce, Production, Supply and Distribution) Act, 2003

### **Laws related to dealing in Immovable Properties:**

Transfer of Property Act, 1882; Indian easement Act, 1882; Registration Act 1908; Indian Stamp Act; Right to fair Competition and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013, Land Revenue codes and other state laws and Regulations.

## **REGULATIONS RELATED TO FOREIGN TRADE AND INVESTMENT**

### **Foreign Investment**

Under the consolidated FDI Policy (effective from October 15, 2020) issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India and the provisions of the Foreign Exchange Management Act, 1999 along with the rules, regulations and notifications made by the Reserve Bank of India thereunder, 100% foreign investment through the automatic route, i.e., without requiring prior governmental approval, is permitted in the Advertising sector in India.

### **OTHER GENERAL RULES AND REGULATIONS:**

#### **The Information Technology Act, 2000 (the “IT Act”)**

The IT Act creates liability on a body corporate which is negligent in implementing and maintaining reasonable security practices and procedures, and thereby causing wrongful loss or wrongful gain to any person, while possessing, dealing or handling any sensitive personal data or information in a computer resource owned, controlled or operated by it but affords protection to intermediaries with respect to third party information liability. The IT Act also provides for civil and criminal liability including compensation, fines and imprisonment for various computer related offences. These include offences relating to unauthorized access to computer systems, damaging such systems or modifying their contents without authorization, unauthorized disclosure of confidential information and committing of fraudulent acts through computers.

In April 2011, the Department of Information Technology under the then Ministry of Communications and Information Technology notified the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 (the "**IT Personal Data Protection Rules**") under Section 43A of the IT Act and notified the Information Technology (Intermediaries Guidelines) Rules, 2011 and Information Technology (Reasonable security practice and procedure and sensitive personal data or information) Rules, 20211 (the "**IT Intermediaries Rules**") under Section 79(2) of the IT Act. The IT Personal Data Protection Rules prescribe directions for the collection, disclosure, transfer and protection of sensitive personal data. The IT Intermediaries Rules require persons receiving, storing, transmitting or providing any service with respect to electronic messages to not knowingly host, publish, transmit, select or modify any information prohibited under the Intermediaries Rules and to disable such information after obtaining knowledge of it.

### **Municipality Laws**

Pursuant to the Constitution (Seventy-Fourth Amendment) Act, 1992, the respective state legislatures in India have power to endow the municipalities with power to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India. The respective states of India have enacted laws empowering the municipalities to issue trade license for several business and implementation of regulations relating to such license along with prescribing penalties for non-compliance.

### **Shops and Establishments legislations in various states**

Under the provisions of local shops and establishment legislations applicable in the states in which our establishments are set up, establishments are required to be registered under the respective legislations. These legislations regulate the condition of work and employment in shops and commercial establishments and generally prescribe obligations in respect of, among others, registration, opening and closing hours, daily and weekly working hours, holidays, leave, health and safety measures and wages for overtime work

### **Intellectual Property Laws**

The Trade Marks Act, 1999 (“Trade Marks Act”) and rules made thereunder provides for application and registration of trademarks in India. It also provides for exclusive rights to marks such as brand, label, and heading and to obtain relief in case of infringement for commercial purposes as a trade description. The Trade Marks Act prohibits registration of deceptively similar trademarks and provides penalties for infringement, falsifying or falsely applying trademarks.

### **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, 2002. The provisions of the Competition Act relating to combinations were notified on March 4, 2011 and came into effect on June 1, 2011. Combinations which are likely to cause an appreciable adverse effect on competition in a relevant market in India are void under the Competition Act.

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

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

### **Prevention of Money Laundering Act, 2002**

Money laundering is the processing of criminal proceeds to disguise its illegal origin. Terrorism, illegal arms sales, financial crimes, smuggling, and the activities of organised crime, including drug trafficking and prostitution rings, generate huge sums. Embezzlement, insider trading, bribery and computer fraud also produce large profits and create an incentive to legitimise the ill-gotten gains through money laundering. When a criminal activity generates substantial profits, the individual or group involved in such activities route the funds to safe havens by disguising the sources, changing the form, or moving the funds to a place where they are less likely to attract attention. Most fundamentally, money laundering is inextricably linked to the underlying criminal activity that generates it. In essence, the laundering enables criminal activity to continue.

## **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.

## **LAWS RELATED TO EMPLOYMENT OF MANPOWER**

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

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

### **The Industrial Relations Code, 2020 (“Industrial Code”)**

The Ministry of Law and Justice, with an intent to consolidate and amend laws relating to trade unions, conditions of employment in industrial establishment or undertaking, investigation and settlement of industrial dispute, has introduced the Industrial Code. The Code provides that the Central Government may repeal the provisions of the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946, and the Industrial Disputes Act, 1947 and may supersede them with the applicability of any provision of the Industrial Code. The Industrial Code is a central legislation and extends to the whole of India. The Industrial Code empowers the Central Government to require an establishment in which one hundred or more workers are employed or have been employed on any day in the preceding twelve months to constitute a works committee consisting of representatives of employer and workers engaged in the establishment. The code further requires every establishment with twenty or more workers to have grievance redressal committees for resolution of disputes arising out of individual grievances. The code bars the jurisdiction of civil courts to any matter to which the provisions of the Industrial Code apply, and provides for establishment of industrial tribunals for adjudication of such matters. The Industrial Code provides for provisions pertaining to lay-off and retrenchment of employees and closure of establishments and compensation provisions in relation thereto. The Industrial Code provides for monetary fines, penalties and imprisonment in case of contravention of the provisions of the code.

### **Employees Provident Fund and Miscellaneous Provisions Act, 1952**

Under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 (EPF Act), compulsory provident fund, family pension fund and deposit linked insurance are payable to employees in factories and other establishments.

The legislation provides that an establishment employing more than 20 (twenty) persons, either directly or indirectly, in any capacity whatsoever, is either required to constitute its own provident fund or subscribe to the statutory employee's provident fund. The employer of such establishment is required to make a monthly contribution to the provident fund equivalent to the amount of the employee's contribution to the provident fund. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPF Act also prescribes penalties for avoiding payments required to be made under the abovementioned schemes.

### **Employees State Insurance Act, 1948, as amended (the "ESIC Act")**

The ESI Act, provides for certain benefits to employees in case of sickness, maternity and employment injury. All Employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. In addition, the employer is also required to register itself under the ESI Act and maintain prescribed records and registers.

### **Payment of Gratuity Act, 1972, as amended (the "Gratuity Act")**

The Gratuity Act establishes a scheme for the payment of gratuity to employees engaged in every factory, mine, oil field, plantation, port and railway company, every shop or establishment in which ten or more persons are employed or were employed on any day of the preceding twelve months and in such other establishments in which ten or more employees are employed or were employed on any day of the preceding twelve months, as notified by the Central Government from time to time. Penalties are prescribed for non-compliance with statutory provisions. Under the Gratuity Act, an employee who has been in continuous service for a period of five years will be eligible for gratuity upon his retirement, resignation, superannuation, death or disablement due to accident or disease. However, the entitlement to gratuity in the event of death or disablement will not be contingent upon an employee having completed five years of continuous service. The maximum amount of gratuity payable may not exceed 1 million.

### **The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("SHWW Act")**

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 provides for the protection of women at work place and prevention of sexual harassment at work place. The Act also provides for a redressal mechanism to manage complaints in this regard. Sexual harassment includes one or more of the following acts or behaviour namely, physical contact and advances or a demand or request for sexual favours or making sexually coloured remarks, showing pornography or any other unwelcome physical, verbal or non-verbal conduct of sexual nature. If the establishment has less than 10 (ten) employees, then the complaints from employees of such establishments as also complaints made against the employer himself shall be received by the Local Complaints

Committee. The penalty for non-compliance with any provision of the SHWW Act shall be punishable with a fine extending to Rs.50,000/- (Rupees Fifty Thousand Only). If in any case of suit for damages, the workman shall not be deemed to have undertaken any risk attaching to the employment unless the employer proves that the risk was fully explained to and understood by the workman and that workman voluntarily undertook the same.

### **The Maternity Benefit Act, 1961**

The purpose of Maternity Act 1961 is to regulate the employment of pregnant women and to ensure that they get paid leave for a specified period during and after their pregnancy. It provides inter-alia for payment of maternity benefits, medical bonus and enacts prohibition on dismissal, reduction of wages paid to pregnant women etc. It applies in the first instance, to every establishment being a factory, mine or plantation including any such establishment belonging to Government and to every establishment wherein persons are employed for the exhibition of equestrian, acrobatic and other performances

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

- Payment of Bonus Act, 1965 (“POB Act”)
- Child Labour (Prohibition and Regulation) Act, 1986
- Inter-State Migrant Workers (Regulation of Employment and Conditions of Service) Act, 1979
- Equal Remuneration Act, 1976 (“ER Act”)
- Workmen Compensation Act, 1923 (“WCA”)

### **OTHER REGULATIONS**

In addition to the above, the Company is required to comply with the provisions of the Code of Civil Procedure, Code of Criminal Procedure and other general laws and applicable statutes imposed by the Centre or the State for its day-to-day operations.

## HISTORY AND CERTAIN CORPORATE MATTERS

### Brief History of our Company

Our company was originally incorporated as a Private Limited Company under the name “Graphisads Private Limited” under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated September 25, 1987 issued by the Registrar of Companies, Delhi & Haryana. Subsequently, our Company was converted into a Public Limited Company and the name of our Company was changed to “Graphisads Limited” vide special resolution passed by the Shareholders at the Extra Ordinary General Meeting held on 15 December, 2022 and a Fresh Certificate of Incorporation pursuant to change of name was issued by Registrar of Companies, Delhi & Haryana dated January 03, 2023. The Corporate Identification Number of our Company is U35999DL1987PLC029334

The Promoters of our company are Mr. Mukesh Kumar Gupta, Mr. Alok Mukesh Gupta and Mrs. Padma Mukesh Gupta.

### Names of signatories to the Memorandum of Association of the Company and the number of Equity Shares subscribed by them:

The names of the signatories of the Memorandum of Association of the Company and the number of Equity Shares subscribed for by them at the time of signing of the Memorandum of Association: Initial allotment to Mr. Ved Paul (100 Equity Shares) and Mrs. Sharda Sachdev (100 Equity Shares), being the subscribers to the MOA of our Company.

### Changes in our Registered Office

As on the date of filing this Draft Prospectus: 4/24 A First Floor, AB House Asaf Ali Road, New Delhi – 110002

Following are the details of the change in the address of the registered office of our Company since incorporation:

Date	From Address	To Address	Reasons for Change
11-01-2022	219 Hans Bhawan, BSZ Marg New Delhi – 110001	R-300, Greater Kailash Part-1 New Delhi - 110048	For Administrative Purpose
01-07-2009	R-300, Greater Kailash Part-1 New Delhi -110048	B-18/1 Okhla Phase – 2 New Delhi - 110020	For Administrative Purpose
17-01-2014	B-18/1 Okhla Phase – 2 New Delhi -110020	4/24 A, AB House Asaf Ali Road, First Floor, Upper First Floor and Second Floor New Delhi - 110002	For Administrative Purpose
18-04-2023	4/24 A, AB House Asaf Ali Road, First Floor, Upper First Floor and Second Floor New Delhi - 110002	4/24 A First Floor AB House Asaf Ali Road New Delhi - 110002	To specifically allocate space for Registered Office of the Company

For further details of our properties, please refer to the chapter titled ‘Business Overview’ beginning on page no. 91 of this Draft Prospectus.

### Major Events and Milestones

Some of the other key events in the history of our Company are set forth below:

Year	Details
1987	Incorporation of our Company as Graphisads Private Limited
2011	Gold Media Award from Outdoor Asia
2013	Best Media Agency of the Year at the Indian Realty Awards

2014	1. Realty Plus Excellence Award for North 2. Delhi Ad Club Gold award (Consumer Durables category) 3. Delhi Ad Club Silver award (Public Awareness category) 4. Delhi Ad Club Silver award (Education sector category)
2015	1. Delhi Ad Club Gold award (Tourism category) 2. Delhi Ad Club Silver award in (Consumer award category) 3. Delhi Ad Club Silver award for Innovation (Print Advertising category) 4. Delhi Ad Club Silver award (Outdoor Media category)
2016	Delhi Advertising Club's ICE Awards for Excellence in Advertising Gold Award in Travel category
2016-2017	Dainik Bhaskar's India Pride Award Excellence Award
2021-2022	Hunar Haat, organized, received prestigious India International Trade Fair- 2021 Silver Medal for strengthening commitment of Vocal for Local.

### **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 acquire and takeover as a going concern the business now carries on at New Delhi by Shri Ved Paul as a proprietor under the name and style of "GRAPHISADS" with all the assets and Liabilities of the said business along with the goodwill. The said firm cease to exit after such takeover by the company after incorporation.
2. To undertake and transact all kinds of agencies business usually carried on by Advertising agencies including but not limited to, the management of all types of events relating to advertisement champagne or otherwise of Central Government, State Governments and their Departments, Autonomous bodies, other organization and Non-profit making entities, corporates, regulatory bodies and other business associations in India and abroad.
3. To carry on the business of advertisements in all its forms and format including outdoor advertising, indoor advertising, advertisements in Newspapers, magazines, and other print media, advertisement in Televisions, Radio and other means of electronic and sound communication and mass communication
4. To provide the whole range of consultancy services in the field, give Sound and unbiased advice and service to Advertisers, to make study of the advertisers business, their markets and products and to form sound opinion and judgments, to give constructive advices and to render adequate quantity and quality of advertising service.
5. To promote the interest of the adverting business, to make genuine efforts and strive to raise the standards of Advertising and of the advertising business, promote and demonstrate desire to adhere to sound and ethical business practices in the field of advertisement
6. To write, design or illustrate advertisements or other appropriate forms of the messages and to carry on the business of designers, draftsman, advertising agents, engravers, Photographers, die makers, printers or any other business connected therewith in connection with the business of advertisement.
7. To carry on the business of broadcasting, telecasting, transmitting, distributing or running any video, audio, voice or other programmes over television, radio, internet or any other media and to perform the processes connected therewith by whatever name called.
8. To accept, receive, take, obtain or otherwise acquire at the market price, the ownership of various products including properties, buildings etc. of the customers and clients of the Company in consideration of the value of services provided to them by the Company and to sell, lease, let out or otherwise dispose of the same as may be beneficial in the interest of the Company.

### **Amendments to the MoA of our Company since Incorporation**

Since incorporation, the following amendments have been made to the MoA of our Company:

<b>Date of Shareholders Resolution</b>	<b>Clause</b>	<b>Particulars</b>
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<b>Date of Shareholders Resolution</b>	<b>Clause</b>	<b>Particulars</b>
March 25, 2002	Capital Clause	Increase in Authorised Capital of the Company from ₹ 4,00,000 (Four Lakh) divided into 4,000 equity shares of ₹ 100/- each to ₹ 20,00,000 (Twenty Lakh) divided into 20,000 equity shares of ₹ 100/- each
November 17, 2004	Capital Clause	Increase in Authorised Capital of the Company from ₹20,00,000 (Twenty Lakh)) divided into 20,000 equity shares of ₹100/- each to ₹40,00,000 (Forty Lakh) divided into 40,000 equity shares of ₹100/- each
June 23, 2006	Capital Clause	Increase in Authorised Capital of the Company from ₹ 40,00,000 (Forty Lakh) divided into 40,000 equity shares of ₹100/- each to ₹ 2,00,00,000 (Two Crores) divided into 2,00,000 equity shares of ₹ 100 each
March 28, 2011	Object Clause	Alteration of other object clause by inserting sub clauses
August 27, 2009	Object Clause	Alteration of other object clause by inserting sub clause
June 23, 2017	Object Clause	1. Alteration of Main Object Clause of the MOA 2. Modify the language of Clause III (B) of the MOA 3. Deletion of Other Objects Clause of the MOA 4. Alteration of language of Clause IV of MOA
June 23, 2017	Adoption of Articles of Association	Alignment of the Object clause of Memorandum of Association in line with Companies Act, 2013 pursuant to resolution passed at the Extra Ordinary General Meeting held on June 23, 2017
August 06, 2020	Object Clause	Alteration of Main Object Clause by inserting Subclause 9,10 & 11 after Sub-Clause 8 of Clause III(A)
December 15, 2022	Object Clause	Alteration in Main Object clause by inserting certain activities
December 15, 2022	Capital Clause	Sub-division of Authorized and Paid Up capital from Equity shares of Rs. 100/- each to Rs. 10/- each
December 15, 2022	Name Clause	Change in the name from Graphisads Private Limited to Graphisads Limited
December 15, 2022	Adoption of Memorandum of Association and Articles of Association as per Companies Act, 2013	Alignment of the Object clause, Name Clause and Capital Clause of Memorandum of Association in line with Companies Act, 2013 pursuant to resolution passed at the Extra Ordinary General Meeting held on December 15, 2022

### **Launch of Key Products or services**

Except as disclosed in the chapter titled '**Business Overview**' beginning on page no. 91 of this Draft Prospectus, our Company has not changed its products and services.

### **Subsidiaries and Holding Company**

As on the date of this Draft Prospectus our Company has subsidiary Company i.e.; M/s Spike Advertising Private Limited

### **Associate Company**

As on the date of this Draft Prospectus, our Company has no associate company.

### **Joint Ventures**

As on the date of this Draft Prospectus, there are no existing joint ventures entered into by our Company.

**Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. since its incorporation except the Following**

The Subscribers to MOA and original Promoters of our Company were Mr. Ved Paul and Mrs. Sharda Sachdev. After incorporation, the Graphisads Private Limited acquired the running business of M/s Graphisads, a proprietorship concerns of Mr. Ved Paul. Further, from 1997 and 2003 onwards, the management and control of our Company was taken over by Mr. Mukesh Kumar Gupta, Mrs. Padma Mukesh Gupta and Mr. Alok Mukesh Gupta, respectively. For details on their respective shareholding build up, please refer to Chapter titled “Capital Structure” on page 52 of this Draft Prospectus.

Except as mentioned above, there has been no material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. since its incorporation.

**Strategic Partners:**

Our Company does not have any strategic partner(s) as on the date of this Draft Prospectus.

**Financial Partners:**

Apart from the various arrangements with bankers and financial institutions which our Company undertakes in the ordinary course of business, our Company does not have any other financial partners as on the date of this Draft Prospectus.

**Shareholders' agreement:**

Our Company does not have any subsisting shareholders' agreement as on the date of this Draft Prospectus.

**Material Agreements:**

Our Company has not entered into any specific or material or special agreements and/or arrangements except that have been entered into in ordinary course of business as on the date of filing of the Draft Prospectus.

**Fraudulent Borrower**

Our Company or any of our promoter or directors are not declared as ‘Fraudulent Borrower’ by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 01, 2016.

**Injunctions or Restraining Orders**

There are no injunctions/ restraining orders that have been passed against the Company.

**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 '*Restated Financial Statement*' and '*Capital Structure*' beginning on page no. 140 and 52, respectively, of this Draft Prospectus.

**Revaluation of Assets**

Our Company has not revalued its assets since its incorporation.

**Defaults or rescheduling of borrowings with financial institutions/banks**

There have been no Defaults or Rescheduling of borrowings with financial institutions/banks as on the date of this Draft Prospectus.

**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 Draft Prospectus, our employees are not unionized.

#### **Time and cost overruns**

As on the date of this Draft Prospectus, there have been no time and cost overruns in any of the projects undertaken by our Company.

#### **Changes in the activities of Our Company having a material effect**

There has been no change in the activities being carried out by our Company which may have a material effect on the profits/ loss of our Company, including discontinuance of the current lines of business, loss of projects or markets and similar factors in the last five years.

#### **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.

#### **Number of Shareholder in the Company**

As on the date of this Draft Prospectus, the total number of holders of our Equity Shares is 1,34,64,500. For further details of our shareholding pattern, please see '*Capital Structure*' on page no. 52 of this Draft Prospectus.

## 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 its Board, subject to the applicable provisions of the Companies Act. As on date of this Draft Prospectus, we have 7 (Seven) Directors on our Board.

Sets forth below are the details regarding our Board as on the date of this Draft Prospectus:

<b>Name, Age, Designation, Address, DIN, Occupation, Nationality, Original Date of Appointment, Change in Designation and Period of Directorship</b>	<b>Other Directorships as on the date of Draft Prospectus</b>
<b>Mr. Mukesh Kumar Gupta</b> S/o. Ishwar Prakash Gupta <b>Age:</b> 61 years <b>Designation:</b> Chairman and Managing Director <b>Address:</b> A-1/85, Panchsheel Enclave, New Delhi-110017 <b>DIN:</b> 00093322 <b>Occupation:</b> Business <b>Nationality:</b> Indian <b>Original Date of Appointment:</b> April 01, 1997 <b>Change in Designation:</b> March 06, 2023 <b>Period of Directorship:</b> Appointed for a term of five years, not liable to retire by rotation	<ul style="list-style-type: none"> <li>• Bundella Fincap Limited</li> <li>• GA Exim Private Limited</li> <li>• PHD Chamber of Commerce and Industry</li> </ul>
<b>Mr. Alok Mukesh Gupta</b> S/o Mukesh Kumar Gupta <b>Age:</b> 37 years <b>Designation:</b> Executive Director <b>Address:</b> A-1/85, Panchsheel Enclave, New Delhi-110017 <b>DIN:</b> 01456388 <b>Occupation:</b> Business <b>Nationality:</b> Indian <b>Date of Appointment:</b> November 05, 2009 <b>Period of Directorship:</b> Liable retire by rotation	<ul style="list-style-type: none"> <li>• Bundella Fincap Limited</li> <li>• GA Exim Private Limited</li> </ul>
<b>Mr. Deepak Jagdish Bahuguna</b> S/o Jagdish Kiran Bahuguna <b>Age:</b> 59 years <b>Designation:</b> Non-Executive Director <b>Address:</b> Flat No.-98, Sector-16, Vasundhra, Ghaziabad, Uttar Pradesh, India 201012 <b>DIN:</b> 08103387 <b>Occupation:</b> Business <b>Nationality:</b> Indian <b>Date of Appointment:</b> December 15, 2022 <b>Period of Directorship:</b> Liable to retire by rotation	Nil
<b>Mr. Varun Narender Kohli</b> S/o Narender Nath Kohli <b>Age:</b> 52 years <b>Designation:</b> Non-Executive Independent Director <b>Address:</b> Flat No 1, Ajay Appt, Saraswati Vihar, Pitam Pura, Delhi- 110034 <b>DIN:</b> 10074282	Nil

Occupation: Business <b>Nationality:</b> Indian <b>Original Date of Appointment:</b> May 15, 2023 <b>Change in Designation:</b> August 09, 2023 <b>Period of Directorship:</b> Appointed for a term of five years w.e.f. May 15, 2023	
<b>Mrs. Sudha Sarthak Maheshwari</b> D/o Sh. Sarthak Behuria <b>Age:</b> 42 years <b>Designation:</b> Non-Executive Independent Director <b>Address:</b> A 13/11, DLF Phase-I, Chakarpur, Gurgaon, Haryana- 122002 <b>DIN:</b> 06784093 <b>Occupation:</b> Business <b>Nationality:</b> Indian <b>Original Date of Appointment:</b> May 15, 2023 <b>Change in Designation:</b> August 09, 2023 <b>Period of Directorship:</b> Appointed for a term of five years w.e.f. May 15, 2023	<ul style="list-style-type: none"> <li>• South West Pinnacle Exploration Limited</li> <li>• Behuria Consulting Private Limited</li> <li>• BRM E-Commerce retail Private Limited</li> <li>• B.R.M Management &amp; Consulting Private Limited</li> </ul>
<b>Mr. Vaibhav Parmanand Tapdiya</b> S/o Parmanand Laduram Tapdia <b>Age:</b> 46 years <b>Designation:</b> Non-Executive Independent Director <b>Address:</b> House No. A 130, 1st Floor, Niti Bagh, Andrews Ganj, New Delhi- 110049 <b>DIN:</b> 00039309 <b>Occupation:</b> Business <b>Nationality:</b> Indian <b>Original Date of Appointment:</b> May 15, 2023 <b>Change in Designation:</b> 09 August, 2023 <b>Period of Directorship:</b> Appointed for a term of five years w.e.f. May 15, 2023	<ul style="list-style-type: none"> <li>• Keystone World Private Limited</li> </ul>
<b>Mr. Harish Bansi Dhar Sharma</b> S/o Bansi Dhar Sharma <b>Age:</b> 60 years <b>Designation:</b> Non-Executive Independent Director <b>Address:</b> 602 K Wing CasaLakeside, Taloja Bypass Road, LakeshoreGreen Palava City, Dominos Pizza Lane, Dombivali East, Kalyan - 421204 <b>DIN:</b> 01090092 <b>Occupation:</b> Business <b>Nationality:</b> Indian <b>Original Date of Appointment:</b> June 20, 2023 <b>Change in Designation:</b> 09 August, 2023 <b>Period of Directorship:</b> Appointed for a term of five years w.e.f. June 20, 2023	Nil

Note: For further details on their qualification, experience etc., please see their respective biographies under the heading “**Brief Profile of the Directors of our Company**” as mentioned on page no. 119 of this Draft Prospectus.

***Confirmations as on the date of this Draft Prospectus:***

1. *None of the above-mentioned Directors are on the RBI List of willful defaulters as on date of this Draft prospectus.*
2. *None of the above-mentioned Directors have been and/or are being declared as fugitive economic offenders as on date of this Draft prospectus.*

3. *None of the Promoters, persons forming part of our Promoter Group, our directors or persons in control of our Company or Our Company are debarred by SEBI from accessing the capital market.*
4. *None of the Promoters, Directors or persons in control of our Company, have been or are involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.*
5. *Further, none of our directors are or were directors of any company whose shares were (a) suspended from trading by stock exchange(s) during the (5) five years prior to the date of filing the Draft Prospectus or (b) delisted from the stock exchanges.*
6. *There are no arrangements or understandings with major shareholders, customers, suppliers or any other entity, pursuant to which any of the Directors or Key Managerial Personnel were selected as a director or member of the senior management.*
7. *The Directors of our Company have not entered into any service contracts with our Company which provide for benefits upon termination of employment.*
8. *No proceedings/ investigations have been initiated by SEBI against any Company, the board of directors of which also comprises any of the Directors of our Company. No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our directors or to the firms of Companies in which they are interested by any person either to induce him to become or to help him qualify as a director, or otherwise for services rendered by him or by the firm or Company in which he is interested, in connection with the promotion or formation of our Company.*

### **Relationship between Directors**

Except as mentioned below, none of the other Directors are related to each other and have any family relationships as per section 2(77) of the Companies Act, 2013:

Mr. Mukesh Kumar Gupta and Mr. Alok Mukesh Gupta being Father and Son to each other.

### **Brief Profile of the Directors of our Company**

#### **Mr. Mukesh Kumar Gupta- Chairman-Cum-Managing Director**

**Mr. Mukesh Kumar Gupta**, aged 61 years, is Chairman- Cum -Managing Director of the Company. He possesses degree of Commerce from University of Delhi. He is with the Company for more than 26 years now, He looks after all the business affairs, business strategy & policy of the Company from the top. He has vast experience in advertising and Outdoor Business. Apart from his accomplishment in Advertising, Mr. Mukesh Kumar Gupta, is, General Secretary (North) – Indian Outdoor Advertising Association, Chairman of Media, Entertainment and Art Industry and also cultural committee member of PHD Chambers of Commerce and Industry.

#### **Mr. Alok Mukesh Gupta- Executive Director**

**Mr. Alok Mukesh Gupta** aged 37 years, is Executive Director of our Company. He holds a degree of Bachelor of Commerce (Honours) from University of Birmingham, United Kingdom. He possesses post graduate programme in business management from SP Jain Institute of Management & Research, Mumbai. He is with the Company since more than 17 years. He looks after all the business projects planning and execution, business development, strategic planning and Finance at director level.

#### **Mr. Deepak Jagdish Bahuguna- Non-Executive Director**

**Mr. Deepak Jagdish Bahuguna**, aged 59 years, is Non – Executive Director of our Company. He holds degree of Bachelor in Commerce from University of Delhi. He has an experience of more than 20 years in handling the accounting aspects. He is with the Company since 1997 and is currently looking after accounting function in the Company. He is handling daily budgeting and payment scheduling activities.

#### **Mr. Varun Narendra Kohli - Non-Executive Independent Director**

**Mr. Varun Narendra Kohli**, aged 52 years, is Non-Executive Director of our Company. He possesses post graduate diploma in management from Shiva Institute of Management Studies and Post Graduate Diploma in

Marketing and Sales Management from Institute of Management Studies, New Delhi YMCA. He is enriched with experience of over 25 years in Sales, Marketing, Advertisement and Business Management.

**Mrs. Sudha Sarthak Maheshwari - Non-Executive Independent Director**

**Mrs. Sudha Sarthak Maheshwari**, aged about 48 Years, is Non – Executive Independent Director of our Company. She holds a degree of Bachelor of Arts from University of Mumbai. She possesses Master of Science in Economics from University of Warwick, United Kingdom and Master of Business Administration from University of Warwick, United Kingdom. Mrs. Sudha comes with 15 years of rich experience in business strategy, marketing and communications and has worked at MNCs including Citibank, Deloitte and Philip Morris International. She is a communications expert and the Founder & CEO of words work (a unit of B.R.M Management & Consultancy Pvt. Ltd) that provides marketing advisory, content and social media marketing solutions to companies in India and abroad.

**Mr. Vaibhav Parmanand Tapdia - Non-Executive Independent Director**

**Mr. Vaibhav Parmanand Tapdia**, aged 47 years, is the Non-Executive Independent Director of our Company. He holds a degree of Bachelor of Commerce. He possesses post-graduation degree of Master in Business Administration from the American University. He is a fellow member of Institute of Chartered Accountants of India. He has a rich experience in accounts, finance, fund raising, Market research, Project Conceptualization and branding of real estate projects. He is the founder of 'Keystone' a customer centric real estate Investment, Development and management brand.

**Mr. Harish Bansi Dhar Sharma – Non-Executive Independent Director**

Mr. Harish Bansi Dhar Sharma, aged 60 years, is the Non-Executive Independent Director of Our Company. He is Journalist, PR Expert, Author and Film Director. He graduated from Bareilly College. Mr. Harish Sharma made his distinguished contributions to publications such as 'Aaj' and 'Dainik Jagran,' as well as working with India's largest news agency, PTI, worked as an independent journalist for a few years, including stints at 'Jain TV' and 'IN TV' of the Hinduja Group. His main achievements have been the promotion of Tips Music and Vashu Bhagnani production 'Bade Miyan Chote Miyan,' featuring Amitabh Bachchan and Govinda, production of short film 'Akhiri Munadi' and direction film '2 Nights in Soul Valley, a documentary titled 'A Soldier Becomes a Monk, finalized his upcoming books, including 'Spot Fixing - No Ball 2 Crore,' which has already been released on Amazon's Kindle.

**Borrowing Powers of the Board**

Our Articles of Association, subject to applicable law, authorize our Board to raise or borrow money or secure the payment of any sum or sums of money for the purposes of our Company.

Pursuant to a special resolution passed on March 27, 2023 our shareholders in their Extra Ordinary General Meeting authorized our Board to borrow from time to time such sums of money as may be required under Section 180(1)(c) of the Companies Act, 2013, provided that such amount shall not exceed Rs. 100 Crores.

For further details of the provisions of our Articles of Association regarding borrowing powers, please refer to the section titled '*Main Provisions of the Articles of Association*' beginning on page no 260 of this Draft Prospectus.

**Terms and conditions of employment of our Executive Directors**

**Mr. Mukesh Kumar Gupta – Chairman cum Managing Director**

**Mr. Mukesh Kumar Gupta**, was designated as the Managing Director of the Company w.e.f. 06-03-2023 vide Board of Directors resolution dated 06-03-2023. Subsequently his remuneration was decided vide Agreement dated march 06, 2023 and passed by EGM resolution dated August 09, 2023. The significant terms of the agreement are as below:

<b>Remuneration</b>	Rs. 2,50,000 per month
<b>Other terms and conditions</b>	Managing Director of the Company is also entitled to free furnished residential accommodation, reimbursement of medical expenses, travelling expenses, insurance policy, free use of company's car, communication facilities subject to the statutory

	ceiling.  Our Company will pay remuneration to our Executive Directors in accordance with Sections 197 of Schedule V of the Companies Act or such other limits as may be prescribed under the provisions of the Companies Act.
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#### **Mr. Alok Mukesh Gupta – Executive Director**

**Mr. Alok Mukesh Gupta**, was as designated Executive Director vide Board Resolution w.e.f. 05-11-2009. Subsequently his remuneration was decided and passed by the Board resolution dated October 27, 2022 on following terms and conditions:

<b>Remuneration</b>	Rs.2,50,000 per month
<b>Other terms and conditions</b>	Executive Director of the Company is entitled to reimbursement of medical and hospitalization, expenses incurred on account of business of the Company, bonus at the discretion of the Board.  Our Company will pay remuneration to our Executive Directors in accordance with Sections 197 of Schedule V of the Companies Act or such other limits as may be prescribed under the provisions of the Companies Act.

#### **Remunerations and/ or Sitting Fees paid to our Non-Executive and Independent Directors**

Our Non-Executive Independent Directors are entitled to sitting fees for attending meetings of the Board, or of any committee of the Board and as may be decided by our Board in accordance with the provisions of the Articles of Association, the Companies Act, 2013 and other applicable laws and regulations. No remunerations and/ or sitting fees is paid/ payable to any of our Non-Executive and Independent Director. The only Non-Executive Director is Mr. Deepak Bahuguna. We have not paid any sitting fees to him during the FY 2022-23. All the Independent Directors were appointed during FY 2023-24 itself.

#### **Shareholding of Directors in our Company**

Our Articles of Association do not require our directors to hold qualification shares. As on date of filing of this draft Prospectus, except the following, none of our other Directors hold any Equity Shares of our Company:

<b>Sr · N o.</b>	<b>Name of Director</b>	<b>Designation</b>	<b>No. of Shares held in our Company</b>	<b>% of pre-issue paid-up Equity Share Capital</b>
1.	Mr. Mukesh Kumar Gupta	Chairman-Cum-Managing Director	79,38,000	58.96
2.	Mr. Alok Mukesh Gupta	Executive Director	27,13,900	20.16
3.	Mr. Deepak Jagdish Bahuguna	Non-Executive Director	700	00.01
		<b>TOTAL</b>	<b>1,06,52,600</b>	<b>79.13</b>

#### **Interest of Directors**

The Non-Executive Independent Director may be deemed to be interested to the extent of sitting 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 him for his services as Executive Director 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 Issue and also to the extent of any dividend payable to them and other distribution in respect of the said equity shares.

Our Directors, Non-Executive Independent Director 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 the Issue.

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 Director himself or other company in which they hold directorship or any partnership firm in which they are partners, as declared in their respective declarations.

### **Interest in promotion of Our Company**

Except as stated in this chapter titled ***“Our Management”*** and the chapter titled ***“Financial Statement- Annexure 42- Related Party Transactions”*** beginning on page nos. 117 and 174 of this Draft Prospectus respectively and to the extent to remuneration received/ to be received by our directors, none of our directors have any interest in the promotion of our Company.

### **Interest in the property of Our Company**

Save and except as stated otherwise in ***“Our Properties”*** within the chapter titled ***“Our Business”*** on page no. 102 and in ***‘Annexure 42: Statement of Related Parties’ Transactions’*** in the chapter titled ***‘Restated Financial Statement’*** beginning on page no. 140 of this Draft Prospectus:

- Our Directors have no interest in any property acquired or proposed to be acquired by our Company in the preceding two years from the date of this Draft Prospectus;
- Our Directors 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 as on the date of this Draft Prospectus;
- Our Directors have not entered into any contract, agreement or arrangements in relation to acquisition of property, since incorporation in which the Directors are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them as on the date of this Draft Prospectus.

### **Interest in the business of Our Company**

Save and except as stated otherwise in ***‘Annexure 42: Statement of Related Parties’ Transactions’*** in the chapter titled ***‘Restated Financial Statement’*** beginning on page no. 140 of this Draft Prospectus:

- Our Directors do not have any other interests in our Company and/or our business as on the date of Draft Prospectus except to the extent of their shareholding in our Company and/ or their relative shareholding in our Company and/ or any dividends paid/ payable to them and/ or their relatives and/or any other distributions in respect of the Equity Shares of our Company;
- Our Directors are not interested in the appointment of Underwriters, Market Markers, Registrar and Bankers to the Issue or any such intermediaries registered with SEBI as required to be appointed for the process of listing;
- There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the directors was selected as a director or member of senior management;
- Our company has not entered into any contract, agreements or arrangements during the preceding two years from the date of this Draft Prospectus in which the Directors are directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company.

### **Interest as a creditor of Our Company**

Except as stated in the '*Annexure 42: Statement of Related Parties' Transactions*' on 174 and chapter titled "*Statement of Financial Indebtedness*" on page no.190 in the chapter titled '*Restated Financial Statement*' beginning on page no. 140 of this Draft Prospectus:

- Our Company has not availed any loans from our Directors of our Company as on the date of this Draft Prospectus;
- None of our sundry debtors or beneficiaries of loans and advances are related to our directors.

### **Interest as Director of our Company**

Except as stated in the chapter titled '*Our Management, 'Capital Structure' and 'Annexure 42: Statement of Related Parties' Transactions*' beginning on page no. 117, 52 and 174 of this Draft Prospectus, our 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 agreements entered into with our Company, if any and in terms of our AOA.

### **Interest of Key Managerial Personnel**

Except as stated in this Chapter, none of the 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 as per their terms of appointment, reimbursement of expenses incurred by them during the ordinary course of business.

Our key managerial personnel may also be deemed to be interested to the extent of Equity Shares that may be subscribed for and allotted to them, pursuant to this Issue. Such key managerial personnel may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares.

None of our key managerial personnel has been paid any consideration of any nature, other than their remuneration except as stated in the chapter titled '*Our Management, 'Capital Structure' and 'Annexure 42: Statement of Related Parties' Transactions*' beginning on page no.117, 52 and 174 of this Draft Prospectus.

### **Details of Service Contracts**

Except as stated in the '*Annexure 42: Statement of Related Parties' Transactions*' on page no. 174 and in the Chapter titled "*Statement of Financial Indebtedness*" of our Company on page no. 190 of this Draft Prospectus, there is no service contracts entered into with any Directors for payments of any benefits or amount upon termination of employment.

### **Bonus or Profit-Sharing Plan for the Directors**

Except as stated in the '*Annexure 42: Statement of Related Parties' Transactions*' on page no. 174, there is no 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 as on the date of filing this Draft Prospectus. Further, there is no contingent or deferred compensation accrued for the year, which is payable to our Directors as on the date of filing this Draft Prospectus.

### **Changes in the Board for the last three years**

There has been no change in the Board of Directors, except as stated below during the last three (3) years preceding the date of Draft Prospectus:

<b>Name of Director</b>	<b>Date</b>	<b>Reason</b>
Mr. Deepak Jagdish Bahuguna	December 15, 2022	Appointed as Non-Executive Director

Mr. Mukesh Kumar Gupta	March 06, 2023	Reappointed as Chairman cum Managing Director
Mr. Varun Narendra Kohli	May 15, 2023	Appointed as Additional Director
Mrs. Sudha Sarthak Maheshwari	May 15, 2023	Appointed as Additional Director
Mr. Vaibhav Parmanand Tapdiya	May 15, 2023	Appointed as Additional Director
Mr. Harish Bansi Dhar Sharma	June 20, 2023	Appointed as Additional Director
Mr. Varun Narendra Kohli	August 09, 2023	Regularised as Non-Executive Independent Director
Mrs. Sudha Sarthak Maheshwari	August 09, 2023	Regularised as Non-Executive Independent Director
Mr. Vaibhav Parmanand Tapdiya	August 09, 2023	Regularised as Non-Executive Independent Director
Mr. Harish Bansi Dhar Sharma	August 09, 2023	Regularised as Non-Executive Independent Director

Applicable provision of the Companies Act, 2013 with respect to corporate governance and the provisions of the SEBI (LODR) Regulations, 2015, as amended from time to time, will be applicable to our Company upon the listing of the Equity Shares with the Stock Exchanges in India.

Our Company is in compliance with the corporate governance code in accordance with Companies Act, 2013, SEBI (LODR) Regulations, 2015 and SEBI Regulations, as amended from time to time, particularly those relating to composition of Board of Directors and constitution of committees thereof. The corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

Our Board has been constituted in compliance with the Companies Act and the SEBI Listing Regulations. The Board functions either as a full board, or through various committees constituted to oversee specific operational areas.

### **Composition of Board of Directors**

Currently, the Board of Directors of our Company has an optimum combination of executive and non-executive Directors as envisaged in accordance with Companies Act, 2013 and SEBI (LODR) Regulations, 2015. Our Board has 6 Directors, comprising of 2 Executive Directors and 1 Non-Executive - Non Independent Director and Three Non-Executive Independent Directors.

Our Company has constituted the following Committees in compliance with the corporate governance norms:

- 1) Audit Committee;
- 2) Nomination and Remuneration Committee; and
- 3) Stakeholders Relationship Committee.

### **Audit Committee**

The Audit Committee was constituted *vide* Board resolution dated May 15, 2023 pursuant to section 177 of the Companies, Act, 2013. As on the date of this Draft Prospectus the Audit Committee consists of the following Directors:

<b>Name of the Director</b>	<b>Designation in the Committee</b>	<b>Nature of Directorship</b>
Mr. Vaibhav Parmanand Tapdiya	Chairman	Non-Executive Independent Director
Mr. Varun Narendra Kohli	Member	Non-Executive Independent Director
Mr. Alok Mukesh Gupta	Member	Non-Executive Independent Director

Our Company Secretary and Compliance Officer of the Company would act as the secretary of the Audit Committee.

Set forth below are the scope, functions and the terms of reference of our Audit Committee, in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulations, 2015.

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
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:

Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;

- i. Changes, if any, in accounting policies and practices and reasons for the same;
  - ii. Major accounting entries involving estimates based on the exercise of judgment by management;
  - iii. Significant adjustments made in the financial statements arising out of audit findings;
  - iv. Compliance with listing and other legal requirements relating to financial statements;
  - v. Disclosure of any related party transactions;
  - vi. 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, right issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ Draft Prospectus/ 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, performance and effectiveness of audit process.
8. Approval or any subsequent modification of transactions of the company with related parties;
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 any significant findings and follow up there on.
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. The Audit Committee shall have authority to investigate into any matter in relation to the items specified in section 177(4) of Companies Act 2013 or referred to it by the Board.
18. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

19. To review the functioning of the Whistle Blower mechanism.
20. 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.
21. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Explanation (i): The term "related party transactions" shall have the same meaning as contained in the Accounting Standard 18, Related Party Transactions, issued by The Institute of Chartered Accountants of India.

Explanation (ii): If the Issuer has set up an audit committee pursuant to provision of the Companies Act, the said audit committee shall have such additional functions / features as is contained in this clause.

*The Audit Committee enjoys following powers:*

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise if it considers necessary.
5. The audit committee may invite such of the executives, as it considers appropriate (and particularly the head of the finance function) to be present at the meetings of the committee, but on occasions it may also meet without the presence of any executives of the Issuer. The finance director, head of internal audit and a representative of the statutory auditor may be present as invitees for the meetings of the audit committee.

*The Audit Committee shall mandatorily review the following information:*

- a) Management discussion and analysis of financial condition and results of operations;
- b) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- c) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- d) Internal audit reports relating to internal control weaknesses; and
- e) The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

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.

### ***Quorum and Meetings***

The audit committee shall meet at least four times in a year and not more than 120 days shall elapse between any two meetings. The quorum for the meeting shall be either two members or one third of the members of the committee, whichever is higher but there shall be presence of minimum two independent members at each meeting.

### **Stakeholder`s Relationship Committee**

The Shareholders and Investors Grievance Committee have been formed by the Board of Directors pursuant to section 178 (5) of the Companies Act, 2013 at the meeting held on May 15, 2023

As on the date of this Draft Prospectus the Shareholders and Investors Grievance Committee consists of the following:

<b>Name of the Director</b>	<b>Designation in the Committee</b>	<b>Nature of Directorship</b>
Mr. Deepak Jagdish Bahuguna	Chairman	Non-Executive Director
Mr. Alok Mukesh Gupta	Member	Executive Director
Mr. Varun Narendra Kohli	Member	Non-Executive Independent Director

Our Company Secretary and Compliance Officer of the Company would act as the secretary of the Shareholders/ Investors Grievance Committee.

This Committee will address all grievances of Shareholders and Investors in compliance of the provisions of section 178 (5) of the Companies Act, 2013 and its terms of reference include the following:

1. Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the space at back for recording transfers have been fully utilized.
2. Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;
3. Review the process and mechanism of redressal of Shareholders' /Investor's grievance and suggest measures of improving the system of redressal of Shareholders' /Investors' grievances.
4. Non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/dividend warrants, non-receipt of annual report and any other grievance/complaints with Company or any officer of the Company arising out in discharge of his duties.
5. Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them.
6. Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Prohibition of insider Trading) Regulations, 2015 as amended from time to time.
7. Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting, and
8. Carrying out any other function contained in the equity listing agreements as and when amended from time to time.

### **Quorum and Meetings**

The Stakeholders Relationship Committee is required to meet at least once a year and report to the Board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company. The quorum shall be two members present.

### **Nomination and Remuneration Committee**

The re-constitution of the Nomination and Remuneration Committee was constituted at a meeting of the Board of Directors pursuant to section 178 of the Companies Act, 2013 held on May 15, 2023.

As on the date of this Draft Prospectus the Remuneration Committee consists of the following Directors:

<b>Name of the Director</b>	<b>Designation in the Committee</b>	<b>Nature of Directorship</b>
Mr. Varun Narendra Kohli	Chairman	Non-Executive Independent Director
Mrs. Sudha Sarthak Maheshwari	Member	Non-Executive Independent Director
Mr. Deepak Jagdish Bahuguna	Member	Non-Executive Director

Our Company Secretary and Compliance Officer of the Company would act as the secretary of the Nomination and Remuneration Committee.

The scope of Nomination and Remuneration Committee shall include but shall not be restricted to the following:

1. Identify persons who are qualified to become directors and may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance;
2. Formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration for directors, KMPs and other employees;
3. Formulation of criteria for evaluation of performance of independent directors and the board of directors;
4. Devising a policy on diversity of board of directors;
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. Determine our Company's policy on specific remuneration package for the Managing Director / Executive Director including pension rights;

7. Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors;
8. Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.
9. Decide the amount of Commission payable to the Whole Time Directors;
  - a) Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc; and
  - b) To formulate and administer the Employee Stock Option Scheme.

### ***Quorum and Meetings***

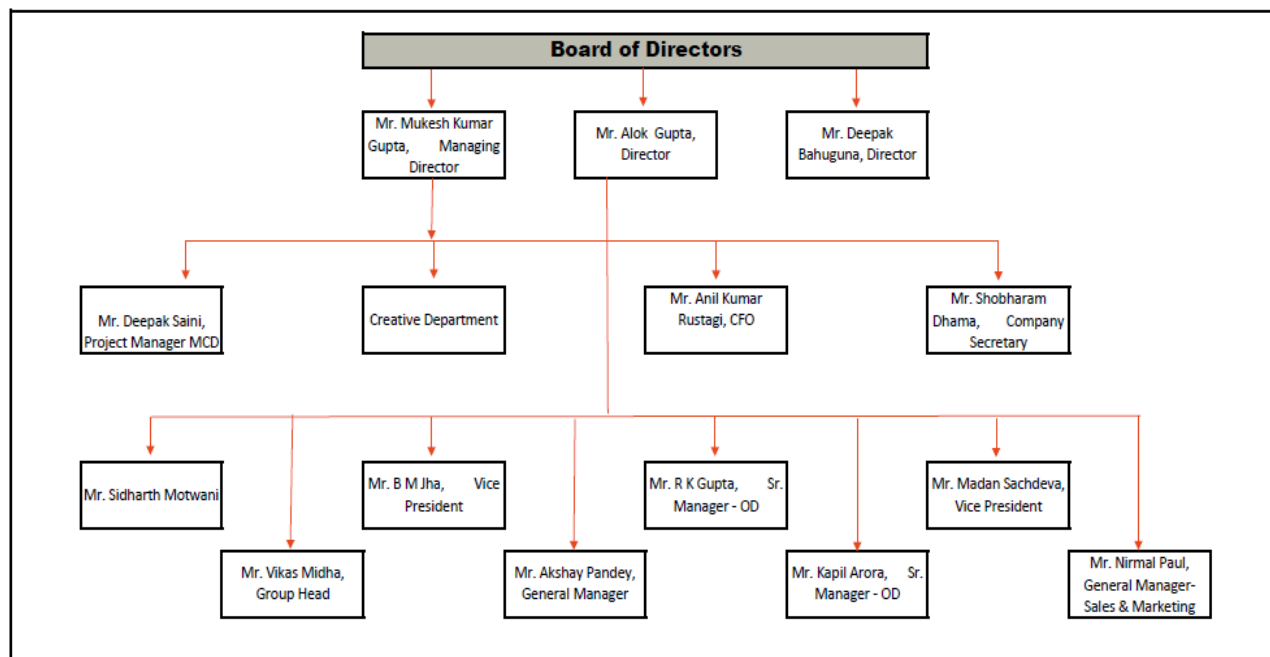
The committee shall meet as and when the need arises for review of Managerial Remuneration. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher. The Chairperson of the nomination and remuneration committee may be present at the annual general meeting, to answer the shareholders queries; however, it shall be up to the chairperson to decide who shall answer the queries.

### **Policy on Disclosures and Internal Procedure for Prevention of Insider Trading**

Our Company undertakes to comply with the provisions of Regulation 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, after listing of our Company's equity shares on the Stock Exchange in India. Further, Board of Directors have approved and adopted the policy on insider trading in view of the proposed public issue.

Our Company Secretary and Compliance Officer is responsible for setting forth policies, procedures, monitoring and adhering to the rules for the prevention of price sensitive information and in the implementation of the code of conduct under the overall supervision of the Board.

### **ORGANIZATIONAL STRUCTURE OF THE COMPANY**



## KEY MANAGERIAL PERSONNEL

Our Company is managed by our Board of Directors, assisted by qualified professionals, who are permanent employees of our Company. Below are the details of the Key Managerial Personnel of our Company:

### OUR KEY MANAGERIAL PERSONNEL

Other than the Managing Director of our Company whose details are provided hereinabove, the details of our Key Managerial Personnel, as on the date of this Draft Prospectus are set forth below.

**Mr. Anil Kumar Rustagi** is the Chief Financial Officer of our Company since March 10, 2023. He holds a degree of Master of Commerce from Bareilly University. He oversees the day-to-day financial activities in the Company. He is a financial wizard and his capabilities to find solution and constantly evolve himself are legendary; and the reason of presiding Agency's toughest job as the head of its Finance and Accounts Department. He began his professional journey 40 years ago. In the modern ecosystem, his experience adds great value. Committed, focused, and upright, his expertise keeps company's finances healthy. He is associated with our Company since 1997.

**Mr. Shobharam Dhama** is the Company Secretary and Compliance Officer of our Company since March 10, 2023. He possesses Provisional Certificate of B.A. External from Kakatiya University. He is an associate member of Institute of Company Secretaries of India. He oversees secretarial compliance in our Company. He has served Indian Air Force from November 1988 to November 2008. He was admitted as member of ICSI on 30 May 2009 and since then he had been practicing as S Dhama & Associates. He surrendered his CoP and joined the Graphisads Limited as Company Secretary & Compliance officer on March 10, 2023.

### Relationship between Key Managerial Personnel, Promoters and Directors

Except as mentioned below, none of the other Directors are related to each other and have any family relationships as per section 2(77) of the Companies Act, 2013:

Mr. Mukesh Kumar Gupta and Mr. Alok Mukesh Gupta being father and son to each other. Mrs. Padma Mukesh Gupta being spouse to Mr. Mukesh Kumar Gupta and mother to Mr. Alok Mukesh Gupta.

### Arrangement / Understanding with Major Shareholders / Customers / Suppliers.

As on the date of this Draft Prospectus, Our Company has no arrangement or understanding with major shareholders, customers, suppliers or others pursuant to which any of the Directors or Key Managerial Personnel was selected as a director or member of senior management.

### Shareholding of the Key Managerial Personnel other than the Directors

Sr. No.	Name of the KMP's	Designation	No. of Shares held in our Company	% of pre-issue paid-up Equity Share Capital
1.	Mr. Anil Kumar Rustagi	Chief Financial Officer	700	0.01
2.	Mr. Mukesh Kumar Gupta	Managing Director	79,38,000	58.96

### Changes in Key Managerial Personnel during the last three years

Following have been the changes in the Key Managerial Personnel during the last three years:

Name	Date Of Change in Designation/ Appointment	Reason
Mr. Mukesh Kumar Gupta	March 03, 2023	Reappointed as Chairman cum Managing Director
Mr. Anil Kumar Rustagi	March 10, 2023	Appointed as Chief Financial Officer
Mr. Shobharam Dhama	March 10, 2023	Appointed as Company Secretary and Compliance Officer



### **Interest of Key Managerial Personnel**

Except as disclosed in “Interest of Directors” in “Our Management” on page no. 121 of this Draft Prospectus in respect of our directors, none of our other 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 as per their terms of appointment, reimbursement of expenses incurred by them during the ordinary course of business.

Our key managerial personnel may also be deemed to be interested to the extent of Equity Shares that may be subscribed for and allotted to them, pursuant to this Issue. Such key managerial personnel may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares.

Except as disclosed in the chapter "Our Management" beginning on page 117 of this Draft Prospectus, none of our key managerial personnel has been paid any consideration of any nature, other than their remuneration.

### **Bonus and/ or Profit-Sharing Plan for the Key Managerial Personnel**

As on the date of this Draft Prospectus our Company does not have any performance linked bonus or profit-sharing plan with any of our key managerial personnel and any bonus and/ or profit-sharing plan for the Key Managerial Personnel, except the normal bonus payment as a part of remuneration except as disclosed in ‘Annexure 42: Statement of Related Parties’ Transactions’ under the chapter ‘Financial Statement’ beginning on page no. 140 of this Draft Prospectus.

### **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.

### **Scheme of Employee Stock Options or Employee Stock Purchase (ESOP/ESPS SCHEME)**

Our Company does not have any Employee Stock Option Scheme or Employee Stock Purchase Scheme or any other similar scheme giving options in our Equity Shares to our employees.

### **Loans to Key Managerial Personnel**

Except as disclosed in chapter ‘*Financial Statement*’ beginning on page no. 140, there are no loans outstanding against the Key Managerial Personnel as on the date of this Draft Prospectus.

### **Payment of Benefits to our Key Managerial Personnel (Non- Salary Related)**

Except for the payment of salaries, perquisites and reimbursement of expenses incurred in the ordinary course of business and as disclosed in ‘*Annexure 42: Statement of Related Parties’ Transactions*’ under the chapter ‘*Financial Statement*’ beginning on page no. 174, we do not have any performance linked bonus or profit-sharing plan with any of our Key Managerial Personnel. Further, we have not paid/ given any other 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 Draft Prospectus.

### **Service Contracts with Key Managerial Personnel**

As on the date of this Draft Prospectus, our Company has not entered into any service contracts with the Key Managerial Personnel’s

## OUR PROMOTER AND PROMOTER GROUP

As on date of this Draft Prospectus, our Promoters hold 1,33,57,400 Equity Shares having face value of Rs.10/- per share and representing 99.20 % of the pre-issue paid up Capital of our Company. For details of the build-up of our Promoter' shareholding in our Company, please see "Capital Structure- Shareholding of our Promoter" beginning on page no 56 of this Draft Prospectus.

### THE BRIEF PROFILE OF OUR INDIVIDUAL PROMOTERS IS AS FOLLOWS:

#### MR. MUKESH KUMAR GUPTA



**Mr. Mukesh Kumar Gupta**, aged 61 years, is Promoter and Chairman Managing Director of our Company. He possesses degree of Commerce from University of Delhi. He is with the Company for more than 26 years now, He looks after all the business affairs, business strategy & policy of the Company from the top.

For a brief profile, complete detail on his appointment as a director, positions / posts held in the past and in the present, other directorships and special achievements, please refer chapter titled "Our Management" on page no. 117 of this Draft Prospectus.

As on date of the Draft Prospectus, Mr. Mukesh Kumar Gupta holds 79,38,000 Equity Shares representing 58.96 % of the pre-issue paid-up share capital of our Company.

#### MR. ALOK MUKESH GUPTA




**Mr. Alok Mukesh Gupta**, 37 years, is Promoter and Director of our Company. He holds a degree of Bachelor of Commerce (Honours) from University of Birmingham, United Kingdom. He possesses post graduate programme in business management from SP Jain Institute of Management & Research, Mumbai.

For a brief profile, complete detail on his appointment as a director, positions / posts held in the past and in the present, other directorships and special achievements, please refer chapter titled "Our Management" on page no. 117 of this Draft Prospectus.

As on date of the Draft Prospectus, Mr. Alok Mukesh Gupta holds 27,13,900 Equity Shares representing 20.16 % of the pre-issue paid-up share capital of our Company.

## MRS. PADMA MUKESH GUPTA

	<p><b>Mrs. Padma Mukesh Gupta</b>, 56 years, is Promoter of our Company. She possesses an Intermediate qualification. She is with the Company for more than 26 years. She has been director of the Company from April 01, 1997 to January 14, 2015. During the tenure of her directorship, she has contributed to the goals of the Company in planning, conceptualizing the innovative ideas, strategies and projects and has benefited the Company through her proactive approach. She is guiding the Company whenever any advice is sought for by the management of the Company even after her resignation from the directorship.</p> <p>As on date of the Draft Prospectus, Mrs. Padma Mukesh Gupta holds 27,05,500 Equity Shares representing 20.09 % of the pre-issue paid-up share capital of our Company.</p>
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*For details of the build-up of our Promoter's shareholding in our Company, please see "Capital Structure – Shareholding of our Promoters" beginning on page no 56 of this Draft prospectus.*

### **Other Declaration and Confirmations**

Our Company hereby confirms that the personal details of our Individual Promoters viz., Permanent Account Number, Passport Number and Bank Account Number will be submitted to the Stock Exchange at the time of filing this Draft Prospectus with them.

### ***Relationship of Promoters with our Directors***

Except as mentioned below, none of the other Directors are related to each other and have any family relationships as per section 2(77) of the Companies Act, 2013:

Mr. Mukesh Kumar Gupta and Mr. Alok Mukesh Gupta is being Father and son to each other, respectively. Mrs. Padma Gupta is being the spouse to Mr. Mukesh Kumar Gupta and Mother to Mr. Alok Mukesh Gupta.

### ***Change in the Management and control of our Company***

There has been no change in the Promoter, management, or control of our Company in the three years immediately preceding the date of this Draft Prospectus.

### ***Details of Companies / Firms from which our Promoters have disassociated***

Our Promoters have not disassociated themselves from any firms or companies in the last three (3) years preceding this Draft Prospectus

### **Interest of Promoters**

#### ***Interest in promotion of Our Company***

Our Promoters hold 1,33,57,400 Equity Shares aggregating to 99.20 % of pre-issue Equity Share Capital in our Company. Our Promoters is interested to the extent that he has promoted our Company and to the extent of his directorship and shareholding in our Company & dividend payable thereon, if any and the shareholding of their relatives in our Company and the dividend declared and due, if any, and employment related benefits paid by our Company. For details regarding shareholding of our Promoter in our Company, please refer to the chapters titled "**Capital Structure**" and "**Our Management**" on page no. 52 and 117, respectively of this Draft Prospectus.

Our Promoters may be interested to the extent of unsecured loans granted to our Company, if any. Further, our Promoters may also be interested to the extent of loans, if any, taken by them or their relatives or taken by the companies/ firms in which they are interested as Directors/Members/Partners. Further, they may be deemed to be

interested to the extent of transactions carried on / payment made by our Company to the proprietorship firm / partnership firm / companies in which they may act as a Proprietor/ Partner / Promoter and/or Directors. For further details, please refer to '*Annexure 42: Statement of Related Parties' Transactions*' in the chapter titled '*Restated Financial Statement*' beginning on page no. 140 of this Draft Prospectus.

Our Promoters are also interested in our Company to the extent of being Managing Director and Executive Directors of our Company and the remuneration and reimbursement of expenses payable to him in such capacities in accordance with the provisions of the Companies Act and in terms of the agreements entered into with our Company, if any and AOA of our Company. For further details in this regard, please refer chapter titled "*Our Management*" on page no. 117 of this Draft Prospectus

Our Promoters are also Promoter, Director and Shareholder of our Promoter Group Entities/ Companies and may be deemed to be interested to the extent of the payments made by our Company, if any, to these Promoter Group Companies and to the extent of their shareholding in our Group Companies with which our company transacts during the course of its operations. For further details please see "*Our Group Companies*" beginning on page no. 137 of this Draft Prospectus.

### **Experience of our Promoter in the business of our Company**

For details in relation to experience of our Promoters in the business of our Company, see Chapter "*Our Promoter*" and "*Our Management*" beginning on page no. 131 and 117 of this Draft Prospectus.

### ***Interest in the property of Our Company***

Except as disclosed in the chapters titled "*Our Business*" beginning on page no. 91 and '*Annexure 42: Statement of Related Parties' Transactions*' in the chapter titled '*Restated Financial Statement*' beginning on page no. 140 of this Draft Prospectus, our Promoter does not have any interest in any property acquired three (3) years prior to the date of this Draft Prospectus.

Except as disclosed in the chapters titled "*Our Business*" beginning on page no. 91 and '*Annexure 42: Statement of Related Parties' Transactions*' in the chapter titled '*Restated Financial Statement*' beginning on page no. 140 of this Draft Prospectus, our Promoters is currently not interested in various transactions with our Company involving acquisition of land, construction of building or supply of any machinery.

Our Promoters may be interested in transactions of our Promoter Group Companies/ Entities to the extent of their being the Promoter/ Directors/ Shareholders wherein the Promoter Group Companies/ Entities are involved in acquisition of land, construction of building or supply of any machinery. For further details please see "*Our Group Companies*" beginning on page no. 137 of this Draft Prospectus.

### ***Interest in transactions involving acquisition of land***

As on the date of this Draft Prospectus, except as disclosed in '*Annexure 42: Statement of Related Parties' Transactions*' in the chapter titled '*Restated Financial Statement*' beginning on page no. 140 of this Draft Prospectus, our Promoters do not have any interest in any property or in any transaction involving acquisition of land, construction of building or supply of any machinery by our Company.

### ***Interest as a creditor of Our Company***

Except as stated in the '*Annexure 42: Statement of Related Parties' Transactions*' in the chapter titled '*Restated Financial Statement*' beginning on page no. 140 of this Draft Prospectus, our Company has not availed any loans from the Promoters of our Company as on the date of this Draft Prospectus.

### ***Interest as Director of our Company***

Our Promoters, Mr. Mukesh Kumar Gupta is the Managing Director, Mr. Alok Mukesh Gupta is Executive Director in our Company as on the date of filing the Draft Prospectus. For details regarding their directorship and change in the board for the last three years in our Company, please refer to the chapter titled "*Our Management*" on page 117 of this Draft Prospectus.

Except as stated in '*Annexure 42: Statement of Related Parties' Transactions*' in the chapter titled '*Restated Financial Statement*' beginning on page no. 140 of this Draft Prospectus and shareholding of our Promoters in our Company in the chapter titled "*Capital Structure*" beginning on page no. 52 of this Draft Prospectus, our Promoters does not have any other interest in our company.

#### ***Interest as members of our Company***

Our Promoters are interested to the extent of their shareholding, the dividend declared in relation to such shareholding, if any, by our Company. For further details in this regard, please refer chapter titled "*Capital Structure*" beginning on page no. 52 of this Draft Prospectus.

Our Company has neither made any payments in cash or otherwise to our Promoters or to firms or companies in which our Promoters is interested as Members, Directors or Promoter nor have our Promoter been offered any inducements to become Directors or otherwise to become interested in any firm or company, in connection with the promotion or formation of our Company otherwise than as stated '*Annexure 42: Statement of Related Parties' Transactions*' on page no. 174 of the chapter titled '*Financial Statements*' beginning on page no. 140 of this Draft Prospectus and "*Our Group Companies*" beginning on page no. 137 of this Draft Prospectus.

#### ***Other Ventures of our Promoter of Our Company***

Except as disclosed in the chapter titled '*Our Promoter and Our Group Companies*' beginning on page no. 131 and 137 of this Draft Prospectus respectively, there are no other ventures of our Promoters in which they have any other business interests and/ or other interests.

#### ***Payment or Benefit to Promoters of Our Company***

Save and except as stated otherwise in '*Annexure 42: Statement of Related Parties' Transactions*' in the chapter titled '*Restated Financial Statement*' beginning on page no. 140 of this Draft Prospectus, no payment has been made or benefit given or is intended to be given to our Promoters in the three (3) years preceding the date of this Draft Prospectus.

#### ***Related Party Transactions***

For details of related party transactions entered into by our Promoters, members of our Promoter Group and our Company, please refer to '*Annexure 42: Statement of Related Parties' Transactions*' on page no. 174 of the chapter titled '*Financial Statement*' beginning on page no. 140 of this Draft Prospectus.

#### ***Guarantees***

As on date of this Draft Prospectus, there are no material guarantees given by the Promoters to third parties with respect to specified securities of the Company as on the date of this Draft Prospectus.

#### ***Litigation details pertaining to our Promoters***

For details of legal and regulatory proceedings involving our Promoters, please refer chapter titled "*Outstanding Litigation and Material Developments*" beginning on page 192 of this Draft Prospectus.

### **OUR PROMOTER GROUP**

In addition to the Promoters named above, the following natural persons are part of our Promoter Group:

#### **1) Natural Persons who are part of the Promoter Group**

As per Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018, the natural persons who are part of the Promoter Group (due to their relationship with the Promoter), other than the Promoters, are as follows:

<b>Relationship with Promoters</b>	<b>Mr. Mukesh Kumar Gupta</b>	<b>Mr. Alok Mukesh Gupta</b>	<b>Mrs. Padma Mukesh Gupta</b>
Father	Deceased	Mr. Mukesh Kumar Gupta	Deceased
Mother	Mrs. Shakuntla Ishwar Gupta	Mrs. Padma Mukesh Gupta	Deceased
Spouse	Mrs. Padma Mukesh Gupta	Mrs. Shilpa Alok Gupta	Mr. Mukesh Kumar Gupta
Brother	Mr. Rakesh Kumar Gupta Mr. Dinesh Gupta	Mr. Abhishek Mukesh Gupta	Mr. Inder Aggarwal
Sister	Mrs. Suman Lata	Miss Prerna Mukesh Gupta	-
Son	Mr. Alok Mukesh Gupta Mr. Abhishek Mukesh Gupta	-	Mr. Alok Mukesh Gupta Mr. Abhishek Mukesh Gupta
Daughter	Miss Prerna Mukesh Gupta	Miss Ashvi Alok Gupta Miss Aruhi Alok Gupta	Miss Prerna Mukesh Gupta
Spouse`s Father	Deceased	Mr. Ghanshyam Das Goel	-
Spouse`s Mother	Deceased	Mrs. Shikha Ghanshyam Goel	Mrs. Shakuntla Ishwar Gupta
Spouse`s Brother(s)	Mr. Inder Aggarwal	Mr. Ashish Goel Mr. Rohit Goel	Mr. Rakesh Kumar Gupta Mr. Dinesh Gupta
Spouse`s Sister(s)	-	-	Mrs. Suman Lata

**2) As per Regulation 2(1) (pp) (iv) of the SEBI (ICDR) Regulations, 2018, Companies/ Corporate Entities, Firms, Proprietorships and HUFs which form part of our Promoter Group are as follows:**

**3) As per the extent of information available in relation to our Promoter group, there are no other companies, firms, proprietorships and HUF's forming part of our Promoter Group as on date of this Draft Prospectus except mentioned below:**

<b>Sr. No.</b>	<b>Name of the Promoter Group Entities/ Company</b>
1.	Bundella Fincap Limited
2.	GA Exim Private Limited
3.	Nirvana Communications Private Limited
4.	Clean India Ventures Private Limited
5.	ARDM Labs Private Limited
6.	Concept Highcon Private Limited
7.	Swachhagrahi Foundation
8.	Alok Gupta HUF
9.	Mukesh Gupta & Sons HUF

**Our Promoters, members of our Promoter Group, Promoter Group Entities/ Companies confirm that:**

- They 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 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;
- They have not been declared as a fugitive economic offender under Section 12 of Fugitive Economic Offenders Act, 2018;
- They have a negative net worth as of the date of the respective last audited financial statements.

## OUR SUBSIDIARIES

As on the date of this Draft Prospectus, our Company has one subsidiary:

### **Spike Advertising Private Limited (SAPL)**

#### *Corporate Information*

SAPL was incorporated as a private limited company under the Companies Act, 1956, pursuant to certificate of incorporation dated April 15, 2011 issued by the RoC, Delhi and Haryana. Its CIN is U74140DL2011PTC217542 and its registered office is situated at 4/24A, AB House, First Floor, Asaf Ali Road, Darya Ganj, New Delhi 110002 India.

#### *Nature of Business*

- (1) To undertake and transact all kinds of agencies business usually carried on by Advertising agencies and to contract for the space or other means of advertising.
- (2) To carry on the business of advertisements in all its forms and format including outdoor advertising, indoor advertising, advertisements in Newspapers, magazines, and other print media, advertisement in Televisions, Radio and other means of electronic and sound communication and mass communication.
- (3) To provide the whole range of consultancy services in the field, give Sound and unbiased advice and service to Advertisers, to make study of the advertisers business, their markets and products and to form sound opinion and judgments, to give constructive advices and to render adequate quantity and quality of advertising service.
- (4) To promote the interest of the adverting business, to make genuine efforts and strive to raise the standards of Advertising and of the advertising business, promote and demonstrate desire to adhere to sound and ethical business practices in the field of advertisement.
- (5) To write, design or illustrate advertisements or other appropriate forms of the messages and to carry on the business of designers, draftsman, advertising agents, engravers, Photographers, die makers, printers or any other business connected therewith in connection with the business of advertisement.
- (6) To carry on the business of broadcasting, telecasting, transmitting, distributing or running any video, audio, voice or other programs over television, radio, internet or any other media and to perform the processes connected therewith by whatever name called.
- (7) To accept, receive, take, obtain or otherwise acquire at the market price, the ownership of various products including properties, buildings etc. of the customers and clients of the Company in consideration of the value of services provided to them by the Company and to sell, lease, let out or otherwise dispose of the same as may be beneficial in the interest of the Company.

#### *Capital Structure*

The capital structure of SAPL as on the date of this Draft Prospectus is as follows:

<b>Particulars</b>	<b>No. of Equity Shares of ₹ 10 each</b>
Authorised Share Capital	10,000
Issued, Subscribed and Paid-up share Capital	5,000

#### *Shareholding Pattern*

The shareholding pattern of SAPL as on the date of this Draft Prospectus is as follows:

<b>Name of the Shareholder</b>	<b>Number of equity shares (of ₹10 each) held</b>	<b>Percentage of total capital (%)</b>
Our Company	500	100

## **OUR GROUP COMPANIES/ ENTITIES**

As per the SEBI ICDR Regulations, 2018, for the purpose of identification of Group Companies, our Company has considered those companies as our Group Companies which is covered under the applicable accounting standard (AS-18) issued by the Institute of Chartered Accountants of India such other companies as considered material by our Board.

Under the SEBI ICDR Regulations, the definition of 'group companies' includes such companies (other than the promoters and subsidiaries) with which the Company related party transactions during the period for which financial information is disclosed, as covered under applicable accounting standards, and such other companies as are considered material by the Board. Pursuant to a Board resolution dated August 01, 2023 our Board formulated a policy with respect to companies which it considered material to be identified as group companies. Our Board has approved that: i) all companies with which the Company has entered into related party transactions as set out in the Restated Financial Statements; or such other companies as considered material by the Board are identified as Group Companies.

Accordingly, as on the date of this Draft Prospectus, our Company has no Group Companies.



## **RELATED PARTY TRANSACTIONS**

For details on Related Party Transactions of our Company, please refer to '*Annexure 42: Statement of Related Parties' Transactions*' on page no. 174 of the chapter titled 'Restated Financial Statements' beginning on page no. 140 of this Draft Prospectus.

## **DIVIDEND POLICY**

Under the Companies Act, 2013, our Company can pay dividends upon a recommendation by our Board of Directors and approval by a majority of the shareholders at the General Meeting at their discretion and will depend on a number of factors, including the results of operations, earnings, capital requirements and surplus, general financial conditions, contractual restrictions, applicable Indian legal restrictions and other factors considered relevant. The shareholders of our Company have the right to decrease not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both.

The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends. However, Our Company does not have any formal dividend policy for the Equity Shares. The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and will depend on a number of factors, including the results of operations, earnings, capital requirements and surplus, general financial conditions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

Dividends are payable within 30 days of approval by the Equity Shareholders at the annual general meeting of our Company. When dividends are declared, all the Equity Shareholders whose names appear in the register of members of our Company as on the “record date” are entitled to be paid the dividend declared by our Company. Any Equity Shareholder who ceases to be an Equity Shareholder prior to the record date, or who becomes an Equity Shareholder after the record date, will not be entitled to the dividend declared by our Company.

Our Company has not declared and/or paid any dividend on equity shares since its incorporation.

## SECTION IX - FINANCIAL STATEMENTS

### RESTATED FINANCIALS

#### **Independent Auditor's Report for the Restated Consolidated Financial Statements of Graphisads Limited (formerly known as Graphisads Private Limited)**

To,  
The Board of Directors  
Graphisads Limited  
AB House, 4/24A, Asaf Ali Road,  
New Delhi -110002

Dear Sirs,

1. We have examined the attached Restated Consolidated Financial Statement of **Graphisads Limited** (formerly known as "Graphisads Private Limited") (the "Company" or the "Issuer") comprising the Restated Consolidated Statement of Assets and liabilities as on March 31, 2023, as on March 31, 2022 and as on March 31, 2021, the Restated Consolidated Statements of Profit and Loss, the Restated Consolidated Cash Flow Statement for the year ended March 31, 2023, March 31, 2022 and March 31, 2021, the Summary Statement of Significant Accounting Policies and other explanatory information annexed to this report for the purpose of inclusion in the Prospectus and/or Prospectus prepared by the Company (collectively the "Restated Consolidated Summary Statements" or "Restated Consolidated Financial Statements"). These Restated Consolidated Summary Statements have been prepared by the Company and approved by the Board of Directors of the Company in connection with the Initial Public Offering (IPO) on Emerge platform of National Stock Exchange of India Limited (NSE Emerge).
2. These Restated Consolidated Summary Statements have been prepared in accordance with the requirements of:
  - (i) Section 26 of Part I of Chapter III of the 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, as amended ("ICDR Regulations") and related amendments / clarifications from time to time issued by the Securities and Exchange Board of India ("SEBI"); and
  - (iii) The Guidance Note on Reports in Company Prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").
3. The Restated Consolidated Summary Statements of the Company have been extracted by the management from the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March 2023, 31<sup>st</sup> March, 2022 and 31<sup>st</sup> March 2021, which has been approved by the Board of Directors.
4. The Company's Board of Directors is responsible for the preparation of the Restated Consolidated Financial Information for the purpose of inclusion in the Offer Document to be filed with Securities and Exchange Board of India, relevant stock exchanges and Registrar of Companies, Mumbai, in connection with the proposed IPO. The Restated Consolidated Financial Information have been prepared by the management of the Company on the basis of preparation stated in Annexure IV(A)(B 1 a) to the Restated Consolidated Financial Information. The Board of Directors of the Company's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The Board of Directors is also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.
5. In accordance with the requirements of Part I of Chapter III of Act including rules made therein, ICDR Regulations, Guidance Note and Engagement Letter, we report that:
  - (i) The "**Restated Consolidated Statement of Assets and Liabilities**" as set out in **Annexure 1** to this report, of the Company as at 31<sup>st</sup> March 2023, 31<sup>st</sup> March, 2022 and 31<sup>st</sup> March, 2021 are prepared by the Company and approved by the Board of Directors. These Consolidated Statement of Assets and Liabilities, as restated 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 4** to this report.
- (ii) The “**Restated Consolidated Statement of Profit and Loss**” as set out in **Annexure 2** to this report, of the Company for the year ended on 31<sup>st</sup> March 2023, 31<sup>st</sup> March, 2022 and 31<sup>st</sup> March, 2021 are prepared by the Company and approved by the Board of Directors. These Consolidated Statement of Profit and Loss, as restated 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 4** to this report.
- (iii) The “**Restated Consolidated Statement of Cash Flow**” as set out in **Annexure 3** to this report, of the Company for the period year ended on 31<sup>st</sup> March 2023, 31<sup>st</sup> March, 2022 and 31<sup>st</sup> March, 2021 are prepared by the Company and approved by the Board of Directors. These Consolidated Statement of Cash Flow, as restated 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 4** to this report.
6. Based on our examination and according to the information and explanations given to us and also as per the reliance placed on the audit report submitted by the other auditors for the respective years, we are of the opinion that the Restated Consolidated Financial Statements have been made after incorporating:
- Adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively, if any, in respective financial period/years ended March 31, 2023, March 31, 2022 and March 31, 2021 to reflect the same accounting treatment as per the changed accounting policy and grouping/classifications followed as at and for the year ended March 31, 2023;
  - Adjustments for prior period and other material amounts in the respective financial years/period to which they relate and there are no qualifications which require adjustments.
  - There are no extra-ordinary items that need to be disclosed separately in the accounts and qualifications requiring adjustments except as disclosed in the notes to accounts.
  - These Profits and Losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Policies and Notes to Accounts as set out in **Annexure 4** to this report.
  - The Company has obtained Actuarial Valuation Report with regards to Employee’s Gratuity as required by Accounting Standard 15 "Employee Benefit" issued by the Institute of Chartered Accountants of India. For details, please refer to Note No. C (3) and (4).
  - The Audit for the financial year ended March 31, 2021 was conducted by M/s. Kumar Piyush & Co, Chartered Accountants and accordingly reliance has been placed on the financial information examined by them for the said year. The financial report for financial year 2020-21 is solely based on the report submitted by them and no audit has been carried out by us.
  - The Restated Financial Statements does not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited financial statements mentioned in paragraph 6 above.
  - This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
  - We have no responsibility to update our report for events and circumstances occurring after the date of the report.
7. For the purpose of our examination, we have relied on:
- Auditors’ reports issued by us for the financial year 2021-22 dated 01.09.2022 and for the financial year 2020-21, Auditor’s Report issued by another auditor as on 27.11.2021, on the financial statements of the Company as referred above.
  - 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 financial year ended on 31<sup>st</sup> March 2023, 31<sup>st</sup> March, 2022 and 31<sup>st</sup> March, 2021 proposed to be included in the Draft Prospectus/Prospectus (“**Offer Document**”).

## **Annexure of Restated Financial Statements of the Company-**

1. Significant Accounting Policies and Notes to Accounts as restated in Annexure 4 to this report;
  2. Details of Share Capital as Restated as appearing in Annexure 5 to this report;
  3. Details of Reserves & Surplus as Restated as appearing in Annexure 6 to this report;
  4. Details of Long- Term Borrowings as Restated as appearing in Annexure 7 to this report;
  5. Details of Deferred Tax (Assets) / Liabilities as appearing in Annexure 8 to this report;
  6. Details of Long- Term Provision as Restated as appearing in Annexure 9 to this report;
  7. Details of Other Long- Term Liabilities as Restated as appearing in Annexure 10 to this report;
  8. Details of Short- Term Borrowings as Restated as appearing in Annexure 11 to this report;
  9. Details of Trade Payables as Restated as appearing in Annexure 12 to this report;
  10. Details of Other Current Liabilities as Restated as appearing in Annexure 13 to this report;
  11. Details of Short- Term Provision as Restated as appearing in Annexure 14 to this report;
  12. Details of Property, Plant and Equipment and Intangible Assets as Restated as appearing in Annexure 15 to this report;
  13. Details of Other Non- Current Investments as Restated as appearing in Annexure 16 to this report;
  14. Details of Other Non-current Assets as Restated as appearing in Annexure 17 to this report;
  15. Details of Long- Term Loans & Advances as Restated as appearing in Annexure 18 to this report;
  16. Details of Inventories as Restated as appearing in Annexure 19 to this report;
  17. Details of Trade Receivables as Restated enclosed as Annexure 20 to this report;
  18. Details of Short- Term Loans & Advances as Restated as appearing in Annexure 21 to this report;
  19. Details of Cash and Cash Equivalents as Restated enclosed as Annexure 22 to this report;
  20. Details of Revenue from Operations as Restated as appearing in Annexure 23 to this report;
  21. Details of Other Income as Restated as appearing in Annexure 24 to this report;
  22. Details of Purchases as Restated as appearing in Annexure 25 to this report;
  23. Details of Changes in Inventories of Stock-In-Trade as Restated as appearing in Annexure 26 to this report;
  24. Details of Employee Benefit Expenses as Restated as appearing in Annexure 27 to this report;
  25. Details of Finance Cost as Restated as appearing in Annexure 28 to this report;
  26. Details of Depreciation as Restated as appearing in Annexure 15 to this report;
  27. Details of Other expenses as Restated as appearing in Annexure 29 to this report;
  28. Details of Prior Period Expenses as Restated as appearing in Annexure 30 to this report;
  29. Details of Earning Per Share as Restated as appearing in Annexure 31 to this report;
  30. Details of Summary of Accounting Ratios as Restated as appearing in Annexure 32 to this report;
  31. Details of Contingent Liabilities & Commitments as appearing in Annexure 33 to this report;
  32. Details of Segment Report as appearing in Annexure 34 to this report;
  33. Details of Capital Management as appearing in Annexure 35 to this report;
  34. Detail of Events after Reporting Data as appearing in Annexure 36 to this report;
  35. Statement of Unhedged Foreign Currency Exposure as appearing in Annexure 37 to this report;
  36. Details of Transactions in Foreign Currency as appearing in Annexure 38 to this report;
  37. Note on COVID-19 as appearing in Annexure 39 to this report;
  38. Statement of Tax Shelters as Restated as appearing in Annexure 40 to this report.
  39. Statement of Ratio Analysis as Restated as appearing in Annexure 41 to this report;
  40. Details of Related Parties Transactions as Restated as appearing in Annexure 42 to this report;
  41. Capitalization Statement as Restated as appearing in Annexure 43 to this report;
8. Emphasis of Matter:
- Attention is invited to following notes of the standalone financial statements:
- (a) Annexure 6.1 regarding the other adjustments. This adjustment has been made on account of restatement of financial statements amounting to 184.51 Lakhs. This amount includes 104.29 Lakhs on account of restatement of depreciation on Property, Plant and Equipment and Intangible Assets. It also includes Gratuity of prior periods amounted to Rs. 80,21,651/- as certified by the Actuarial.
  - (b) Annexure 27, where restatement effect of Gratuity for the year 2022-23 amounting to Rs (1.79 Lakhs) has been taken. The restatement effect of earlier years has been adjusted through reserves and surplus.
  - (c) Annexure 29, an amount of Rs 88.31 Lakhs pertaining to Capital WIP has been written off during the financial year 2022-23. The project was started before Covid-19 but could not be continued for many business reasons.

- (d) Annexure 30, Prior Period Items. The necessary adjustments have been made in the Profit and Loss account.

Our opinion is not modified in respect of above matters.

**Opinion**

9. Based on our examination and according to the information and explanations given to us and also as per the reliance placed on the audit report submitted by the other auditors for the respective years, we report that the Restated Consolidated Financial Information:
- a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively, if any in the financial years/period ended March 31, 2023, March 31, 2022 and March 31, 2021 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the year ended March 31, 2023; and
  - b) does not contain any qualifications requiring adjustments.
  - c) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.
10. The Restated Financial Statements does not reflect the effects of events that occurred subsequent to the respective dates of the reports on the special purpose interim financial statements and audited financial statements mentioned in paragraph 6 above.
11. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
12. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
- c) In our opinion, the above consolidated financial information contained in Annexure 1 to 45 of this report read with the respective Significant Accounting Policies and Notes to Accounts as set out in Annexure 4 are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, ICDR Regulations, Engagement Letter and Guidance Note.

**Restrictions on Use**

- d) Our report is intended solely for use of the Board of Directors for inclusion in the Prospectus and/or Prospectus to be filed with Securities and Exchange Board of India, NSE and relevant Registrar of Companies in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

**For & on Behalf of**  
**BAS & Co. LLP**  
**Chartered Accountants**  
**FRN 323347E/E300008**

**(Ritika Agarwal)**  
**Membership No: 527731**  
**Date: 29-08-2023**  
**Place: New Delhi**  
**UDIN: 23527731BGUAZN1682**

**Annexure 1 RESTATED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES**

**(Rs. In Lakhs)**

Particulars		Anne xure	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
<b>A</b>	<b><u>EQUITY &amp; LIABILITIES</u></b>				
<b>1</b>	<b>Shareholder's Funds</b>				
	(a) Share Capital	5	1346.45	192.35	192.35
	(b) Reserves and Surplus	6	2939.86	3721.85	3168.60
<b>2</b>	Share Application Money pending allotment		0.00	0.00	0.00
<b>3</b>	<b>Non-Current Liabilities</b>				
	(a) Long-term borrowings	7	1590.46	2147.65	1292.46
	(b) Deferred Tax Liability (Net)	8	51.93	51.66	52.78
	(c) Long Term Provisions	9	78.42	0.00	0.00
	(d) Other Long- Term Liability	10	573.19	0.00	0.00
<b>4</b>	<b>Current Liabilities</b>				
	(a) Short-term Borrowings	11	1361.65	1252.07	2348.96
	(b) Trade Payables:	12			
	(i) total outstanding dues of micro enterprises and small enterprises; and		476.59	153.07	110.42
	(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		1491.37	1592.20	1608.84
	(c) Other Current Liabilities	13	873.27	799.95	618.79
	(d) Short-term provisions	14	253.88	215.47	14.84
	<b>TOTAL</b>		<b>11037.07</b>	<b>10126.28</b>	<b>9408.04</b>
<b>B</b>	<b><u>ASSETS</u></b>				
<b>1</b>	<b>Non - current Assets</b>				
	(a) Property, Plant & Equipment and Intangible Assets				
	(i) Property, Plant & Equipment	15	1480.41	1514.29	1582.51
	(ii) Intangible Assets		24.64	24.95	31.07
	(iii) Capital WIP		0.00	88.31	88.31
	(b) Other Non Current Investments	16	22.88	0.00	0.00
	(b) Other Non Current Assets	17	697.83	0.00	0.00
	(d) Long term Loans and advances	18	1097.32	1135.87	1323.53
<b>2</b>	<b>Current Assets</b>				
	(a) Inventories	19	280.79	64.72	615.04
	(b) Trade Receivables	20	3578.54	3733.91	4195.74

Particulars		Annexure	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
	(c) Short term Loans and Advances	21	3427.43	3064.13	1110.50
	(d) Cash and Cash Equivalents	22	427.23	500.09	461.34
	(e) Other Current Assets		0.00	0.00	0.00
	<b>TOTAL</b>		<b>11037.07</b>	<b>10126.28</b>	<b>9408.04</b>

## Annexure 2 RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(Rs. In Lakhs)

Particulars		Note No.	For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2021
<b>1</b>	<b>Revenue</b>				
	Revenue from Operations	23	9843.40	8917.07	4567.59
	Other Income	24	61.41	55.42	188.04
	<b>Total Revenue</b>		<b>9904.81</b>	<b>8972.49</b>	<b>4755.63</b>
<b>2</b>	<b>Expenses</b>				
	Cost of Advertisement	25	7250.09	5615.74	4023.29
	Changes in inventories of finished goods	26	-216.07	550.32	-315.40
	Employee Benefits Expenses	27	531.98	405.70	302.47
	Finance cost	28	241.43	191.80	211.87
	Depreciation & Amortisation Expenses	15	88.54	75.04	89.97
	Other Expenses	29	1164.26	1332.27	363.29
	<b>Total Expenses</b>		<b>9060.24</b>	<b>8170.88</b>	<b>4675.48</b>
<b>3</b>	<b>Profit before exceptional and extraordinary items and tax (1-2)</b>		844.58	801.61	80.15
	Exceptional items		0.00	0.00	0.00
	Prior Period	30	26.46	37.00	11.67
<b>4</b>	<b>Profit/ (Loss) before tax</b>		<b>818.12</b>	<b>764.61</b>	<b>68.48</b>
<b>5</b>	<b>Tax expenses</b>				
	Current Tax		253.88	208.87	14.84
	Deferred Tax		0.27	-1.12	-2.26
	Mat Credit Entitlement		0.00	0.19	-0.19
	Tax Adjusted for Earlier Years		7.35	-1.51	0.26
<b>6</b>	<b>Profit/ (Loss) after tax (4-5)</b>		<b>556.62</b>	<b>558.19</b>	<b>55.84</b>
	Net Profit/Loss for the Period/Year		<b>556.62</b>	<b>558.19</b>	<b>55.84</b>



Particulars	Note No.	For the year ended 31st March, 2023	For the year ended 31st	For the year ended 31st
<b>Earnings Per Equity Share</b>	31			
(Face value of Rs. 10 per share)				
Basic Earnings per Share (In Rupees)*		4.13	4.15	29.03
Diluted Earnings per Share (In Rupees)*		4.13	4.15	29.03

\*Previous Year i.e. FY2021-22 EPS has been restated as per AS-20 but the effect has not been shown in FY 2020-21

### Annexure 3 RESTATED CONSOLIDATED CASH FLOW STATEMENT

(Rs. In Lakhs)

PARTICULARS	For the Year/Period ended		
	31st March, 2023	31st March, 2022	31st March, 2021
<b>A. Cash Flow from Operating Activities</b>			
Restated Profit Before Taxation	818.12	764.61	68.48
<b>Adjustment for:</b>			
CWIP Written off	88.31		0.00
Interest Income	-28.76	-43.67	-41.59
(Profit)/Loss on sale of Fixed Assets	7.97	4.76	0.00
Interest paid	241.43	191.80	211.87
License Fee Amortized	88.45	51.69	34.01
Depreciation	88.54	75.04	89.97
<b>Operating Profit before working capital changes</b>	<b>1304.05</b>	<b>1044.23</b>	<b>362.73</b>
Increase/ (Decrease) in Working Capital Loan	-352.01	-23.03	54.75
Increase/ (Decrease) in Trade Payables	222.69	26.02	-446.28
Increase/ (Decrease) in Other Current Liability	73.32	181.16	306.14
(Increase)/ Decrease in Inventory	-216.07	550.32	-615.04
(Increase)/ Decrease in Trade Receivables	155.37	461.82	-4195.74
(Increase)/ Decrease in Short Term Loans & Advances	-363.30	-1953.63	276.61
Cash Generated from Operating Activities	<b>824.06</b>	<b>286.89</b>	<b>-4256.82</b>
Income Tax Paid	-227.35	-0.19	-47.62
<b>Net cash From Operating Activities</b>	<b>596.71</b>	<b>286.70</b>	<b>-4304.44</b>
<b>B. Cash Flow from Investing Activities</b>			
Purchase of Fixed Assets	-88.29	-59.48	-15.39
Acquisition of Licence Fee/Commercial Rights	-740.75	0.00	0.00
Sale of Fixed Assets	2.97	42.35	0.00
Long term Loans and advances	-85.53	135.98	0.00

PARTICULARS	For the Year/Period ended			
	31st 2023	March, 31st 2022	March, 31st 2021	
Other Non- Current Investments	-22.88	0.00	-104.50	
Interest Income	28.76	43.67	41.59	
<b>Net cash used in Investing Activities</b>	<b>-905.72</b>	<b>162.52</b>	<b>-78.30</b>	
<b>C. Cash Flow from Financing Activities</b>				
Repayment of Vehicle Loan	-1.71	-22.70	-46.96	
Repayment of Housing Loan	-125.17	-67.76	-43.50	
Changes in Short Term Borrowings	461.59	-1073.86	323.24	
Long Term Borrowing-Unsecured	-430.32	945.66	-130.72	
Changes in Other Long-Term Liabilities	573.19	0.00	-0.35	
Interest Paid	-241.43	-191.80	-211.87	
<b>Net cash used in Financing Activities</b>	<b>236.15</b>	<b>-410.46</b>	<b>-110.16</b>	
D. Net Increased in Cash & cash equivalent (A+B+C)	-72.86	38.75	-4492.90	
E. Cash & cash equivalent at beginning of period	500.09	461.34	297.64	
<b>F. Cash &amp; cash equivalent at the end of period (D+E)</b>	<b>427.23</b>	<b>500.09</b>	<b>-4195.26</b>	

#### ANNEXURE 4 Significant Accounting Policies

**Notes forming part of the Balance Sheet and Statement of Profit & Loss of Graphisads Limited (formerly known as Graphisads Private Limited) for the year ended on 31<sup>st</sup> March 2023:**

##### a) Basis of Preparation

These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) including the Accounting Standards notified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on accrual basis.

##### b) Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

##### c) Revenue Recognition: -

Income and Expenses considered receivable and payable respectively are accounted for on accrual basis.

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

- i. Revenue from sale of goods is recognized on transfer of risks and ownership to the buyer subject to reasonable certainty of its collection.
- ii. Revenue from sale of services is recognized as and when services are completed.
- iii. Income from advertisement is recognised to the extent, the advertisement is displayed as advertising outdoor

media. Sales are recognized at the point of services provided to the customers and are net of taxes. Income is recognised on the basis of completion of service basis.

- iv. Interest income is recognized on a time proportionate basis except in case of interest on refund of any tax, duty or cess which is recognized on receipt basis.
- v. Dividend income is recognized on receipt basis.
- vi. Unbilled Revenue: Revenue is recognized in the books of accounts as per accrual concept. Unbilled Revenue is recognized for the services which are completed as on date but not billed, as a result of which revenue is increased in PL statement & Unbilled Revenue Asset in balance sheet. However, in GST, levy of tax and filing of return arises when the conditions of time of supply are satisfied. Upon completion of services the management shall be issued the bill within 30 days of completion of services as stipulated in the GST Act, 2017.
- vii. Any other items of income are recognized as and when right to receive arises.

#### **d) Property, plant and equipment**

All other items of property, plant and equipment are stated at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Company has adopted cost model for all class of items of Property Plant and Equipment.

#### **CAPITAL WORK IN PROGRESS**

Expenditure incurred on assets under construction is carried at cost under Capital Work in Progress. Such costs comprises purchase price of asset including import duties and non-refundable taxes after deducting trade discounts and rebates and costs that are directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Cost directly attributable to projects under construction includes cost of employee benefits, expenditure in relation to survey and investigation activities of the projects, cost of site preparation, initial delivery and handling charges, installation and assembly costs, professional fees, expenditure on maintenance and up-gradation etc. of common public facilities, depreciation on assets used in construction of project, interest during construction and other costs, if attributable to construction of projects. Such costs are accumulated under "Capital works in progress" and subsequently allocated on systematic basis over major assets, other than land and infrastructure facilities, on commissioning of projects.

#### **IMPAIRMENT**

The Company assesses at each reporting date as to whether there is any indication that any property, plant and equipment and intangible assets or group of assets, called cash generating units (CGU) may be impaired. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

#### **e) Depreciation**

Depreciation/Amortisation on Property Plant and Equipment & Intangible Assets is provided to the extent of depreciable amount on the Written down Value (WDV) Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

Depreciation on assets acquired/sold during the year is recognised on a pro-rata basis to the statement of profit and loss till the date of acquisition/sale.

The carrying amount of assets is reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets, net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life. Following is the schedule of life of assets:

<b>Asset Class</b>	<b>Useful Life(in years)</b>
Land & Building	60
Furniture and Fittings	3
Office Equipment	5
Motor Vehicles	8
Computers	3
Computer Software	10

#### **f) Foreign currency Transactions**

Transactions arising in foreign currencies during the year are converted at the rates closely approximating the rates ruling on the transaction dates. Liabilities and receivables in foreign currency are restated at the year-end exchange rates. All exchange rate differences arising from conversion in terms of the above are included in the statement of profit and loss.

#### **g) Intangible assets**

Intangible assets are recognised if:

- (i) It is probable that the future economic benefits that are attributable to the assets will flow to the company, and
- (ii) The cost of the assets can be measured reliably.

#### **h) Investments**

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as non-current investments. Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminutions in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

#### **i) Inventories**

The management has certified that the inventories appearing in the books is mainly on account of residual inventory in events/exhibitions and has valued the same at cost.

#### **j) Borrowing cost**

Borrowing costs that are attributable to the acquisition or construction of the qualifying assets are capitalized as part of the cost of such assets. A qualifying assets is one that necessarily takes a substantial period of time to get ready for its intended uses or sale. All other borrowing costs are charged to revenue in the year of incurrence.

#### **k) Retirement Benefits**

The Company has made appropriate provisions for retirement benefits i.e. gratuity.

#### **l) Employee Benefit Cost**

Employee benefits are recognized as an expense in the profit and loss account of the year. Previous year effects have been adjusted through reserves and surplus.

#### **m) Taxes on Income**

Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income Tax Act, 1961. The deferred tax for timing differences between the book and tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted by the balance sheet date. Deferred tax assets arising from timing differences are recognized to the extent there is virtual certainty with convincing evidence that these would be realized in future. At each Balance Sheet date, the carrying amount of deferred tax is reviewed to reassess realization.

#### **n) Provisions, Contingent Liabilities and Contingent Assets (AS-29)**

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of the obligation can be made.

Contingent Liabilities is disclosed in Notes to the account for:-

- i) Possible obligations which will be confirmed only by future events not wholly within the control of the company or
- ii) Present Obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.
- iii) Contingent assets are not recognized in the financial statement since this may result in the recognition of the income that may never be realized.

#### **o) Earnings per share**

##### **i. Basic earnings per share**

Basic earnings per share is calculated by dividing:

- The profit attributable to owners of the Company.
- By the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

##### **ii. Diluted earnings per share**

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account.

- The after-income tax effect of interest and other financing costs associated with dilutive potential equity shares and
- The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

## p) Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of the qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended uses or sale. All other borrowing costs are charged to revenue in the year of incurrence.

## Notes forming part of the restated consolidated financial statements

### ANNEXURE 5- Share capital

(Amount in Lakhs, Unless Otherwise Stated)

Particulars	As at 31st March, 2023		AS at 31st March, 2022		AS at 31st March, 2021	
	Number of shares	Amounts	Number of shares	Amounts	Number of shares	Amounts
<b>(a) Authorised</b>						
2,00,00,000 Equity Shares of Rs.10/- each (Previous year 2,00,000 Equity Shares of Rs.100/- each)	20000000	2000.00	200000	200.00	200000	200.00
	<b>20000000</b>	<b>2000.00</b>	<b>200000</b>	<b>200.00</b>	<b>200000</b>	<b>200.00</b>
<b>(b) Issued , Subscribed and fully paid up</b>						
1,34,64,500 Equity Shares of Rs.10/- each fully paid up) (Previous Year 1,92,350 Equity Shares of Rs.100/- each fully paid up)	13464500	1346.45	192350	192.35	192350	192.35
	<b>13464500</b>	<b>1346.45</b>	<b>192350</b>	<b>192.35</b>	<b>192350</b>	<b>192.35</b>
<b>(c)Subscribed and fully paid up</b>						
1,34,64,500 Equity Shares of Rs.10/- each fully paid up) (Previous Year 1,92,350 Equity Shares of Rs.100/- each fully paid up)	13464500	1346.45	192350	192.35	192350	192.35
	<b>13464500</b>	<b>1346.45</b>	<b>192350</b>	<b>192.35</b>	<b>192350</b>	<b>192.35</b>

### Notes:

#### 5.1 Right, Preferences and Restrictions attached to Shares - Equity Shares

- The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share.
- The Company declares and pays dividend in Indian rupees.

#### 5.2 Sub-Division and Split of Equity shares of the Company

- The Company in its Extraordinary General Meeting held on 15th December 2022 at the registered office of the company vide passing of an ordinary resolution sub-divided and split the nominal value of equity shares (Rs 100) into the nominal value of equity shares of Rs 10/- each. As a result, the nominal value of Authorised Share Capital of Rs 2,00,00,000 (Rupees Two Crores only) divided into 2,00,000 (Two Lakh only) equity and sub-divided into Authorised Capital of Rs 2,00,00,000/- (Rupees Two Crores only) divided into 20,00,000 (Twenty Lakh only) equity shares of Rs. 10/- each.

#### 5.3 Increase in Authorised Share Capital

- During the year, the Authorised share capital of the company has been increased from the existing Authorised Share Capital of Rs 2 Crores (divided into 2000000 shares of Rs 10/-each) to Rs 20 crores ( 20000000 shares of Rs 10/- each).

#### 5.4 Issue of Bonus Shares

- Out of the above, 11541000 equity shares were allotted as Bonus shares in Financial Year 2022-2023 by capitalisation of reserves, without payment being received in cash.
- Further, 11541000 Equity shares were issued and allotted as Bonus Equity Shares out of Company's distributable profits on 29-03-2023 to each and every eligible members of the Company whose name appear in the Register of Members of the Company as at 29-03-2023 in proportion of 6 New Equity shares of Rs 10 each for every share held.

#### 5.5 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reported period:

(Amount in Lakhs, Unless Otherwise Stated)

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
	Number of Shares	Number of Shares	Number of Shares
<b>Shares outstanding at the beginning of the year</b>	192350	192350	192350
<i>Add: Shares Split and sub division</i>	1731150	0	0
<i>Add: Bonus shares issued during the year</i>	<b>11541000</b>	<b>0</b>	<b>0</b>
<i>Less: Shares bought back during the year</i>	0	0	0
<b>Shares outstanding at the end of the year (Equity)</b>	13464500	192350	192350

#### 5.6 Details of Shareholding more than 5% of the aggregate shares of the company

(Amount in Lakhs, Unless Otherwise Stated)

Class of shares/ Name of shareholders	As at 31st March 2023		As at 31st March 2022		As at 31st March 2021	
	No. of share held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mr. Mukesh Gupta	7938000	58.96%	113400	58.96%	113400	58.96%
Mr. Alok Gupta	2713900	20.16%	38800	20.17%	38800	20.17%
Mrs. Padma Gupta	2705500	20.09%	38650	20.09%	38650	20.09%

#### 5.7 Promoter Share Holding

(Amount in Lakhs, Unless Otherwise Stated)

Promoter Name	31st March,2023			31st March,2022			31st March,2021		
	No. of Shares held	Percent age of shares held	Changes during the year	No. of Shares held	Percent age of shares held	Change s during the year	No. of Shares held	Percent age of shares held	Change s during the year
Mr. Mukesh Gupta	7938000	58.96%	0.00%	113400	58.96%	0.00%	113,400	58.96%	0.00%
Mr. Alok Gupta	2713900	20.17%	0.00%	38800	20.17%	0.00%	38,800	20.17%	0.00%
Mrs. Padma Gupta	2705500	20.09%	0.00%	38650	20.09%	0.00%	38,650	20.09%	0.00%
	<b>13,357,400</b>	<b>79.13%</b>		<b>190,850</b>	<b>99.22%</b>		<b>190,850</b>	<b>99.22%</b>	

## 5.8 Subsidiaries included in the Consolidated Financial Statements

Graphisads Limited holds 100% shareholding in M/s Spike Advertising Private Limited. The subsidiary is involved in the same business as of the holding company.

## ANNEXURE 6- Reserves and surplus

(Amount in Lakhs, Unless Otherwise Stated)

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
(a) Securities Premium			
Opening balance	532.90	532.90	532.90
Add: Addition during the year	0.00	0.00	0.00
Closing balance	<b>532.90</b>	<b>532.90</b>	<b>532.90</b>
(b) General Reserve			
Opening balance	105.52	105.52	105.52
Add: Addition during the year	0.00	0.00	0.00
Closing balance	<b>105.52</b>	<b>105.52</b>	<b>105.52</b>
(c) Surplus / (Deficit) in Statement of Profit and Loss			
Opening balance	3083.43	2530.19	2461.70
Profit / (Loss) for the year	556.62	558.19	55.84
Issued of Bonus Shares	-1154.10	0.00	0.00
<b>Other Adjustments [Refer Note: 6.1]</b>	-184.51	-4.94	12.65
Closing balance	<b>2301.44</b>	<b>3083.43</b>	<b>2530.19</b>
<b>Total</b>	<b>2939.86</b>	<b>3721.85</b>	<b>3168.60</b>

## 6.1 Other Adjustment

Other Adjustment of FY 2022-23 includes 'Restatement of Depreciation & Amortization' of Rs. 1,04,29,560.49/- which includes Rs 32,68,697.74/- on account of restatement of earlier year Property Plant and Equipment and Rs. 71,60,862.75 on account restatement of Intangible Assets. The corresponding amount has been recognised under note no 11 "Property, Plant and Equipment and Intangible Assets" of the financial statement. It also includes Gratuity of prior periods amounted to Rs. 80,21,651/- as certified by the Actuarial. The entire amount has been routed through Reserve & Surplus.

## ANNEXURE 7- Long Term borrowings

(Amount in Lakhs, Unless Otherwise Stated)

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
<b>Secured Loans</b>			
a) Vehicle Loans			
-HDFC Bank	0.00	7.98	30.68
-Toyota Financial Services	6.27	0.00	0.00
b) Housing Loans*			
-ICICI Bank	134.00	134.00	134.00
-Deutsche Bank	919.85	1045.02	1112.78
<b>Unsecured Loans</b>			
<b>a. From Corporate</b>	184.77	471.00	0.00
<b>b. From Directors</b>	330.94	489.66	0.00
<b>c. From Relatives</b>	14.63	0.00	15.00
<b>Total</b>	<b>1590.46</b>	<b>2147.65</b>	<b>1292.46</b>



<b>Nature of Security:</b> a) Vehicle loans from banks are secured against hypothecation of vehicles. b) ICICI Housing Loan is secured against Landmark Avenue, Gurgaon Property Deutsche Bank is secured against Panchsheel Property  <b>Terms of Repayment:</b>  a) Vehicle Loan is repayable in 25 instalments (Toyota) b) ICICI Housing Loan is repayable in 180 months ending on Dec 2031 b) Deutsche Housing Loan is repayable in 180 months ending on Dec-2032
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#### ANNEXURE 8- Deferred Tax Liability

(Amount in Lakhs, Unless Otherwise Stated)

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
Deferred Tax Liability	51.93	51.66	52.78
<b>Total</b>	<b>51.93</b>	<b>51.66</b>	<b>52.78</b>

#### ANNEXURE 9- Long Term Provisions

(Amount in Lakhs, Unless Otherwise Stated)

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
Provisions For Gratuity	78.42	0.00	0.00
<b>Total</b>	<b>78.42</b>	<b>0.00</b>	<b>0.00</b>

#### ANNEXURE 10- Other Long-Term Liability

(Amount in Lakhs, Unless Otherwise Stated)

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
Licence Fee Payable	573.19	0.00	0.00
<b>Total</b>	<b>573.19</b>	<b>0.00</b>	<b>0.00</b>

#### ANNEXURE 11- Short Term borrowings

(Amount in Lakhs, Unless Otherwise Stated)

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
<b>(A)Secured</b>			
<b>a) Loans repayable on demand</b>			
Working Capital Loans**			
(i)From Banks			
Standard Chartered Bank C/A No. 52505112465	0.00	90.47	137.71
Over Draft**	584.35	606.49	593.43
GECL Loan-Deutsche Bank	134.25	219.98	267.00
GECL Loan-SCB	0.00	80.40	95.50
Standard Chartered Bank WCTL A/c no. 00167463585	0.00	73.27	0.00
Bill Discounting	0.00	0.00	0.00
<b>Current Maturity of Long-term borrowings:</b>			
Toyota financial services Limited	7.03	0.00	0.00
Deutsche Bank	61.85	0.00	0.00
<b>Nature of Security**</b>			
WCDL OD limit & GECL (Deutsche Bank) is secured against Panchsheel property	-	-	-
<b>Terms of Repayment</b>			
a) GECL Deutsche Bank loan is repayable in 48 months ending on Aug-2024	-	-	-

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
<b>(B)Unsecured</b>			
<b>a. From Directors and their Relatives</b>	-	-	-
<b>From Directors</b>	0.00	0.00	0.00
<b>From Relatives</b>	80.50	181.46	81.41
<b>b. From Body Corporate</b>	493.67	0.00	1173.91
<b>Total</b>	<b>1361.65</b>	<b>1252.07</b>	<b>2348.96</b>

#### ANNEXURE 12-Trade Payables

(Amount in Lakhs, Unless Otherwise Stated)

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
Sundry Creditors	1967.96	1745.27	1719.25
<b>Total</b>	<b>1967.96</b>	<b>1745.27</b>	<b>1719.25</b>

#### Trade Payables Ageing-

#### Trade Payables Ageing FY 2022-23

(Amount in Lakhs, Unless Otherwise Stated)

Particulars	Outstanding amount for which are due for payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	
<b>Undisputed</b>					
MSME	476.55	0.04	0.00	0.00	476.59
Others	1335.90	88.99	13.52	42.25	1480.67
<b>Sub Total</b>	<b>1812.45</b>	<b>89.04</b>	<b>13.52</b>	<b>42.25</b>	<b>1957.26</b>
<b>Disputed</b>					
MSME	-	-	-	-	-
Others	3.43	0.37	2.25	4.65	10.71
<b>Sub Total</b>	<b>3.43</b>	<b>0.37</b>	<b>2.25</b>	<b>4.65</b>	<b>10.71</b>
<b>Grand Total</b>	<b>1815.88</b>	<b>89.41</b>	<b>15.77</b>	<b>46.90</b>	<b>1967.96</b>

#### Trade Payables Ageing FY 2021-22

(Amount in Lakhs, Unless Otherwise Stated)

Particulars	Outstanding amount for which are due for payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	
<b>Undisputed</b>					
MSME	153.07	0.00	0.00	0.00	153.07
Others	1266.42	66.47	230.94	21.30	1585.13
<b>Sub Total</b>	<b>1419.49</b>	<b>66.47</b>	<b>230.94</b>	<b>21.30</b>	<b>1738.20</b>
<b>Disputed</b>					
MSME	-	-	-	-	0.00
Others	1.63	3.59	0.00	1.85	7.07
<b>Sub Total</b>	<b>1.63</b>	<b>3.59</b>	<b>0.00</b>	<b>1.85</b>	<b>7.07</b>
					0.00
<b>Grand Total</b>	<b>1421.13</b>	<b>70.06</b>	<b>230.94</b>	<b>23.14</b>	<b>1745.27</b>

**Trade Payables Ageing FY 2020-21**

(Amount in Lakhs, Unless Otherwise Stated)

Particulars	Outstanding amount for which are due for payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	
<b>Undisputed</b>					
MSME	110.27	0.15	0.00	0.00	110.42
Others	1471.54	86.92	23.59	0.29	1582.35
<b>Sub Total</b>	<b>1581.80</b>	<b>87.08</b>	<b>23.59</b>	<b>0.29</b>	<b>1692.76</b>
<b>Disputed</b>					
MSME	-	-	-	-	0.00
Others	8.70	12.77	2.05	2.97	26.49
<b>Sub Total</b>	<b>8.70</b>	<b>12.77</b>	<b>2.05</b>	<b>2.97</b>	<b>26.49</b>
					0.00
<b>Grand Total</b>	<b>1590.50</b>	<b>99.85</b>	<b>25.64</b>	<b>3.26</b>	<b>1719.25</b>

**ANNEXURE 13-Other Current Liability**

(Amount in Lakhs, Unless Otherwise Stated)

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
Advances From Customers	98.70	129.54	475.16
Statutory Dues	0.31	0.39	0.00
ESI Payables	0.31	0.39	0.61
Duties & Taxes	69.56	326.07	35.89
Expenses Payable	187.97	245.72	42.16
EPF Payable	3.37	2.02	3.46
Current Account - Temporarily Overdrawn	236.83	0.00	0.00
Salaries Payable	42.05	39.84	31.08
Director Remuneration Payable	6.61	5.75	0.00
Licence Fee Payable- Northern Railway**	119.25	0.00	0.00
Deferred Income	0.00	0.00	0.00
Interest Payable to MSME Creditors##	9.60	0.00	0.00
Security Deposit Received	99.03	50.62	30.43
<b>Total</b>	<b>873.27</b>	<b>799.95</b>	<b>618.79</b>
<b>**Repayable within 12 months from the end of the Balance Sheet date</b>			

**ANNEXURE 14-Short-Term Provision**

(Amount in Lakhs, Unless Otherwise Stated)

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
Provision for Tax	253.88	215.47	14.84
<b>Total</b>	<b>253.88</b>	<b>215.47</b>	<b>14.84</b>

# **ANNEXURE 15- PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS**

## **A. PROPERTY, PLANT AND EQUIPMENT**

(Amount in Lakhs, Unless Otherwise Stated)

<b>PARTICULARS</b>	<b>Office equipment</b>	<b>Building</b>	<b>Furniture &amp; Fixtures</b>	<b>Plant &amp; Machinery</b>	<b>Vehicle</b>	<b>Land</b>	<b>Property under lien*</b>	<b>Capital Work-In-Progress</b>	<b>Total</b>
<b>Year ended March 31, 2023</b>									
<b>GROSS CARRYING AMOUNT</b>									
Opening gross carrying amount	206.93	1024.33	90.75	33.44	238.10	737.91	90.18	88.31	2509.96
Additions	67.56	0.00	0.09	0.00	20.17	0.00	0.00	0.00	87.82
Disposals/Adjustment	-97.23	0.00	-32.21	-4.82	-5.34	0.00	0.00	-88.31	-227.91
Restated Adjustment	-0.05	29.64	0.06	0.00	1.25	0.00	0.00	0.00	30.90
<b>Closing Gross Carrying Amount</b>	<b>177.21</b>	<b>1053.97</b>	<b>58.69</b>	<b>28.62</b>	<b>254.18</b>	<b>737.91</b>	<b>90.18</b>	<b>0.00</b>	<b>2400.77</b>
<b>ACCUMULATED DEPRECIATION</b>									
Opening accumulated depreciation	175.91	397.30	46.62	27.34	202.66	0.00	0.00	0.00	849.83
Depreciation charged during the year	24.27	31.35	11.02	2.18	13.09	0.00	0.00	0.00	81.91
Disposals/Adjustments	-92.39	0.00	-30.31	-6.57	-5.07	0.00	0.00	0.00	-134.35
Restated Adjustment	0.00	32.76	0.00	0.00	0.00	0.00	0.00	0.00	32.76
<b>Closing Accumulated Depreciation</b>	<b>107.79</b>	<b>461.41</b>	<b>27.33</b>	<b>22.95</b>	<b>210.68</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>830.15</b>
<b>Net Carrying Amount</b>	<b>69.42</b>	<b>592.56</b>	<b>31.36</b>	<b>5.67</b>	<b>43.51</b>	<b>737.91</b>	<b>90.18</b>	<b>0.00</b>	<b>1570.61</b>

<b>PARTICULARS</b>	<b>Office equipment</b>	<b>Building</b>	<b>Furniture &amp; Fixtures</b>	<b>Plant &amp; Machinery</b>	<b>Vehicle</b>	<b>Land</b>	<b>Property under lien*</b>	<b>Capital Work-In-Progress</b>	<b>Total</b>
<b>Year ended March 31, 2022</b>									
<b>GROSS CARRYING AMOUNT</b>									
Opening gross carrying amount	214.90	1024.33	56.38	14.49	237.45	737.91	132.82	88.31	2506.60
Additions	11.28	0.00	34.37	8.20	3.33	0.00	1.27	0.00	58.45
Disposals/Adjustment	-0.36	0.00	0.00	-2.84	0.00	0.00	-43.91	0.00	-47.11
<b>Closing Gross Carrying Amount</b>	<b>225.83</b>	<b>1024.33</b>	<b>90.75</b>	<b>19.84</b>	<b>240.78</b>	<b>737.91</b>	<b>90.18</b>	<b>88.31</b>	<b>2517.94</b>
<b>ACCUMULATED DEPRECIATION</b>									
Opening accumulated depreciation	186.40	333.47	42.59	11.94	187.51	0.00	0.00	0.00	761.91
Depreciation charged during the year	12.82	34.18	4.02	0.71	16.33	0.00	0.00	0.00	68.05
Disposals/Adjustments	0.07	0.00	0.00	-0.17	0.00	0.00	0.00	0.00	-0.10
<b>Closing Accumulated Depreciation</b>	<b>199.29</b>	<b>367.65</b>	<b>46.61</b>	<b>12.47</b>	<b>203.84</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>829.86</b>
<b>Net Carrying Amount</b>	<b>26.54</b>	<b>656.68</b>	<b>44.14</b>	<b>7.37</b>	<b>36.94</b>	<b>737.91</b>	<b>90.18</b>	<b>88.31</b>	<b>1688.08</b>
<b>Year ended March 31, 2021</b>									
<b>GROSS CARRYING AMOUNT</b>									
Opening gross carrying amount	208.43	1024.33	54.92	14.49	237.45	737.91	132.82	88.31	2498.67
Additions	6.47	0.00	1.46	0.00	0.00	0.00	0.00	0.00	7.94
Disposals/Adjustment	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>Closing Gross Carrying Amount</b>	<b>214.90</b>	<b>1024.33</b>	<b>56.38</b>	<b>14.49</b>	<b>237.45</b>	<b>737.91</b>	<b>132.82</b>	<b>88.31</b>	<b>2506.60</b>
<b>ACCUMULATED DEPRECIATION</b>									
Opening accumulated depreciation	170.36	298.04	38.64	11.55	164.52	0.00	0.00	0.00	683.12
Depreciation charged during the year	16.04	35.43	3.95	0.39	22.98	0.00	0.00	0.00	78.79

<b>PARTICULARS</b>	<b>Office equipment</b>	<b>Building</b>	<b>Furniture &amp; Fixtures</b>	<b>Plant &amp; Machinery</b>	<b>Vehicle</b>	<b>Land</b>	<b>Property under lien*</b>	<b>Capital Work-In-Progress</b>	<b>Total</b>
Disposals/Adjustments	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>Closing Accumulated Depreciation</b>	<b>186.40</b>	<b>333.47</b>	<b>42.59</b>	<b>11.94</b>	<b>187.51</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>761.91</b>
<b>Net Carrying Amount</b>	<b>28.50</b>	<b>690.86</b>	<b>13.79</b>	<b>2.55</b>	<b>49.95</b>	<b>737.91</b>	<b>132.82</b>	<b>88.31</b>	<b>1744.70</b>

## **B. INTANGIBLE ASSETS**

(Amount in Lakhs, Unless Otherwise Stated)

<b>PARTICULARS</b>	<b>Computer Software</b>	<b>Erection Hoarding Sites**</b>	<b>Commercial Rights Under Deferred Credit Scheme***</b>	<b>Total</b>
<b>Year ended March 31, 2023</b>				
<b>GROSS CARRYING AMOUNT</b>				
Opening gross carrying amount	105.86	1034.68	0.00	0.00
Additions	0.47	0.00	740.75	741.22
Disposals/Adjustment	-59.27	0.00	0.00	0.00
<b>Closing Gross Carrying Amount</b>	<b>47.06</b>	<b>1034.68</b>	<b>740.75</b>	<b>1822.48</b>
<b>ACCUMULATED Depreciation &amp; AMORTISATION</b>				
Opening accumulated Depreciation & Amortisation	80.90	780.31	0.00	0.00
Depreciation & Amortisation charged during the year	6.63	45.53	42.92	95.08
Disposals/Adjustments	-58.18	0.00	0.00	-58.18
Restated Depreciation & Amortisation	-6.94	78.54	0.00	71.61
<b>Closing Accumulated Depreciation &amp; Amortisation</b>	<b>22.42</b>	<b>904.39</b>	<b>42.92</b>	<b>969.72</b>
<b>Net Carrying Amount</b>	<b>24.64</b>	<b>130.29</b>	<b>697.83</b>	<b>852.76</b>

<b>PARTICULARS</b>	<b>Computer Software</b>	<b>Erection Hoarding Sites**</b>	<b>Total</b>
<b>Year ended March 31, 2022</b>			
<b>GROSS CARRYING AMOUNT</b>			
Opening gross carrying amount	91.55	1062.18	1153.73

<b>PARTICULARS</b>	<b>Computer Software</b>	<b>Erection Hoarding Sites**</b>	<b>Total</b>
Additions	7.57	0.00	7.57
Disposals/Adjustment	0.00	27.50	27.50
<b>Closing Gross Carrying Amount</b>	<b>99.12</b>	<b>1034.68</b>	<b>1133.80</b>
<b>ACCUMULATED Depreciation &amp; AMORTISATION</b>			
Opening accumulated Depreciation & Amortisation	60.48	739.81	800.30
Depreciation & Amortisation charged during the year	6.98	51.69	58.67
Disposals/Adjustments	-1.99	11.19	9.19
<b>Closing Accumulated Depreciation &amp; Amortisation</b>	<b>69.46</b>	<b>780.31</b>	<b>849.77</b>
<b>Net Carrying Amount</b>	<b>29.66</b>	<b>254.37</b>	<b>284.03</b>
<b>Year ended March 31, 2021</b>			
<b>GROSS CARRYING AMOUNT</b>			
Opening gross carrying amount	63.48	1062.18	1125.66
Additions	28.07	0.00	28.07
Disposals/Adjustment	0.00	0.00	0.00
<b>Closing Gross Carrying Amount</b>	<b>91.55</b>	<b>1062.18</b>	<b>1153.73</b>
<b>ACCUMULATED Depreciation &amp; AMORTISATION</b>			
Opening accumulated Depreciation & Amortisation	53.94	701.17	755.11
Depreciation & Amortisation charged during the year	6.55	38.64	45.19
Disposals/Adjustments	0.00	0.00	0.00
<b>Closing Accumulated Depreciation &amp; Amortisation</b>	<b>60.48</b>	<b>739.81</b>	<b>800.30</b>
<b>Net Carrying Amount</b>	<b>31.07</b>	<b>322.36</b>	<b>353.43</b>

**Note:**

\*Property under lien has been regrouped in long term loan & advances.

\*\*Erection hoarding and sites has been re-grouped in loans & advances.

\*\*\*Commercial Rights Under Deferred Credit scheme has been regrouped in non-current assets.

**ANNEXURE 16 Non-Current Investments**

(Amount in Lakhs, Unless Otherwise Stated)

Particulars	March 2023	March 2022	March 2021
Gold	22.88	0.00	0.00
<b>Total</b>	<b>22.88</b>	<b>0.00</b>	<b>0.00</b>

During the year, the company has recognized jewellery amounting to Rs 22.88 Lakhs as Non-Current investment in its books of accounts. This jewellery was received from debtors in lieu of company's dues.

**ANNEXURE 17 Non-Current Assets**

(Amount in Lakhs, Unless Otherwise Stated)

Particulars	March 2023	March 2022	March 2021
Commercial Right Acquired under Deferred Credit Scheme from Indian Railway	697.83	0.00	0.00
<b>Total</b>	<b>697.83</b>	<b>0.00</b>	<b>0.00</b>

**ANNEXURE 18 Long term Loan and advances**

(Amount in Lakhs, Unless Otherwise Stated)

Particulars	March 2023	March 2022	March 2021
<b>Unsecured, considered good</b>			
Earnest Money / Security Deposit	246.66	212.84	285.63
Advertising Media Rights	130.29	254.37	306.05
Advance For Property	720.37	668.66	731.84
<b>Total</b>	<b>1097.32</b>	<b>1135.87</b>	<b>1323.53</b>

**ANNEXURE 19 Inventory**

(Amount in Lakhs, Unless Otherwise Stated)

Particulars	March 2023	March 2022	March 2021
Stock in Trade	280.79	64.72	435.44
Work In Progress	0.00	0.00	179.60
<b>Total</b>	<b>280.79</b>	<b>64.72</b>	<b>615.04</b>

**ANNEXURE 20 Trade Receivables**

(Amount in Lakhs, Unless Otherwise Stated)

Particulars	March 2023	March 2022	March 2021
Sundry Debtors	3578.54	3733.91	4195.74
<b>Total</b>	<b>3578.54</b>	<b>3733.91</b>	<b>4195.74</b>

Particulars	As at 31st March, 2023					
	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months- 1 year	1-2 yrs.	2 - 3 yrs.	More than 3 yrs.	
(i) Undisputed Trade receivables- considered good	1537.05	117.09	364.89	27.60	211.92	2258.56
(ii) Undisputed	-	2.29	76.37	5.00	432.40	516.06



Particulars	As at 31st March, 2023					
	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months- 1 year	1-2 yrs.	2 - 3 yrs.	More than 3 yrs.	
Trade receivables-considered doubtful						
(iii) Disputed Trade Receivables considered good	-	-	17.80	0.50	94.37	112.67
(iv) Disputed Trade Receivables considered doubtful	-	-	1.18	1.04	689.03	691.25
<b>Sub Total</b>	<b>1537.05</b>	<b>119.38</b>	<b>460.24</b>	<b>34.13</b>	<b>1427.73</b>	<b>3578.54</b>

Particulars	As at 31st March, 2022					
	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months- 1 year	1-2 yrs.	2 - 3 yrs.	More than 3 yrs.	
(i) Undisputed Trade receivables-considered good	1980.96	126.14	37.52	26.24	27.52	2198.39
(ii) Undisputed Trade receivables-considered doubtful	-	1.18	27.14	19.68	1429.06	1477.05
(iii) Disputed Trade Receivables considered good	-	-	-	-	11.77	11.77
(iv) Disputed Trade Receivables considered doubtful	-	-	-	4.44	42.26	46.70
<b>Sub Total</b>	<b>1980.96</b>	<b>127.33</b>	<b>64.65</b>	<b>50.36</b>	<b>1510.61</b>	<b>3733.91</b>

Particulars	As at 31st March, 2021					
	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months- 1 year	1-2 yrs.	2 - 3 yrs.	More than 3 yrs.	
(i) Undisputed Trade receivables-considered good	1738.95	57.10	324.57	124.98	400.65	2646.25
(ii) Undisputed Trade receivables-considered doubtful	1.18	1.29	6.09	1.28	440.80	450.64
(iii) Disputed Trade	-	-	-	11.77	201.51	213.28

Particulars	As at 31st March, 2021					
	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months- 1 year	1-2 yrs.	2 - 3 yrs.	More than 3 yrs.	
Receivables considered good						
(iv) Disputed Trade Receivables considered doubtful	-	-	2.31	28.73	854.52	885.56
<b>Sub Total</b>	<b>1740.14</b>	<b>58.38</b>	<b>332.98</b>	<b>166.76</b>	<b>1897.48</b>	<b>4195.74</b>

#### ANNEXURE 21 Short Term Loans & Advances

(Amount in Lakhs, Unless Otherwise Stated)

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
Unbilled Revenue	453.69	943.39	0.00
Licence fee Receivable	0.00	15.83	15.83
Discount Receivable	38.80	10.07	0.00
TDS Receivables	248.74	220.33	90.33
MAT Credit	-	-	0.19
GST Input	-	-	25.88
Income Tax Refund Receivable	0.35	78.45	53.58
Interest Accrued on Fixed Deposit	64.96	55.02	45.39
Accrued incentive	0.00	0.00	95.00
Prepaid Expenses	20.37	31.53	41.37
Advances to employees	21.06	1.58	20.12
Other Loans & advances	173.38	155.25	129.61
Imprest Account	1.01	3.89	5.25
Deposit with GST Department (Penalty)	0.00	0.18	0.62
Deposit with Service Tax Department	138.66	138.66	162.50
Advance to Suppliers	2024.04	1280.51	411.78
MG Advertising Services	77.34	-	-
Sadhna Media Private Limited	77.02	76.79	-
Prabhatam Infrastructures Limited	51.07	-	-
Nirvana Communication Private Limited	36.67	3.09	13.06
GA Exim Private Limited	0.22	0.00	-
Advance License Fee Railway	0.00	49.50	-
Retention Money	0.05	0.05	-
<b>Total</b>	<b>3427.43</b>	<b>3064.13</b>	<b>1110.50</b>

**ANNEXURE 22 Cash & Cash Equivalent****(Amount in Lakhs, Unless Otherwise Stated)**

<b>Particulars</b>	<b>As at 31st March, 2023</b>	<b>As at 31st March, 2022</b>	<b>As at 31st March, 2021</b>
(a) Cash in hand	38.67	155.03	103.56
Fixed Deposit	387.35	334.86	306.77
(b) Balances with banks			
(i) In Current Accounts	1.21	10.19	51.01
<b>Total</b>	<b>427.23</b>	<b>500.09</b>	<b>461.34</b>

**ANNEXURE 23 Revenue from operations****(Amount in Lakhs, Unless Otherwise Stated)**

<b>Particulars</b>	<b>For the year ended 31st March, 2023</b>	<b>For the year ended 31st March, 2022</b>	<b>For the year ended 31st March, 2021</b>
Advertisement Receipts	9843.40	8917.07	4567.59
<b>Total</b>	<b>9843.40</b>	<b>8917.07</b>	<b>4567.59</b>

**ANNEXURE 24 Other Income****(Amount in Lakhs, Unless Otherwise Stated)**

<b>Particulars</b>	<b>For the year ended 31st March, 2023</b>	<b>For the year ended 31st March, 2022</b>	<b>For the year ended 31st March, 2021</b>
Interest Received on FDR	21.49	16.80	15.85
Interest from Income Tax Refund	2.87	21.79	23.71
Interest Received - Others	4.41	5.08	2.04
Miscellaneous Income	24.50	0.54	138.53
Scrap Sales	2.12	0.56	0.50
Insurance Claim	3.60	0.00	0.00
Profit on Sale of PPE	2.43	0.00	0.00
Rental Income	0.00	0.78	3.00
Short & Excess	0.00	0.10	4.42
Reimbursements	0.00	9.76	0.00
<b>Total</b>	<b>61.41</b>	<b>55.42</b>	<b>188.04</b>

**ANNEXURE 25 Cost of Advertisement****(Amount in Lakhs, Unless Otherwise Stated)**

<b>Particulars</b>	<b>For the year ended 31st March, 2023</b>	<b>For the year ended 31st March, 2022</b>	<b>For the year ended 31st March, 2021</b>
Cost of Advertisement	7250.09	5615.74	4023.29
<b>Total</b>	<b>7250.09</b>	<b>5615.74</b>	<b>4023.29</b>

**ANNEXURE 26 Change in Inventory****(Amount in Lakhs, Unless Otherwise Stated)**

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Opening Stock	64.72	615.04	299.64
Closing Stock	280.79	64.72	615.04
<b>Total</b>	<b>-216.07</b>	<b>550.32</b>	<b>-315.40</b>

**ANNEXURE 27 Employee benefits expenses****(Amount in Lakhs, Unless Otherwise Stated)**

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Salaries and Wages & Allowances	423.28	316.03	251.21
Directors Remuneration	60.00	45.00	30.00
Bonus	15.03	6.89	0.00
Contribution to Provident Fund	8.86	5.86	9.90
Contribution to ESI	2.42	1.71	1.65
Contribution to EPS	7.24	5.45	0.00
PF Administration Charges	1.17	0.81	0.00
Ex Gratia	0.00	0.78	0.00
Gratuity Paid	0.00	5.09	7.52
Interest cost of Gratuity	5.62	0.00	0.00
Current service Cost of Gratuity	5.64	0.00	0.00
Actuaries (Gains)/ Loss	-13.05	0.00	0.00
Leave Encashment	0.69	0.00	0.00
Incentives Paid	0.00	8.81	0.00
Medical Exp	2.44	2.34	0.00
Staff Welfare expenses	12.64	6.92	2.19
<b>Total</b>	<b>531.98</b>	<b>405.70</b>	<b>302.47</b>

*Restatement effect of gratuity (for the current year) amounting to Rs (1,79,295) as certified by actuarial report dated 27.02.2023 certified by Mr. Ashok Kumar Garg (membership No 00057) is taken in current profit and loss account and effect for the previous financial years have been adjusted through reserves and surplus.*

*The workings are stipulated below:*

Table Showing Changes in Present Value of Obligations:

**(In Rs.)**

Period	From: 01-04-2022 To: 31-03-2023	From: 01-04-2021 To: 31-03-2022
Present value of the obligation at the beginning of the period	80,21,651	76,75,920
Interest cost	5,61,516	5,37,314
Current service cost	5,63,691	4,90,171
Past Service Cost	0	0
Benefits paid (if any)	0	0
Actuarial (gain)/loss	(13,04,502)	(6,81,754)
Present value of the obligation at the end of the period	78,42,356	80,21,651

Key results (The amount to be recognized in the Balance Sheet):

**(In Rs.)**

Period	As on: 31-03-2023	As on: 31-03-2022
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Present value of the obligation at the end of the period	78,42,356	80,21,651
Fair value of plan assets at end of period	0	0
Net liability/(asset) recognized in Balance Sheet and related analysis	78,42,356	80,21,651
Funded Status - Surplus/ (Deficit)	(78,42,356)	(80,21,651)

Expense recognized in the statement of Profit and Loss:

(In Rs.)

Period	From: 01-04-2022 To: 31-03-2023	From: 01-04-2021 To: 31-03-2022
Interest cost	5,61,516	5,37,314
Current service cost	5,63,691	4,90,171
Past Service Cost	0	0
Expected return on plan asset	0	0
Net actuarial (gain)/loss recognized in the period	(13,04,502)	(6,81,754)
Expenses to be recognized in P&L	(1,79,295)	3,45,731

#### ANNEXURE 28 Finance costs

(Amount in Lakhs, Unless Otherwise Stated)

Particulars	March 2023	March 2022	March 2021
Processing Fees	3.66	1.50	6.48
Interest Expenses-MSME	6.08	0.00	0.00
Interest on WC Loan	18.44	64.24	52.67
Interest on Term Loan	213.25	126.06	152.71
<b>Total</b>	<b>241.43</b>	<b>191.80</b>	<b>211.87</b>

#### ANNEXURE 29 Other expenses

(Amount in Lakhs, Unless Otherwise Stated)

Particulars	March 2023	March 2022	March 2021
Audit Fees	5.50	5.50	8.00
Bank Charges	6.69	9.05	8.09
CSR Activities	5.00	0.00	0.00
CWIP Written off*	88.31	0.00	0.00
Administrative & Other Expenses	1058.76	1317.73	347.20
<b>Total</b>	<b>1164.26</b>	<b>1332.27</b>	<b>363.29</b>

#### ANNEXURE 30 Prior Period Items

(Amount in Lakhs, Unless Otherwise Stated)

Particulars	March 2023	March 2022	March 2021
Prior period expenses	22.95	37.00	11.67
Interest on MSME	3.52	-	-
<b>Total</b>	<b>26.46</b>	<b>37.00</b>	<b>11.67</b>

**ANNEXURE 31 Earnings per share****(Amount in Lakhs Rs., except per share data)**

<b>Particulars</b>	<b>For the year ended 31st March, 2023</b>	<b>For the year ended 31st March, 2022</b>	<b>For the year ended 31st March, 2021</b>
Net profit/(Loss) for the year	556.62	558.19	55.84
Number of Share before split	192350	-	192350
Number of Equity Shares after split	1923500	-	0.00
Number of Bonus Equity Shares	11541000	-	0.00
Total Number of Equity Share Outstanding	13464500	13464500	192350
(Previous Year Number of Equity Shares Restated as per AS-20)	-	-	-
Nominal Value of equity share (Rs)	10.00	100.00	100.00
Basic Earnings per share (Rs)*	4.13	4.15	29.03
Diluted Earnings per share (Rs)*	4.13	4.15	29.03

\*Previous Year i.e. FY2021-22 EPS has been restated as per AS-20 but the effect has not been shown in FY 2020-21

**ANNEXURE 32 STATEMENT OF MANDATORY ACCOUNTING RATIOS****(Amount in Lakhs Rs., except per share data)**

<b>Particulars</b>	<b>For the year ended 31<sup>st</sup> March, 2023</b>	<b>For the year ended 31st March, 2022</b>	<b>For the year ended 31st March, 2021</b>
Net Worth (A)	4286.31	3914.20	3360.95
EBITDA	1174.55	1068.45	381.98
Restated profit after tax	583.08	595.19	67.50
Less: Prior period item	26.46	37.00	11.67
Adjusted profit after tax (B)	556.62	558.19	55.84
Number of equity share outstanding as on the end of year/period ( C)	134.65	1.92	1.92
Weighted average no of equity shares at the time of end of the year (D) (Pre)	134.65	1.92	1.92
Weighted average no of equity shares at the time of end of the year (E) (Post)	182.77	1.92	1.92
Current assets (F)	7713.99	7362.86	6382.62
Current liabilities (G)	4456.75	4012.76	4701.85
Face value per share	10.00	100.00	100.00
Restated basic and diluted earnings per share (Pre INR) (B/D)	4.13	290.19	29.03
Restated basic and diluted earnings per share (Post INR) (B/E)	3.05	290.19	29.03
Return on net worth (%) (B/A)	12.99%	14.26%	1.66%
Net asset value per share - Pre (A/D) (Face value of Rs. 10 each)	31.83	2,034.94	1,747.31
Net asset value per share - Post (A/E) (Face value of Rs. 10 each)	23.45	2,034.94	1,747.31
Current ratio (F/G)	1.73	1.83	1.36

1) The ratios have been computed as below:

(a) Basic earnings per share (Rs.): Net profit after tax as restated for calculating basic EPS / Weighted average number of equity shares outstanding at the end of the period or year

- (b) Diluted earnings per share (Rs.): Net profit after tax as restated for calculating diluted EPS / Weighted average number of equity shares outstanding at the end of the period or year for diluted EPS
- (c) Return on net worth (%): Net profit after tax (as restated) / Net worth at the end of the period or year
- (d) Net assets value per share -: Net Worth at the end of the period or year / Total number of equity shares outstanding at the end of the period or year
- 2) Net worth for ratios mentioned in note 1(c) and 1(d) is = Equity share capital + Reserves and surplus (including, Securities Premium, General Reserve and surplus in statement of profit and loss).
- 3) The figures disclosed above are based on the consolidated restated summary statements of the Group.
- 4) The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures 4, 1, 2, 3.

### ANNEXURE 33 CONTINGENT LIABILITIES & COMMITMENTS

(Amount in Lakhs, Unless Otherwise Stated)			
Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Service Tax	138.65	138.65	138.65
Guarantees provided by bank	-	-	-
Contingencies	-	-	-

### ANNEXURE 34 SEGMENT REPORTING

The Company's business activity primarily falls within a single business segment i.e. advertising and marketing services. The Company operates in only one geographical segment i.e. domestic. Therefore, segment information as per AS 17 is not required to be disclosed.

### ANNEXURE 35 CAPITAL MANAGEMENT

"The primary objective of the company's capital management is to ensure that it maintains an efficient capital structure and maximizes shareholder value. The company manages its capital structure and makes adjustments in light of changes in economic conditions, annual operating plans and long term and other strategic investment plans. In order to maintain or adjust the capital structure, the company may adjust the amount of dividends paid to shareholders or issue new shares. The company is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2023, March 31, 2022 and March 31, 2021. The company monitors capital using a ratio of 'adjusted net debt' to 'equity'. For this purpose, adjusted net debt is defined as total liabilities, comprising interest-bearing loans and borrowings less cash and cash equivalents. Equity comprises all components of equity including share premium and all other equity reserves attributable to the equity shareholders. The Company's adjusted net debt to equity ratio is as follows."

(Amount in Lakhs, Unless Otherwise Stated)			
Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Borrowings	2952.11	3399.73	3641.42
Less: cash and cash equivalents	427.23	500.09	461.34
Adjusted net debt	2524.88	2899.64	3180.08
<b>Total Equity</b>	<b>4286.31</b>	<b>3914.20</b>	<b>3360.95</b>
<b>Adjusted net debt to adjusted equity ratio</b>	<b>0.59</b>	<b>0.74</b>	<b>0.95</b>

### ANNEXURE 36 EVENTS AFTER REPORTING DATE

There have been no events after the reporting date that require disclosure in these financial statements.

### ANNEXURE 37 STATEMENT OF UNHEDGED FOREIGN CURRENCY EXPOSURE

Following is the foreign currency exposure at the end of respective years, the same has not been hedged by the company –

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2021
<b><u>Amount Receivable in Foreign Currency</u></b>			
Export Debtors	-	-	-
Advance to Supplier	-	-	-
<b>Total</b>	-	-	-
<b><u>Amount Payable in Foreign Currency</u></b>			
Import Creditors	-	-	-
Advance from Customers	-	-	-
<b>Total</b>	-	-	-

### ANNEXURE 38 TRANSACTIONS IN FOREIGN CURRENCY

(Amount in Lakhs, Unless Otherwise Stated)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2021
<b><u>Expense in Foreign Currency</u></b>			
Purchases	-	-	-
Expenses	663.56	-	-
<b><u>Income in Foreign Currency</u></b>			
Sales	-	-	-

### ANNEXURE 39 COVID 19 NOTE

The World Health Organization announced a global health emergency because of a new strain of coronavirus ("COVID-19") and classified its outbreak as a pandemic on 11 March 2020. On 24 March 2020, the Indian government announced a strict 21-day lockdown across the country to contain the spread of the virus. The management has made an assessment of the impact of COVID-19 on the Company's operations, financial performance and position as at and for the period ended 31st March 2023 and has concluded that no there is no impact which is required to be recognized in the financial statements. Accordingly, no adjustments are required to be made to the financial statements.



**ANNEXURE 40 STATEMENT OF TAX SHELTER**

(Amount in Lakhs, Unless Otherwise Stated)

Particulars		For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2021
<b>A</b>	Profit before taxes as restated	818.12	764.61	68.48
	- Taxable at normal Rate	818.12	764.61	68.48
	- Taxable at special Rate	-	-	-
<b>B</b>	Normal Tax Rate Applicable %	25.17%	25.17%	26.00%
	Special Tax Rate Applicable %	0.00%	0.00%	0.00%
<b>C</b>	Tax Impact (A*B)	205.90	192.44	17.81
<b>D</b>	<b>Adjustments: Prior period items</b>	26.46	37.00	11.67
<b>D</b>	<b>Permanent Differences</b>			
	Disallowance under section 37	144.38	16.31	1.45
	Expenses Disallowed under Section 14A	-	-	-
	Disallowance under section 36(iii)	-	11.62	-
	Disallowance under section 40A(3)	-	-	-
	Disallowance under section 40a(ia)	-	2.77	2.66
	Allowance Under Section 80G	-	-	-
	Loss on sale of Building	10.39	4.76	-
	Donation	12.88	-	0.12
	<b>Total Permanent Differences</b>	167.65	35.46	4.23
<b>E</b>	Preliminary expense written off Allowable under section 35D	0.00	0.00	0.00
	Difference in Depreciation	0.72	4.47	-24.46
	Disallowance/(Allowance) Under Section 43B	-1.79	-	-3.57
	35 to 35E, 33AB, 33ABA deductions	0.00	-	-
	36 disallowance	0.00	-	-
	Disallowance under section 40a Tds not deducted	0.00	-	-
	Non Payment of Statutory Dues before the due date of filing of return	-	-	-
	<b>Total Timing Differences</b>	-1.07	4.47	-28.03
	<b>Unabsorbed Loss/(Carried Forward Loss Set off)</b>	0.00	0.00	0.00
<b>F</b>	<b>Net Adjustment (F) = (D+E)</b>	193.03	76.93	-23.79
<b>G</b>	<b>Tax Expenses/ (Saving) thereon (F*B)</b>	48.58	19.36	-6.19
<b>H</b>	<b>Tax Liability, After Considering the effect of Adjustment (C +G)</b>	254.49	211.80	11.62
<b>I</b>	<b>Deferred Tax</b>	0.27	-1.12	7.29
<b>J</b>	<b>Total tax expenses (H+I)</b>	254.76	210.67	18.91

# ANNEXURE 41 RATIOS

Particulars	Numerator	Denominator	31st March 2023	31st March 2022	% change from March 31, 2022 to March 31, 2023	Reason for Major Deviation
a) Current Ratio	Current assets	Current liabilities	1.74	1.83	-5.43%	NA
(b) Debt-Equity Ratio	Total debt	Shareholder's equity	0.69	0.87	-20.70%	NA
(c) Debt Service Coverage Ratio	EBIDTA	Interest + Repayment of borrowings	1.51	0.80	88.75%	There has been significant increase in revenue from operations resulting in increase in earnings as compared to last year.
(d) Return on Equity Ratio	Profit after tax	Average Shareholder's equity	0.14	0.15	-11.53%	NA
(e) Inventory turnover ratio	Cost of goods sold	Average inventory	40.72	18.14	124.43%	To meet high sales turnover, inventory was replenished more quickly than in the previous year.
(f) Trade Receivables turnover ratio	Net credit sales	Average trade receivables	2.69	2.25	19.71%	NA
(g) Trade payables turnover ratio	Net credit purchases	Average trade payable	3.91	3.24	20.46%	NA
(h) Net capital turnover ratio	Net sales	Average working capital	2.97	3.54	-16.10%	NA
(i) Net profit ratio	Profit after tax	Net sales	0.06	0.06	-9.67%	NA
(j) Return on Capital employed	EBIT	Capital Employed	0.16	0.16	1.39%	NA
(k) Return on investment	Net income	Cost of investment	NA	NA	NA	NA

Particulars	Numerator	Denominator	31st March 2022	31st March 2021	% change from March 31, 2021 to March 31, 2022	Reason for Major Deviation
a) Current Ratio	Current assets	Current liabilities	1.83	1.36	35.17%	There has been significant increase in revenue from operations leading to increase in receivables and other current assets
(b) Debt-Equity Ratio	Total debt	Shareholder's equity	0.87	1.08	-19.83%	NA
(c) Debt Service Coverage Ratio	EBIDTA	Interest + Repayment of borrowings	0.80	0.93	-13.98%	NA
(d) Return on Equity Ratio	Profit after tax	Average Shareholder's equity	0.15	0.02	814.25%	There has been significant increase in revenue from operations resulting in increase in earnings as compared to last year.
(e) Inventory turnover ratio	Cost of goods sold	Average inventory	18.14	7.46	143.09%	There has been significant increase in revenue from operations resulting in increase in earnings as compared to last year.
(f) Trade Receivables turnover ratio	Net credit sales	Average trade receivables	2.25	1.08	108.62%	Review of credit arrangements with the customers has enabled the company to reduce the credit period.
(g) Trade payables turnover ratio	Net credit purchases	Average trade payable	3.24	2.07	56.51%	To get better pricing terms company opted for shorter credit period from suppliers
(h) Net capital turnover ratio	Net sales	Average working capital	3.54	2.60	36.23%	The company has been able to achieve significant sales and has been able to maintain appropriate working capital.
(i) Net profit ratio	Profit after tax	Net sales	0.06	0.01	412.07%	Low operational costs combined with higher sales and margins.

Particulars	Numerator	Denominator	31st March 2022	31st March 2021	% change from March 31, 2021 to March 31, 2022	Reason for Major Deviation
(j) Return on Capital employed	EBIT	Capital Employed	0.16	0.06	161.88%	There has been significant increase in revenue from operations resulting in increase in earnings as compared to last year.
(k) Return on investment	Net income	Cost of investment	NA	NA	NA	NA

**ANNEXURE 42 Related Party Transactions**
**(Rs in Lakhs)**

Details of related party transactions: P & L	GAPL						SAPL						TOTAL					
	KMP/ Whole Time Director of the Company			Relative/Related entity			KMP/ Whole Time Director of the Company			Relative/Related entity			KMP/ Whole Time Director of the Company			Relative/Related entity		
Particulars	2022-23	2021-22	2020-21	2022-23	2021-22	2020-21	2022-23	2021-22	2020-21	2022-23	2021-22	2020-21	2022-23	2021-22	2020-21	2022-23	2021-22	2020-21
Sales	-	-	-	-	-	33.76	-	-	-	362.65	297.14	510.42	-	-	-	362.65	297.14	544.18
Other income	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Purchase	-	-	-	-	-	30.95	-	-	-	0.61	-	13.32	-	-	-	0.61	-	44.27
	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Expenses	-	-	-	-	-	8.73	-	-	-	-	-	-	-	-	-	-	-	8.73
-Rent	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Other Expenses	-	-	-	-	-	1.70	-	-	-	-	-	1.50	-	-	-	-	-	3.20
Salary	-	-	-	18.00	16.50	9.15	-	-	-	6.00	6.00	4.50	-	-	-	24.00	22.50	13.65
Director Remuneration	73.80	45.00	30.00	-	-	-	-	-	-	-	-	-	73.80	45.00	30.00	-	-	-

Details of related party transactions : BS Items	GAPL						SAPL						TOTAL					
	KMP/ Whole Time Director of the Company			Relative/Related entity			KMP/ Whole Time Director of the Company			Relative/Related entity			KMP/ Whole Time Director of the Company			Relative/Related entity		
Particulars	2022-23	2021-22	2020-21	2022-23	2021-22	2020-21	2022-23	2021-22	2020-21	2022-23	2021-22	2020-21	2022-23	2021-22	2020-21	2022-23	2021-22	2020-21
Opening	493.70	487.45	271.66	41.95	59.41	62.41	135.45	98.45	98.45	-	-	-	629.15	585.90	370.11	41.95	59.41	62.41

Details of related party transactions : BS Items	GAPL						SAPL						TOTAL					
Particulars	KMP/ Whole Time Director of the Company			Relative/Related entity			KMP/ Whole Time Director of the Company			Relative/Related entity			KMP/ Whole Time Director of the Company			Relative/Related entity		
Balance (Loan taken)																		
Add: Received	64.06	172.00	225.29	80.50	14.63	-	-	37.00	-	-	-	-	64.06	209.00	225.29	80.50	14.63	-
Add: Interest credit	-	-		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Less: Paid	362.28	165.75	9.50	27.33	32.08	3.00	-	-	-	-	-	-	362.28	165.75	9.50	27.33	32.08	3.00
Closing Balance	195.49	493.70	487.45	95.12	41.96	59.41	135.45	135.45	98.45	-	-	-	330.94	629.15	585.90	95.12	41.96	59.41
Opening Balance of Loan given	-	-	-	56.76	68.72	0.74	-	-	-	4.54	13.28	9.31	-	-	-	61.30	82.00	10.05
Add: Given		-	-	10.43	16.10	102.12	-	-	-	33.82	26.42	3.97	-	-	-	44.25	42.52	106.09
Add: Interest credit	-	-	-	-			-	-	-	-	-	-	-	-	-	-	-	-
Less: Received back	-	-	-	30.42	28.07	34.14	-	-	-	0.25	35.16	-	-	-	-	30.67	63.23	34.14
Closing Balance	-	-	-	36.77	56.76	68.72			-	38.11	4.54	13.28	-	-	-	74.88	61.30	82.00
Purchase of Shares	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Sundry Debtors	-	-	-	246.34	179.71	201.18	-	-	-	76.47	76.62	297.71	-	-	-	322.81	256.33	498.89
Sundry Creditors	-	-	-	2.36	41.70	3.81	-	-	-	53.71	-	-	-	-	-	56.07	41.70	3.81
Other Receivables	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Other Payables	6.61	5.75	-	-	7.26	7.37	-	-	-	-	-	4.50	6.61	5.75	-	-	7.26	11.87

# ANNEXURE 43 STATEMENT OF CAPITALISATION

(Amount in Lakhs, Unless Otherwise Stated)

Particulars	Pre Issue	Post Issue
	31-Mar-23	
<b>Debt</b>		[•]
Short Term Debt	1361.65	
Long Term Debt	1590.46	
<b>Total Debt</b>	<b>2952.11</b>	
<b>Shareholders' Fund (Equity)</b>		
Share Capital	1346.45	
Reserves & Surplus	2939.86	
Less: Miscellaneous Expenses not w/off	<b>0.00</b>	
<b>Total Shareholders' Fund (Equity)</b>	<b>4286.31</b>	
<b>Long Term Debt/Equity</b>	<b>0.37</b>	
<b>Total Debt/Equity</b>	<b>0.69</b>	

## Notes:

1. Short term debt represents the debts which are expected to be paid/payable within 12 months and excludes instalment of term loans repayable within 12 months.
2. Long term debts represent debts other than Short-term debts as defined above but includes instalment of term loans repayable within 12 months grouped under other current liabilities

The figures disclosed above are based on restated statement of assets and liabilities of the Company as at 31/03/2023.

## **Report on Restated Proforma Financial Statements**

### **INDEPENDENT AUDITOR'S REPORT ON THE RESTATED STANDALONE FINANCIAL STATEMENTS OF GRAPHISADS LIMITED**

(As required by Section 26 of Companies Act, 2013 read with Rule 4 of Companies (Prospectus and Allotment of Securities) Rules, 2014)

To,  
**The Board of Directors**  
**Graphisads Limited**  
AB House, 4/24A, Asaf Ali Road,  
New Delhi -110002

Dear Sir,

#### **1. Report on Restated Proforma Financial Statements**

We have examined the Restated Financial Statements of **Graphisads Limited**, the summarized proforma financial statements of which annexed to this report have been prepared in accordance with the requirements of:

- i. Schedule III of the Companies Act, 2013, As amended (hereinafter referred to as the “Act”) and
  - ii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the Regulation”) (“SEBI ICDR Regulations”) issued by the Securities and Exchange Board of India (SEBI) and amendments made thereto;
  - iii. The terms of reference to our engagements with the Entity requesting us to examine financial statements referred to above and proposed to be included in the Draft Prospectus /Prospectus being issued by the Entity for proposed Initial Public Offering of equity shares by Graphisads Limited on SME Platform of Stock Exchange (“IPO” or “SME IPO”);
  - iv. The (Revised) Guidance Note on Reports in Entity Prospectus issued by the Institute of Chartered Accountants of India (“ICAI”) ; and
  - v. In terms of Schedule VI of the SEBI (ICDR) Regulations, 2018 and other provisions relating to accounts, We, M/s BAS & Co LLP, Chartered Accountants, have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the Peer Review Board of the ICAI.
- 2. The Proforma Restated Summary Statements and Financial information of the Entity have been extracted and prepared by the management from the Audited Financial Statements of the Entity for the period / financial years ended March 31 2023, March 31, 2022, March 31, 2021 which have been approved by the Board of Directors.**
- 3. Financial Statements of Graphisads Limited for the period ended March 31, 2023 and March 31, 2022 have been audited by us, further the financial statements for the year ended March 31, 2021 have been audited by M/s Kumar Piyush & Co., Chartered Accountants and reaudited by us for the purpose of restatement as required under SEBI ICDR Regulations, which are all approved by the Board of Directors as on that date and upon which we have placed our reliance while reporting.**

#### **4. Proforma Financial Information as per Audited Financial Statements:**

- i. We have examined:
  - a. The attached Proforma Restated Statement of Assets and Liabilities of the entity, as at March 31, 2023, as at March 31, 2022, March 31 2021 (Annexure I);
  - b. The attached Proforma Restated Statement of Profits and Losses of the Entity for the period / financial years ended March 31, 2023, March 31, 2022, March 31 2021 (Annexure II);
  - c. The attached Proforma Restated Statement of Cash Flows of the Entity for the period / financial years ended March 31, 2023, March 31, 2022, March 31 2021, (Annexure III);



(Collectively hereinafter referred as “**Restated Proforma Financial Statements**” or “**Restated Summary Statements**”)

- ii. In accordance with the requirements of Act, ICDR Regulations as amended from time to time, Guidance Note on the reports in Entity Prospectus (Revised) issued by ICAI and the terms of our Engagement Letter, we further report that:
  - a. The “Proforma Restated Statement of Assets and liabilities” as set out in Annexure I to this report, of the Entity as at March 31, 2023, March 31, 2022, March 31, 2021 are prepared by the Entity. This Statement of Assets and Liabilities, as restated have been arrived at after making such adjustments and regroupings to the individual Financial Statements of the Entity, as in our opinion were appropriate.
  - b. The “Proforma Restated Statement of Profit and Loss” as set out in Annexure II to this report, of the Entity for the period / financial years ended March 31, 2023, March 31, 2022, March 31, 2021 are prepared by the Entity. This Statement of Profit and Loss, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Entity, as in our opinion were appropriate.
  - c. The “Proforma Restated Statement of Cash Flow” as set out in Annexure III to this report, of the Entity for the period / financial years ended March 31, 2023, March 31, 2022, March 31, 2021, are prepared by the Entity. This Statement of Cash Flow, as restated, have been arrived at after making such adjustments and regroupingsto the individual financial statements of the Entity, as in our opinion were appropriate.

Based on the above we are of the opinion that “**Restated Proforma Financial Statements**” or “**Restated Summary Statements**” have been made after incorporating:

- a. There are no adjustments for any material amounts in the respective financial years have been made to which they relate, other than the adjustment for provision of gratuity and depreciation.
- b. There are no Extra-ordinary items that need to be disclosed separately in the Restated Summary Statements.
- c. There were no audit qualifications for which adjustment was required.
- d. There was no change in accounting policies, which needs to be adjusted in the Restated Proforma FinancialStatements except depreciation and employee benefit expenses (gratuity).
- e. There are no revaluation reserves, which need to be disclosed separately in the Restated Proforma FinancialStatements.

## 5. Other Financial Information:

- I. We have also examined the following financial information as set out in annexure prepared by the Entity forthe period / financial years ended March 31, 2023, March 31, 2022, March 31, 2021

PARTICULARS	ANNEXURE NO.
STATEMENT OF ASSETS AND LIABILITIES AS RESTATED	I
STATEMENT OF PROFIT & LOSS AS RESTATED	II
STATEMENT OF CASH FLOWS AS RESTATED	III

- I. The Restated Financial Information contain all the disclosures required by the SEBI ICDR regulations and partial disclosures as required by Accounting Standards notified under section 133 of Companies Act, 2013.
- II. We have not audited any financial statements of the Entity as of any date or for any period subsequent to March 31, 2023. Accordingly, we do not express any opinion on the financial position, results or cash flowsof the Entity as of any date or for any period subsequent to March 31, 2023.
- III. The preparation and presentation of the Financial Statements referred to above are based on the Audited financial statements of the Entity in accordance with the provisions of the Act and the Financial Information referred to above is the responsibility of the proprietor of the Entity.
- IV. In our opinion, the above restated financial information contained in this report read along with the are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with paragraph B, Part II of Schedule II of the Act, the SEBI Regulations, The Revised Guidance Note on Reports in Entity Prospectus and Guidance Note on Audit Reports/Certificates on Financial Information in Offer Documents issued by the Institute of Chartered Accountants of India (ICAI) to the extentapplicable, as amended from time to time, and in terms of our engagement as agreed with the Entity. We did not perform audit tests for the purpose of expressing an opinion on individual balances of account or summaries of selected transactions, and accordingly, we express no such opinion

thereon.

- V. Consequently, the financial information has been prepared after making such regroupings and adjustments as were, in our opinion, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.
- VI. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit report, nor should this construed as a new opinion on any of the financial statements referred to herein.
- VII. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
- VIII. Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the IPO-SME for Proposed Issue of Equity Shares of **Graphisads Limited** and our report should not be used, referred to or adjusted for any other purpose without our written consent.

## **6. Auditor's Responsibility**

Our responsibility is to express an opinion on these Restated Proforma Financial Statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

In making those risk assessments, the auditor considers internal control relevant to the Entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

## **7. Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the Restated Proforma Financial Statements read together with the notes thereon, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, to the extent applicable.

**For & on Behalf of**  
**BAS & Co. LLP**  
**Chartered Accountants**  
**FRN 323347E/E300008**

**(Ritika Agarwal)**  
**Membership No: 527731**  
**Date: 29<sup>th</sup> August 2023**  
**Place: New Delhi**  
**UDIN: 23527731BGUAZQ6206**

**PROFORMA STATEMENT OF ASSETS AND LIABILITIES AS RESTATED**
**(Amount in Lakhs)**

Particulars	Note No.	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
<b><u>EQUITY &amp; LIABILITIES</u></b>				
<b>Shareholder's Funds</b>				
(a) Share Capital	2	1346.45	192.35	192.35
(b) Reserves and Surplus	3	2257.81	3264.48	2810.44
<b>Non-Current Liabilities</b>				
(a) Long-term borrowings	4	1455.01	2012.20	1292.46
(b) Deferred Tax Liability (Net)	5	65.64	57.96	59.23
(c) Long Term Provision	6	78.42	0.00	0.00
<b>Current Liabilities</b>				
(a) Short-term Borrowings	7	1361.65	1062.93	2083.30
(b) Trade Payables:	8			
(i) total outstanding dues of micro enterprises and small enterprises; and		400.96	103.82	69.29
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		956.46	1137.02	1312.35
(c) Other Current Liabilities	9	735.32	1007.64	624.97
(d) Short-term provisions	10	165.47	171.78	6.60
<b>TOTAL</b>		<b>8823.20</b>	<b>9010.17</b>	<b>8450.98</b>
<b><u>ASSETS</u></b>			-	-
<b>Non -Current Assets</b>				
(a) Property, Plant & Equipment	11			
(i) Tangible Assets		1421.62	1501.98	1553.70
(ii) Intangible Assets		23.87	23.78	31.07
(iii) Capital WIP		0.00	88.31	88.31
(b) Other Non-Current	12	72.88	50.00	50.00
Investments/Assets				
(c) Long term Loans and advances	13	1064.55	1103.69	1302.86
<b>Current Assets</b>				
(a) Inventories	14	252.85	64.72	553.97
(b) Trade Receivables	15	2946.12	3040.25	3501.94
(c) Short term Loans and Advances	16	2749.85	2730.47	847.36
(d) Cash and Cash Equivalents	17	291.44	406.97	521.77
<b>TOTAL</b>		<b>8823.20</b>	<b>9010.17</b>	<b>8450.98</b>

# **PROFORMA STATEMENT OF PROFIT & LOSS AS RESTATED**

(Amount in Lakhs)

Sr No	Particulars	Note No.	For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended March 31, 2021
<b>1</b>	<b>Revenue</b>				
	Revenue from Operations	18	6706.07	6691.89	2811.06
	Other Income	19	32.58	51.81	176.06
	<b>Total Income</b>		<b>6738.65</b>	<b>6743.70</b>	<b>2987.12</b>
<b>2</b>	<b>Expenses</b>				
	Cost of Advertisement	20	4823.15	3929.56	2409.09
	Changes in inventories of finished goods	21	-188.13	489.24	-254.32
	Employee Benefits Expenses	22	419.99	329.21	248.00
	Finance cost	23	231.83	175.95	193.24
	Depreciation	11	71.68	69.49	74.98
	Other Expenses	24	851.31	1105.76	262.18
	<b>Total Expenses</b>		<b>6209.83</b>	<b>6099.22</b>	<b>2933.17</b>
<b>3</b>	<b>Profit/(Loss) before Tax and Exceptional items (1-2)</b>		528.83	644.48	53.95
	Extra Ordinary Items		0.00	0.00	0.00
	Prior Period Expenses*	25	21.09	21.40	11.67
<b>4</b>	<b>Profit/ (Loss) before tax</b>		<b>507.74</b>	<b>623.08</b>	<b>42.29</b>
<b>5</b>	<b>Tax expenses</b>				
	Current Tax		165.47	165.18	6.60
	Deferred Tax		7.68	-1.27	1.12
	Tax Adjusted for Earlier Years		2.64	0.00	0.00
	Mat Credit Entitlement		0.00	0.19	-0.19
<b>6</b>	<b>Profit/ (Loss) after tax (4-5)</b>		<b>331.95</b>	<b>458.98</b>	<b>34.76</b>
	<b>Earnings Per Equity Share</b>	26			
	( Face value of Rs. 10 per share)				
	Basic Earnings per Share (Rs.)		2.47	3.41	18.07
	Diluted Earnings per Share (Rs.)		2.47	3.41	18.07

# **PROFORMA STATEMENT OF CASH FLOWS AS RESTATED**

(Amount in Lakhs)

Particulars	As at 31st March,2023	As at 31st March, 2022	As at 31st March,2021
<b>A. Cash Flow from Operating Activities</b>			
Profit/(Loss) Before Taxation	507.74	623.08	42.29

<b>Adjustment for:</b>			
Provision for Gratuity	-1.79	-	0.00
Interest Income	-20.69	-37.22	-35.55
(Profit)/Loss on sale of FixedAssets	7.97	4.76	0.00
Interest paid	231.83	175.95	193.24
License Fee Amortization	45.53	51.69	34.01
Depreciation	71.68	69.49	74.98
<b>Operating Profit before working capital changes</b>	<b>842.26</b>	<b>887.76</b>	<b>306.79</b>
Increase/ (Decrease) in Working Capital Loan	-162.87	-44.96	288.46
Increase/ (Decrease) in Trade Payables	116.59	-140.81	-166.20
Increase/ (Decrease) in Other Current Liability	-272.32	382.67	354.01
(Increase)/ Decrease in Inventory	-188.13	489.24	-254.32
(Increase)/ Decrease in Trade Receivables	94.13	461.69	-202.76
(Increase)/ Decrease in Short Term Loans & Advances	-19.38	-1883.11	313.35
Cash Generated From Operating Activities	<b>410.28</b>	<b>152.48</b>	<b>639.33</b>
Less: Income Tax Paid	177.19	6.60	39.50
<b>Net cash From Operating Activities</b>	<b>233.09</b>	<b>145.88</b>	<b>599.83</b>
<b>B. Cash Flow from Investing Activities</b>			
Purchase of Fixed Assets	-25.33	-22.96	-36.01
Sale of Fixed Assets	91.28	9.19	0.00
Changes in Long term Loans and advances	-107.81	147.48	-134.68
Interest Income	20.69	37.22	35.55
<b>Net cash used in Investing Activities</b>	<b>-21.18</b>	<b>170.93</b>	<b>-135.14</b>
<b>C. Cash Flow from Financing Activities</b>			
Repayment of Vehicle Loan	-1.71	-22.70	-20.96
Repayment of Housing Loan	-125.17	-67.76	0.00
Changes in Short Term Borrowings	461.59	-975.41	-43.50
Long Term Borrowing-Unsecured	-430.32	810.20	41.42
Interest Paid	-231.83	-175.95	-193.24
<b>Net cash used in Financing Activities</b>	<b>-327.43</b>	<b>-431.62</b>	<b>-216.28</b>
<b>D. Net Increased in Cash &amp; cash equivalent (A+B+C)</b>	<b>-115.52</b>	<b>-114.81</b>	<b>248.40</b>
<b>E. Cash &amp; cash equivalent at beginning of period</b>	<b>406.97</b>	<b>521.77</b>	<b>273.37</b>
<b>F. Cash &amp; cash equivalent at the end of period (D+E)</b>	<b>291.44</b>	<b>406.97</b>	<b>521.77</b>

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

*You should read the following discussion of our financial condition and results of operations together with our restated financial statements included in the Prospectus. You should also read the section entitled "Risk Factors" on page 20 which discusses a number of factors, risks and contingencies that could affect our financial condition and results of operations. The following discussion relates to our Company and is based on our restated financial statements, which have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI Regulations. Portions of the following discussion are also based on internally prepared statistical information and on other sources.*

*Our financial statements have been prepared in accordance with Indian GAAP, the Companies Act and the ICDR Regulations and restated as described in the report of our auditor dated August 29, 2023 which is included in this Prospectus under "Financial Statements". The Restated Financial Information has been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS. Our financial year ends on March 31 of each year, and all references to a particular financial year are to the twelve-month period ended March 31 of that year.*

### Overview of the Company

Our Company was originally incorporated as Graphisads Private Limited on September 25, 1987 under the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, Delhi & Haryana. Subsequently, the name of the company was changed from "Graphisads Private Limited" to "Graphisads Limited" under The Companies Act, 2013 pursuant to a special resolution passed by our shareholders at the EGM held on December 15, 2022 and had obtained fresh certificate of incorporation dated January 03, 2023 issued by the Registrar of Companies, Delhi. The CIN of the Company is U35999DL1987PLC029334.

Graphisads Limited is integrated marketing, advertising and communications agency, providing 360 degree solutions to its wide array of clients. The Company is in the same industry for the past 35 years and is continuously expanding its business horizons with the moving trends across the world, reflecting its growing expertise in the marketing and advertising industry.

We endeavor to maintain the quality of our services, follow strict procedures to ensure quality, timely delivery and competitive prices. We endeavor in going beyond just media, to understanding business needs of the brand and delivering complete communications solutions

Our Company has been facilitated by various awards such as Best Media Agency of the Year 2013, Delhi, Realty Plus Excellence Award in 2014, 2015, Diamond award for Best Creative at the India Pride Awards 2016-2017, Dac Excellence in Advertising awards in 2014, 2015, 2016. For more details, please refer to the Chapter titled, "History and Corporate matters" on page 112 of this Draft Prospectus.

Wide area of scope of work being offered and provided by Graphisads to its clients make it is one of the few agencies that can truly claim to be a fully integrated and independent in providing the marketing and communications solutions. By integrated we mean that we offer world class creative, exceptional brand marketing strategy, logical online & offline media planning & buying, cutting-edge digital expertise, on ground & virtual activation capabilities, and design solutions that help our clients in brand building. We provide high-end ecosystem and end-to-end ad-tech communication solutions platform for advertising media services consisting of Brand Strategy, Communication Strategy, Creative Services, Media Planning, Media Buying & Media Release services which covers advertisement modes such as Newspapers, Magazines, Radio and TV, Events & Exhibitions, Digital Media, Brochures Printing, and display of Outdoor Hoardings, Digital screens and street furniture In all such mediums of advertising "Creative" exists i.e.; all the services are given keeping in the necessity of being creative, so that Graphisads can deliver most compelling communications to grab attentions of the public at large.

For more information on our Company's business, please refer to chapter titled "**Business Overview**" on page no. 91 of this Draft Prospectus.

### COVID 19 Pandemic:

Pursuant to outbreak of coronavirus disease (COVID-19) worldwide and its declaration as global pandemic, the Government of India declared lockdown on March 24, 2020, followed by several restrictions imposed by the Governments across the globe on the travel, goods movement and transportation considering public health and safety measures, which had some impact on the Company's supply chain during March, 2020. The Company is closely monitoring the impact of the pandemic on all aspects of its business, including how it will impact its customers, employees, vendors and business partners. The management has exercised due care, in concluding on significant accounting judgments and estimates, inter-alia, recoverability of receivables, inventory, based on the information available to date, both internal and external, while preparing the Company's financial results as of and for the year ended 31st March, 2020.

### **Significant Developments Subsequent to the Last Financial Year**

After the date of last audited accounts i.e., March 31, 2023, the Directors of our Company confirm that, there have not been any significant material developments which materially and adversely affect or is likely to affect within the next twelve months for the trading or profitability of the Company, the value of its assets or its ability to pay its liability. However, following material events have occurred after the last audited period

- 1) The Board of Directors via its Board resolution passed on August 01, 2023 authorized the funds to be raised by making an Initial Public Offering.
- 2) The Shareholders via its Resolution passed at the EGM held on August 09, 2023 authorized the funds to be raised by making an Initial Public Offering.
- 3) The financial statement-Audit Report for March 31, 2023 was approved by Board resolution dated August 29, 2023.
- 4) Mr. Vaibhav Tapdiya, Mr. Varun Kohli and Mrs. Sudha Maheshwari were appointed as Additional Directors by passing of Board Resolution dated May 15, 2023 and regularised as Non-executive Independent Directors by passing of Shareholders Resolution dated August 09, 2023.
- 5) The Company has formed Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee vide Board resolution dated May 15, 2023.
- 6) Mr. Harish Sharma was appointed as an Additional Director of the Company via Board resolution dated June 20, 2023 and regularised as Non-executive Independent Directors by passing of Shareholders Resolution dated August 09, 2023.

### **Significant Developments subsequent to March 31, 2023**

Except as set out above, to our knowledge, no circumstances have arisen since the date of the last financial statements as disclosed in this Draft Prospectus which materially or adversely affect or are likely to affect, our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next 12 months.

The business is subjected to various risks and uncertainties, including those discussed in the section titled "Risk Factor" beginning on page no. 20 of this Draft Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- General economic and demographic conditions;
- Fluctuations in foreign and Indian currency;
- Significant developments in IT sector;
- Our ability to obtain the necessary licenses in timely manner;
- Our ability to attract and retain our engineers;
- Our ability to expand its existing retail network;
- Changes in laws or regulations in IT sector;
- Changes in Segment Contribution to Revenue.

### Our Significant Accounting Policies:

For Significant accounting policies please refer Significant Accounting Policies, “Annexure 4” beginning under “Auditors’ Report and Financial Information of our Company” on page no. 140 of this Draft Prospectus.

### Discussion On Results Of Operations:

The following discussion on results of operations should be read in conjunction with the audited financial results of our Company for the financial years ended March 31, 2023, 2022 and 2021.

### Our Results of Operation

#### COMPARISON OF FINANCIAL YEARS ENDED MARCH 31, 2023, 2022 AND 2021

(Rs. In Lakh)

	Particulars	For the year ended March 31, 2023	% of Total Income	For the year ended March 31, 2022	% of Total Income	For the year ended March 31, 2021	% of Total Income
1	<b>Income</b>						
(a)	Revenue From Operations	9843.40	99.38%	8917.07	99.38%	4567.59	96.05%
(b)	Other Income	61.41	0.62%	55.42	0.62%	188.04	3.95%
2	<b>Total Income (1a+1b)</b>	<b>9904.81</b>	<b>100.00%</b>	<b>8972.49</b>	<b>100.00%</b>	<b>4755.63</b>	<b>100.00%</b>
3	<b>Expenditure</b>						
(a)	Cost of Advertisement	7250.09	73.20%	5615.74	62.59%	4023.29	84.60%
(b)	Changes In Inventories of Finished Goods, and Stock-In-Trade	-216.07	-2.18%	550.32	6.13%	-315.40	-6.63%
(c)	Employee Benefit Expenses	531.98	5.37%	405.70	4.52%	302.47	6.36%
(d)	Finance Cost	241.43	2.44%	191.80	2.14%	211.87	4.46%
(e)	Depreciation	88.54	0.89%	75.04	0.84%	89.97	1.89%
(f)	Other Expenses	1164.26	11.75%	1332.27	14.85%	363.29	7.64%
4	<b>Total Expenditure 3(a) to 3(f)</b>	<b>9060.24</b>	<b>91.47%</b>	<b>8170.88</b>	<b>91.07%</b>	<b>4675.48</b>	<b>98.31%</b>
	<b>Profit/(Loss) Before Exceptional and Extra Ordinary Item</b>	<b>844.58</b>	<b>8.53%</b>	<b>801.61</b>	<b>8.93%</b>	<b>80.15</b>	<b>1.69%</b>
	Exceptional Items	-	-	-			
	Earlier Year Tax Adjustment	26.46	0.27%	37.00	0.41%	11.67	0.25%
5	<b>Profit/(Loss) Before Tax (2-4)</b>	<b>818.12</b>	<b>8.26%</b>	<b>764.61</b>	<b>8.52%</b>	<b>68.48</b>	<b>1.44%</b>
6	<b>Tax Expense:</b>						
(a)	Tax Expense For Current Year	242.42	2.45%	208.87	2.33%	14.84	0.31%
(b)	Deferred Tax	11.73	0.12%	-1.12	-0.01%	-2.26	-0.05%
(c)	Tax Adjusted For Earlier Years	7.35	0.07%	-1.51	-0.02%	0.26	0.01%
(d)	MAT Credit Entitlement	0.00	0.00%	0.19	0.00%	-0.19	0.00%
	Net Current Tax Expenses	261.50	2.64%	206.43	2.30%	12.65	0.27%
7	<b>Profit/(Loss) for the Year (5-6)</b>	<b>556.62</b>	<b>5.62%</b>	<b>558.19</b>	<b>6.22%</b>	<b>55.84</b>	<b>1.17%</b>

#### Main Components of our Profit and Loss Account

**Income-** Our total income comprises of revenue from operations and other income.

**Revenue from Operations-** Our revenue from operation as a percentage of our total income was 99.38%, 99.38% and 96.05% for the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021 respectively.



**Expenditure-** Our total expenditure primarily consists of Purchases of Stock in Trade, Changes in inventories of finished goods and Stock in trade, employee benefit expenses, Depreciation, finance costs and Other Expenses.

**Employee Benefit Expenses-** Our employee benefits expense comprises of Salaries and wages, Director Remuneration, Contribution to Provident and ESI Funds, gratuity provision & Staff Welfare Expenses.

**Finance costs-** Our Finance cost expenses comprises of Interest Expenses & other borrowing costs.

**Other Expenses** -Other expenses primarily include Manufacturing Expenses & Administrative & Selling Expenses, etc.

**Provision for Tax-** The provision for current taxation is computed in accordance with relevant tax regulation. Deferred tax is recognized on timing differences between the accounting and the taxable income for the year and quantified using the tax rates and laws enacted or subsequently enacted as on balance sheet date. Deferred tax assets are recognized and carried forward to the extent that there is a virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized in future.

## **COMPARISON OF FY 2023 WITH FY 2022**

### ***Income***

The total income of our company for fiscal year 2023 was ₹9904.81 lacs against ₹8972.49 lacs total income for Fiscal year 2021. An increase of 10.39% in total income was due to increase in Sales.

### ***Expenditure***

#### ***Cost of Advertisement / Purchases of Stock in Trade***

In Fiscal 2023, our Company incurred cost for advertisement ₹ 7304.02 lacs against ₹ 6166.06 lacs expenses in fiscal 2022. An increase of 14.08%. This increase is in line with the increase in Sales.

#### ***Employee Benefit Expenses***

In Fiscal 2023, our Company incurred for employee benefit expenses ₹531.98 lacs against ₹ 405.70 lacs expenses in fiscal 2022. An increase of 31.13%. This was mainly due to increase in salaries, staff welfare and director remuneration.

#### ***Finance Costs***

The finance costs for the fiscal 2023 was ₹ 241.43 lacs while it was ₹ 191.80 lacs for fiscal 2022 i.e. an increase of 25.88%. To achieve high sales in fiscal year 2023 more borrowed funds were employed and hence there is an increase in finance cost.

#### ***Depreciation***

In fiscal 2023, our depreciation were ₹ 88.54 lacs and ₹ 75.04 lacs in fiscal 2022. An increase of 17.99% is in correlation with the additions in fixed assets.

#### ***Other Expenses***

In fiscal 2023, our other expenses were ₹ 1164.26 lacs and ₹ 1332.27 lacs in fiscal 2022. An decrease of 12.61% is on account of various cost cutting measures undertaken by the company.

#### ***Profit/ (Loss) before Tax***

Our Company had reported a profit before tax for the Fiscal 2023 of ₹ 818.12 lacs against profit before tax of ₹ 764.61 lacs in Fiscal 2022, a 6.99% increase. The profit has increase mainly due to increase in revenue from operations thereby help is spreading the fixed cost over a larger base.

#### ***Profit/ (Loss) after Tax***

Profit after tax for the Fiscal 2023 was at ₹ 556.62 lacs against profit after tax of ₹ 558.19 lacs in fiscal 2022, a 0.2% decrease. The profit is stagnant due to an increase in deferred tax assets and as earlier year adjustments were given effect in fiscal year 2023.

### **COMPARISON OF FY 2022 WITH FY 2021**

#### ***Income***

The total income of our company for fiscal year 2022 was ₹8972.49 lacs against ₹ 4755.63 lacs total income for Fiscal year 2021. An increase of 88.67% in total income was due to increase in Sales.

#### ***Expenditure***

##### ***Cost of Advertisement / Purchases of Stock in Trade***

In Fiscal 2022, our Company incurred cost for advertisement, ₹ 6166.06 lacs against ₹ 3707.89 lacs expenses in fiscal 2021. An increase of 66.30%. This increase is in line with the increase in Sales.

##### ***Employee Benefit Expenses***

In Fiscal 2022, our Company incurred for employee benefit expenses ₹405.70 lacs against ₹ 302.47 lacs expenses in fiscal 2021. An increase of 34.13% was due to increase in salaries, staff welfare and director remuneration.

##### ***Finance Costs***

The finance costs for the fiscal 2022 was ₹ 191.80 lacs while it was ₹ 211.87 lacs for fiscal 2021. Finance Cost in FY 2022 reduced by 9.50% due to reduction in borrowing.

##### ***Depreciation***

In fiscal 2022, our depreciation were ₹ 75.04 lacs and ₹ 89.97 lacs in fiscal 2021. An decrease of 16.59% is in correlation with the fixed asset holding during the year.

##### ***Other Expenses***

In fiscal 2022, our other expenses were ₹ 1332.27 lacs and ₹ 363.29 lacs in fiscal 2021. An increase of 366.72% is in correlation with the increase in operational activity.

#### ***Profit/ (Loss) before Tax***

Our Company had reported a profit before tax for the Fiscal 2022 of ₹ 764.61 lacs against profit before tax of ₹ 68.48 lacs in Fiscal 2021, a 1116.475% increase. This was mainly due to increase in revenue from operations and decrease in finance cost and depreciation.

#### ***Profit/ (Loss) after Tax***

Profit after tax for the Fiscal 2022 was at ₹ 558.19 lacs against profit after tax of ₹ 55.84 lacs in fiscal 2021, a 999.68% increase. This was mainly due to increase in revenue from operations and decrease in finance cost and depreciation.

#### **Cash Flow Details**

The table below summaries our cash flows from our Audited Consolidated Financial Information for the financial year ended March 31, 2023, 2022 and 2021

<b>(Rs. in Lakhs)</b>			
<b>Particulars</b>	<b>FY 2022-23</b>	<b>FY 2021-22</b>	<b>FY 2020-21</b>
Net cash generated from / (used in) operating activities	596.71	286.70	352.15
Net cash generated from / (used in) Investing Activities	(905.72)	162.52	(78.30)
Net cash generated from / (used in) from financing activities	236.15	(410.46)	(110.16)

**Information required as per Item (II) (C) (i) of Part A of Schedule VI to the SEBI Regulations:**

**1. Unusual or infrequent events or transactions.**

To our knowledge there have been no unusual or infrequent events or transactions that have taken place during the last three years, except the outbreak of COVID 19.

**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 no. 20 of this Draft Prospectus respectively, to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

**3. Income and Sales on account of major product/main activities.**

Income and sales of our Company on account of major services provided are advertisements

**4. Whether the company has followed any unorthodox procedure for recording sales and revenues.**

Our Company has not followed any unorthodox procedure for recording sales and revenues.

**5. Known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.**

Other than as described in the section titled “Risk Factors” beginning on page no. 20 of this Draft Prospectus, in our opinion there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

**6. Future changes in relationship between costs and revenues, in case of events such as future increase in labour or material costs or prices that will cause a material change are known.**

Our Company’s future costs and revenues are not impacted by an increase in labour costs. However, our cost and revenue is impacted as the company looks to hire talent engineers with new skills and capabilities.

**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 operated.**

Our Company is in the business of advertisements. Relevant industry data, as available, has been included in the chapter titled “Industry Overview” beginning on page 82 of this Draft Prospectus.

**9. Status of any publicly announced new products or business segment.**

Our Company has not announced any new service and segment publicly.

**10. Any significant dependence on a single or few suppliers or customers.**

<b>As on March 31, 2023</b>	<b>Suppliers’ contribution</b>	<b>Customers’ contribution</b>
Top 5 %	48.28	48.30
Top 10 %	57.32	63.86

**11. Competitive conditions.**

Competitive conditions are as described under the Chapters titled “**Industry Overview**” and “**Business Overview**” beginning on pages 82 and 91, respectively of this Draft Prospectus.

## STATEMENT OF FINANCIAL INDEBTEDNESS

Our Company has availed certain loans in the ordinary course of business for the purposes including, but not limited to meeting its working capital requirements and financing its capital expenditure. Our Company has made an application to obtain the NOC from Bank.

Unless otherwise stated, the approvals and/or sanctions are valid as of the date of this Draft Prospectus and in case the said approvals and/or sanctions have expired, we have either made an application for renewal or are in the process of making an application for renewal.

As on the date of filing of this Draft Prospectus, the overall borrowings of our Company do not exceed the overall limit as specified under Section 180(1)(c) of the Companies Act, 2013.

Our Company utilizes various credit facilities from banks for conducting its business. Following is a summary of our Company's outstanding borrowings as on June 30, 2023:

Sr. No.	Nature of Borrowings	Outstanding Amount as on 30.06.2023 (Rs. In Lakhs)
1.	Secured Borrowings	1807.64
2.	Unsecured Borrowings	1197.50
	<b>Total</b>	<b>3005.15</b>

### 1. Secured Borrowings:

Sr. No.	Name of Lender	Date of Sanction	Purpose	Sanctioned Amount (Rs. in Lakhs)	ROI p.a. (Sanctioned)	ROI p.a. (Present)	Securities Offered	Outstanding amount as on 30.06.2023 (₹ in lakhs)
1	Toyota Financial Services	02.12.2022	Vehicle Purchase	15	7.99%	7.99%	Innova Crysta Vehicle No. UP16DN0586	11.62
2	ICICI Bank	10.08.2016	Purchase of Property	150	10.65%	10.25%	Lanmark Avenue: Plot No. 10, Ground Floor, Sushant Lok-1, Gurugram-122001 Personal Guarantees of Directors & Relatives 1. Mr. Mukesh Kumar Gupta	134.00
3	Deutsche Bank	30.11.2017	Business	1235	9.00%	9.55%	A-1/85, Panchsheel Enclave, Delhi - 110027 Personal Guarantees of Directors & Relatives 1. Mr. Mukesh Kumar Gupta 2. Mrs. Padma Gupta	967.18

Sr . N o.	Name of Lender	Date of Sanction	Purpose	Sanctioned Amount (Rs. in Lakhs)	ROI p.a. (Sanctioned)	ROI p.a. (Present)	Securities Offered	Outstanding amount as on 30.06.2023 (₹in lakhs)
4	Deutsche Bank	15.07.2020	Business - GECL	267	9.25%	9.25%	A-1/85, Panchsheel Enclave, Delhi - 110027 Personal Gaurantees of Directors & Relatives 1. Mr. Mukesh Kumar Gupta 2. Mrs. Padma Gupta	111.60
5	Deutsche Bank	30.11.2017	Business - Overdraft	615	9.00%	12%	A-1/85, Panchsheel Enclave, Delhi - 110027 Personal Gaurantees of Directors & Relatives 1. Mr. Mukesh Kumar Gupta 2. Mrs. Padma Gupta	583.24
	<b>TOTAL</b>							<b>1807.64</b>

## 2. Unsecured Borrowings:

Sr. No.	Name of Lender	Rate of interest p.a.	Outstanding amount as on June 30, 2023 (in lakhs)	Repayment
1	<b>From Corporate party wise</b>			
	1. K.R. Pulp & Paper Ltd.	6.00%	807.62	On demand
	2. Sadhna Broadcast Ltd.	6.00%	83.36	On demand
	3. Sharpeye Broadcasting Pvt. Ltd.	6.00%	0.54	On demand
2	<b>Directors wise:</b>			
	Mr. Mukesh Gupta	-	209.49	On demand
	Mr Alok Gupta	-	6.00	On demand
3	<b>Relatives party wise</b>			
	1. Mrs. Padma Gupta	-	40.25	On demand
	2. Mrs. Shilpa Gupta	-	50.25	On demand
	<b>TOTAL</b>		<b>1197.50</b>	

## SECTION X- LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

*Except as stated below there is no (i) pending criminal litigation involving our Company, Directors, Promoter, Subsidiary or Group Companies; (ii) actions taken by statutory or regulatory authorities involving our Company, Directors, Promoter, Subsidiary or Group Companies; (iii) outstanding claims involving our Company, Directors, Promoter, Subsidiary or Group Companies for any direct and indirect tax liabilities; (iv) outstanding proceedings initiated against our Company for economic offences; (v) defaults or non-payment of statutory dues by our Company; (vi) material fraud against our Company in the last five years immediately preceding the year of this Draft Prospectus; (vii) inquiry, inspection or investigation initiated or conducted under the Companies Act 2013 or any previous companies law against our Company during the last five years immediately preceding the year of this Draft Prospectus and if there were prosecutions filed (whether pending or not); (viii) fines imposed or compounding of offences for our Company in the last five years immediately preceding the year of this Draft Prospectus; (ix) litigation or legal action against our Promoter by any ministry or Government department or statutory authority during the last five years immediately preceding the year of this Draft Prospectus; (x) pending litigations involving our Company, Directors, Promoter, Subsidiary or Group Companies or any other person, as determined to be material by the Company's Board of Directors in accordance with the SEBI (ICDR) Regulations; or (xi) outstanding dues to creditors of our Company as determined to be material by our Company's Board of Directors in accordance with the SEBI (ICDR) Regulations and dues to small scale undertakings and other creditors.*

*For the purpose of material litigation in (x) above, our Board has considered and adopted the following policy on materiality with regard to outstanding litigations to be disclosed by our Company in this Draft Prospectus:*

- a) All criminal proceedings, statutory or regulatory actions and taxation matters, involving our Company, Promoters, Directors, Subsidiary or Group Companies, as the case may be shall be deemed to be material;*
- b) All pending litigation involving our Company, Promoter, Directors, or Group Companies as the case may be, other than criminal proceedings, statutory or regulatory actions and taxation matters, would be considered 'material' (a) the monetary amount of claim by or against the Company, Directors and Promoters in such pending litigation is in excess of One percent of the profit after tax of the Company, for the preceding financial year, as covered in the restated financials of the Company.(b) in the opinion of the Board, such pending litigation is material from the perspective of Company's business, operations, prospects or reputation irrespective of the amount involved in such litigation.*
- c) Notices received by our Company, Promoter, Directors, Subsidiary or Group Companies, as the case may be, from third parties (excluding statutory/regulatory authorities or notices threatening criminal action) shall, in any event, not be evaluated for materiality until such time that the Company / Directors / Promoter / Group Companies, as the case may be, are impleaded as parties in proceedings before any judicial forum.*

*Our Company, our Promoter and/or our Directors, have not been declared as wilful defaulters by the RBI or any governmental authority, have not been debarred from dealing in securities and/or accessing capital markets by the SEBI and no disciplinary action has been taken by the SEBI or any stock exchanges against our Company, our Promoter or our Directors, that may have a material adverse effect on our business or financial position, nor, so far as we are aware, are there any such proceedings pending or threatened.*

*Unless otherwise stated, all proceedings are pending as of the date of this Draft Prospectus. All information provided below is as of the date of this Draft Prospectus.*

*All terms defined in a summary pertaining to a particular litigation shall be construed only in respect of the summary of the litigation where such term is used.*

#### **(A) Pending Litigations Relating to Our Company**

- (i) Civil Cases filed against the Company : Yes
- (ii) Civil Cases filed by the Company : Yes
- (iii) Criminal cases against the company : Nil

- |      |   |       |
|------|---|-------|
| (iv) | Criminal cases filed by the company                         | : Yes |
| (v)  | Outstanding actions by regulatory and statutory authorities | : Nil |
| (vi) | Tax related matters   | : Yes |

## **I. Civil Cases Filed Against Our Company**

### **1. Airport Authority Of India & Others Vs Graphisads Private Limited, Arbtrn. Pet. No. 6/2021 Before Hon'ble High Court Of Jammu & Kashmir At Srinagar (Petition U/S 34 Of Arbitration And Conciliation Act, 1996 Against The Award Dated 11.11.2020 Passed By Ld. Arbitrator.**

#### *Details of the case*

- (1) Our Company was awarded a tender on 23.09.2008 whereby our Company had been granted advertisement rights contract at Srinagar International Airport (inside/outside (city side) the terminal building) of an area of 11321 sq. ft. at a monthly licence fee of Rs.12,79,000.00 with 10% annual compound escalation for a period of 05 years.
- (2) Pursuant to the said award of tender, our Company had deposited one month's advance licence fee of Rs.12,79,000.00 with the Srinagar Airport Authority and further furnished bank guarantee of Rs.1,12,35,500.00 dated 27.12.2008 from the Jammu and Kashmir Bank, Srinagar with Airport Authority of India, Srinagar International Airport, Srinagar which had the validity upto 26.04.2013 (5 years) with a claim period of 120 days.
- (3) On identifying the sites for display by our Company for its clients, our company came to know that various companies and institutions such as J&K tourism, J&K Bank, Cable Car Corporation, Kashmir etc. have some separate agreement with Airport Authority of India and they are separately paying the money to them due to which said display sites were not available to our Company.
- (4) In such scenario the entire awarded area of 11321 sq. ft. was not provided to our Company even though sole advertisement rights of the Airport were granted to our Company. Against the agreed area of 11321 sq. ft. only 7200 sq.ft. area for display was provided to our Company. The licence fee was agreed to paid for area of 11321 sq. ft for which the Company had bidden.
- (5) Further during the contract period violence erupted in Kashmir Valley which had also disrupted the air traffic from Srinagar Airport. Various clients of our Company rescued themselves from continuing with the advertisements. This had caused loss to our company and for this the rebate is being sought from the Authority.
- (6) The said Airport was purported to be International Airport to and from where International flights were committed to be flown. But practically no international flight was landing or taking off from the said Airport. All these caused losses to our Company regarding which requests were being made to the Authority to grant concession and rebate in the licence fees so charged by them.
- (7) Rather granting rebate and concession with regard to reduced area so provided, loss due to turmoil in the valley and non-existence of claimed international flights, the Authority had issued letter dated 30.10.2010 directing our Company to deposit Rs.1,05,84,467.00 with a threat to terminate the contract and to encash the Bank Guarantee.
- (8) This made our Company to invoke arbitration clause under the Agreement and making of the claim of Rs.12,16,74,440.00 before the Ld. Arbitrator so nominated under the Agreement.
- (9) In the said arbitration proceedings, the case was contested by the Airport Authority at Srinagar and finally the Award dated 11.11.2020 was passed in favour of our company, whereby an amount of Rs.76,35,271.00 was awarded in favour of our Company along with costs throughout.
- (10) It was further ordered there that the award be satisfied within a period of three months, failing which the award shall carry interest @6% from the date of award till its realization.
- (11) It was further ordered therein that the bank guarantee be released in favour of our company.
- (12) The other party/Respondent-Airport Authority of India had challenged the said Award dated 11.11.2020 which was challenged under Section 34 of the Arbitration and Conciliation Act, 1996 being Arb. Pet. No.6/2021 which is pending for hearing before Jammu & Kashmir High Court at Srinagar.

### **2. Tim Delhi Airport Advertising Private Limited Vs Graphisads Private Limited, CS/DJ/20/2015 (Old No.CS/DJ/208254/2016)**

#### *Against Claim and counter claim of M/s Graphisads Limited*



- (1) Our Company had undertaken the advertisement assignment of M/s Amrapali Media Vision Private Limited in Delhi Airport area at New Delhi.
- (2) The whole rights of advertisements sites within that area are with TIM Delhi Airport Advertising Private Limited (TIM Delhi).
- (3) Our company was awarded advertisements rights on certain sites from TIM Delhi for display of advertisement of our client M/s Amrapali Media Vision Private Limited.
- (4) But TIM Delhi did not provide the advertising space in accordance with the terms and condition of the contract and failed to carry out its obligations in toto. And therefore expected benefits of advertisement did not accrue to our client and our client did not pay the fee to us.
- (5) Our Company has therefore filed suit for recovery under Order 37 C.P.C. of a sum of Rs.60,29,071.00 besides interest and other charges wherein our Company had been granted leave to contest the suit under Order 37 CPC. Also our company had filed counter claim for the recovery of a sum of Rs.1,84,000.00 besides interest and costs.
- (6) Our Company had been granted leave to contest the suit under Order 37 CPC vide order dated 05.02.2019.
- (7) The judgement of grant of leave was challenged by the Plaintiff/Tim Delhi Airport Advertising Private Limited by filing the Appeal (FAO N.206/2019), which is presently pending before Hon'ble High Court of Delhi.
- (8) Our case of recovery and of counter claim is pending before the District Judge, Saket Court, New Delhi.
- (9) Our case in District Judge, Saket has been adjourned sine die presently because of pendency of appeal/petition of TIM Delhi in Hon'ble High Court of Delhi.

### **3. Tim Delhi Airport Advertising Private Limited Vs Graphisads Private Limited, FAO No.206/2019**

#### ***Against leave to contest granted to M/s Graphisads Limited***

- (1) Our Company had undertaken the advertisement assignment of M/s Amrapali Media Vision Private Limited in Delhi Airport area at New Delhi.
- (2) The whole rights of advertisements sites within that area are with TIM Delhi Airport Advertising Private Limited (TIM Delhi).
- (3) Our company was awarded advertisements rights on certain sites from TIM Delhi for display of advertisement of our client M/s Amrapali Media Vision Private Limited.
- (4) But TIM Delhi did not provide the advertising space in accordance with the terms and condition of the contract and failed to carry out its obligations in toto. And therefore expected benefits of advertisement did not accrue to our client and our client did not pay the fee to us.
- (5) Our Company has therefore filed suit for recovery under Order 37 C.P.C. of a sum of Rs.60,29,071.00 besides interest and other charges wherein our Company had been granted leave to contest the suit under Order 37 CPC. Also our company had filed counter claim for the recovery of a sum of Rs.1,84,000.00 besides interest and costs.
- (6) Our Company had been granted leave to contest the suit under Order 37 CPC vide order dated 05.02.2019.
- (7) The judgement of grant of leave was challenged by the Plaintiff/Tim Delhi Airport Advertising Private Limited by filing the Appeal (FAO N.206/2019), which is presently pending before Hon'ble High Court of Delhi.
- (8) Our case of recovery and of counter claim is pending before the District Judge, Saket Court, New Delhi.
- (9) Our case in District Judge, Saket has been adjourned sine die presently because of pendency of appeal/petition of TIM Delhi in Hon'ble High Court of Delhi.

### **4. Govt. Of Nct Of Delhi Vs Graphisads Private Limited, Rfa No.374 Of 2007, High Court Of Delhi At New Delhi**

- (1) At the time of U.P. Vidhan Sabha Elections, Mr. Salman Khurshid, President, Zafir Hussain Study Circle, organized an International Conference of Minorities, Education and language in 21<sup>st</sup> Century in Indian Democracy.
- (2) Our company was engaged by the Urdu Academy (A govt. of Delhi undertaking) for releasing the advertisements in the various leading newspapers for giving due publicity to the programmes organized for the same.

- (3) With respect to the said notices so published in the newspaper, a sum of Rs.9,26,331.00 is due and outstanding against the Urdu Academy regarding which our Company on their default had filed a suit for the recovery of a sum of Rs.12,14,992.00 besides interest and cost.
- (4) The said suit was decreed by the Hon'ble court of Shri. Rakesh Kapoor, then ADJ, Tis Hazari Courts, Delhi.
- (5) Against the said decree so passed in favour of our company, Govt. of NCT of Delhi had filed an appeal before Hon'ble High Court of Delhi which is presently pending before Hon'ble High Court of Delhi and is now came up for hearing.
- (6) However, the stay in the said appeal was granted to the Govt of NCT of Delhi conditionally and by furnishing security our Company had got released the decretal amount with them.

## **II. Civil Cases filed by our Company**

### **1. Graphisads Private Limited Vs Municipal Corporation of Delhi erstwhile South Delhi Municipal Corporation, Suit No.CS/DJ/615762/2016 read with Misc DJ/805/2019 before the Court of Additional District Judge, Tis Hazari Courts, Delhi**

#### ***Details of the case***

- (1) Our Company had been awarding contracts to various contractors for managing the Parking areas in Delhi at different locations against payment of monthly licence fees to the Municipal Corporation.
- (2) Sometimes in February, 2008, to augment its revenue, the Municipal Corporation planned to allow the "Parking Contractors" to put up and display Advertisement Signages in the parking areas on revenue sharing basis.
- (3) The Municipal Corporation fixed rates for such displays which were varying from zone to zone. Amount equivalent to three months' licence fees was required to be deposited as security besides one month's advance licence fee.
- (4) The contractors were required to incur their own expense in designing, fabrication and erection of such Signages.
- (5) It was assured that the permission would remain valid for a period of five years from the date of the respective agreements.
- (6) The Parking Contractors were having no experience of outdoor publicity for which they approached various registered/licenced advertisers for the same.
- (7) In such scenario, our Company also entered into different Tripartite agreements/understandings with different Parking contractors and Municipal Corporation for display of the advertisement signages.
- (8) Our company was granted the permission for the display of the advertisement signage boards on the basis of the said Tripartite Agreement so executed and the NOC so issued subsequent thereof by the Municipal Corporation and the rate was fixed at Rs.100/- per sq. ft. to be paid to MCD through the Parking Contractors. Such tripartite agreements were executed for various parking sites separately.
- (9) Based on the above agreements, our Company submitted its proposal dated 04/12/2008 seeking permission to display the advertisement signages at the MCD allotted Parking sites. The Municipal Corporation vide its letter dated 13/02/2009, granted permission for display of the advertisement signages at the various parking sites.
- (10) Our Company was required to deposit three months security deposit and one month's advance license fee, which it did and thereupon the contract between the parties stood concluded and
- (11) The Municipal Corporation gave its NOC on 15/05/2009 for sites in respect of which display of advertisement signages were permitted and the permission was granted vide its letter dated 13/02/2009 in respect of other sites as well.
- (12) Our Company had been regularly making the payment of the Licence Fees @ Rs.100/- per sq.ft., applicable advertisement tax etc. so agreed and as was applicable at the time of entering into the agreement. Our

Company was even displaying the advertisement of their clients on the sites for which NOC was issued to us as per Outdoor Advertisement Policy, 2007.

- (13) During the continuance of the said NOC on the agreed terms and conditions, the Municipal Corporation through their then OSD had got issued a circular bearing ref. No. OSD (Advtt.)/2010/D-2305 dated 19.03.2010 unilaterally against the terms of their Contract whereby the monthly license fee for the Unipoles already allotted at the parking sites under the Parking Policy was made at Par with the monthly license fee for the Unipoles allotted through tender in the particular zone and the Municipal Corporation started claiming the monthly licence fees at higher rates.
- (14) The Municipal Corporation had arbitrarily forced the said rates upon us which were contrary to the Tripartite Agreement so entered by the Corporation with a threatening that the unipoles/ advertisement of the advertisers will be removed, demolished.
- (15) Since we had got commercial commitments with its clients for display of the advertisements on the parking sites, and even various advertisements of our clients were being displayed on the parking sites so allotted to us after making huge investment, our company was coerced and compelled to pay the monthly licence fees at such enhanced rates under compulsion, coercion and forced circumstances whereas the Corporation had no right to claim such licence fees from us in contravention of their contract/agreement with us.
- (16) The Corporation in utter breach and disregard to their tripartite agreement and NOC so granted to us and without reconciling their accounts had issued letter no.DC(Advtt.)/SDMC/2014/D-1314 dated 18.11.2014 whereby the Corporation had cancelled the contract in respect of display of 20 flag signs & two unipoles at Vasant Complex, Vasant Vihar, New Delhi (South Zone). Further they started demanding the outstanding of Rs.2,47,45,526.00 whereas no such amount was due and payable by us. The demand so raised by the Corporation was on the basis of the circular dated 19.03.2010 which was not applicable on the display so made by us in terms of their Tripartite Agreement.
- (17) On reconciling of the accounts by us, and in accordance with the terms and conditions of the tripartite agreement, a sum of Rs.33,91,767.00 (Rupees Thirty-Three Lakhs Ninety-One Lakhs Seven Hundred and Sixty-Seven Only) was found due and payable by the Corporation to us. Hence, the excess amount of Rs.33,91,767.00 (Rupees Thirty-Three Lakhs Ninety-One Thousand Seven Hundred and Sixty-Seven Only) recovered by the Corporation from us is liable to be returned by the Corporation to us.
- (18) This amount which is being claimed in the present suit for recovery along with pendentalite and future interest which suit is presently pending.

**2. Graphisads Private Limited Vs BSES Rajdhani Power Limited (A power distribution Company), CS/DJ/156/2017 pending in the Hon'ble Court of Additional District Judge, Saket Courts, New Delhi**

***Details of the case***

- (1) Our Company had been licenced various sites, police booths, vending shops, public utility, steel furniture for the purpose of advertisement of our clients. These sites etc were allotted by Municipal Corporation of Delhi erstwhile South Delhi Municipal Corporation besides others. Our Company had displayed the advertisements of our clients on the said different sites.
- (2) The subject signage boards were illuminated and electrified and for that purpose, the electricity connections were obtained from BSES on the different sites.
- (3) The installed meters were to be charged with the prepaid coupons and no charge other than amount of such coupons were to be levied by the BSES. But the BSES had arbitrarily and without any intimation or communication or agreement in this regard, converted the prepaid meters to post paid meters and thereafter, raised the bills w.e.f. September, 2016 at enhanced rates and shown the arrears of the previous consumption period.
- (4) The BSES had started making demand against different meters. The demand was relating to the period from the date of the energization i.e since 2010 and which amounted to Rs.17,04,632.00.
- (5) In spite of repeated contacts by our Company, BSES is neither ready to correct the demand nor it is rendering the accounts thereof to us and has arbitrarily issued notice dated 16.12.2016 under Section 56 (1) of the Electricity Act, 2003 to disconnect the electricity supply of various meters. The officers of BSES started visiting the sites for disconnection of electricity supply.

- (6) This had made our company to institute the suit against BSES seeking:
  - (a) declaration of the demand of Rs.17,04,632.00 in respect of the prepaid metered connection/CA Numbers; and all the orders passed in pursuant to the said demand as illegal, unlawful, malafide, arbitrary;
  - (b) that the demand so raised may be quashed;
  - (c) for injunction against BSES from disconnecting the supplies of the meter;
  - (d) for mandatory injunction for continuation of the said meters as prepaid meters only.
- (7) Our Company was granted restrained order in its favour against the BSES subject to deposit of Rs.10,00,000.00 which stands deposited with BSES.
- (8) Now our said case is pending for trial before the District Court at Saket, New Delhi for demand to be quashed and for refund of Rs.10,00,000.00.

**3. Akhtar Vs Salim & Ors. Ex No.103 of 2011 pending in the Hon'ble Court of Motor Accident Claim Tribunal at Nuh, Mewat, Haryana**

*Details of the case*

- (1) Our Company was making advertisement through mobile vans during the period around 2006-2008.
- (2) One of the person, Mr. Akhtar had made a complaint that the mobile van of our company had hit him while reversing the vehicle and claimed that a fatal injury was so caused to him.
- (3) Mr. Akhtar had filed a Motor Accident Claim against our Company and the driver of the vehicle, Mr. Salim before then Motor Accident Claim Tribunal at Nuh, Mewat Distt. Haryana, being MACT case no.315 of 2008.
- (4) MACT at Nuh passed the award dated 23.07.2011 whereby the claimant thereof i.e. Akhtar was awarded compensation of Rs.4,65,000.00 along with interest @ 6% per annum against which our Company
- (5) Our Company had filed an MACT appeal before Hon'ble High Court of Punjab and Haryana, Chandigarh which passed an order to release a sum of Rs.2,00,000.00 to the decree holder Mr. Akhtar.
- (6) The Company had paid the said amount of Rs. 2,00,000 to Mr. Akhtar on furnishing of a security by him as required by Hon'ble High Court.
- (7) Finally, Hon'ble High Court of Punjab & Haryana had allowed the appeal filed by our Company and set aside the award dated 23.07.2011 making our Company entitled to claim back the said amount of Rs.2,00,000.00.
- (8) Mr. Akhtar did not pay back the said amount and thus our company has filed the execution application.

**4. Graphisads Private Limited Vs Airport Authority of India & Others, Execution No.1/2021 before Principal District Judge, Srinagar**

*Details of the case*

- (1) Our Company was awarded a tender on 23.09.2008 whereby our Company had been granted advertisement rights contract at Srinagar International Airport (inside/outside (city side) the terminal building) of an area of 11321 sq. ft. at a monthly licence fee of Rs.12,79,000.00 with 10% annual compound escalation for a period of 05 years.
- (2) Pursuant to the said award of tender, our Company had deposited one month's advance licence fee of Rs.12,79,000.00 with the Srinagar Airport Authority and further furnished bank guarantee of Rs.1,12,35,500.00 dated 27.12.2008 from the Jammu and Kashmir Bank, Srinagar with Airport Authority of India, Srinagar International Airport, Srinagar which had the validity upto 26.04.2013 (5 years) with a claim period of 120 days.
- (3) On identifying the sites for display by our Company for its clients, our company came to know that various companies and institutions such as J&K tourism, J&K Bank, Cable Car Corporation, Kashmir etc. have some separate agreement with Airport Authority of India and they are separately paying the money to them due to which said display sites were not available to our Company.
- (4) In such scenario the entire awarded area of 11321 sq. ft. was not provided to our Company even though sole advertisement rights of the Airport were granted to our Company. Against the agreed area of 11321 sq. ft. only 7200 sq.ft. area for display was provided to our Company. The licence fee was agreed to paid for area of 11321 sq. ft for which the Company had bidden.
- (5) Further during the contract period violence erupted in Kashmir Valley which had also disrupted the air traffic from Srinagar Airport. Various clients of our Company rescued themselves from continuing with the advertisements. This had caused loss to our company and for this the rebate is being sought from the Authority.

- (6) The said Airport was purported to be International Airport to and from where International flights were committed to be flown. But practically no international flight was landing or taking off from the said Airport. All these caused losses to our Company regarding which requests were being made to the Authority to grant concession and rebate in the licence fees so charged by them.
- (7) Rather granting rebate and concession with regard to reduced area so provided, loss due to turmoil in the valley and non-existence of claimed international flights, the Authority had issued letter dated 30.10.2010 directing our Company to deposit Rs.1,05,84,467.00 with a threat to terminate the contract and to encash the Bank Guarantee.
- (8) This made our Company to invoke arbitration clause under the Agreement and making of the claim of Rs.12,16,74,440.00 before the Ld. Arbitrator so nominated under the Agreement.
- (9) In the said arbitration proceedings, the case was contested by the Airport Authority at Srinagar and finally the Award dated 11.11.2020 was passed in favour of our company, whereby an amount of Rs.76,35,271.00 was awarded in favour of our Company along with costs throughout.
- (10) It was further ordered there that the award be satisfied within a period of three months, failing which the award shall carry interest @6% from the date of award till its realization.
- (11) It was further ordered therein that the bank guarantee be released in favour of our company.
- (12) The Airport Authority of India at Srinagar has not yet fulfilled its obligation under the said award and therefore our Company has filed the present execution petition qua the said Award.
- (13) The petition is presently pending but kept in abeyance because Airport Authority of India has challenged the award and filed the petition under Section 34 of the Arbitration and Conciliation Act, 1996 dated 11.11.2020.

**5. Graphisads Private Limited Vs Municipal Corporation of Delhi erstwhile North Delhi Municipal Corporation, Arbtn/585161/2016 before Additional District Judge, Tis Hazari Courts, Delhi**

*Details of the case*

- (1) An agreement dated 09.06.2004 was duly entered between M/s. Banas Sands TT JV and then North Delhi Municipal Corporation wherein it was agreed that the Contract for collection of Entry Toll Tax, by way of incentive, the contractor was allowed to recover their costs through display of advertisements in accordance with the Advertisement Policy of the Corporation.
- (2) Our Company being empaneled advertiser of North Delhi Municipal Corporation was appointed by M/s. Banas Sands TTC JV as sole agency for marketing the sites and for that, our Company had paid Rs.3,00,000.00 per month to M/s. Banas Sands TTC JV and Rs.75,000/- per month being 25% of Rs.3,00,000.00 to North Delhi Municipal Corporation.
- (3) The Contract between toll tax department and M/s. Banas Sands came to an end on 15.05.2008 and during the entire period of contract our Company deposited the payment equivalent to 25% of the contract amount and the same was accepted by then North Delhi Municipal Corporation without any objection, demeanour or reservations.
- (4) On completion of contract our Company requested MCD to allow them to continue with display of advertisement at Toll Tax Plazas till some alternate arrangement is made which was permitted by Corporation at the uniform rate of Rs.100/- per sq. ft. per month vide letter dated 08.07.2008 and our company continued to display the advertisement on the allotted sites for its clients and paid the agreed licence fees.
- (5) Thereafter the said sites were awarded to another agency at a monthly licence fees of Rs.13,40,000.00 on 25.03.2009 about which our company was never informed by the Corporation which made our company to pay the licence fees which was paid till April, 2009 but our company was not allowed to display/put up their advertisements on the allotted sites and even already displayed advertisements were removed.
- (6) The MCD invited tenders for street furniture contract during pre-arrangement of commonwealth games. Our Company applied for the said tender but the MCD raised a demand of Rs. 139.83 lakhs relating to arrears of licence fee and penalty for display of advertisement at Toll Tax Plaza and imposed the condition that this amount be cleared before processing the tender application of our company. Our company opposed it before the MCD and the MCD came up with stipulation that:
  - (a) In case the demand is undisputed, the full amount of Rs. 139.83 Lakhs to be deposited; and
  - (b) In case the demand is disputed 50% of the said amount is to be deposited with MCD.
- (7) Our Company claimed before the MCD that there was no such amount payable in the said the same was created out of some personal vengeance. On being required by MCD, our company executed an affidavit to this effect for referring the dispute to arbitration.

- (8) Pursuant to the said affidavit, the tender of street furniture was awarded to our company for two clusters to our Company with the condition of deposit of 25% amount of Rs.139.83 lakh so claimed by the MCD and the arbitrator was appointed for determination of dues.
- (9) Though the said conditions were not acceptable but since the country pride was at stake, our Company accepted the offer and deposited 25% of claimed amount under protest with a condition that the arbitrator should be appointed for settlement of the dues.
- (10) As such the dispute was referred to Shri. P. P., Chauhan, who acted as Arbitrator where MCD had submitted its claim of Rs.1,22,19,299.00. In response to the same, our Company raised counter claim of for an award of Rs.22,50,000.00 + Rs.6,22,000.00 + Rs.34,95,750.00 (amount so taken under protest).
- (11) During the proceeding of the arbitration. The MCD increased the claim to Rs.8,03,77,678.00. The increased claim was ordered by the Ld Arbitrator to confine for the relevant period and on such direction of the Ld. Arbitrator, the claim was reduced to Rs.10,74,800.00 per month for licence fees along with penal interest @2% per month which amounted to Rs.54,34,018.00.
- (12) Finally, the Ld. Arbitrator had passed the Award dated 13.09.2013 in the said dispute whereby the Ld. Arbitrator had rejected the entire claim of the Municipal Corporation as well as that of our Company but the Ld. Arbitrator had failed to give any direction with regard to the amount of Rs.34,95,750.00 which deposited under protest against the claim of the MCD. In spite of the rejection of the claim of the MCD in toto, the said deposited amount under protest was not ordered to be released to our Company nor any specific observation thereon was given by Ld. Arbitrator.
- (13) The said Award of Ld Arbitrator dated 13.09.2013 was challenged by our Company under Section 34 of the Arbitration and Conciliation Act, 1996 before Hon'ble High Court of Delhi.
- (14) Due to change in pecuniary jurisdiction, at the final stages of hearing, the case was transferred to the District Judge at Tis Hazari Courts, Delhi where the same is presently pending for consideration.
- (15) We are hopeful, that the amount of Rs.34,95,750.00 which we had deposited under protest may be ordered to be released to us after modifying/setting aside of the Award in this regard.

**6. Graphisads Private Limited Vs Mojoland India Limited, DL/01/S/CDC/00185 pending before MSME Council, District Magistrate (Central), Daryanj, Delhi**

Our company provided the advertisement services to M/s. Mojoland India Limited and a sum of Rs.16,24,580.00 remains unpaid in respect thereof.

Our company has filed the proceedings u/s. 18 of the MSMED Act, 2006 for the recovery of the said sum of Rs. 16,24,580.00, besides interest and other charges.

The said proceedings are pending before the MSME Council for consideration and adjudication.

**7. Graphisads Private Limited Vs AMP Communications Private Limited, DL/01/S/CDC/00186 pending before MSME Council, District Magistrate (Central), Daryanj, Delhi**

Our Company had provided advertisement services to the M/s AMP Communications Private Limited against which Rs.5,30,443.00 was found to be outstanding and recoverable from the said Company.

M/s AMP Communications Private Limited has defaulted in payment and therefore, our Company has filed the proceedings u/s. 18 of the MSMED Act, 2006 for the recovery of a sum of Rs. 5,30,443.00 besides applicable interest against the said Company.

The said proceedings are pending before the MSME Council for consideration and adjudication.

**8. Graphisads Private Limited (Unit : Spike Advertising Private Limited) Vs Sare Saamag Realty Private Limited, DL/01/S/CDC/00190 pending before MSME Council, District Magistrate (Central), Daryanj, Delhi**

Our Company had provided advertisement services to M/s Sare Saamag Realty Private Limited against which Rs.10,60,946.00 was found to be outstanding and recoverable from the said company.

M/s Sare Saamag Realty Private Limited has defaulted in payment and therefore our Company has filed the proceedings u/s. 18 of the MSMED Act, 2006 for the recovery of a sum of Rs.10,60,946.00 besides applicable interest.

The said proceedings are pending before the MSME Council for consideration and adjudication.

**9. Graphisads Private Limited (Unit: Spike Advertising Private Limited) Vs Sare Shelters Projects Private Limited, DL/01/S/CDC/00199 pending before MSME Council, District Magistrate (Central), Darvanj, Delhi**

M/s Spike Advertising Private Limited, the wholly owned subsidiary of our company had provided advertisement services to M/s Sare Saamag Realty Private Limited against which Rs.4,54,191.00 is outstanding and recoverable from the said company

M/s Sare Saamag Realty Private Limited has defaulted in payment and therefore our Company has filed the proceedings u/s. 18 of the MSMED Act, 2006 for the recovery of a sum of Rs. 4,54,191.00 besides applicable interest.

The said proceedings had been filed but the conciliation application stands rejected.

**10. Graphisads Private Limited Vs Ghaziabad Development Authority, DL/01/S/CDC/00059 pending before MSME Council, District Magistrate (Central), Darvanj, Delhi**

Our Company had provided advertisement services to Ghaziabad Development Authority, against which Rs.1,96,510.00 is outstanding and recoverable from the said Authority.

Ghaziabad Development Authority and on their default to pay the same and therefore our Company has filed the proceedings u/s. 18 of the MSMED Act, 2006 for the recovery of a sum of Rs. 1,96,510.00 besides applicable interest.

The said proceedings are pending before the MSME council for consideration and adjudication.

**11. Graphisads Private Limited (Unit : Spike Advertising Private Limited) Vs IVR PRIME IT SEZ PVT. LIMITED, Application No.DL01E0001044/S/00013 pending before MSME Council, District Magistrate (Central), Darvanj, Delhi**

M/s Spike Advertising Private Limited, the wholly owned subsidiary of our company had provided advertisement services to M/s IVR Prime IT SEZ Private Limited against which Rs.5,21,639.00 is outstanding and recoverable from the said company.

M/s IVR Prime IT SEZ Private Limited has defaulted in payment and therefore our Company has filed the proceedings u/s 18 of the MSMED Act, 2006 for the recovery of a sum of Rs.5,21,639.00 besides applicable interest.

The said proceedings had been filed but the conciliation application stands rejected.

**12. Graphisads Private Limited Vs Aadinath Probuild (India) Private Limited, Application NO.DL01E0001044/S/00012 pending before MSME Council, District Magistrate (Central), Darvanj, Delhi**

Our Company had provided advertisement services to M/s Aadinath Probuild (India) Private Limited against which Rs.4,14,462.00 is outstanding and recoverable from the said company.

M/s Aadinath Probuild (India) Private Limited has defaulted in payment and therefore our Company has filed the proceedings u/s. 18 of the MSMED Act, 2006 for the recovery of a sum of Rs.4,14,462.00 besides applicable interest.

The said proceedings had been filed but the conciliation application stands rejected.

**13. Graphisads Private Limited (Unit : Spike Advertising Private Limited) Vs KISHAN LAL JEWELLERS AND SONS PRIVATE LIMITED, Application No. Graphisads Private Limited (Unit : Spike Advertising Private Limited) Vs IVR PRIME IT SEZ PVT. LIMITED, Application No.DL01E0001044/S/00011 pending before MSME Council, District Magistrate (Central), Daryani, Delhi**

Our Company's sister concern, Spike Advertising Private Limited had provided advertisement services to M/s Kishan Lal Jewelers and Sons Private Limited against which Rs.9,77,755.00 is outstanding and recoverable from the said company.

M/s Kishan Lal Jewelers and Sons Private Limited has defaulted in payment and therefore our Company had filed the proceedings u/s. 18 of the MSMED Act, 2006 for the recovery of a sum of Rs.9,77,755.00 besides applicable interest.

The said proceedings had been filed but the conciliation application stands rejected.

**14. Graphisads Private Limited Vs Werben India Private Limited, Application NO.DL01E0001044/S/00010 pending before MSME Council, District Magistrate (Central), Daryani, Delhi**

Our Company had provided advertisement services to M/s. Werben India Private Limited against which Rs.9,94,300.00 is outstanding and recoverable from the said company.

M/s. Werben India Private Limited has defaulted in payment and therefore our Company had filed the proceedings u/s. 18 of the MSMED Act, 2006 for the recovery of a sum of Rs.9,94,300.00 besides applicable interest.

The said proceedings had been filed but the conciliation application stands rejected.

**15. Graphisads Private Limited Vs APEX AIM PRIVATE LIMITED Application NO.DL01E0001044/S/00002 pending before MSME Council, District Magistrate (Central), Daryani, Delhi**

Our Company had given Bank Guarantee for M/s Apex Aim Private Limited under a contract whereby the Company had to receive payments from the said Company and for the same a sum of Rs.9,24,060.00 is outstanding and recoverable from the said company.

M/s Apex Aim Private Limited has defaulted in payment and therefore our Company has filed the proceedings u/s. 18 of the MSMED Act, 2006 for the recovery of a sum of Rs.9,24,060.00 besides applicable interest.

The said proceedings had been filed but the conciliation application stands rejected.

**16. Graphisads Private Limited Vs Pepsu Road Transport Corporation pending before Chairman cum Sole Arbitrator, Pepsu Road Transport Corporation, Patiala.**

- (1) M/s Pepsu Road Transport Corporation (PRTC) invited tenders for display of advertisement on the buses of PRTC for a period of three years.
- (2) Pursuant to the application of our company for the award of said tender, the, the agreement/contract dated 30.10.2014 was executed between PRTC and our company.
- (3) According to the terms and conditions the agreement/contract was for a period of three years w.e.f. 20.10.2013 wherein rights with respect to total fleet of 1024 buses of PRTC was granted to our Company and therefore our Company was permitted to display advertisement of its clientson their fleet of buses so plying on roads.
- (4) In terms of the said contract our Company had furnished a Bank Guarantee equal to 1/3rd amount of total contract amount (Rs.2,89,00,000.00) which comes to Rs.96,33,333.00.



- (5) The PRTC did not provide the entire agreed fleet of buses to us for display of advertisement. Also the new buses added in fleet were not provided for display of advertisement by PRTC.
- (6) This has resulted in withholding of licence fee by our Company to an extent. Thus a dispute between our Company and PRTC had arisen and the contract was terminated by PRTC.
- (7) As per the dispute redressal mechanism, the Chairman of PRTC was appointed as Sole Arbitrator where the claims of our company amounting to Rs.98,00,000.00 is presently pending for adjudication.

**17. Graphisads Private Limited Vs Tim Delhi Airport Advertising Private Limited, Cs/Dj/238/2019 (Counter Claim)**

- (1) Our Company had undertaken the advertisement assignment of M/s Amrapali Media Vision Private Limited in Delhi Airport area at New Delhi.
- (2) The whole rights of advertisements sites within that area are with TIM Delhi Airport Advertising Private Limited (TIM Delhi).
- (3) Our company was awarded advertisements rights on certain sites from TIM Delhi for display of advertisement of our client M/s Amrapali Media Vision Private Limited.
- (4) But TIM Delhi did not provide the advertising space in accordance with the terms and condition of the contract and failed to carry out its obligations in toto. And therefore, expected benefits of advertisement did not accrue to our client and our client did not pay the fee to us.
- (5) Our Company has therefore filed suit for recovery under Order 37 C.P.C. of a sum of Rs.60,29,071.00 besides interest and other charges wherein our Company had been granted leave to contest the suit under Order 37 CPC. Also, our company had filed counter claim for the recovery of a sum of Rs.1,84,000.00 besides interest and costs.
- (6) TIM Delhi has filed appeal/petition challenging the granting of leave to us in Hon'ble High Court of Delhi, which is pending at present.
- (7) Our case of recovery and of counter claim is pending before the District Judge, Saket Court, New Delhi.
- (8) Our case in District Judge, Saket has been adjourned sine die presently because of pendency of appeal/petition of TIM Delhi in Hon'ble High Court of Delhi.

**18. Graphisads Private Limited Vs Raj Kumar Tripathi, Cs/Dj/221/2023 Pending Before District Judge (Commercial Court), Saket Courts, New Delhi**

- (1) A person named, Raj Kumar Tripathi had formed an organization in the name of National Housing Development Organization (NHDO) and depicted itself to be a government organization. The NHDO floated tenders for various vendors and advertisement companies. Being allured by the such representations, our Company had participated in the said tender by depositing EMD of Rs.36,00,000.00.
- (2) Later on the said organization was found to be a fictitious organization created by Mr. Raj Kumar Tripathi.
- (3) On being aware that the said amount had been wrongly taken by the said person, our Company had lodged an FIR against the same before the Police Station, Daryaganj, Delhi against whom charge sheet had also been filed in the Hon'ble Court of Metropolitan Magistrate at Delhi.
- (4) In addition to lodging of FIR, our company has filed a suit for recovery of a sum of Rs.60,44,000.00 alongwith interest which includes Rs.36,00,000.00 towards principal amount.
- (5) The said suit is pending and awaiting hearing before the Hon'ble Court of District Judge (Commercial Court), Delhi.

**III. Criminal Cases against our Company**

Nil

**IV. Criminal Cases filed by our Company**

**1. Graphisads Private Limited Vs Om Sai Multimedia Limited, Ct.Case No.22155/2016 which consigned to record room as main accused were not traceable and declared to be proclaimed offender and other accused were acquitted.**

- (1) The Company, Om Sai Multimedia Limited through its Directors had represented to be having advertisement rights from Ghaziabad Authority.

- (2) Our company made payment to the said company but the representation made by them was found to be false and as such they issued the cheque bearing No. 036359 dated 17.04.2010 amounting to Rs.10,00,000/- (Rupees Ten Lakhs Only) drawn on Bank of India, Harsaon Branch, Ghaziabad (U.P.)
- (3) On being presented to bank the cheque got dishonoured vide return memo of bank dated 04.10.2010.
- (4) Our Company sent statutory notice dated 01.11.2010 but no reply was received.
- (5) Our Company filed the criminal complaint under Section 138 of Negotiable Instruments Act, 1881 against Om Sai Multimedia Limited as well its Directors.
- (6) Two of the directors were acquitted as they were found to be not the Directors at the time of issuance of cheque and remaining two are not traceable who are declared as proclaimed offenders.

**2. Graphisads Private Limited Vs Foresight Communications Private Limited & others (three complaints), CC/616759/2016, CC/616762/2016, 616762/2016 pending before the Court of Metropolitan Magistrate, South East Distt., Saket, New Delhi**

- (1) Our Company had provided advertisement services to M/s Foresight Communications Private Limited who had launched edible oil in the market.
- (2) After getting immense advertisement done, the Company had issued three cheques' amounting to Rs.1,05,84,000 in aggregate which were dishonoured on their presentation.
- (3) Our Company sent statutory notice but no reply was received from the said company.
- (4) Our Company filed the criminal complaint under Section 138 of Negotiable Instruments Act, 1881 against the said Company and its directors.
- (5) The Directors of the said Company have gone underground and are untraceable regarding whom proceedings of proclaimed offender have commenced.

**3. Graphisads Private Limited Vs Relio Quick India Private Limited (two complaints), CC/50596/2016, CC/50598/2016 pending before the Court of Metropolitan Magistrate, New Delhi Distt., Patiala House Courts, New Delhi.**

- (1) Our company had rendered advertisement services to M/s Relio Quick India Private Limited. Our
- (2) Our Company raised invoice for services rendered and M/s Relio Quick India Private Limited issued cheques amounting to Rs.10,00,000.00.
- (3) On being presented to the bank the said cheques got dishonoured due to insufficiency of funds.
- (4) Our Company issued statutory demand notices but no reply was received.
- (5) Our company instituted a case under Section 138 of Negotiable Instruments Act, 1881 against three persons. Out of them two have settled with our Company and had agreed to pay a sum of Rs.10,00,000.00. They have already paid a sum of Rs.5,00,000.00 and the remaining settled amount of Rs.5,00,000.00 is to be paid by 30.04.2023.
- (6) The complaint against other authorized representative had not been settled. The complaint is still pending against all till the settled amount is being paid by the Directors who have settled with our Company.

**(B) Pending Litigation Relating to the Promoters of Our Company**

- |  |       |
|--|-------|
| a) Criminal Case against our Promoters                         | : Nil |
| b) Civil Cases against our Promoters                           | : Nil |
| c) Criminal Cases filed by our Promoters                       | : Nil |
| d) Civil Case filed by our Promoters                           | : Yes |
| e) Outstanding actions by regulatory and statutory authorities | : Nil |
| f) Tax related matters   | : Nil |

**Civil Case filed by our Promoters**

**3. Civil Suit No. CS/SCJ/613/2017, titled as "Mukesh Gupta Vs DDA etc." pending before the Hon'ble Court of Civil Judge, Tis Hazari Courts, Delhi**

The above-mentioned suit has been filed by promoter, Mr. Mukesh Kumar Gupta, on the basis of a right he is having over a land/property at Ramesh Nagar, Delhi, which was initially allotted by L&DO/DDA for the

specific purpose of coal depot whereas the same was later on being used contrary to the purpose for which it was allotted. This dispute whether the said coal depot sites can be used for alternate purpose or not is pending for adjudication.

**4. Civil Suit No. CS/SCJ/612/2017, titled as “Padma Gupta Vs DDA etc.” pending before the Hon’ble Court of Civil Judge, Tis Hazari Courts, Delhi**

The above said suit has been filed by promoter Mrs. Padma Mukesh Gupta, on the basis of a right she is having over a land/property at Ramesh Nagar, Delhi, which was initially allotted by L&DO/DDA for the specific purpose of coal depot whereas the same was later on being used contrary to the purpose for which it was allotted. This dispute whether the said coal depot sites can be used for alternate purpose or not is pending for adjudication

**(C) Pending Litigations Relating to the Directors (other than Promoters) of Our Company**

- a) Criminal case against our Directors (other than Promoters) : Nil
- b) Civil Cases Against our Directors (other than Promoters) : Nil
- c) Criminal Cases Filed by our Directors (other than Promoters) : Nil
- d) Civil Case Filed by our Directors (other than Promoters) : Nil
- e) Outstanding actions by regulatory and statutory authorities : Nil
- f) Tax related matters : Nil

**(D) Litigations Relating to Our Subsidiary**

- a) Criminal case against our Subsidiary : Nil
- b) Civil Cases Against our Subsidiary : Nil
- c) Criminal Cases Filed by our Subsidiary : Nil
- d) Civil Case Filed by our Subsidiary : Nil
- e) Outstanding actions by regulatory and statutory authorities : Nil
- f) Tax related matters : Nil

**TAX PROCEEDINGS**

The tax related proceedings involving our Company, our Promoters, our Subsidiary or our Directors except as stated below:

Particulars	No. of cases		Aggregate amount involved (In Rs.)
	Filed by	Filed Against	
<b>Our Company</b>			
Direct Tax	Nil	Nil	-
Indirect Tax	Nil	02	1,79,95,683
<b>Our Promoters</b>			
Direct Tax	Nil	Nil	-
Indirect Tax	Nil	Nil	-
<b>Our Directors (other than Promoters)</b>			
Direct Tax	Nil	Nil	-
Indirect Tax	Nil	Nil	-
<b>Our Subsidiary</b>			
Direct Tax	Nil	Nil	-
Indirect Tax	Nil	Nil	-

**DETAILS OF TAX RELATED MATTERS**

**1. Service Tax:**

- (i) A notice for recovery of Service Tax, interest and penalty aggregating to Rs 1,78,65,583/- for the period 2001-2002 to 2004-2005 was issued by the Service Tax Department.
- (ii) Our Company has already made payments against the demand as under:

<b>Year of Payment</b>	<b>Amount (Rs.)</b>
2008-2009	40,00,000/-
2018-2019	71,80,910/-
2019-2020	66,84,674/-
<b>Total</b>	<b>1,78,65,583/-</b>

- (iii) Out of Rs 1,78,65,583/-, Rs 40,00,000/- was already paid by the Company and charged in profit and loss account during the F.Y 2008-09 and balance of Rs 1,38,65,583/- has been shown as Deposit with Service Tax Department and accordingly treated as contingent liability as on 31<sup>st</sup> March 2023. Due to the fact that the matter was *sub-judice* before the Hon'ble CESAT, New Delhi as on 31<sup>st</sup> March 2023.
- (iv) The Company has filed Appeal before The Hon'ble Custom Excise and Service Tax Appellant [CESAT), R K Puram New Delhi against the said Service Tax - on 18.03.2019 vide Service Tax Appeal No. 850 of 2008 [DB] and the same was pending for adjudication as on 31<sup>st</sup> March 2023.
- (v) However, the matter has been disposed of in favor of the Company on 11th July 2023 vide FINAL ORDER No. 50866/2023 dated 18<sup>th</sup> July 2023.

**2. Value Added Tax  
Period 2013 and 2014**

Following notice of assessment of penalty issued under section 9(2) and 33 by the Department of Trade and Taxes for the period 2013 and 2014 are displayed on the website of department.

<b>ACT</b>	<b>Section</b>	<b>Year</b>	<b>Tax Period</b>	<b>Amount (Rs.)</b>
CST	Section 86 (09)	2013	Third Quarter – 2013	45,500
DVAT	Section 86 (09)	2013	First Quarter – 2013	8,600
DVAT	Section 9 (2)	2014	First Quarter – 2014	50,000
DVAT	Section 9 (2)	2014	Second Quarter – 2014	26,000
<b>Total</b>				<b>1,30,100</b>

**DISCIPLINARY ACTION INCLUDING PENALTY IMPOSED BY SEBI OR STOCK EXCHANGES AGAINST THE PROMOTER, DIRECTORS, GROUP COMPANIES AND PROMOTOR GROUP DURING THE LAST 5 FINANCIAL YEARS**

There are no disciplinary actions including penalty imposed by SEBI or Stock Exchanges against the Promoters, Directors or Group Companies during the last 5 financial years including outstanding actions except as disclosed above.

**PAST INQUIRIES, INSPECTIONS OR INVESTIGATIONS**

There have been no inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous company law in the last five years immediately preceding the year of the Draft Prospectus in the case of our Company, Promoter, Directors. Other than as described above, there have been no prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last five years immediately preceding the year of the Draft Prospectus.

**OUTSTANDING LITIGATION AGAINST OTHER PERSONS AND COMPANIES WHOSE OUTCOME COULD HAVE AN ADVERSE EFFECT ON OUR COMPANY**

As on the date of the Draft Prospectus, there is no outstanding litigation against other persons and companies whose outcome could have a material adverse effect on our Company.

**PROCEEDINGS INITIATED AGAINST OUR COMPANY FOR ECONOMIC OFFENCES**

There are no proceedings initiated against our Company for any economic offences.

**NON-PAYMENT OF STATUTORY DUES**

As on the date of the Draft Prospectus there have been no (i) instances of non-payment or defaults in payment of

statutory dues by our Company, (ii) over dues to companies or financial institutions by our Company, (iii) defaults against companies or financial institutions by our Company, or (iv) contingent liabilities not paid for except TDS payable and Income Tax payable for the past financial years.

#### **MATERIAL FRAUDS AGAINST OUR COMPANY**

There have been no material frauds committed against our Company in the five years preceding the year of this Draft Prospectus.

#### **DISCLOSURES PERTAINING TO WILFUL DEFAULTERS**

Neither our Company, nor our Promoters, nor Group Companies and nor Directors have been categorized or identified as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

#### **DISCLOSURES PERTAINING TO FRAUDULENT BORROWER**

Our Company or any of our Promoters or Group Companies or Directors are not declared as 'Fraudulent Borrower' by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 01, 2016.

#### **OUTSTANDING DUES TO CREDITORS**

As per the Materiality Policy, our Board has approved, creditor of the Company shall be considered to be material if amounts due to such due to such creditor exceed 5% of the Company's trade payables for the most recent financial year as per the restated financial statements.

Based on these criteria, our Company have no material creditors as on March 31, 2023:

<b>Particulars</b>	<b>No. of Creditors</b>	<b>Amount Outstanding (Rs. In Lakhs)</b>
Dues to small scale undertakings	19	476.59
Material dues to creditors	9	958.40
Other dues to creditors	210	522.27
<b>Total</b>	<b>238</b>	<b>1957.26</b>

Further, our Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure, if any, in relation to amount unpaid as at the year-end together with interest payable as required under the said Act have not been furnished. Our Company does not have any small-scale industries or MSMEs. Hence, there are no disputes.

The details pertaining to net outstanding dues towards our creditors are available on the website of our Company at [www.graphisads.com](http://www.graphisads.com). It is clarified that such details available on our website do not form a part of this Draft Prospectus. Anyone placing reliance on any other source of information, including our Company's website, would be doing so at their own risk.

#### **MATERIAL DEVELOPMENTS**

Except as stated in "Management's Discussion and Analysis of Financial Condition and Results of Operation" on page no. 183, there have not arisen, since the date of the last financial statements disclosed in the Draft Prospectus, any circumstances which materially and adversely affect or are likely to affect our profitability taken as a whole or the value of our assets or our ability to pay our liabilities within the next 12 months.

In accordance with SEBI requirements, our Company and the Lead Manager shall ensure that investors are informed of material developments until such time as the grant of listing and trading permission by the Emerge Platform of NSE.

## GOVERNMENT AND OTHER APPROVALS

*We have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business activities (as applicable on date of this Draft Prospectus) and except as mentioned below, no further approvals are required for carrying on our present business.*

*In view of the approvals listed below, we can undertake the Issue and our current/ proposed business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the Issue or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India and 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. Unless otherwise stated, these approvals are all valid as of the date of this Draft Prospectus.*

*The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to carry out its activities. The following statement sets out the details of licenses, permissions and approvals taken by us under various central and state laws for carrying out our business.*

*For further details in connection with the regulatory and legal framework within which we operate, please refer to the chapter titled 'Key Industry Regulations and Policies' on page no. 105 of this Draft Prospectus.*

### A) APPROVALS FOR THE ISSUE

1. Our Board has pursuant to a resolution passed at its meeting dated on August 01, 2023 under Section 62(1)(c) of the Companies Act 2013, authorized the Fresh Issue of Equity Shares, subject to the approval of the shareholders and such other authorities as may be necessary.
2. Our Shareholders have pursuant to a special resolution passed at their meeting dated August 09, 2023 under Section 62(1)(c) and other applicable provisions of the Companies Act 2013, authorized the Fresh Issue of Equity Shares.
3. Our Company has obtained an approval from the NSE EMERGE for listing our Equity Shares through their Letter dated [●] bearing reference number. [●]
4. Agreement dated May 31, 2023 between CDSL, the Company and the Registrar to the Issue;
5. Agreement dated April 28, 2023 between NSDL, the Company and the Registrar to the Issue
6. The Company's International Securities Identification Number ("ISIN") is INE0POU01017.

### B) APPROVALS IN RELATION TO THE COMPANY

7. Certificate of Incorporation dated September 25, 1987 in the name of "Graphisads Private Limited" was issued by the Registrar of Companies, Delhi.
8. Fresh Certificate of Incorporation dated January 03, 2023 under the name of "Graphisads Limited" was issued by the Registrar of Companies, Delhi, upon conversion from "Graphisads Private Limited" to "Graphisads Limited"
9. The Corporate Identity Number (CIN) of the Company is U35999DL1987PLC029334.

### C) APPROVALS/ LICENSES IN RELATION TO THE BUSINESS OF OUR COMPANY

We require various approvals and/ or licenses under various rules and regulations to conduct our business. Some of the material approvals required by us to undertake our business activities are set out below:

Issuing Authority	Registration / License No.	Nature of Registration / License	Date of Registration	Valid Up to
Registration in	AAACG2365F	Allotment of Permanent	13-01-2023	Valid Till

Issuing Authority	Registration / License No.	Nature of Registration / License	Date of Registration	Valid Up to
Income Tax Department		Account Number (PAN) under the name of <b>Graphisads Limited</b>		Cancelled
Government of Delhi	07AAACG2365F1ZW	Form GST REG-06-Registration Certificate	16-01-2023	Valid Till Cancelled
Government of India and Government of Haryana	06AAACG2365F1ZY	Form GST REG-06-Registration Certificate	31 -01-2023	Valid Till Cancelled
Government of India and Government of Uttar Pradesh	09AAACG2365F1ZS	Form GST REG-06-Registration Certificate	07-02-2023	Valid Till Cancelled
Income Tax Department	DELG06613F	Allotment of Tax Deduction Account Number ( <b>TAN</b> )	10-03-2023	Valid Till Cancelled
Employees' Provident Fund Organisation, Ministry of Labour and Employment	DLCPM0004141000	Allotment of Provident Fund	28-04-2023	Vaild Till Cancelled
Employees' State Insurance Corporation	20000238680001005	Allotment of Employee's Insurance	09-06-2010	Valid Till Cancelled
Department of Labour, Delhi	2023102355	Govt of National Capital Territory of Delhi	27-06-2023	26-06-2024
Ministry of Micro, Small and Medium Enterprises, Delhi	UDYAM-DL-01-003748	Udyam Registration Certificate	29-12-2020	Valid Till Cancelled
QFS Management System LLP	SCC/2308GI/1326	Department of Information security Management	10-08-2023	09-08-2026

#### D) INTELLECTUAL PROPERTY RIGHTS

As on the date of this Draft Prospectus, the company does not hold any other kind of Intellectual Property Rights except as mentioned below for which application has been filed:

IPR Holder	Registration No.	Class and Description of the work	Category of mark	Copyright/ Trademark	Status
Graphisads Limited	5706371	Class 16	Word	Graphisads	Accepted & advertised
Graphisads Limited	5706375	Class 37	Word	Graphisads	Objected
Graphisads Limited	5706378	Class 38	Word	Graphisads	Objected
Graphisads Limited	5706381	Class 41	Word	Graphisads	Formalities check pass

Our company has confirmed that no other applications have been made by our Company nor has it registered any other type of intellectual property including trademarks/copyrights/patents etc.

#### E) Approvals applied for but not yet received / Renewals made in the usual course of business:

Our company confirms that no other applications have been made by them nor has it registered any other type of intellectual property including trademarks/copyrights/patents etc.

## SECTION XI- OTHER REGULATORY AND STATUTORY DISCLOSURES

### Authority for the Issue

1. The Fresh Issue of Equity Shares has been authorized by a resolution by the Board of Directors passed at their meeting held on August 01, 2023 under Section 62(1)(c) of the Companies Act 2013 and subject to the approval of the shareholders and such other authorities as may be necessary.
2. The Fresh Issue of Equity Shares has been authorized by a resolution by the AGM passed at their meeting held on August 09, 2023 under Section 62(1)(c) and other applicable provisions of the Companies Act 2013.

Our Company has also obtained all necessary contractual approvals required for the Issue. For further details, refer to the chapter titled '**Government and Other Approvals**' beginning on page no. 207 of this Draft Prospectus.

Our Company has received approval from NSE *vide* their letter Ref.: NSE/LIST/2277 dated [•] to use the name of NSE in this Draft Prospectus for listing of the Equity Shares on Emerge Platform of NSE which is the Designated Stock Exchange.

### Prohibition by SEBI, RBI or Governmental Authorities

We confirm that our Company, Directors, Promoters, members of the Promoter Group and Group Companies or the directors and promoters 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.

We also confirm that our Promoters, Directors or Group Companies 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 debarred from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Further, none of our directors are or were associated with any entities which are engaged in securities market related business and are or registered with SEBI for the same.

We, further confirm that none of our Company, its Promoters, relatives of Promoters (as defined under Companies Act, 2013) its Directors and its Group Companies have been identified as willful defaulters or fraudulent borrowers by the RBI or other authorities.

The listing of any securities of our Company has never been refused by any of the stock exchanges in India.

### Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018

Our Company is in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 ("**SBO Rules**"), to the extent applicable, as on the date of this Draft Prospectus.

### Association with Securities Market

We confirm that none of our Directors are in any manner associated with the securities market and there has been no action taken by SEBI against our Directors or any entity in which our Directors are involved as promoters or directors except as stated under the chapters titled "Risk factors", "Our Promoter, Promoter Group", "Group Companies" and "Outstanding Litigations and Material Developments" beginning on page nos. 20, 131, 135 and 192 respectively, of this Draft Prospectus.

### Eligibility for the Issue

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations; and this Issue is an "Initial Public Offer" in terms of the SEBI (ICDR) Regulations.



Our Company is eligible for the Issue in accordance with **Regulation 229(2)** and other provisions of Chapter IX of the SEBI (ICDR) Regulations, as we are an Issuer whose post-issue face value capital is more than Ten Crores Rupees and we may hence issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange **SME/ Emerge Exchange**", in this case being the Emerge Platform of NSE known as ("NSE Emerge")

We confirm that we comply with Regulation 229 (3) of the SEBI ICDR Regulations and all the below requirements / conditions so as to be eligible to be listed on the Emerge Platform of NSE:

- 1) Our Company was incorporated on 25 September, 1987 under Companies Act, 1956.
- 2) The Post Issue Paid-up Equity Share Capital will be Rs. 1827.65 Lakhs which shall not be more than Rs. 2,500.00 Lakhs.
- 3) Our Company has positive Net worth. The Net worth of our Company as per the latest Audited Consolidated Financial Statements (as on March 31, 2023) is Rs. 4286.31 Lakhs
- 4) Our Company has a track record of three years of existence as on the date of filing of this Draft Prospectus
- 5) Our Company has operating profits (Earnings before interest, depreciation and tax) from operations for at least any 2 (two) out of 3 (three) financial years preceding the date of filing of this Draft Prospectus / the Prospectus and the net worth of our Company is positive as per the latest audited consolidated financial statements.

(Rs. in Lakhs)

Cash Accruals	As on March 31,		
	2023	2022	2021
Profit Before Tax	818.12	764.61	68.48
Add: Depreciation	88.54	75.04	123.97
Less: Other Income	(61.41)	(55.42)	(188.04)
<b>Positive Cash Accruals (Earnings Before Depreciation and Tax)</b>	<b>845.25</b>	<b>835.91</b>	<b>4.41</b>

- 6) There is no change in the promoter/s of the Company in the preceding one year from date of filing application with Emerge Platform of NSE.
- 7) Our Company has entered into the tripartite agreements with NSDL & CDSL along with our Registrar for facilitating trading in dematerialized mode.
- 8) Our Company has a live and operational website: [www.graphisads.com](http://www.graphisads.com)
- 9) Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
- 10) There is no winding up petition against our Company, which has been admitted by the court. Also, no liquidator has been appointed.
- 11) No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company or Promoters or our Directors or members forming a part of the Promoter Group or Our Companies/ Entities except as mentioned in the chapter titled "Outstanding Litigation and Material Developments" beginning on page 192 of this Draft Prospectus.

We further confirm that:

- a) Our Company is not ineligible to make the Issue in terms of **Regulation 228** of the SEBI ICDR Regulations. The details of our compliance with Regulation 228 of the SEBI ICDR Regulations are as follows:
  - 1) Neither our Company, our Promoters, member belong to the Promoter Group, our Group Companies/ Entities, our Directors and the companies with which our Promoters & Directors are associated as directors or

promoters or persons in control of any other company have been prohibited/debarred from accessing or operating in the capital markets under any order or direction passed by SEBI;

- 2) None of our Company, our Promoters, member belong to the Promoter Group, our Group Companies/ Entities, our Directors and the companies with which our Promoters & Directors are associated as directors or promoters or persons in control of any other company have not been declared as **‘Wilful Defaulter’ and/ ‘Fraudulent Borrowers’** as on the date of filing this Draft Prospectus.
- 3) None of our Company, our Promoters, member belong to the Promoter Group, our Group Companies/ Entities, our Directors and the companies with which our Promoters & Directors are associated as directors or promoters or persons in control of any other company have not been declared as **‘Fugitive Economic Offender’** as on the date of filing this Draft Prospectus.
- b) Our Company is in compliance with the following conditions specified in **Regulation 230** of the SEBI Regulations, 2018 to the extent applicable.
  - 1) The Draft Prospectus has been filed with NSE and our Company has made an application to National Stock Exchange Limited for listing of its Equity Shares on the Emerge Platform of NSE. National Stock Exchange Limited is the Designated Stock Exchange;
  - 2) Our Company has entered into an agreement with NSDL and CDSL for dematerialization of its Equity Shares already issued and proposed to be issued.
  - 3) The Equity Shares of our Company are fully paid and there are no partly paid-up Equity Shares as on the date of filing this Draft Prospectus;
  - 4) The entire Equity Shares held by our Promoters will be in dematerialized form before opening of the Issue for subscription.
  - 5) The requirement of firm arrangements of finance through verifiable means towards seventy five per cent of the stated means of finance for funding from the issue proceeds, excluding the amount to be raised through the proposed public offer or through existing identifiable internal accruals is not applicable to our Company. For details, please refer the chapter “Objects of the Issue” on page no.66 of this Draft Prospectus;
  - 6) The amount dedicated for general corporate purposes, as mentioned in “Objects of the Issue” on page no. 66 of this Draft Prospectus, does not exceeding twenty-five per cent (25%) of the amount being raised by the Issuer.

**We confirm that in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, we confirm that:**

- a) In accordance with **Regulation 246** the SEBI (ICDR) Regulations, we have not filed any Draft Offer Document with SEBI nor has SEBI issued any observations on our Offer Document. Also, we shall ensure that our Lead Manager submits the copy of Draft Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Draft Prospectus with Stock Exchange and the Registrar of Companies.
- b) In accordance with **Regulation 260(1) and 260(2)** of the SEBI (ICDR) Regulations, the issue has been [•] percent underwritten and that the [•] of the Total Issue Size. For further details pertaining to said underwriting please refer to paragraph titled **‘Underwriting Agreement’** under chapter titled **‘General Information’** on page no. 48 of this Draft Prospectus.
- c) In accordance with **Regulation 261** of the SEBI (ICDR) Regulations, we have entered into an agreement with the Lead Manager and Market Maker to ensure compulsory Market Making for a minimum period of (3) three years from the date of listing of equity shares offered in the Issue. For further details of the arrangement of market making please refer to paragraph titled **‘Details of the Market Making Arrangement for the Issue’** under chapter titled **‘General Information’** on page no. 48 of this Draft Prospectus.

- d) In accordance with **Regulation 268(1)** of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed Allottee's in the Issue is not less than fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within 4 (Four) days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of 4 (Four) days, be liable to repay such application money, with interest as prescribed under the Companies Act, 2013. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

We further confirm that, we shall be complying with all the other requirements as laid down for such an Issue under Chapter IX SEBI (ICDR) Regulations, 2018 as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

#### **DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT 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 THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MANAGER HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT PROSPECTUS, THE LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED [·] IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

**THE DUE DILIGENCE CERTIFICATE FURNISHED WITH SEBI BY THE LEAD MANAGER IS REPRODUCED BELOW:**

**“WE, THE UNDER NOTED LEAD MANAGER TO THE ABOVE-MENTIONED FORTHCOMING ISSUE STATE AND CONFIRM AS FOLLOWS:**

- 1) WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION INCLUDING COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC., AND OTHER MATERIAL WHILE FINALISING THE DRAFT PROSPECTUS OF THE SUBJECT ISSUE;**
- 2) ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION, CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:**
  - d) THE DRAFT PROSPECTUS FILED WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS WHICH ARE MATERIAL TO THE ISSUE;**
  - e) ALL THE MATERIAL LEGAL REQUIREMENTS RELATING TO THE ISSUE, AS SPECIFIED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA, THE CENTRAL GOVERNMENT**

AND ANY COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND

- f) THE MATERIAL DISCLOSURES MADE IN THE DRAFT PROSPECTUS ARE TRUE AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELLINFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 2013, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 AND OTHER APPLICABLE LEGAL REQUIREMENTS.
- 3) BESIDES OURSELVES, ALL INTERMEDIARIES NAMED IN THE DRAFT PROSPECTUS ARE ALSO REGISTERED WITH SEBI AND THAT TILL DATE SUCH REGISTRATION IS VALID.
- 4) WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS – NOTED FOR COMPLIANCE.
- 5) WRITTEN CONSENT FROM THE PROMOTER HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF THE PROMOTER'S CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF THE PROMOTER'S CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED OR SOLD OR TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT PROSPECTUS WITH SEBI TILL THE DATE OF COMMENCEMENT OF THE LOCK-IN PERIOD AS STATED IN THE DRAFT PROSPECTUS.
- 6) ALL APPLICABLE PROVISIONS OF THESE REGULATIONS, WHICH RELATE TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS' CONTRIBUTION, HAVE BEEN AND SHALL BE DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION(S) HAVE BEEN MADE IN THE DRAFT PROSPECTUS.
- 7) ALL APPLICABLE PROVISIONS OF THESE REGULATIONS WHICH RELATE TO RECEIPT OF PROMOTERS' CONTRIBUTION PRIOR TO OPENING OF THE ISSUE, SHALL BE COMPLIED WITH. ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE AND THAT THE AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD.

WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE ISSUE- NOT APPLICABLE AS THE PROMOTERS CONTRIBUTION HAS ALREADY BEEN DEPLOYED.

- 8) NECESSARY ARRANGEMENTS SHALL BE MADE TO ENSURE THAT THE MONIES RECEIVED PURSUANT TO THE ISSUE ARE CREDITED OR TRANSFERRED TO IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONIES SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES, AND THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION- NOTED FOR COMPLIANCE- AS PER TRI-PARTITE AGREEMENT WITH BANKERS TO THE ISSUE.
- 9) THE EXISTING BUSINESS AS WELL AS ANY NEW BUSINESS OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED FALL WITHIN THE 'MAIN OBJECTS' IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED IN THE LAST TEN YEARS ARE VALID IN TERMS OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION.

- 10) IN CASE OF A RIGHTS ISSUE DISCLOSURE HAS BEEN MADE IN THE DRAFT LETTER OF OFFER THAT INVESTORS SHALL BE GIVEN AN OPTION TO RECEIVE THE SHARES IN DEMAT OR PHYSICAL MODE – NOT APPLICABLE.
- 11) FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT OFFER DOCUMENT/ DRAFT LETTER OF OFFER:
  - (A) AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THEISSUER – NOTED
  - (B) AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH ALLDISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD - NOTED
- 12) WE SHALL COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENTS IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 – NOTED FOR COMPLIANCE
- 13) IF APPLICABLE, THE ENTITY IS ELIGIBLE TO LIST ON THE INSTITUTIONAL TRADING PLATFORM IN TERMS OF THE PROVISIONS OF CHAPTER X OF THESE REGULATIONS - NOT APPLICABLE.
- 14) WE ENCLOSE A NOTE EXPLAINING THE PROCESS OF DUE DILIGENCE THAT HAS BEEN EXERCISED BY US INCLUDING IN RELATION TO THE BUSINESS OF THE ISSUER, THE RISKS IN RELATION TO THE BUSINESS, EXPERIENCE OF THE PROMOTERS AND THAT THE RELATED PARTY TRANSACTIONS ENTERED INTO FOR THE PERIOD DISCLOSED IN THE OFFER DOCUMENT HAVE BEEN ENTERED INTO BY THE ISSUER IN ACCORDANCE WITH APPLICABLE LAWS – NOTED FOR COMPLIANCE.
- 15) WE ENCLOSE A CHECKLIST CONFIRMING REGULATION WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THESE REGULATIONS, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT OFFER DOCUMENT/DRAFT LETTER OF OFFER WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY – NOTED FOR COMPLIANCE.

**ADDITIONAL CONFIRMATIONS/ CERTIFICATION TO BE GIVEN BY LEAD MANAGER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH OFFER DOCUMENT REGARDING SME EXCHANGE**

- 1) WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE DRAFT PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.
- 2) WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN THIS DRAFT PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES OFFERED THROUGH THE ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN. - NOTED FOR COMPLIANCE
- 3) WE CONFIRM THAT THE ABRIDGED DRAFT PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018. – NOTED FOR COMPLIANCE
- 4) WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALIZATION OF THE SPECIFIED SECURITIES OF THE ISSUER. – NOTED FOR COMPLIANCE

**5) WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 261 AND 262 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, HAVE BEEN MADE.**

**6) WE CONFIRM THAT THE ISSUER HAS REDRESSED AT LEAST NINETY FIVE PERCENT OF THE COMPLAINTS RECEIVED FROM THE INVESTORS TILL THE END OF THE QUARTER IMMEDIATELY PRECEDING THE MONTH OF THE FILING OF THE OFFER DOCUMENT WITH REGISTRAR OF COMPANIES. – NOTED FOR COMPLIANCE**

**NOTE:**

The Filing Of The Draft Prospectus Does Not, However, Absolve The Issuer From Any Liabilities Under The Companies Act, 2013 Or From The Requirement Of Obtaining Such Statutory Or Other Clearances As May Be Required For The Purpose Of The Proposed Issue. SEBI Further Reserves The Right To Take Up At Any Point Of Time, With The Lead Merchant Banker, Any Irregularities Or Lapses In This Draft Prospectus.

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Draft Prospectus with the Registrar of Companies, Delhi in terms of sections 26, 32 and 33 of the Companies Act, 2013.

**DISCLAIMER CLAUSE OF THE EMERGE PLATFORM OF NSE LIMITED**

“As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: NSE/LIST/2277 dated May 18, 2022 permission to the Issuer to use the Exchange’s name in this Offer Document as one of the stock exchanges on which this Issuer’s securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer’s securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer. Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.”

**DISCLAIMER STATEMENT FROM OUR COMPANY AND THE LEAD MANAGER**

Our Company, our Directors and the Lead Manager accept no responsibility for statements made otherwise than in this Draft Prospectus or in the advertisements or any other material issued by or at instance of our Company and anyone placing reliance on any other source of information would be doing so at his or her own risk.

The Lead Manager accepts no responsibility, save to the limited extent as provided in the MOU / Issue Agreement entered into between the Lead Manager and our Company August 11, 2023 and the Underwriting Agreement dated [•] into between the Underwriter and our Company and the Market Making Agreement dated [•] entered into among the Lead Manager, the Market Maker and our Company.

All information shall be made available by our Company and the Lead Manager to the Applicants and public at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at collection centres or elsewhere.

The Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for our Company, our Group Entities and our respective affiliates and associates in the ordinary course of business, and have engaged, or may in the future engage in commercial banking and investment banking transactions with our Company or our Group Entities or their respective affiliates or associates for which they have received, and may in future receive compensation.

## **DISCLAIMER IN RESPECT OF JURISDICTION**

The 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, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2 (72) of the Companies Act, 2013, 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 Lakhs, pension funds with minimum corpus of Rs. 2,500 Lakhs and the National Investment Fund, and permitted non-residents including FIIs, Eligible NRIs, QFIs, 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, this Draft Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of the Issue will be subject to the jurisdiction of appropriate court(s) in Mumbai, India 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 this Draft Prospectus has been filed with NSE for its observations and NSE shall give its observations in due course. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and the Draft Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of the Draft 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 Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

## **DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT**

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the “Securities Act”) or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold (i) in the United States only to “qualified institutional buyers”, as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

## TRACK RECORDS OF PAST ISSUES HANDLED BY FIRST OVERSEAS CAPITAL LIMITED

For details regarding the track record of the First Overseas Capital Limited, as specified under Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer to the website of First Overseas Capital Limited at [www.focl.in](http://www.focl.in)

### PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE LEAD MANAGER

#### Annexure A

#### Disclosure of Price Information of Past Issues Handled By Merchant Banker(s)

**TABLE 1**

Sr. No.	Issue Name	Issue Size (Rs. 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
1)	QMS Medical Allied Services Limited	56.87	121.00	11-10-2022	128.00	+51.86(6.07)	+47.99(+6.30)	+4.24(4.72)
2)	SVS Ventures Limited	11.24	20.00	12-01-2023	20.50	-43.17(0.79)	-64.88(0.73)	-59.46(+9.44)
3)	Ducol Organics And Colours Limited	31.51	78.00	19-01-2023	111.95	-9.57(-0.27)	+10.72(-2.12)	+54.89(+9.75)
4)	SVJ Enterprises Limited	6.12	36.00	09-03-2023	38.00	-18.31(0.07)	+19.58(+5.58)	N.A.
5)	Amanaya Ventures Limited	2.76	23.00	09-03-2023	20.10	-30.31(0.07)	-23.66(+5.58)	N.A.
6)	Nirman Agri Genetics Limited	20.30	99.00	28-03-2023	102.00	-24.20(+5.27)	+24.99(+9.30)	N.A.
7)	Kore Digital Limited	18.00	180.00	14-06-2023	201.00	-58.10(+4.48)	N.A.	N.A.
8)	Cell Point (India) Limited	50.34	100.00	28-06-2023	100.00	-52.21(+3.51)	N.A.	N.A.
9)	Synoptics Technologies Limited	54.04	237.00	13-07-2023	238.00	-45.05(-0.24)	N.A.	N.A.
10)	Pyramid Technoplast Limited	1530.52	166	29-08-2023	187.00	N.A.	N.A.	N.A.

**Note:-**

1. The BSE Sensex and Nifty are considered as the Benchmark Index



2. Prices on BSE/NSE are considered for all of the above calculations
3. In case the 30th/90th/180th day is a holiday, closing price on BSE/NSE of the previous trading day has been considered.
4. In case 30th/90th/180th days, scrips are not traded then closing price on BSE/NSE of the previous trading day has been considered.

**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-30 <sup>th</sup> calendar days from listing			No. of IPOs trading at premium-30 <sup>th</sup> calendar days from listing			No. of IPOs trading at discount-180 <sup>th</sup> calendar days from listing			No. of IPOs trading at premium-180 <sup>th</sup> 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*	4	1652.90	2	1	-	-	-	-	-	-	-	-	-	-
2022-23	10	193.93	-	4	3	3	-	-	2	1	-	3	-	1
2021-22	4	96.13	1	1	-	2	-	-	2	-	-	1	1	-

\* Upto date of this Draft Prospectus

## FILING

This Draft Prospectus is being filed with NSE Limited located at Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (E) Mumbai - 400 051.

Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018, the Draft Prospectus shall be furnished to the SEBI in a soft copy. However, SEBI will not issue any observation on the Draft Prospectus in terms of Regulation 246(2) of the SEBI (ICDR) Regulations, 2018. Pursuant to SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Draft Prospectus will be filed online through SEBI Intermediary portal at <https://siportal.sebi.gov.in>

A copy of the Draft Prospectus, along with the documents required to be filed, will be delivered for registration to the RoC in accordance with Section 32 of the Companies Act, 2013, and a copy of the Draft Prospectus, required to be filed under Section 26 of the Companies Act, 2013 would be delivered for registration to the Registrar of Companies, ROC at RoC Bhavan, 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi – 110019.

## LISTING

The Equity Shares of our Company are proposed to be listed on Emerge Platform of NSE. Our Company has obtained in principle approval from NSE by way of its letter dated [•] for listing of equity shares on Emerge Platform of NSE.

NSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue. If the permission to deal in and for an official quotation of the Equity Shares on the Emerge Platform is not granted by NSE, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of this Draft Prospectus. If such money is not repaid within the prescribed time, then our Company becomes liable to repay it, then our Company and every officer in default shall, shall be liable to repay such application money, with interest, as prescribed under the applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Emerge Platform of NSE mentioned above are taken within Six (6) Working Days of the Issue Closing Date. If Equity Shares are not Allotted pursuant to the Offer within Six (6) Working Days from the Issue Closing Date or within such timeline as prescribed by the SEBI, our Company shall repay with interest all monies received from applicants, failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period Subject to applicable law.

## **IMPERSONATION**

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who –

- a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities, or
- b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447.”

The liability prescribed under Section 447 of the Companies Act, 2013, includes imprisonment for a term of not less than six months extending up to ten years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

## **CONSENTS**

We have obtained consents in writing of our Directors, Promoters, Company Secretary & Compliance Officer, the Lead Manager, Registrar to the Issue, Peer Review Auditor to the Company, the Statutory Auditor, the Legal Advisor to the Issue, Banker(s) to the Company, Market Maker(s), Underwriter(s), and the Banker(s) to the Issue/ Escrow Collection Bank(s) to act in their respective capacities. These consents will be filed along with a copy of the Draft Prospectus with the RoC as required Section 26 of the Companies Act, 2013. Further, such consents and report will not be withdrawn up to the time of delivery of the Draft Prospectus for registration with the RoC.

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, 2018, M/s BAS & Co. LLP., Chartered Accountants, our Peer Review Auditors have agreed to provide their respective written consents for inclusion of their report in the form and context in which it appears in this Draft Prospectus and such consents and report shall not be withdrawn up to the time of delivery of this Draft Prospectus for filing with the RoC.

## **EXPERT OPINION TO THE ISSUE**

Except for the reports in the section titled “Financial Statements and “Statement of Tax Benefits” on page no. 140 and 111 respectively of this Draft Prospectus from the Statutory Auditor, our Company has not obtained any expert opinions. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act 1933.

## **ISSUE RELATED EXPENSES**

The expenses of the Issue include, among others, underwriting and management fees, selling commission, printing and distribution expenses, legal fees, advertising expenses and listing fees. For details of total expenses of the Issue, see the chapter “**Objects of the Issue**” beginning on page no. 66 of the Draft Prospectus.

## **DETAILS OF FEES PAYABLE**

### **Fees Payable to the Lead Manager**

The total fees payable to the Lead Manager will be as per the Mandate Letter issued by our Company to the Lead Manager, the copy of which is available for inspection at our Registered Office.

### **Fees Payable to the Market Maker(s)**

The fees payable to the Market Maker(s) to the Issue will be as per the Agreement Dated [•] between our Company, Lead Manager and Market Maker, a copy of which is available for inspection at our Registered Office.

### **Fees Payable to the Registrar to the Issue**

The fees payable to the Registrar to the Issue will be as per the Agreement dated 10 August, 2023 executed between our Company and the Registrar to the Issue, a copy of which is available for inspection at our Registered Office.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp-duty and communication expenses. Adequate funds will be provided by our Company to the Registrar to the Issue to enable them to send refund orders or Allotment advice by registered post/ speed post/ under certificate of posting.

### **Fees Payable to Others**

The total fees payable to the Legal Advisor, Auditor, and Advertiser, *etc.* will be as per the terms of their respective engagement letters, if any.

### **Underwriting Commission, Brokerage and Selling Commission**

The underwriting and selling commission for the Issue is as set out in the Underwriting Agreement dated [•] between our Company, the Lead Manager/Underwriter and Market Maker, a copy of which is available for inspection at our Registered Office. Payment of underwriting commission, brokerage and selling commission would be in accordance with Section 40 of Companies Act, 2013 and the Companies (Draft Prospectus and Allotment of Securities) Rules, 2014 and any other applicable laws.

### **PREVIOUS RIGHTS AND PUBLIC ISSUES DURING THE LAST FIVE YEARS**

We have not made any previous rights and/or public issues during the last five years and are an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, 2018, amended from time to time and the Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations, 2018, amended from time to time.

### **PREVIOUS ISSUES OF SHARES OTHERWISE THAN FOR CASH**

Except as stated in the chapter titled '*Capital Structure*' beginning on page 52 of this Draft Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

### **COMMISSION AND/ OR BROKERAGE ON PREVIOUS ISSUES**

Since this is the initial public offer of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares since inception.

### **PREVIOUS CAPITAL ISSUE DURING THE LAST THREE YEARS BY LISTED GROUP COMPANIES AND SUBSIDIARY OF OUR COMPANY**

None of the Group Companies of our Company are listed. Further, none of our Group Companies have made any public or rights issue of securities in the preceding three years.

### **PROMISE VERSUS PERFORMANCE FOR OUR COMPANY**

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, 2018, and the Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations, 2018. Therefore, data regarding promise versus performance is not applicable to us.

None of the Group Companies has made public issue of equity shares during the period of ten years immediately preceding the date of filing this Draft Prospectus with the NSE.

### **OUTSTANDING DEBENTURES OR BOND ISSUES OR REDEEMABLE PREFERENCE SHARES**

**As on the date of this Draft Prospectus, our Company has no outstanding debentures, bonds, or redeemable preference shares.**

## **PARTLY PAID-UP SHARES**

As on the date of this Draft Prospectus, there are no partly paid-up Equity Shares of our Company.

## **OUTSTANDING CONVERTIBLE INSTRUMENTS**

Our Company does not have any outstanding convertible instruments as on the date of filing this Draft Prospectus.

## **OPTION TO SUBSCRIBE**

- a. Investors will get the allotment of specified securities in dematerialization form only.
- b. The equity shares, on allotment, shall be traded on stock exchange in demat segment only.

## **STOCK MARKET DATA FOR OUR EQUITY SHARES**

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, 2018, and the Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations, 2018. Thus, there is no stock market data available for the Equity Shares of our Company.

## **MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES**

The Registrar Agreement provides for retention of records with the Registrar to the Offer for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

All grievances relating to the present Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and name of bank and branch. The Company would monitor the work of the Registrar to ensure that the investor grievances are settled expeditiously and satisfactorily.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove.

The Registrar to the Offer shall obtain the required information from the SCSBs and Sponsor Banks for addressing any clarifications or grievances of ASBA Bidders. Our Company, the Lead Manager and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations. Investors can contact the Company Secretary and 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, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

SEBI has launched a centralized web-based complaints redress system "SCORES". This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website [www.scores.gov.in](http://www.scores.gov.in). Our Company shall obtain authentication on the SCORES and comply with the SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013 in relation to redressal of investor grievances through SCORES.

The Board has constituted a Stakeholders Relationship Committee to review and redress the shareholders and investor grievances such as transfer of Equity Shares, non-recovery of balance payments, declared dividends, approve subdivision, consolidation, transfer and issue of duplicate shares. For further details, please refer to the "Our Management" on page no. 117 of this Draft Prospectus

As on the date of this Draft Prospectus, there are no pending investor complaints. Our Company has not received any investor complaint in the three years prior to the filing of this Draft Prospectus.

Our Company has appointed Mr. Shobharam Dhama as the Company Secretary and Compliance Officer and he may be contacted at the following address:

<b>NAME</b>	: Mr. Shobharam Dhama
<b>Address</b>	: 4/24 A, AB House, Asaf Ali Road, Near Delhi Gate, New Delhi- 110002
<b>Tel No.</b>	: +91 98712 76731
<b>Email Id</b>	: <a href="mailto:cs@graphisads.com">cs@graphisads.com</a>
<b>Website</b>	: <a href="http://www.graphisads.com">www.graphisads.com</a>

Investors can contact the Company Secretary and 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 Equity Shares in the respective beneficiary account or refund orders, *etc.*

As on the date of this Draft Prospectus, there are no pending investor complaints. Our Company has not received any investor complaint in the three years prior to the filing of this Draft Prospectus.

Our Company, Lead Manager and the Registrar accept no responsibility for errors, omissions, commission of any acts of the Designated Intermediaries, including any defaults in complying with its obligations under the SEBI ICDR Regulations.

We do not have any Group Companies or Subsidiaries, hence listing of them on any stock exchange is not applicable.

#### **DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY**

Our Company estimates that the average time required by our Company or the Registrar to the Issue or the SCSB, for the redressal of routine investor grievances shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

#### **CAPITALIZATION OF RESERVES OR PROFITS**

Save and except as stated in the chapter titled '*Capital Structure*' beginning on page no. 52 of this Draft Prospectus, our Company has not capitalized its reserves or profits at any time since inception.

#### **REVALUATION OF ASSETS**

Our Company has not revalued its assets since incorporation.

#### **SERVICING BEHAVIOR**

There has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

## SECTION XII - ISSUE RELATED INFORMATION

### TERMS OF THE ISSUE

*All Applicants should review 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 ("General Information Document") which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act 2013 (to the extent notified), the Companies Act, 1956 (to the extent not repealed by the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI ICDR Regulations as amended. The General Information Document has been updated to reflect amendments to the SEBI ICDR Regulations and to include reference to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, SEBI Listing Regulations 2015 and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document is also available on the website of the Stock Exchange and the Lead Manager. Please refer to the relevant portions of the General Information Document which are applicable to this Issue.*

*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) facility for making payment. 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.*

*Further vide the said circular Registrar to the Issue and Depository Participants have been also authorized to collect the application forms. Investor may visit the official website of the concerned for any information on operationalization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when he same is made available.*

#### **Authority for the Issue**

This Issue of Equity Shares has been authorized by the Board of Directors of our Company at their meeting held on August 01, 2023 and was approved by the Shareholders of the Company by passing a Special Resolution at the Extra Ordinary General Meeting held with a shorter notice on August 09, 2023, in accordance with the provisions of Section 62 (1) (C) of the Companies Act, 2013.

#### **Ranking of Equity Shares**

The Equity Shares being issued in the Issue shall be subject to the provisions of the Companies Act and the Memorandum and Articles of Association and shall rank pari-passu with the existing Equity Shares of our Company including rights in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. The Allottees in receipt of Allotment of Equity Shares under this Issue will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, please refer to the section titled '**Main Provisions of the Articles of Association**' beginning on page no. 260 of this Draft Prospectus.

#### **Mode of Payment of Dividend**

The declaration and payment of dividend will be as per the provisions of Companies Act, 1956 and Companies Act, 2013, Article of Association, the provision of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 any other rules, regulations or guidelines as may be issued by Government of India in connection to recommendation by the Board of Directors and the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividend, in cash as per the provisions of the Companies Act and our Articles of Association. For further details, please refer to the chapter titled "**Dividend Policy**" on page no. 139 of this Draft Prospectus.

#### **Face Value and Issue Price per Share**

The face value of the Equity Shares is Rs. 10/- each and the Issue Price is Rs. 111.00 per Equity Share. The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the section titled '**Basis for Issue Price**' beginning on page no. 73 of this Draft Prospectus. At any given point of time there shall be only one denomination for the Equity Shares.

### **Compliance with SEBI ICDR Regulations**

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

### **Rights of the Equity Shareholders**

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the Equity Shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports & notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive offer 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 law, including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public limited company under the Companies Act, the terms of the listing regulations with the Stock Exchange(s) and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien and/or consolidation/splitting, please refer to the section titled '**Main Provisions of the Articles of Association**' beginning on page no. 260 of this Draft Prospectus.

### **Minimum Application Value, Market Lot and Trading Lot**

As per Section 29 of the Companies Act, 2013, all the shares shall be issued in dematerialized form in compliance with the provisions of the Depositories Act, 1996 and the regulations made there under, thus, the Equity Shares shall be allotted only in dematerialized form. As per the existing SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialized form for all investors.

The trading of the Equity Shares will happen in the minimum contract size of 1200 equity shares and the same may be modified by NSE from time to time by giving prior notice to investors at large. Allocation and Allotment of Equity Shares through the Issue will be done in multiples of 1200 equity share subject to a minimum Allotment of 1200 equity shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

Allocation and Allotment of Equity Shares through the Issue will be done in multiples of 1200 equity shares subject to a minimum Allotment of 1200 equity shares to the successful applicants.

### **Minimum Number of Allottee's**

The minimum number of Allottee's in the Issue shall be 50 (Fifty) shareholders. In case the minimum number of prospective Allottee's is less than 50 (Fifty), no Allotment will be made pursuant to the Issue and the monies blocked by the SCSBs shall be unblocked within 6 working days of closure of issue.

### **Jurisdiction**

Exclusive jurisdiction for the purpose of the Issue is with the competent courts/authorities in Delhi, India.

**The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.**

**The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.**

### **Joint Holders**

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as joint – tenants with benefits of survivorship.

### **Allotment only in Dematerialised Form**

Pursuant to Section 29 of the Companies Act, 2013 and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed amongst our Company, the respective Depositories and the Registrar to the Offer:

- Agreement dated April 28, 2023 amongst NSDL, our Company and the Registrar to the Offer; and
- Agreement dated May 31, 2023 amongst CDSL, our Company and the Registrar to the Offer.

### **Nomination Facility to Investor**

In accordance with Section 72 of the Companies Act 2013, the sole or first Bidder, along with other joint Bidders, may nominate any one person in whom, in the event of death of the sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares allotted, if any, shall vest. No provision in the bid-cum-application form to provide this. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of Equity Share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or 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 2013, shall upon the production of such evidence as may be required by the Board, elect either:

- a) To register himself or herself as the holder of the Equity Shares; or
- b) To make such transfer of the Equity Shares, as the deceased holder could have made.

Further, 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 days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized mode 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 investor wants to change the nomination, they are requested to inform their respective depository participant.

### **Issue Program:**



<b>Issue Opening Date</b>	[•]
<b>Issue Closing Date</b>	[•]
<b>Finalization of Basis of Allotment with the Designated Stock Exchange</b>	[•]
<b>Initiation of Allotment / Refunds / Unblocking of Funds</b>	[•]
<b>Credit of Equity Shares to demat accounts of Allottee's</b>	[•]
<b>Commencement of trading of the Equity Shares on the Stock Exchange</b>	[•]

The above timetable is indicative and does not constitute any obligation on our Company or the Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 6 Working Days of the Bid/Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/Issue Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

### **Minimum Subscription and Underwriting**

This Issue is not restricted to any minimum subscription level. This Issue is [•] underwritten. As per Section 39 of the Companies Act, 2013, if the “stated minimum amount” has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Draft Prospectus, the application money has to be returned within such period as may be prescribed.

If the issuer does not receive the subscription of hundred per cent (100%) of the Issue through Prospectus on the date of closure of the issue including devolvement of underwriters, if any, or if the subscription level falls below hundred per cent (100%) after the closure of issue on account of withdrawal of applications, or after technical rejections, or if the listing or trading permission is not obtained from the stock exchange for the securities so Issued under the Prospectus, the issuer shall forthwith refund the entire subscription amount received failing to which the entire application monies shall be refunded forthwith, in accordance with the SEBI ICDR Regulations and other applicable laws. If there is a delay beyond four days after the Issuer becomes liable to pay the amount, the Issuer shall pay interest at the rate of fifteen per cent per annum.

Further in accordance with Regulation 267(2) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than Rs.1,00,000/- (Rupees One Lakh) per application.

The equity shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance without the applicable laws of such jurisdiction.

### **Migration to Main Board**

In accordance with the NSE Circular dated April 20, 2023, our Company will have to be mandatorily listed and traded on the Emerge Platform of the NSE for a minimum period of 3 (Three) years from the date of listing and only after that it can migrate to the Main Board of NSE 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 from the SME Platform on a later date subject to the following:

- a) If the Paid up Capital of the 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 favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), we shall have to apply to NSE for listing our shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

- b) If the Paid-up Capital of the company is more than Rs. 10 Crores but below Rs. 25 Crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in 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 with compulsory market making through the registered Market Maker of the Emerge Platform 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. For further details of the agreement entered into between the Company, the Lead Manager and the Market Maker please refer to paragraph titled 'Details of the Market Making Arrangement for the Issue' under chapter titled '**General Information**' beginning on page no. 48 of this Draft Prospectus.

### **Arrangements for Disposal of Odd Lots**

The trading of the Equity Shares will happen in the minimum contract size of 1200 shares. However, 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.

### **Option to receive Equity Shares in Dematerialized Form**

Pursuant to Section 29 of the Companies Act, the Equity Shares in the Issue shall be allotted only in dematerialised form. Further, as per the SEBI (ICDR) Regulations, the trading of the Equity Shares shall only be in dematerialised form on the Stock Exchange.

### **New Financial Instruments**

The Issuer Company is not issuing any new financial instruments through the Issue.

### **As per the extant policy of the Government of India, OCBs cannot participate in this Issue.**

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FIIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors. The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

### **Application by Eligible NRIs, FIIs registered with SEBI, VCFs registered with SEBI and QFIs**

It is to be understood that there is no reservation for Eligible NRIs or FIIs registered with SEBI or VCFs or QFIs. Such Eligible NRIs, QFIs, FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

### **Restrictions, if any on Transfer and Transmission of Equity Shares**

Except for lock-in of the pre-issue Equity Shares and Promoters' minimum contribution in the issue as detailed in the chapter '**Capital Structure**' beginning on page 52 of this Draft Prospectus, and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation/ splitting except as provided in the Articles of Association. For details, please refer to the section titled '**Main Provisions of the Articles of Association**' beginning on page no. 260 of this Draft Prospectus.

*The above information is given for the benefit of the Applicants. The applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.*

## ISSUE STRUCTURE

The Issue is being made in terms of Regulation 229(2) of Chapter IX of SEBI (ICDR) Regulations, 2018, and amendments thereto, since our post-issue paid up capital which is more than Rs. 10.00 Crores, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the Emerge Platform of NSE). For further details regarding the salient features and terms of the Issue please refer chapters titled '*Terms of the Issue*' and '*Issue Procedure*' on page no. 223 and 231 of this Draft Prospectus.

### Following is the Issue Structure:

*INITIAL PUBLIC ISSUE OF 48,12,000 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH ("EQUITY SHARES") OF GRAPHISADS LIMITED ("OUR COMPANY" OR "THE ISSUER COMPANY") FOR CASH AT A PRICE RS. 111/- PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF RS.101/- PER EQUITY SHARE) ("ISSUE PRICE") AGGREGATING TO RS. 5341.32 LAKHS ("THE ISSUE"), OUT OF WHICH 2,42,400 Equity SHARES OF FACE VALUE OF RS. 10/- EACH FOR A CASH PRICE OF RS. 111/- PER EQUITY SHARE, AGGREGATING TO RS. 269.06 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER ("MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 45,69,600 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH AT AN ISSUE PRICE OF RS. 111/- PER EQUITY SHARE AGGREGATING TO RS. 5072.26 LAKHS (IS HEREINAFTER REFERRED TO AS THE "NET ISSUE"). THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.33 % AND 25.00 % RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.*

*The Issue is being made through the Fixed Price Process:*

Particulars	Net Issue to Public*	Market Maker Reservation Portion
<b>Number of Equity Shares*</b>	45,69,600 Equity Shares	2,42,400 Equity Shares
<b>Percentage of Issue Size available for allocation</b>	94.96 % of the Issue Size  (50% for the Retail Individual Investors and the balance 50% for Other than Retail Individual Investors)	5.04 % of the Issue Size
<b>Basis of Allotment/Allocation if respective category is oversubscribed</b>	Proportionate subject to minimum Allotment of 1200 equity shares and further Allotment in multiples of 1200 equity shares each.  For further details please refer to the paragraph titled ' <i>Issue Procedure-Basis of Allotment</i> ' on page no. 237 of this Draft Prospectus.	Firm Allotment
<b>Mode of Application</b>	All the applicants shall make the application (Online or Physical) through the ASBA Process only (including UPI mechanism for Retail Investors using Syndicate ASBA)	
<b>Minimum Application Size</b>	<u>For QIB and NII:</u> Such number of Equity Shares in multiples of 1200 equity shares at an Issue Price of Rs. 111 / - each such that the Application Value exceeds Rs. 2,00,000  <u>For Retail Individuals:</u> 1200 equity shares at an Issue Price of Rs. 111/- each	2,42,400 Equity Shares at an Issue Price of Rs. 111/- each
<b>Maximum Application Size</b>	<u>For QIB and NII:</u> The maximum application size is the Net Issue to public, i.e., 45,69,600 subjects to	2,42,400 Equity Shares at an Issue Price of Rs. 111/- each

Particulars	Net Issue to Public*	Market Maker Reservation Portion
	limits the investor has to adhere under the relevant laws and regulations as applicable.  <i>For Retail Individuals:</i> Such number of Equity Shares in multiples of 1200 equity shares at an Issue Price of Rs. 111/-	
<b>Mode of Allotment</b>	Compulsorily in dematerialized form	Compulsorily in dematerialized form
<b>Trading Lot</b>	1200 equity shares	1200 equity shares; the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.
<b>Terms of payment</b>	The entire Application Amount will be payable at the time of submission of the Application Form.	

\*As per Regulation 253(2) of the SEBI (ICDR) Regulations, as amended, as present issue is a fixed price issue 'the Allocation' is the net issue to the public category shall be made as follows:

- a. Minimum fifty percent (50%) To Retail Individual Investors; and
- b. Remaining to:
  - i) Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for
- c. The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

*If the retail individual investor category is entitled to more than fifty per cent on proportionate basis, accordingly the retail individual investors shall be allocated that higher percentage.*

**Note:**

In case of joint Applications, 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 or UPI linked account number 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.

Applicants will be required to confirm and will be deemed to have represented to our Company, the Lead Manager, 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.

SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB.

**Withdrawal of the Issue**

The Company, in consultation with the Lead Manager, reserves the right not to proceed with the Issue at any time before the Issue Opening Date, without assigning any reason thereof. Notwithstanding the foregoing, the Issue is also subject to obtaining the following:

1. The final listing and trading approvals of NSE for listing of Equity Shares offered through this issue on its Emerge Platform, which the Company shall apply for after Allotment and,
2. The final ROC approval of the Draft Prospectus after it is filed with the ROC.

In case, the Company wishes to withdraw the Issue after 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.

The 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 Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh offer document with the stock exchange where the Equity Shares may be proposed to be listed.

#### **Issue Program:**

<b>Issue Opening Date</b>	[•]
<b>Issue Closing Date</b>	[•]
<b>Finalization of Basis of Allotment with the Designated Stock Exchange</b>	[•]
<b>Initiation of Allotment / Refunds / Unblocking of Funds</b>	[•]
<b>Credit of Equity Shares to demat accounts of Allottee's</b>	[•]
<b>Commencement of trading of the Equity Shares on the Stock Exchange</b>	[•]

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 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).

Standardization of cut-off time for uploading of applications on the issue closing date:

- A standard cut-off time of 3.00 p.m. for acceptance of applications.
- A standard cut-off time of 4.00 p.m. for uploading of applications received from other than retail individual applicants.
- A standard cut-off time of 5.00 p.m. for uploading of applications received from only retail individual applicants, which may be extended up to such time as deemed fit by Stock Exchange after taking into account the total number of applications received up to the closure of timings and reported by LM to Designated Stock Exchange within half an hour of such closure.

It is clarified that Applications not uploaded on the electronic system would be rejected. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Application Form, for a particular Applicant, the details as per the file received from the Stock Exchange may be taken as the final data for the purpose of Allotment.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Application Form, for a particular Applicant, the details as per the file received from the Stock Exchange may be taken as the final data for the purpose of Allotment.

## ISSUE PROCEDURE

*All Applicants should review the General Information Document for Investing in Public Issues which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act 2013 (to the extent notified), the Companies Act, 1956 (to the extent not repealed by the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI ICDR Regulations as amended. The General Information Document is available on the websites of the Stock Exchanges and the Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue. The investors should note that the details and process provided in the General Information Document should be read along with this section.*

*Additionally, all Applicants may refer to the General Information Document for information in relation to (i) Category of investor eligible to participate in the Issue; (ii) maximum and minimum Application size; (iii) price discovery and allocation; (iv) Payment Instructions for ASBA Applicants; (v) Issuance of CAN and Allotment in the Issue; (vi) General instructions (limited to instructions for completing the Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Application Form; (x) other instructions (limited to joint applications in cases of individual, multiple applications and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiv) interest in case of delay in Allotment or refund.*

*Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Issue. For taking an investment decision, the Applicants should rely on their own examination of the Issuer and the Issue, and should carefully read the Prospectus/ the Prospectus before investing in the Issue.*

*Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section, and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft 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 the Equity Shares that can be held by them under applicable law or as specified in the Prospectus.*

*The lists of Banks that have been notified by SEBI as Issuer Banks for UPI are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>. The list of Stockbroker, Depository Participants (DP), Registrar to an Issue and Share Transfer Agent (RTA) that has been notified by NSE act as intermediaries for submitting Application Forms are provided on <https://www.nseindia.com>.*

SEBI through its circular no. (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 and circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (—UPI) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIIs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019.

With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Applications by RIIs through Designated Intermediaries (other than SCSBs), issued by SEBI, the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days will continue for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”). Subsequently however, SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 extended the timeline for implementation of UPI Phase II till March 31, 2020. However, given the prevailing uncertainty due to the COVID-19 pandemic, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, has decided to continue with the UPI Phase II till further notice. The final reduced timeline of T+3 days for the UPI Mechanism for applications by RIIs (“UPI Phase III”) and modalities of the implementation of UPI Phase III maybe notified and made effective subsequently, as may be prescribed by SEBI. The Issue will be undertaken pursuant to the processes and procedures under UPI Phase II, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI, vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/24180/1/M dated

March 16, 2021 and circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, have introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. These circulars, to the extent already in force, are deemed to form part of this Draft Prospectus. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all UPI applicants in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹5.00 lakhs shall use the UPI Mechanism. Subsequently, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories). For details, please refer to “Interest In Case Of Delay In Allotment Or Refund” on page 256 of this Draft Prospectus.

Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Applicants are advised to make their independent investigations and ensure that their applications do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Prospectus and the Prospectus.

This section applies to all the Applicants, please note that all the Applicants are required to make payment of the full Application Amount along with the Application Form.

#### ***Phased implementation of Unified Payments Interface***

SEBI has issued a ***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 RIBs through intermediaries with the objective to reduce the time duration from public issue closure to listing from six working days to up to three working days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI Mechanism, the UPI Circular proposes to introduce and implement the UPI Mechanism in three phases in the following manner:

**Phase I:** This phase has become applicable from January 1, 2019 and will continue till June 30, 2019. Under this phase, a Retail Individual Applicant would also have the option to submit the Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing would continue to be six Working Days.

**Phase II:** This phase commenced on completion of Phase I i.e. with effect from July 1, 2019 and was to be continued for a period of three months or launch of five main board public issues, whichever is later. Further, as per the SEBI circular SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, the UPI Phase II has been extended until March 31, 2020. Further still, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the current Phase II of Unified Payments Interface with Application Supported by Blocked Amount be continued till further notice. Under this phase, submission of the Application Form by a Retail Individual Applicant through intermediaries to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public issue closure to listing would continue to be six Working Days during this phase.

**Phase III:** The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing would be reduced to be three Working Days. Accordingly, upon commencement of Phase III, the reduced time duration shall be applicable for the Issue.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Issuers are to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Applicants into the UPI mechanism.

SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application

amount is up to ₹ 500,000, shall use UPI. Individual investors bidding under the Non-Institutional Portion bidding for more than ₹ 200,000 and up to ₹ 500,000, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers. Subsequently, pursuant to SEBI circular no SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories).

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Lead Manager.

## **FIXED PRICE PROCEDURE**

The Issue is being made in compliance with the provisions of Chapter IX of the SEBI (ICDR) Regulations, 2018 and through the Fixed Price Process. As per Regulation 253(2) of the SEBI (ICDR) Regulations, as amended, as present issue is a fixed price issue the allocation in the net offer to the public category shall be made as follows:

- a) Minimum fifty percent to retail individual investors; and
- b) Remaining to:
  - i. other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for.
- c) The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

If the retail individual investor category is entitled to more than fifty per cent on proportionate basis, accordingly the retail individual investors shall be allocated that higher percentage.

Applicants are required to submit their Applications to the Application collecting intermediaries i.e. SCSB or Registered Brokers of Stock Exchanges or Registered Registrar to the Issue and Share Transfer Agents (RTAs) or Depository Participants (DPs) registered with SEBI. In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing.

Subject to the valid Applications being received at or above the Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for the Retail Portion where Allotment to each Retail Individual Applicants shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription, if any, in any category, would be allowed to be met with spillover from any other category or a combination of categories at the discretion of our Company in consultation with the Lead Manager and the Stock Exchange.

**Investors should note that according to section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialised form. The Application Forms which do not have the details of the Applicant's depository account including DP ID, PAN, UPI ID (in case of RIBs using the UPI mechanism) and Beneficiary Account Number shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic system of the stock exchange, do not match with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected. Applicants will not have the option of getting allotment of the Equity Shares in physical form. The Equity Shares on allotment shall be traded only in the dematerialized segment of the Stock Exchange.**

## **Application Form**

Copies of the Application Form and the abridged Prospectus will be available at the offices of the Lead Manager, the Designated Intermediaries, and Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the websites of the NSE ([www.nseindia.com](http://www.nseindia.com)), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one day prior to the Issue Opening Date.



ASBA Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of the Designated Intermediary, submitted at the Collection Centres only (except in case of electronic Application Forms) and the Application Forms not bearing such specified stamp are liable to be rejected. Retail Individual Investors using UPI mechanism, may submit their ASBA Forms with Syndicate Members, Registered Brokers, RTA or Depository Participants. ASBA Applicants are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount which can be blocked by the SCSB.

The prescribed color of the Application Form for various investors applying in the Issue is as follows:

Category	Color *
Resident Indians and Eligible NRI's applying on a non-repatriation basis (ASBA)	White
Non-Residents including eligible NRI's, FPI's, FII's, FVCI's, etc. applying on a repatriation basis (ASBA)	Blue

\* Excluding electronic Application Form

RIIs using UPI mechanism, may submit their ASBA Forms with Syndicate Members, Registered Brokers, RTA or Depository Participants. ASBA Applicants are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount which can be blocked by the SCSB.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Draft Prospectus. The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Applicants are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Issue, shall submit a completed application form to any of the following Intermediaries (Collectively called "Designated Intermediaries")

- (i) an SCSB, with whom the bank account to be blocked, is maintained.
- (ii) a syndicate member (or sub-syndicate member),
- (iii) a stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ("broker"),
- (iv) a depository participant ('DP') (and whose name is mentioned on the website of the stock exchange as eligible for this activity),
- (v) a registrar to an issue and share transfer agent ('RTA') (and whose name is mentioned on the website of the stock exchange as eligible for this activity),

Retail's investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as 'Intermediaries'), and intending to use UPI, shall also enter their UPI ID in the application form.

The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

For applications submitted by investors to SCSBs:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and may begin blocking the funds available in the bank account linked bank account details specified in the form, to the extent of the application money specified.
For applications submitted by investors to	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system as specified by the

intermediaries other than SCSBs without use of UPI for payment:	stock exchange(s). Post uploading, they shall forward a schedule as per prescribed format along with the application forms to the designated branches of the respective SCSBs for blocking of the funds within one day of the closure of Issue.
For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment	<p>After accepting the application form, respective intermediary shall capture and upload the relevant details, including UPI ID, in the electronic system of stock exchange(s).</p> <p>Stock Exchange shall share application details including the UPI ID with Sponsor Bank on a continuous basis, to enable Sponsor Bank to initiate mandate request on investors for blocking of funds.</p> <p>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.</p>

Stock exchange(s) shall validate the electronic details with depository's records for DP ID/Client ID and PAN, on a real time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange(s) shall allow modification of selected fields viz. DP ID/Client ID, Bank code and Location code, in the application details already uploaded.

For ASBA Applicants using UPI mechanism, the Stock Exchange shall share the application details (including UPI ID) with Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to ASBA applicants for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to RIBs, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchanges bidding platform, and the liability to compensate ASBA applicants (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank, NPCI or the Bankers to the Issue) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the Bankers to the Issue. The Lead Manager shall also be required to obtain the audit trail from the Sponsor Banks and the Bankers to the Issue for analyzing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts for mandate block and unblock including details specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/24180/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

### **Availability of Prospectus and Application Forms**

The Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, (Lead Manager 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](http://www.nseindia.com).

### **WHO CAN APPLY?**

- 1) Indian nationals' resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
- 2) Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: "Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Applications by HUFs would be considered at par with those from individuals;

- 3) Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- 4) Mutual Funds registered with SEBI;
- 5) Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
- 6) Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- 7) FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
- 8) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- 9) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the non-Institutional applicant's category;
- 10) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- 11) Foreign Venture Capital Investors registered with the SEBI;
- 12) Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- 13) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- 14) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- 15) Provident Funds with minimum corpus of Rs.25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- 16) Pension Funds with minimum corpus of Rs.25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- 17) National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- 18) Insurance funds set up and managed by army, navy or air force of the Union of India and Department of Posts, India;
- 19) Multilateral and bilateral development financial institution;
- 20) Eligible QFIs;
- 21) Foreign Nationals and other non-residents (subject to eligibility norms specified in SEBI FPI Regulations, 2014 and other applicable provisions);
- 22) Multilateral and bilateral development financial institutions;
- 23) State Industrial Development Corporations;
- 24) Nominated Investor and Market Maker;
- 25) Any other person eligible to applying in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

Applications not to be made by:

1. Minors (except under guardianship)
2. Partnership firms or their nominees
3. Overseas Corporate Bodies

As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case to case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI or prior approval from Government, as the case may be. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

#### **MAXIMUM AND MINIMUM APPLICATION SIZE**

##### ***a) For Retail Individual Applicants***

The Application must be for a minimum of 1200 Equity Shares and in multiples of 1200 Equity Shares thereafter, so as to ensure that the Application Amount payable by the Applicant does not exceed Rs. 2,00,000. In case of revision of the Application, the Retail Individual Applicants have to ensure that the Application Amount 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 such that the Application Amount exceeds Rs. 2,00,000 and in multiples of 1200 equity shares thereafter. An application cannot be submitted for more than the Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. **A QIB and a Non-Institutional Applicant cannot withdraw or lower the size of their Application at any stage and are required to pay the entire Application Amount upon submission of the Application.** Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

The identity of QIBs applying in the Net Issue shall not be made public during the Issue Period. In case of revision in Application, 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 Draft Prospectus.

The above information is given for the benefit of the Applicants. The Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Prospectus.

#### **BASIS OF ALLOTMENT**

Allotment will be made in consultation with the Emerge Platform of National Stock Exchange Limited (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in

marketable lots as set forth hereunder:

- 1) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e., the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of Applicants in the category x number of Shares applied for).
- 2) The number of Shares to be allocated to the successful Applicants will be arrived at on a proportionate basis in marketable lots (i.e., Total number of Shares applied for into the inverse of the over subscription ratio).
- 3) For applications where the proportionate allotment works out to less than 1200 equity shares the allotment will be made as follows:
  - i. Each successful Applicant shall be allotted 1200 equity shares; and
  - ii. 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.
- 4) If the proportionate allotment to an Applicant works out to a number that is not a multiple of 1200 equity shares, the Applicant would be allotted Shares by rounding off to the nearest multiple of 1200 equity shares subject to a minimum allotment of 1200 equity shares.
- 5) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Applicants in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of 1200 Equity shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the offer specified under the Capital Structure mentioned in this Draft Prospectus.
- 6) Since present issue is a fixed price issue, the allocation in the net offer to the public category in terms of Regulation 253(2) of the SEBI (ICDR) Regulations, 2018 shall be made as follows:
  - a) Minimum fifty percent (50%) To Retail Individual Investors; and
  - b) Remaining to:
    - Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for
  - c) The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

*Explanation: If the retail individual investor category is entitled to more than fifty per cent on proportionate basis, accordingly the retail individual investors shall be allocated that higher percentage.*

'Retail Individual Investor' means an investor who applies for shares of value of not more than 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.

#### **PARTICIPATION BY ASSOCIATES/AFFILIATES OF LEAD MANAGER AND SYNDICATE MEMBERS**

Except for the Underwriting and Market Making Obligations, the Lead Manager, Underwriters and Market Marker, if any shall not be allowed to subscribe to the Issue in any manner. However, associates and affiliates of the Lead Manager and Syndicate Members, if any, may subscribe to or purchase Equity Shares in the Offer, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Applicants, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

#### **OPTION TO SUBSCRIBE IN THE ISSUE**

- (a) As per Section 29 (1) of the Companies Act, 2013, allotment of Equity Shares shall be dematerialized form only. Investors will not have the option of getting of specified securities in physical form.
- (b) The Equity Shares, on Allotment, shall be traded on stock exchange in demat segment only.
- (c) A single application from any investor shall not exceed the investment limit/ minimum number of specified securities that can be held by him/her/ it under the relevant regulations/ statutory guidelines and applicable laws.

## **INFORMATION FOR THE APPLICANTS**

- 1) Our Company will file the Prospectus with the RoC at least 3 (three) days before the Issue Opening Date.
- 2) Our Company shall, after registering the Prospectus with the RoC, make a pre-issue advertisement, in the form prescribed under the ICDR Regulations, in English and Hindi national newspapers and one regional newspaper with wide circulation. In the pre-issue advertisement, our Company and the Lead Manager shall advertise the Issue Opening Date, the Issue Closing Date. This advertisement shall be in the prescribed format as per ICDR Regulations.
- 3) Copies of the Application Form and the abridged Prospectus will be available at the offices of the Lead Manager, the Designated Intermediaries, and Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the websites of the Stock Exchange.
- 4) Any applicant who would like to obtain the Prospectus and/ or the Application Form can obtain the same from our Registered Office.
- 5) Applicants who are interested in subscribing for the Equity Shares should approach the Designated Intermediaries to register their applications.
- 6) Applications made in the Name of Minors and/or their nominees shall not be accepted.
- 7) The Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained or UPI ID linked account is maintained in case of retail individual investor, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account or alternatively, the Retail Individual Applicants wishing to apply through UPI Channel, may provide the UPI ID and validate the blocking of the funds and the Application Forms that do not contain such details are liable to be rejected.
- 8) Applicants applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained or UPI ID linked account is maintained in case of retail individual investor. Applications submitted directly to the SCSBs or other Designated Intermediaries (Other than SCSBs), the relevant SCSB shall block an amount in the ASBA Account equal to the Application Amount specified in the Application Form, before entering the ASBA application into the electronic system.
- 9) Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Applicants, or in the case of application in joint names, the first Applicant (the first name under which the beneficiary account or UPI linked account number is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Application Form without PAN is liable to be rejected. The demat accounts of Applicants for whom PAN details have not been verified, excluding persons resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Applicants.
- 10) The Applicants may note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Application Form is liable to be rejected.

**Applicants are advised to ensure that any single Application form does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Prospectus.**

#### **APPLICATION BY MUTUAL FUNDS**

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to reject the Application without assigning any reason thereof.

Applications made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Applications are made.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

#### **APPLICATION BY INDIAN PUBLIC INCLUDING ELIGIBLE NRIS APPLYING ON NON-REPATRIATION**

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 securities exceeding the number of securities offered to the public. Eligible NRIs applying on a non-repatriation basis may make payments by inward remittance in foreign exchange through normal banking channels or by debits to NRE/FCNR accounts as well as NRO accounts.

#### **APPLICATIONS BY ELIGIBLE NRIS/FII'S/RFPIS ON REPATRIATION BASIS**

Application Forms have been made available for Eligible NRIs at our registered Office.

Eligible NRI applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment. The Eligible NRIs who intend to make payment through Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians.

Under the Foreign Exchange Management Act, 1999 (FEMA) general permission is granted to the companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRI's subject to the terms and conditions stipulated therein. The Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 days from the date of Issue of shares for Allotment to NRI's on repatriation basis.

Allotment of Equity Shares to Non-Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in Equity Shares will be allowed to be repatriated along with the income thereon subject to permission of the RBI and subject to the Indian Tax Laws and regulations and any other applicable laws.

#### **APPLICATION BY FPIS (INCLUDING FIIS)**

In terms of the SEBI FPI Regulations, an FII who holds a valid certificate of registration from SEBI shall be deemed to be a registered FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or sub-account may, subject to payment of conversion fees under the SEBI FPI Regulations participate in the 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 Issue in accordance with Schedule 2 of the FEMA Regulations. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In terms of the SEBI FPI Regulations, the purchase of Equity Shares and total holding by a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post-issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectoral cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included.

FPIs are permitted to participate in the 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.

#### **APPLICATION BY SEBI REGISTERED ALTERNATIVE INVESTMENT FUND (AIF), VENTURE CAPITAL FUNDS AND FOREIGN VENTURE CAPITAL INVESTORS**

The SEBI (Venture Capital) Regulations, 1996 and the SEBI (Foreign Venture Capital Investor) Regulations, 2000 prescribe investment restrictions on venture capital funds and foreign venture capital investors registered with SEBI. As per the current regulations, the following restrictions are applicable for SEBI registered venture capital funds and foreign venture capital investors:

Accordingly, the holding by any individual venture capital fund registered with SEBI in one Company should not exceed 25% of the corpus of the venture capital fund; a Foreign Venture Capital Investor can invest its entire funds committed for investments into India in one Company. Further, Venture Capital Funds and Foreign Venture Capital investor can invest only up to 33.33% of the funds available for investment by way of subscription to an Initial Public Offer.

The SEBI (Alternative Investment funds) Regulations, 2012 prescribes investment restrictions for various categories of AIF's.



The category I and II AIFs cannot invest more than 25% of the corpus in one investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A Venture capital fund registered as a category I AIF, as defined in the SEBI Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not reregistered as an AIF under the SEBI Regulations shall continue to be regulated by the VCF Regulations until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All FIIs and FVCIs should note that refunds, dividends, and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company or the Lead Manager will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.

## **APPLICATIONS BY LIMITED LIABILITY PARTNERSHIPS**

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, as amended ("LLP Act") a certified copy of certificate of registration issued under the LLP Act must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof. Limited Liability partnerships can participate in the Issue only through ASBA process.

## **APPLICATIONS BY INSURANCE COMPANIES**

In case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company in consultation with the LM, reserve the right to reject any Application without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended, are broadly set forth below:

- (a) *equity shares of a company*: the least of 10% of the investee company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- (b) *the entire group of the investee company*: not more than 15% of the respective funds in case of life insurer or 15% of investment assets in case of general insurer or re-insurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- (c) *The industry sector in which the investee company operates*: not more than 15% of the fund of a life insurer or a general insurer or a re-insurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in case of investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or a general insurer and the amount calculated under points (1), (2) and (3) above, as the case may be.

## **APPLICATIONS BY BANKING COMPANIES**

In case of Applications made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company reserve the right to reject any Application without assigning any reason. The investment limit for banking companies in non-financial services Companies as per the Banking Regulation Act, 1949, and the Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the aggregate investment in subsidiaries and other entities engaged in financial and non-financial services 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**

SCSBSs participating in the Offer are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBSs 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 SCSBSs. 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.

## **APPLICATIONS BY SYSTEMATICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES**

In case of Applications made by Systemically Important Non-Banking Financial Companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor, and (iii) such other approval as may be required by the Systemically Important Non-Banking Financial Companies, are required to be attached to the Application Form. Failing this, our Company in consultation with the LM, reserves the right to reject any Bid without assigning any reason thereof. Systematically Important NBFCs participating in the Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

## **APPLICATIONS UNDER POWER OF ATTORNEY**

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of Rs.25 Crores (subject to applicable law) and pension funds with a minimum corpus of Rs.25 Crores a certified copy of the power of attorney or the relevant Resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged with the Application Form. Failing this, the Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason, therefore.

With respect to the applications by VCFs, FVCIs and FPIs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may belong with a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

In the case of Applications made pursuant to a power of attorney by Mutual Funds, a certified copy of the power of attorney or the relevant resolutions or authority, as the case may be, along with the certified copy of their SEBI registration certificate must be submitted along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefore.

In the case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by the IRDA must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefore.

In the case of Applications made by to the power of attorney by FIIs, a certified copy of the power of attorney the relevant resolution or authority, as the case may be along with the certified copy of SEBI registration certificate must be lodged with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In the case of Applications made by provident funds, subject to applicable law, with minimum corpus of Rs. 2500 Lacs and pension funds with minimum corpus of Rs. 2500 Lacs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

## **APPLICATION BY PROVIDENT FUNDS/ PENSION FUNDS**

In case of Applications made by provident funds with minimum corpus of Rs. 2,500 Lakhs (subject to applicable law) and pension funds 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 lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

The above information is given for the benefit of the Applicants. Our Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of filing of the Prospectus. Applicants are advised to make their independent investigations and ensure that the maximum number of Equity Shares applied for or maximum investment limits do not exceed the applicable limits under laws or regulations or as specified in the Prospectus.

## **ISSUE PROCEDURE FOR APPLICATION SUPPORTED BY BLOCKED ACCOUNT (ASBA) APPLICANTS**

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Application Form, please refer the above-mentioned SEBI link.

## **METHOD AND PROCESS OF APPLICATIONS**

- 1) Applicants are required to submit their applications during the Issue Period only through the Designated Intermediaries.
- 2) The Issue Period shall be for a minimum of three (3) Working Days and shall not exceed ten (10) Working Days. The Issue Period may be extended, if required, by an additional three Working Days, subject to the total Issue Period not exceeding ten (10) Working Days.
- 3) During the Issue Period, Applicants who are interested in subscribing to the Equity Shares should approach the Designated Intermediaries to register their applications.
- 4) The Applicant cannot apply on another Application Form after applications on one Application Form have been submitted to the Designated Intermediaries. Submission of a second Application form to either the same or to another Designated Intermediaries will be treated as multiple applications and is liable to be rejected either before entering the application into the electronic collecting system or at any point prior to the allocation or Allotment of Equity Shares in this Issue.
- 5) The Designated Intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively. The upload of the details in the electronic bidding system of stock exchange and post that blocking of funds will be done by as given below:

For the applications submitted by the investors to SCSB with using UPI for payment	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the Bank account specified in the form, to the extent of the application money specified.
For applications submitted by investors to intermediaries other than SCSBs without use of UPI for payment	After accepting the application form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of the Issue.

- 6) The Designated Intermediaries will enter each application option into the electronic collecting system as a separate application and generate a TRS and give the same to the applicant.
- 7) Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Intermediaries shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, prior to uploading such applications with the Stock Exchange.
- 8) If sufficient funds are not available in the ASBA Account, the Designated Intermediaries shall reject such applications and shall not upload such applications with the Stock Exchange.
- 9) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each application option into the electronic collecting system as a separate application and generate a TRS for each price and demand option. The TRS shall be furnished to the Applicant on request.
- 10) The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/ failure of the Issue or until withdrawal/ rejection of the Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants to the Public Issue Account. In case of withdrawal/ failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

## **TERMS OF PAYMENT**

The entire Issue price of Rs. 111 per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs or Sponsor Bank to unblock the excess amount paid on Application to the Applicants.

SCSBs or Sponsor Bank will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs or Sponsor Bank.

The applicants should note that the arrangement with Banker to the Issue or the Registrar or Sponsor Bank is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Applicants.

## **PAYMENT MECHANISM FOR APPLICANTS**

The applicants shall specify the bank account number in their Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Application Form sent by the Sponsor Bank. The SCSB or Sponsor Bank shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Retail Applicants shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the 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 ₹ 500,000, may use UPI. Pursuant to SEBI circular no SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories).

## **PROCEDURE FOR UNIFIED PAYMENT INTERFACE (UPI)**

**In accordance to the SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, to streamline the process of public issue of Equity Shares and convertibles, Phase II shall become effective from July 01, 2019, thereafter for applications by Retail Individual Investors through intermediaries, where the existing process of investor submitting application form with any intermediaries along with bank account details and movement of such application forms from intermediaries to self-certified Syndicate Banks (SCSBs) for blocking of funds, will be discontinued. For such applications only the UPI mechanism would be permissible mode.**

### ***Who can apply through UPI mode?***

Only Retail Individual Investors are allowed to use UPI for the payment in public issues. Qualified Institutional Buyers and High-Net worth Investors shall continue to apply as per the existing process.

### **Process**

Applications through UPI in IPOs (Public Issue) can be made only through the SCSBs/mobile applications whose name appears on the SEBI website: [www.sebi.gov.in](http://www.sebi.gov.in).

### **Blocking Of Funds:**

- a) Investors shall create UPI ID.
- b) Investors shall submit their IPO applications through intermediaries and the investors shall enter UPI ID in the application form.
- c) Thereafter, intermediary shall upload the bid details and UPI ID in the electronic bidding system of the Stock Exchange.
- d) Stock Exchange shall validate the bid details on the real time basis with depository's records and shall bring the inconsistencies to the notice of intermediaries for rectification and re-submission.
- e) Stock Exchange shall share the details including UPI ID with Sponsor Bank, to enable the Sponsor Bank to initiate the request for the blocking of funds.
- f) Thereafter the investor shall receive notification and shall confirm the request by entering valid UPI PIN and upon such acceptance of request, funds would get blocked and intimation shall be given to the investor regarding blocking of funds.

### **Unblocking Of Funds:**

- a) After the offer close day, the RTA on the basis of bidding and blocking received from stock exchange undertake a reconciliation and shall prepare Basis of Allotment.
- b) Upon approval of such basis, instructions would be sent to the Sponsor Bank to initiate process for credit of funds in the public offer escrow account and unblocking of excess funds
- c) Based on authorization given by the investor using UPI PIN at the time of blocking of funds, equivalent to the allotment, would be debited from investors account and excess funds, if any, would be unblocked.

**Further, RIIs would continue to have an option to modify or withdraw the bid till the closure of the offer period. For each such modification of application, RIIs shall submit a revised application and shall receive a mandate request from the Sponsor Bank to be validated as per the process indicated above. Hence, applications made through UPI ID for payment the same shall be revised by using UPI ID only.**

### **Rejection Grounds Under UPI Payment Mechanism**

An investor making application using any of channels under UPI Payments Mechanism, shall use only his/ her own bank account or only his/ her own bank account linked UPI ID to make an application in public issues. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection. Sponsor Bank shall provide the investors UPI linked bank account details to RTA for purpose of reconciliation. RTA shall undertake technical rejection of all applications to reject applications made using third party bank account.

#### **List of Banks Providing UPI Facility**

- a. An investor shall ensure that when applying in the IPO using UPI facility, the name of his Bank shall appear in the list of SCSBs as displayed on the SEBI website.
- b. A list of SCSBs and mobile application which are live for applying in public issues using UPI mechanism is provided on the SEBI Website at the following path:
- c. Home >> Intermediaries/Market Infrastructure Institutions >>Recognised Intermediaries >>Self Certified Syndicate Banks eligible as Issuer Banks for UPI
- d. Investors whose Bank is not live on UPI as on the date of the aforesaid circular, may use the other alternate channels available to them viz. submission of application form with SCSBs or using the facility of linked online trading, demat and bank account (Channel I or II at para 5.1 SEBI circular bearing no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018.
- e. SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹ 500,000, may use UPI.

#### **Electronic Registration of Applications**

- 1) The Designated Intermediary will register the applications using the on-line facilities of the Stock Exchange.
- 2) The Designated Intermediary will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of the next Working day from the Offer Closing Date.
- 3) The Designated Intermediary shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the applications accepted by them, (ii) the applications uploaded by them, (iii) the applications accepted but not uploaded by them or (iv) In case the applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
- 4) Neither the Lead manager nor the Company, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the applications accepted by any Application Collecting Intermediaries, (ii) the applications uploaded by any Designated Intermediaries or (iii) the applications accepted but not uploaded by the Designated Intermediaries.
- 5) The Stock Exchange will Offer an electronic facility for registering applications for the Offer. This facility will be available at the terminals of the Designated Intermediaries and their authorized agents during the Offer Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Lead Manager on a regular basis.
- 6) With respect to applications by Applicants, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Application Forms to Designated Branches of the SCSBs for blocking of funds:

Sr. No.	Details *
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<b>Sr. No.</b>	<b>Details *</b>
1)	Symbol
2)	Intermediary Code
3)	Location Code
4)	Application No.
5)	Category
6)	PAN
7)	DP ID
8)	Client ID
9)	Quantity
10)	Amount

\*Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields

- 7) With respect to applications by Applicants, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Applicants into the on-line system:
  - Name of the Applicant;
  - IPO Name;
  - Application Form Number;
  - Investor Category;
  - PAN Number (of First Applicant, if more than one Applicant);
  - DP ID & Client ID
  - Numbers of Equity Shares Applied for;
  - Amount;
  - Location of the Banker to the Offer or Designated Branch, as applicable and bank code of the SCSB branch where the ASBA Account is maintained;
  - Bank Account Number and
  - Such other information as may be required.
- 8) In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above-mentioned details and mentioned the bank account number, except the Electronic Application Form number which shall be system generated.
- 9) The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof or having accepted the application form, in physical or electronic mode, respectively. The registration of the Application by the Application Collecting Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
- 10) Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
- 11) The Designated Intermediaries shall have no right to reject the applications, except on technical grounds except as mentioned in the Prospectus.
- 12) The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way deemed or construed to mean the compliance with various statutory and other requirements by our Company and / or the Lead manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness or any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our Company, our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Prospectus; not does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchange.
- 13) The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Offer Closing Date to verify the PAN No., DP ID and Client ID uploaded in the online IPO system during the Offer Period,

after which the Registrar to the Offer will receive this data from the Stock Exchange and will validate the electronic application details with the Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.

- 14) The SCSBs shall be given one day after the Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.
- 15) The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for ASBA Applicants.

### **Allocation of Equity Shares**

- 1) The Offer is being made through the Fixed Price Process wherein 24,24,000 Equity Shares shall be reserved for the Market Maker and 2,28,48,000 Equity Shares will be allocated on a proportionate basis to Retail Individual Applicants, subject to valid applications being received from the Retail Individual Applicants at the Offer Price. The balance of the Net Offer will be available for allocation on a proportionate basis to Non-Retail Applicants.
- 2) Under-subscription, if any, in any category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company in consultation with the Lead manager and the Stock Exchange.
- 3) Allocation to Non-Residents, including Eligible NRIs, FIIs and FVCIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines and approvals.
- 4) In terms of SEBI Regulations, Non-Retail Applicants shall not be allowed to either withdraw or lower the size of their applications at any stage.
- 5) Allotment status details shall be available on the website of the Registrar to the Issue.

### **OTHER INSTRUCTIONS**

#### ***Joint Applications in the case of Individuals***

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

#### ***Multiple Applications***

An Applicant should submit only one Application (and not more than one) for the total number of Equity Shares required. Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same.

In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

- i) All applications are electronically strung on first name, address (1st line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband's name to determine if they are multiple applications.
- ii) Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.



- iii) Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.
- iv) For Applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Applications on behalf of the Applicants for whom submission of PAN is not mandatory such as the Central or State Government, an official liquidator or receiver appointed by a court and residents of Sikkim, the Application Forms will be checked for common DP ID and Client ID.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

In cases where there are more than 20 valid applications having a common address, such shares will be kept in abeyance, post Allotment and released on confirmation of “know your client” norms by the depositories. The Company reserves the right to reject, in our absolute discretion, all or any multiple Applications in any or all categories.

No separate applications for demat and physical is to be made. If such applications are made, the applications for physical shares will be treated as multiple applications and rejected accordingly.

After submitting an ASBA Application either in physical or electronic mode, an ASBA Applicant cannot apply (either in physical or electronic mode) to either the same or another Designated Branch of the SCSB and Submission of a second Application in such manner will be deemed a multiple Application and would be rejected. More than one ASBA Applicant may apply for Equity Shares using the same ASBA Account, provided that the SCSBs will not accept a total of more than five Application Forms with respect to any single ASBA Account.

Duplicate copies of Application Forms downloaded and printed from the website of the Stock Exchange bearing the same application number shall be treated as multiple Applications and are liable to be rejected. The Company, in consultation with the LM reserves the right to reject, in its absolute discretion, all or any multiple Applications in any or all categories.

#### **Permanent Account Number or PAN**

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number (“PAN”) to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 2, 2007. Each of the Applicants should mention his/her PAN allotted under the IT Act. **Applications without this information will be considered incomplete and are liable to be rejected.** It is to be specifically noted that Applicants should not submit the GIR number instead of the PAN, as the Application is liable to be rejected on this ground.

Please note that, Central or State Government and the officials appointed by the courts and investors residing in the State of Sikkim are exempted from specifying their PAN subject to the Depository Participants’ verifying the veracity of such claims of the investors in accordance with the conditions and procedures under this section on Issue Procedure.

#### **Option To Receive Equity Shares In Dematerialized Form**

Investors should note that Allotment of Equity Shares to all successful Applicants will only be in the dematerialized form in compliance of the Companies Act, 2013.

**Furnishing the details depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.**

The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchanges.

Applicants will not have the option of getting Allotment of the Equity Shares in physical form. Allottee`s shall have the option to re-materialize the Equity Shares, if they so desire, as per the provision of the Companies Act and the Depositories Act.

### **Pre-Issue Advertisement**

Subject to Section 30 of the Companies Act, 2013 the Company shall, after registering the Prospectus with the ROC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation.

### **Signing Of Underwriting Agreement**

The issue is [•] Underwritten. Our Company has entered into an Underwriting Agreement with the [•] dated [•]

### **Filing Of the Prospectus with the ROC**

The Company will file a copy of the Prospectus with the RoC in terms of Section 26 of the Companies Act, 2013.

### **Issuance of Allotment Advice**

- 1) Upon approval of the Basis of Allotment by the Designated Stock Exchange.
- 2) On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the issue. The Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Applicants who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding, and irrevocable contract for the Allotment to such Applicant.
- 3) Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful applicants Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

### **Designated 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

### **GENERAL INSTRUCTIONS**

#### ***Do's:***

- Check if you are eligible to apply;
- Read all the instructions carefully and complete the applicable Application Form;
- Ensure that the details about the Depository Participant and the beneficiary account are correct as Allotment of Equity Shares will be in the dematerialized form only;
- Applicant shall use only his / her own bank account or only his / her own bank account linked UPI ID to make an application.
- Each of the Applicants should mention their Permanent Account Number (PAN) allotted under the Income Tax Act, 1961;
- Ensure that the Demographic Details are updated, true and correct in all respects;

- Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant.
- Ensure that you have funds equal to the Application Amount in the ASBA account or UPI ID linked Bank Account maintained with the SCSB before submitting the Application Form under the ASBA process the SCSBs where the Applicant has a bank account or a UPI ID linked Bank Account, the Registered Broker (at the Broker Centre's), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
- Instruct your respective Banks to release the funds blocked in the ASBA Account/UPI ID linked Bank Account under the ASBA process;
- Ensure that the Application Form is signed by the account holder in case the applicant is not the account holder. Ensure that you have mentioned the correct bank account number in the Application Form and in case of Retail Individual Applicants applying through UPI Channel, ensure that you have mentioned the correct UPI ID;
- Ensure that the Application Forms are delivered by the applicants within the time prescribed as per the Application Form and the Prospectus;
- Ensure that you have requested for and receive a TRS;
- Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your application options;
- Ensure that you have correctly signed the authorization/ undertaking box in the Application Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for blocking funds in the ASBA Account/ UPI ID linked Bank Account, as the case may be, equivalent to the Application Amount mentioned in the Application Form;
- Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form; and
- The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

#### ***Don't's:***

- Do not apply for lower than the minimum Application size;
- Do not apply for a price different from the price mentioned herein or in the Application Form;
- Do not use third party bank account or third-party UPI ID linked Bank Account for making the Application;
- Do not apply on another Application Form after you have submitted an application to the Designated Intermediary;
- Do not pay the Application Price in cash, cheque, by money order or by postal order or by stock invest;
- Do not send Application Forms by post, instead submit the Designated Intermediary only;
- Do not submit the Application Forms to any non-SCSB bank or our Company
- Do not apply on an Application Form that does not have the stamp of the relevant Designated Intermediary;
- Do not submit the application without ensuring that funds equivalent to the entire application Amount are blocked in the relevant ASBA Account;
- Do not apply for an Application Amount exceeding Rs.2,00,000 (for applications by Retail Individual Applicants);
- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue Size and/or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground;
- Do not submit incorrect details of the DP ID, beneficiary account number and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;

Further, in case of any pre-issue or post issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out the Company Secretary and Compliance Officer.

#### **RIGHT TO REJECT APPLICATIONS**

In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non-Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

In addition to the grounds for rejection of Application on technical grounds as provided in the “General Information

Document” Applicants are requested to note that Applications may be rejected on the following additional technical grounds.

## **GROUND FOR REJECTIONS**

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount paid does not tally with the amount payable for the highest value of Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- December not mentioned in the Application Form;
- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;
- Applications at a price other than the Fixed Price of the Issue;
- Applications for number of Equity Shares which are not in multiples of 1200;
- Category not ticked;
- Multiple Applications as defined in the Draft Prospectus;
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Prospectus and as per the instructions in the Prospectus and the Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant’s identity (DP ID) and the beneficiary’s account number;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US persons other than in reliance on Regulations or qualified institutional buyers as defined in Rule 144A under the Securities Act;
- Applications not duly signed;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications by any person that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications or revisions thereof by QIB Applicants, Non-Institutional Applicants where the Application Amount is in excess of Rs. 2,00,000, received after 3.00 pm on the Issue Closing Date;
- Applications not containing the details of Bank Account and/or Depositories Account.

## **Names of entities responsible for finalizing the basis of allotment in a fair and proper manner**

The authorised employees of the Stock Exchange, along with the Lead Managers and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

## **Method of allotment as may be prescribed by SEBI from time to time**

Our Company will not make any allotment in excess of the Equity Shares offered through the Offer through the offer document except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. The allotment of Equity Shares to applicants other than to the Retail Individual Investors shall be on a proportionate basis within the respective investor categories and the number of

securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size.

The allotment of Equity Shares to each Retail Individual Investor shall not be less than the minimum bid lot, subject to the availability of shares in Retail Individual Investor category, and the remaining available shares, if any, shall be allotted on a proportionate basis.

### **Instructions for Completing the Application Form**

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Application Forms should bear the stamp of the Designated Intermediaries. ASBA Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Application forms in public issues using the stock broker (broker) network of Stock Exchange, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the website of NSE i.e., [www.nseindia.com](http://www.nseindia.com). With a view to broad base the reach of Investors by substantial), enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Application forms in Public Issue with effect front January 01, 2016. The List of RTA and DPs centres for collecting the application shall be disclosed is available on the website of NSE i.e. [www.nseindia.com](http://www.nseindia.com).

For details of instruction in relation to the Application Form, Applicants may refer to the relevant section of GID.

### **APPLICANT'S DEPOSITORY ACCOUNT AND BANK DETAILS**

Please note that, providing bank account details, PAN No's, UPI ID (if applicable), Client ID and DP ID in the space provided in the Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain front the Depository the demographic details including address, Applicant's bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Applicants including mailing of the Allotment Advice. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue. By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Offer, the required Demographic Details as available on its records.

### **Submission of Application Form**

All Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

### **Communications**

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

### **Disposal Of Applications and Application Moneys And Interest In Case Of Delay**

The Company shall ensure the dispatch of Allotment advice, instructions to SCSBs and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within one working day of the date of Allotment of Equity Shares.

The Company shall use best efforts that all steps for completion of the necessary formalities for listing and commencement of trading at Emerge Platform of NSE Limited where the Equity Shares are proposed to be listed are taken within 6 (six) working days of closure of the issue.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

- Allotment shall be made within three (3) days of the Issue Closing Date;
- Giving of Instructions for refund by unblocking of amount via ASBA not later than 4(four) working days of the Issue Closing Date, would be ensured; and
- If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

### **Impersonation**

*Attention of the applicants is also specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013, which is reproduced below:*

*“Any person who:*

- a. makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- b. makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- c. otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447 of the Companies Act, 2013 and shall be treated as Fraud.”*

### **Completion of formalities for Listing & Commencement of Trading**

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 6 Working Days of the Issue Closing Date. The Registrar to the Issue may give instruction for credit to Equity Shares the beneficiary account with DPs, and dispatch the allotment Advise within 6 Working Days of the Issue Closing Date.

### **Mode of Refund**

- a) In case of ASBA Applicants: Within 6 (six) 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 Bidder on account of conversion of foreign currency.

c) In case of Other Investors: Within six 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 Bidders' bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Investors in dispatch of refund orders or refunds through electronic transfer of funds, as applicable, and any such delay may be at the Investors' sole risk and neither the Issuer, the Registrar to the Issue, the Escrow Collection Banks, may be liable to compensate the Investors for any losses caused to them due to any such delay, or liable to pay any interest for such delay.

### ***Mode of Making Refund for ASBA Applicants***

In case of ASBA Application, the registrar of the issue may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA applications or in the event of withdrawal or failure of the Issue.

### ***Mode of making refunds for Applicants other than ASBA Applicants***

The payment of refund, if any, may be done through various modes as mentioned below:

(i) NECS - Payment of refund may be done through NECS for Applicants having an account at any of the centers specified by the RBI. This mode of payment of refunds may be subject to availability of complete bank account details including the nine-digit MICR code of the Bidder as obtained from the Depository;

(ii) NEFT - Payment of refund may be undertaken through NEFT wherever the branch of the Bidders' bank is NEFT enabled and has been assigned the Indian Financial System Code ("IFSC"), which can be linked to the MICR of that particular branch. The IFSC Code may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Applicants have registered their nine-digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC Code of that particular bank branch and the payment of refund may be made to the Bidders through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;

(iii) Direct Credit – Applicants having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account;

(iv) RTGS – Applicants having a bank account at any of the centres notified by SEBI where clearing houses are managed by the RBI, may have the option to receive refunds, if any, through RTGS. The IFSC code shall be obtained from the demographic details. Investors should note that on the basis of PAN of the bidder, DP ID and beneficiary account number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Bidders account details, IFSC code, MICR code and occupation (hereinafter referred to as "Demographic Details"). The bank account details 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 Lead Manager nor the Registrar to the Issue or the Escrow Collection Bank nor the Company shall have any responsibility and undertake any liability for the same;

(v) Please note that refunds, on account of our Company not receiving the minimum subscription, shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank. For details of levy of charges, if any, for any of the above methods, Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centers etc. Bidders may refer to Prospectus.

### **INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND:**

The Issuer shall make the Allotment within the period prescribed 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 applicant shall be compensated in accordance with applicable law, i.e. the applicant shall be compensated at a uniform rate of Rs. 100.00 per day for the entire duration of delay exceeding Four (4) working days from the Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Further, Investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/24180/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

## **UNDERTAKINGS BY OUR COMPANY**

The Company undertakes the following:

- 1) That the complaints received in respect of the Issue shall be attended to by us expeditiously and satisfactorily;
- 2) That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 6 working days from Issue Closing date;
- 3) That our Promoter 's contribution in full has already been brought in;
- 4) That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar and Share Transfer Agent to the Issue by our Company;
- 5) Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within six Working Days from the Offer Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- 6) That no further issue of equity shares shall be made till the Equity Shares offered through this Draft Prospectus are listed or until the Application monies are refunded on account of non-listing, under subscription etc.;
- 7) That the instruction for electronic credit of Equity Shares/ refund orders/intimation about the refund to non - resident Indians shall be completed within specified time;
- 8) That Company shall not have recourse to the Issue proceeds until the approval for trading of the Equity Shares from the Stock Exchange where listing is sought has been received;
- 9) That if our Company do not proceed with the Issue, the reason thereof shall be given as a public notice to be issued by our Company within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
- 10) If our Company withdraws the Issue after the Issue Closing Date, our Company shall be required to file a fresh Prospectus with the Stock exchange/RoC/SEBI, in the event our Company subsequently decides to proceed with the Offer; and
- 11) Those adequate arrangements shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment.
- 12) That none of the promoters or directors of the company is wilful defaulter or a fraudulent borrower under Section 5(c) of SEBI (ICDR) Regulations, 2018.

## **UTILIZATION OF ISSUE PROCEEDS**

Our Board of Directors 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(LODR) Regulations,2015 as amended from time to time in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue; and
5. Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
6. The Lead manager undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactory.

#### **EQUITY SHARES IN DEMATERIALISED FORM WITH NSDL OR CDSL**

To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the following tripartite agreements with the Depositories and the Registrar to the Issue:

1. Agreement dated May 31, 2023 between CDSL, the Company and the Registrar to the Issue;
2. Agreement dated April 28, 2023 between NSDL, the Company and the Registrar to the Issue;
3. The Company's shares bear an ISIN: INE0POU01017

## **RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES**

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (earlier known as Department of Industrial Policy and Promotion) (“DPIIT”), issued the FDI Policy, which is effect from October 15, 2020, which subsumes and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular. FDI in companies engaged in sectors/ activities which are not listed in the FDI Policy is permitted up to 100% of the paid up share capital of such company under the automatic route, subject to compliance with certain prescribed conditions.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the FDI policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the FEMA Non- Debt Instruments Rules, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government of India, as prescribed in the FDI Policy and the FEMA Non- Debt Instruments Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government of India.

Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made similar amendment to the FEMA Rules. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Issue Period.

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

**SECTION – XIII MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION  
OF  
GRAPHISADS LIMITED**

*Pursuant to Table F in Schedule I of the Companies Act, 2013, the SEBI ICDR Regulations and the main provisions of the Articles of Association relating to voting rights, dividend, lien, forfeiture, restrictions on transfer and transmission of Equity Shares or debentures and/or on their consolidation/splitting are detailed below. Please note that each provision herein below is numbered as per the corresponding article number in the Articles of Association. Certain defined terms used in the Articles of Association are set forth below. All other defined terms used in this section have the meaning given to them in the Articles of Association.*

1. Table F not to apply

The regulations contained in Table F, in the first Schedule, to the Companies Act, 2013 shall not apply to this Company, but the regulations for the management of the Company and for the observance of the members thereof and their representatives shall, subject to any exercise of the statutory powers of the Company in reference to the repeal or alternation of, or addition to, its regulations by Special Resolution, as prescribed by the said Companies Act, 2013 be such as are contained in these Articles.

2. Interpretation

In the interpretation of these Articles, the following words and expressions shall have the following meanings assigned there under, unless repugnant to the subject matter or content thereof.

(a) “The Act” or “the said Act”

“The Act” means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force.

(b) “These Articles”

“These Articles” means Articles of Association for the time being of the Company or the Articles of Association as altered from time to time by special resolution.

(c) “Beneficial Owner”

“Beneficial Owner” shall have the meaning assigned thereto in clause(a) of sub-section (1) of Section 2 of the Depositories Act, 1996.

(d) “The Company” or “this Company”

“The Company” or “this Company” means **GRAPHISADS LIMITED**.

**\*New set of Articles of Association adopted, vide resolution passed in Extra Ordinary General Meeting of members of the company held on December 15, 2022.**

(e) “The Directors”

“The Directors” means the Directors for the time being of the Company or as the case may be, the Directors assembled at a Board.

(f) “Depository”

“Depository” shall have the meaning assigned thereto by Section 2 (1)(e) of the Depositories Act, 1996.

(g) “Depositories Act 1996”

“Depositories Act 1996” includes any statutory modification or re- enactment thereof.

- (h) “The Board” or the “Board of Directors”

“The Board,” or the “Board of Directors” means a meeting of the Directors duly called and constituted or as the case may be the Directors assembled at a Board, or the requisite number of Directors entitled to pass a circular resolution in accordance with the Act.

- (i) “The Chairman”

“The Chairman” means the Chairman of the Board of Directors for the time being of the Company.

- (j) “The Managing Director”

“The Managing Director” includes one or more persons appointed as such or any of such persons or Directors for the time being of the Company who may for the time being be the Managing Director of the Company.

- (k) “The Office”

“The Office” means the Registered Office for the time being of the Company.

- (l) “Capital”

“Capital” means the share capital for the time being raised or authorised to be raised, for the purpose of the Company.

- (m) “The Registrar”

“The Registrar” means the Registrar of Companies of the State in which the office of the Company is for the time being situated.

- (n) “Dividend”

“Dividend” includes Bonus.

- (o) “Month”

“Month” means the calendar month.

- (p) “Seal”

“Seal” means the Common Seal for the time being of the Company.

- (q) “In Writing and Written”

“In Writing and Written” include printing, lithography and other modes of representing or reproducing words in a visible form.

- (r) “Plural Number”

Words importing the singular number also include the plural number and vice versa.

- (s) “Persons”

“Persons” include corporations and firms as well as individuals.

- (t) “Gender”

Words importing the masculine gender also include the feminine gender.

- (u) “Securities & Exchange Board of India”

“Securities & Exchange Board of India” or SEBI means the Securities & Exchange Board of India established under Section 3 of the Securities & Exchange Board of India Act, 1992.

- (v) “Year and Financial Year”

“Year” means the Calendar year and “Financial Year” shall have the meaning assigned thereto by Section 2(41) of the Act.

### **Expression in the Act to bear same meaning in the Articles**

Save as aforesaid, any words or expressions defined in the Act shall, except where the subject or context forbids, bear the same meaning in these Articles.

### **Marginal Notes**

The marginal notes hereto shall not affect the construction of these Articles.

### **COPIES OF MEMORANDUM AND ARTICLES TO BE FURNISHED BY THE COMPANY**

3. Pursuant to Section 17 of the Act, Company shall, on being so required by a member, send to him within 7 (seven) days of the requirement and subject to the payment of a fee of Rs. 100/- or such other fee as may be specified in the Rules, a copy of each of the following documents, as in force for the time being:
- (i) The Memorandum;
  - (ii) The Articles, if any;
  - (iii) Every other agreement and every resolution referred to in Section 117(1), of the Act, if and in so far as they have not been embodied in the Memorandum or Articles.

### **CAPITAL AND SHARES**

4. The Authorized Share Capital of the Company is as per clause V of the Memorandum of Association of the Company with all rights to the company to alter the same in any way it thinks fit.
5. The Board may, from time to time, with the sanction of the Company in a general meeting, increase the share capital by such sum to be divided into shares of such amounts as the resolution shall prescribe.
6. The shares capital shall be distinguished by its appropriate number provided that nothing in this clause shall apply to the shares held with a depository.

### **SHARES AT THE DISPOSAL OF THE DIRECTORS**

7. Subject to the provisions of Section 62 of the Act and these Articles, the shares capital of Company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, In 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 Act) at a discount and at such time as they may from time to time think fit and with the sanction of the Company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up share and if so issued, shall be deemed to be fully paid shares. Provided that option or right to

call of shares shall not be given to any person or persons without the sanction of the Company in General Meeting.

#### **FURTHER ISSUE OF SHARES**

8. (1) Where at any time the company proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered -
- (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:-
    - (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;
    - (ii) unless the articles of the company otherwise provide, the offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; and the notice referred to in clause (i) shall contain a statement of this right;
    - (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;
  - (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 determined by central government; or
  - (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 determined by central government.
- (2) The notice referred to in sub-clause (i) of clause (1) (a) 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.
- (3) Nothing in this section 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.

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.

#### **POWER TO OFFER SHARES/OPTIONS TO ACQUIRE SHARES**

9. (i) Without prejudice to the generality of the powers of the Board under 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 there under 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 (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, in case of shares issued as sweat equity shares as per section 54 of the Act 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.

- (ii) In addition to the powers of the Board under Article 9(i), the Board may also allot the Shares referred to in Article 9(i) 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 9(i) 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.

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 9(i) and (ii) above.

### **REDEEMABLE PREFERENCE SHARES**

- 10. Subject to the provisions of Section 55 of the Act, the Company shall have the power to issue preference shares which are or at the option of the Company, are liable to be redeemed and the resolution authorizing such issues shall prescribe the manners, terms and conditions of redemption.

### **PROVISIONS APPLICABLE IN CASE OF REDEEMABLE SHARES**

- 11. On the issue of redeemable preference shares under the provisions of Article 10 hereof, the following provisions shall take effect.
  - (a) No such shares shall be redeemed except out of the profits of the company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purposes of such redemption;
  - (b) No such shares shall be redeemed unless they are fully paid;
  - (c) where such shares are proposed to be redeemed out of the profits of the company, there shall, out of such profits, be transferred, a sum equal to the nominal amount of the shares to be redeemed, to a reserve, to be called the Capital Redemption Reserve Account and the provisions of this Act relating to reduction of share capital of a company shall apply as if the Capital Redemption Reserve Account were paid-up share capital of the company.

### **NEW CAPITAL SAME AS ORIGINAL CAPITAL**

- 12. Except so far as otherwise provided by the conditions of issue or by these Articles any capital raised by the creation of new shares shall be considered part of the initial capital and shall be subject to the provisions herein contained with reference to the payment of calls and installments; transfer and transmission, forfeiture, lien, surrender, voting and otherwise.

### **RESTRICTIONS ON PURCHASE BY COMPANY OR GIVING OF LOANS BY IT FOR PURCHASE OF ITS SHARES**

- 13. (1) The company shall not have power to buy its own shares unless the consequent reduction of share capital is effected in accordance with provisions of the Companies Act, 2013 or other applicable provisions (if any) of the Act as applicable at the time of application.

This Article is not to delegate any power which the Company would have if it were omitted.

- (2) The company shall not give, whether 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 shares in the company or in its holding company.

(3) Nothing in sub-clause (2) shall apply to –

- (a) the company in accordance with any scheme approved by company through special resolution and in accordance with such requirements as may be determined by central government, for the purchase of, or subscription for, fully paid up shares in the company or its holding company, if the purchase of, or the subscription or, the shares held by trustees for the benefit of the employees or such shares held by the employee of the company;
- (b) the giving of loans by a company to persons in the employment of the company other than its directors or key managerial personnel, for an amount not exceeding their salary or wages for a period of six months with a view to enabling them to purchase or subscribe for fully paid-up shares in the company or its holding company to be held by them by way of beneficial ownership:

Provided that disclosures in respect of voting rights not exercised directly by the employees in respect of shares to which the scheme relates shall be made in the Board's report in such manner as may be determined by central government.

#### **REDUCTION OF CAPITAL**

14. The Company may, subject to the provisions of the Companies Act, 2013 or other applicable provisions (if any) of the Act, as applicable at the time of application from time to time by special resolution, reduce its capital and any capital redemption reserve account or any share premium account 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.

#### **CONSOLIDATION AND DIVISION OF CAPITAL**

15. The Company may in general meeting alter the conditions of its Memorandum of Association as follows:
- (a) Consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares but no consolidation and division which results in changes in the voting percentage of shareholders shall take effect unless it is approved by the Tribunal on an application made in the prescribed manner;
  - (b) Sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the memorandum, so, however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;
  - (c) Cancel shares which at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled. The cancellation of shares in pursuance of this sub-clause, shall not be deemed to be reduction of share capital within the meaning of the Act.

#### **SALE OF FRACTIONAL SHARES**

16. If and whenever as a result of issue of new shares of any consolidation or sub-division of shares any share become held by members in fractions, the Board shall, subject to the provisions of the Act and the Articles and to the directions of the Company in General Meeting, if any, sell those shares which members hold in fractions for the best price reasonably obtainable and shall pay and distribute to and amongst the members entitled to such shares in due proportions the net proceeds of the sale thereof. For the purpose of giving effect to any such sale, the Board may authorise any person to transfer the shares and the purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings with reference to the sale.



## **MODIFICATION OF RIGHTS**

17. Whenever the capital, by reason of the issue of Preference Shares or otherwise, is divided into classes of shares all or any of the rights and privileges attached to each class may subject to the provisions of the Companies Act, 2013 be modified, commuted, affected or abrogated, or dealt with by Agreement between the Company and any person purporting to contract on behalf of that class, provided such agreement is ratified in writing by holders of at least three-fourths in nominal value of the issued shares of the class or is confirmed by a Special Resolution passed at a separate general meeting of the holders of shares of the class

## **ISSUE OF FURTHER SHARES ON PARI PASSU BASIS**

18. The rights conferred upon the holders of shares of any class issued with preferred or other rights, not unless otherwise expressly provided by the terms of the issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

## **NO ISSUE WITH DISPROPORTIONATE RIGHTS**

19. The Company shall not issue any shares (not being preference shares) which carry voting right or rights in the Company as to dividend, capital or otherwise which are disproportionate to the rights attached to the holders of other shares (not being preference shares).

## **POWER OF COMPANY TO DEMATERIALIZED AND REMATERIALIZED**

- (a) “Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its existing shares, debentures and other securities and rematerialize its such shares, debentures and other securities held by it with the Depository and/ or offer its fresh shares and debentures and other securities in a dematerialized form pursuant to the Depositories Act, 1996 and the Rules framed there under if any”

## **DEMATERIALIZED OF SECURITIES**

- (b) 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.

## **INTIMATION TO DEPOSITORY**

- (c) “Notwithstanding anything contained in this Article, where securities are dealt with in a Depository, the Company shall intimate the details of allotment of securities to Depository immediately on allotment of such Securities”

## **OPTION FOR INVESTORS**

- (d) “Every person subscribing to or holding securities of the Company shall have the option to receive security certificates or to hold the securities with a Depository. A beneficial owner of any security can at any time opt out of a Depository, if permitted by law, in the manner provided by the Depositories Act, 1996 and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates of securities.”

## **THE COMPANY TO RECOGNIZE UNDER DEPOSITORIES ACT, INTEREST IN THE SECURITIES OTHER THAN THAT OF REGISTERED HOLDER**

- (e) “The Company or the investor may exercise an option to issue, deal in, hold the securities (including shares) with Depository in electronic form and the certificates in respect thereof shall be, dematerialized in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereto shall be governed by the provisions of the Depositories Act, 1996.”

## **SECURITIES IN DEPOSITORIES AND BENEFICIAL OWNERS**

- (f) “All Securities held by a Depository shall be dematerialized and be in fungible form. Nothing contained in Sections 89 of the Act shall apply to a Depository in respect of the securities held by it on behalf of the beneficial owners.”

#### **RIGHTS OF DEPOSITORIES AND BENEFICIAL OWNERS**

- (g) (i) Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of security on behalf of the beneficial owner.
- (ii) Save as otherwise provided in (a) above, the depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.
- (iii) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of the securities which are held by a depository.

#### **DEPOSITORY TO FURNISH INFORMATION**

- (h) 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.

#### **SHARES AND CERTIFICATES REGISTER AND INDEX OF MEMBERS**

20. The Company shall cause to be kept at its Registered Office or at such other place as may be decided, Register and Index of Members in accordance with Sections 88 and other applicable provisions of the Act and the Depositories Act, 1996 with details of shares held in physical and dematerialized forms in any media as may be permitted by law including in any form of electronic media.

The Register and Index of beneficial owners maintained by a Depository under Section 11 of the Depositories Act, 1996 shall also be deemed to be the Register and Index of Members for the purpose of this Act. The Company shall have the power to keep in any state or country outside India, a Register of Members for the residents in that state or country.

#### **SHARES TO BE NUMBERED PROGRESSIVELY**

21. The shares in the capital shall be numbered progressively according to their several denominations and except in the manner herein before mentioned, no share shall be sub-divided.

#### **DIRECTORS MAY ALLOT SHARES FULLY PAID-UP**

22. Subject to the provisions of the Act and of these Articles, the Board may allot and issue shares in the capital of the Company as payment or part payment for any property sold or transferred, goods or machinery supplied or for services rendered to the company either in or about the formation or promotion of the Company or the conduct of its business and any shares which may be so allotted may be issued as fully paid-up shares and if so issued shall be deemed to be fully paid up shares.

#### **APPLICATION OF PREMIUM RECEIVED ON SHARES**

23. Where a company issues shares at a premium, whether for cash or otherwise, a sum equal to aggregate amount of the premium received on those shares shall be transferred to a “securities premium account” and the provisions of this Act relating to reduction of share capital of a company shall, except as provided in this article, apply as if the securities premium account were the paid-up share capital of the company.

- 1) Notwithstanding anything contained in clause (1), the securities premium account may be applied by the company –
  - (a) towards the issue of unissued shares of the company 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 on, any issue of shares or debentures of the company;
  - (d) in providing for the premium payable on the redemption of any redeemable preference shares or of any debentures of the company; or
  - (f) for the purchase of its own shares or other securities under section 68.

### **ACCEPTANCE OF SHARES**

24. Subject to the provisions of these Articles, any application signed by or on behalf of an applicant for shares in the Company followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these articles and every person who thus or otherwise accept any shares and whose name is on the Register of Members shall, for the purposes of these Articles, be a member, provided that no share shall be applied for or allotted to a minor, insolvent or person of unsound mind.

### **LIABILITY OF MEMBERS**

25. Every member or his heir, executors or administrators shall pay to the Company the proportion of the capital represented by his share or shares which may, for the time being remain unpaid thereon in such amounts, at such time or times and in such manner as the Board of Directors shall, from time to time, in accordance with the Company's regulations require or fix for the payment thereof.

### **LIMITATION OF TIME FOR ISSUE OF CERTIFICATE**

26. The Company shall, unless the conditions of issue otherwise provide, within two months after the allotment of any of its shares or debentures and within one month after the application for the transfer of any such shares or debentures, complete and have ready for delivery the certificates of all shares and debentures allotted or transferred.

Every members 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 may from time to 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 one month 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 or approve, provided that in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate to all such holder.

### **ISSUE OF NEW CERTIFICATE IN PLACE OF DEFACED, LOST OR DESTROYED**

27. 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, an a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every Certificates under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.20/- for each certificate) as the Directors shall prescribe. Provided that no fees 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.

Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956 or any other Act, or rules applicable in this behalf.

The provisions of this Article shall mutatis mutandis apply to debentures of the Company.

#### **RIGHT TO OBTAIN COPIES OF AND INSPECT TRUST DEED**

28. A copy of any Trust Deed for securing any issue of debentures shall be forwarded to the holders of any such debentures or any member of the Company at his request and within seven days of the making thereof on payment not exceeding Rs.10/- (Rupees Ten) per page.

The Trust Deed referred to in item (i) above also be open to inspection by any member or debenture holder of the Company in the same manner, to the same extent, and on payment of these same fees, as if it were the Register of members of the Company.

#### **JOINT ALLOTTEES OF HOLDERS**

29. Any two or more joint allottees or holders of shares shall, for the purpose of Articles, be treated as a single member and the certificate for any share, which may be the subject of joint ownership, may be delivered to any one of such joint owners on behalf of all of them.

#### **COMPANY NOT BOUND TO RECOGNISE ANY INTEREST IN SHARE OTHER THAN THAT OF REGISTERED HOLDER**

30. (i) The Company shall not be bound to recognize any equitable, contingent, future or partial interest in any share or (except only as is by these presents, otherwise expressly provided) any right in respect of a share other than an absolute right there to, in accordance with these presents in the person from time to time registered as the holder thereof, but the Board shall be at liberty at its sole discretion to register any share in the joint names of two or more persons or survivors of them.
- (ii) Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or as by Law required) be bound to recognize any benami trust or equitable, contingent, future, partial or other claim or claims or right to or interest in such share on the part of any other person whether or not it shall have express or implied notice thereof.

#### **WHO MAY HOLD SHARES**

31. Shares may be registered in the name of an incorporated Company or other body corporate but not in the name of a minor or in the name of a person of unsound mind or in the name of any firm or partnership.
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.

#### **DECLARATIONSIN RESPECT OF BENEFICIAL INTEREST IN ANY SHARES**

34.

- (1) In pursuance of section 89 of the act, where the name of a person is entered in the register of members of a company as the holder of shares in that company but who does not hold the beneficial interest in such shares, such person shall make a declaration (within such time and in such form as may be determined by Central Govt.) to the company specifying the name and other particulars of the person who holds the beneficial interest in such shares.
- (2) Every person who holds or acquires a beneficial interest in share of the company shall make a declaration to the company specifying the nature of his interest, particulars of the person in whose name the shares stand registered in the books of the company and such other particulars (as may be determined by Central Govt.)
- (3) Where any change occurs in the beneficial interest in such shares, the person referred to in clause (1) and the beneficial owner specified in clause (2) shall, within a period of thirty days from the date of such change, make a declaration to the company in such form and containing such particulars (as may be determined by Central Govt.)
- (4) The Company has be bound to follows the rules as may be made by the Central Government to provide for the manner of holding and disclosing beneficial interest and beneficial ownership under this section.
- (5) Where any declaration under this article is made to a company, the company shall make a note of such declaration in the register concerned and shall file, within thirty days from the date of receipt of declaration by it, a return in the prescribed form with the Registrar in respect of such declaration with such fees or additional fees as may be determined by central government, within the time specified under section 403.
- (6) No right in relation to any share in respect of which a declaration is required to be made under this article but not made by the beneficial owner, shall be enforceable by him or by any person claiming through him.
- (7) Nothing in this article shall be deemed to prejudice the obligation of a company to pay dividend to its members under this Act and the said obligation shall, on such payment, stand discharged.

#### **FUNDS OF COMPANY NOT TO BE APPLIED IN PURCHASE OF SHARES OF THE COMPANY**

35. No funds of the Company shall except as provided by Section 67 of the Act, be employed in the purchase of its own shares, unless the consequent reduction of capital is effected and sanction in pursuance of provisions of the Companies Act, 2013 as may be applicable at the time of application 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.

#### **ISSUE OF SHARES WITHOUT VOTING RIGHTS**

36. 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 through fit and as may be permitted by law.

#### **SECTIONS 45 OF ACT NOT TO APPLY**

37. Notwithstanding anything to the contrary contained in the Articles,
- (i) Section 45 of the Act shall not apply to the Shares held with a Depository;

#### **TRUST RECOGNIZED**

38. 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.

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.

### **REGISTRATION OF CHARGES**

39. The provisions of the Act relating to registration of charges shall be complied with.

In case of a charge created out of India and comprising solely property situated outside India, the provisions of Section 77 of the Act shall also be complied with.

Where a charge is created in India but comprised property outside India, the instrument, creating or purporting to create the charge under Section 77 of the Act or a copy thereof verified in the prescribed manner, may be filed for registration, notwithstanding that further proceedings may be necessary to make the charge valid or effectual according to the law of the country in which the property is situated, as provided by Section 77 of the Act.

Where any charge on any property of the Company required to be registered to be registered under Section 77 of the Act has been so registered, any person acquiring such property or any part thereof or any share or interest therein shall be deemed to have notice of the charge as from the date of such registration.

Any creditors or member of the Company and any other person shall have the right to inspect copies of instruments creating charges and the Company's Register of Charges in accordance with and subject to the provisions of Section 85 of the Act.

### **UNDERWRITING AND BROKERAGE COMMISSION MAY BE PAID**

40. A company may pay commission to any person in connection with the subscription or procurement of subscription to its securities, whether absolute or conditional, subject to the following conditions, namely: -

- (a) The payment of such commission shall be authorized in the company's articles of association;
- (b) The commission may be paid out of proceeds of the issue or the profit of the company or both;
- (c) The rate of commission paid or agreed to be paid shall not exceed, in case of shares, five percent of the price at which the shares are issued or a rate authorized by the articles, whichever is less, and in case of debentures, shall not exceed two and a half per cent of the price at which the debentures are issued, or as specified in the company's articles, whichever is less;
- (d) The Draft Prospectus of the company shall disclose—
  - (i) The name of the underwriters;
  - (ii) The rate and amount of the commission payable to the underwriter; and
  - (iii) The number of securities which is to be underwritten or subscribed by the underwriter absolutely or conditionally.
- (e) There shall not be paid commission to any underwriter on securities which are not offered to the public for subscription;
- (f) A copy of the contract for the payment of commission is delivered to the Registrar at the time of delivery of the Draft Prospectus for registration.

### **BROKERAGE MAY BE PAID**

41. The Company may pay a reasonable sum for brokerage on any issue of shares and debentures.

### **CALLS ON SHARES DIRECTORS MAY MAKE CALLS**

42. The Board of Directors may from time to time by a resolution passed at meeting of the Board (and not by circular resolution) make such call as it may think fit upon the members in respect of all moneys unpaid on the shares held by them respectively (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at a fixed time and each member shall pay the amount of every call so made on him to the persons and at the times and place appointed by the Board of Directors. A call may be made payable by instalments.

### **CALLS ON SHARES OF THE SAME CLASS TO BE MADE ON UNIFORM BASIS**

43. Where any calls for further share capital are made on shares, such calls shall be made on a uniform basis on all shares falling under the same class. For the purpose of this Article shares of the same nominal value on which different amounts have been paid up shall not be deemed to fall under the same class.

### **NOTICE OF CALLS**

44. One month notice at least of every call payable otherwise than on allotment shall be given by the Company specifying the time and place of payment and to whom such call shall be paid.

### **CALLS TO DATE FROM RESOLUTION**

45. A call shall be deemed to have been made at the time when the resolution of the Board authorizing such call was passed at a meeting of the Board of Directors and may be made payable by the members on the Register of Members on a subsequent date to be fixed by the Board.

### **DIRECTORS MAY EXTEND TIME**

46. The Board of Directors may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend such times as to all or any of the members, who from residence at a distance or other cause, the Board of Directors may deem fairly entitled to such extension save as a matter of grace and favour.

### **CALL TO CARRY INTEREST AFTER DUE DATE**

47. If any member fails to pay a call due from him on the day appointed for payment thereof or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board of Directors, but nothing in this Article shall render it compulsory upon the Board of Directors to demand or recover any interest from any such member.

### **PROOF ON TRIAL IN SUIT FOR MONEY DUE ON SHARES**

48. Subject to the provisions of the Act and these Articles, on the trial or hearing of any action or suit brought by the Company against any member or his representatives for the recovery of any debt or 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, appears, entered on the register of members as the holder at or subsequent to the date at which the money sought to be recovered is alleged to have become due, of the shares in respect of which such money is sought to be received, that the resolution making the call is duly recorded in the minute book and that notice of such call was duly given to the member or his representatives sued in pursuance of these presents and it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum was present at the Board at which any call was made, nor that the meeting at which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.

### **PAYMENT IN ANTICIPATION OF CALL MAY CARRY INTEREST**

49. The Directors may, if they think fit, subject to the provisions of Section 50 of the Act, 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 not exceeding 12% unless the company in general meeting shall otherwise direct, 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 the amount so advanced. 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. The provisions of these Articles shall mutatis mutandis apply to the calls on debenture of the Company.

#### **FORFEITURE, SURRENDER AND LIEN IF CALL OR INSTALLMENT NOT PAID, NOTICE MAY BE GIVEN**

50. If any member fails to pay any call or installment of a call in respect of any shares on or before the day appointed for the payment of the same, the Board may at any time hereafter during such time as the call or installment remains unpaid, serve a notice on such member or on the person (if any) entitled to the share by transmission 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.

#### **FORM OF NOTICE**

51. The notice shall name a day (not being earlier than the expiry of fourteen days from the date of service of the notice) and a place or places on and at which such money, including the call or installment and such interest and expenses as aforesaid is to be paid. The notice shall also state that in the event of non-payment on or before the time and at the place appointed, the shares in respect of which the calls was made or installment was payable, will be liable to be forfeited.

#### **IN DEFAULT TO PAYMENT SHARES TO BE FORFEITED**

52. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before all the calls or installments and interest and expenses due in respect thereof are paid, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends and bonus declared in respect of the forfeited shares and not actually paid before forfeiture but provided that there shall be no forfeiture of unclaimed dividends before the claim becomes barred by law.

#### **NOTICE OF FORFEITURE**

53. When any share shall have been so forfeited, notice of the resolution 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 provided however that the failure to give the notice of the shares having been forfeited will not in any way invalidate the forfeiture.

#### **FORFEITED SHARES TO BECOME PROPERTY OF THE COMPANY**

54. Any shares so forfeited shall be deemed to be the property of the Company and the Board may sell, re-allot otherwise dispose off the same in such manner as it thinks fit.

#### **POWER TO ANNUL FORFEITURE**

55. The Board may, at any time before any share so forfeited shall have been sold, re-allotted or otherwise disposed off, annul the forfeiture thereof as a matter of grace and favour but not as of right upon such terms and conditions as it may think fit.

#### **ARREARS TO BE PAID NOTWITHSTANDING FORFEITURE**

56. Any member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and



shall forthwith pay to the Company 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 forfeiture until payment at such rate not exceeding fifteen per cent per annum as the Board may determine and the Board may enforce the payment of such moneys or any part thereof if it thinks fit, but shall not be under any obligation so to do.

#### **EFFECT OF FORFEITURE**

57. The forfeiture of a share shall involve the extinction of all interest in and also of all claims and demands against the Company, in respect of the share and all other rights, incidental to the share except only such of those rights as are by these Articles expressly saved.

#### **PROCEEDS HOW TO BE APPLIED**

58. The net proceeds of any such sale shall be applied in or towards satisfaction of the said debts, liabilities or engagements and the residue (if any) paid to such member, his heirs, executors, administrators or assigns.

#### **DECLARATION OF FORFEITURE**

59. (a) A duly verified declaration in writing that the declarant is a Director, the Managing Director of the Manager of 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.
- (b) The Company may receive the consideration, if any, given for the Share on any sale, re-allotment or other disposal thereof any may execute a transfer of the Share in favour of the person to whom the Share is sold or disposed off.
- (c) The person to whom such Share is sold, re-allotted or disposed of shall thereupon be registered as the holder of the Share.
- (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.
- (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.
60. The declaration as mentioned in Article 59 (a) of these Articles shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the Share.

#### **TITLE OF PURCHASER AND ALLOTTEE OF FORFEITED SHARES**

61. 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 and the person to whom such share is sold, re-allotted or disposed off may be registered as the holder of the share. Any such purchaser or allottee shall not (unless by express agreement to the contrary) be liable to pay any calls, amounts, installments, interest and expenses owing to the Company prior to such purchase or allotment, nor shall he be entitled (unless by express agreement to contrary) to any of the dividends, interest or bonuses accrued or which might have accrued upon the share before the time of completing such purchase or before such allotment. 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 affected by any irregularity or invalidity in the proceedings with reference to the forfeiture, sale, re-allotment or disposal of the share.

#### **PARTIAL PAYMENT NOT TO PRECLUDE FORFEITURE**

62. Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as herein provided.

#### **THE PROVISIONS OF THESE ARTICLES AS TO FORFEITURE TO APPLY IN CASE OF NON-PAYMENT OF ANY SUM**

63. The provisions of these Articles as to forfeiture shall apply to the case of non-payment of any sum which by the terms of issue of a share becomes payable at a fixed time, whether on account of the nominal value of the Shares or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

#### **BOARD MAY ACCEPT SURRENDER OF SHARES**

64. The Board may at any time, subject to the provisions of the Act, accept the surrender of any share from or by any member desirous of surrendering the same on such terms as the Board may think fit.

#### **COMPANY'S LIEN ON SHARE/DEBENTURES**

65. The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect. And such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. The registration of a transfer of shares/debentures shall not operate as a waiver of the Company's lien if any, on such shares/debentures unless otherwise agreed by the Board. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this Article.

#### **ENFORCING LIEN BY SALE**

66. For the purpose of enforcing such lien, the Board may sell the shares subject thereto in such manner as it thinks fit but no sale shall be made until such time fixed as aforesaid shall have arrived and until notice in writing of the intention to sell, shall have been served on such member his heirs, executors, administrators or other legal representatives as the case may be and default shall have been made by him or them in payment, fulfillment or discharged of such debts, liabilities or engagements for fourteen days after the date of such notice.

#### **APPLICATION OF PROCEEDS OF SALE**

67. The net proceeds of any such sale shall be received by the Company and applied in or towards satisfaction of the said debts, liabilities or engagements and the residue, if any, shall be paid to such member, his heirs, executors, administrators or other legal representatives, as the case may be.

#### **VALIDITY OF SALE IN EXERCISE OF LIEN AND AFTER FORFEITURE**

68. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers herein before given, the Board of Directors 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 in respect of the shares sold and the purchaser shall not be bound to see to the regularity of the proceedings, nor 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.

#### **BOARD OF DIRECTORS MAY ISSUE NEW CERTIFICATES**

69. Where an shares under the powers in that behalf herein contained are sold by the Board of Directors after forfeiture or for enforcing a lien, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall voluntarily or on demand by the Company, have been previously surrendered to the Company by the defaulting member) stand cancelled and become null and void and of no effect and the Board of Directors may issue a new certificate or certificates for such shares distinguishing it or them in such manner as it may think fit from the certificate or certificates previously issued in respect of the said shares.

#### **SUM PAYABLE ON ALLOTMENT TO BE DEEMED A CALL**

70. For the purpose 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.

#### **TRANSFER AND TRANSMISSION OF SHARES REGISTER OF TRANSFER**

71. The Company shall keep a book to be called the Register of Transfer and therein shall be fairly and distinctly entered the particulars of every transfer or transmission of any share.

#### **EXECUTION OF TRANSFER**

72. Subject to the Provisions of the Act and these Articles, the transfer of shares in or debentures of the Company shall be registered unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor or on behalf of the transferee and specifying the name, address and occupation, if any, of the transferee has been delivered to the Company along with the certificate if in existence or along with the letter of allotment of the shares or debentures. The transferor shall be deemed to remain the holder of such shares until the name of the transferee is entered in the register in respect thereof. Shares of different classes shall not be included in the same instrument of transfer.

#### **INSTRUMENT OF TRANSFER**

73. Every such instrument of transfer shall be signed both by the Transferor and transferee and the transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the Register of members in respect thereof.

#### **FORM OF TRANSFER**

74. The instrument of transfer shall be in writing and all the provisions of Section 56 of the Act and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfers of shares and registration thereof. The Company shall use a common form for transfer.

#### **NO TRANSFER TO A PERSON OF UNSOUND MIND, ETC**

75. No transfer shall be made to a minor or a person of unsound mind.

#### **TRANSFER OF SHARES**

- 76.
- (i) An application for the registration of a transfer of shares may be made either by the transferor or by the transferee.
  - (ii) 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.
  - (iii) For the purpose of clause (2) hereof 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 instruments 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.

## **DIRECTORS MAY REFUSE TO REGISTER TRANSFER**

77. Subject to the Provisions of Section 58 and 59, 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 person or persons indebted to the Company on any account whatsoever except where the Company has a lien on Shares. If the Company refuses to register the transfer of any share or transmission of right therein, the Company shall within one month from the date on which instrument of transfer or the intimation of transmission, as the case may be, was delivered to the Company, sends notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission as the case may be. Nothing in these Articles shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares of the Company has been transmitted by operation of law.

## **NO FEE ON TRANSFER OR TRANSMISSION**

78. No fee shall be charged for registration of transfer, transmission, Probate, Succession, Certificate and Letters of administration, Certificate of Death or Marriage, Power of Attorney or similar other document.

## **TRANSFER TO BE LEFT AT OFFICE AS EVIDENCE OF TITLE GIVEN**

79. Every instruments of transfer duly executed and stamped shall be left at the office for registration accompanied by the certificate of the shares to be transferred and such other evidence as the Company may require to prove the title of the transferor or his right to transfer the shares.

## **WHEN TRANSFER TO BE RETAINED**

80. All instruments of transfer which are registered shall be retained by the Company but any instrument of transfer which the Board declines to register shall, on demand, be returned to the person depositing the same. The Board may cause to be destroyed all transfer deeds lying with the Company after such period not being less than eight years as it may determine.

## **DEATH OF ONE OR MORE JOINT HOLDERS OF SHARES**

81. In the case of death of any one or more of the persons named in Register of Members as joint shareholders of any share, the survivors shall be the only persons recognized by the Company as having any title to or interest in such shares, but nothing herein contained shall be taken to release the estate of a joint shareholder from any liability to the Company on shares held by him jointly with any other person.

## **TITLE TO SHARES OF DECEASED HOLDER**

82. Subject to Article 81 the heir, executor or administrator of a deceased shareholder shall be the only person recognized by the Company as having any title to his shares and the Company shall not be bound to recognize such heir, executor or administrator unless such heir, executor or administrator shall have first obtained probate, letters of administration or succession certificate.

## **REGISTRATION OF PERSONS ENTITLED TO SHARE OTHERWISE THAN BY TRANSFER**

83. Subject to the provisions of Article 90 any person becoming entitled to any 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 present, may with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that the sustains the character in respect of which he

proposes to act under this Article or of such titles as the Directors shall think sufficient, either be registered himself as a member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as a member in respect of such shares. Provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favor of his nominee on instrument of transfer in accordance with the provisions herein contained and until he does so, he shall not be free from any liability in respect of such shares.

A transfer of the share or other interest 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.

#### **CLAIMANT TO BE ENTITLED TO SAME ADVANTAGE**

84. The person entitled to a share by reason of the death lunacy, bankruptcy or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled as if he were registered holder of the shares except that he shall not before being registered as a member in respect of the share, be entitled in respect of it, to exercise any right conferred by membership in relation to the meeting of the Company provided that the Board may at any time give notice requiring any such persons to elect either to be registered himself or to transfer shares and if the notice is not complied within sixty days the Board shall thereafter withhold payment of all dividends, interests, bonuses or other moneys payable in respect of the share until the requirements of the notice have been compelled with.

#### **TRANSMISSION OF SHARE**

85. Subject to the provisions of the Act and these Articles, any person becoming entitled to a share in consequence of the death, bankruptcy or insolvency of any member or by any lawful means other than by a transfer in accordance with these presents, may with the consent of the Board (which it shall not be under any obligation to give) upon producing such evidence as the Board think 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, he shall testify the election by executing to his nominee an instrument of transfer of the share in accordance with the provisions herein contained and until he does so he shall not be freed from any liability in respect of the share.

#### **BOARD MAY REFUSE TO TRANSMIT**

86. The Board shall have the same right to refuse on legal grounds to register a person entitled by transmission to any share or his nominee, as if he were the transferee named in any ordinary transfer presented for registration.

#### **BOARD MAY REQUIRE EVIDENCE OF TRANSMISSION**

87. Every transmission of share shall be verified in such manner as the Board may require and if the Board so desires, be accompanied by such evidence as may be thought necessary and the Company may refuse to register any such transmission until the same be verified on requisite evidence produced or until or unless an indemnity be given to the Company with regard to such registration which the Board at its absolute discretion shall consider sufficient, provided nevertheless, that there shall not be any obligation on the Company or the Board to accept any indemnity.

#### **TRANSFER BY LEGAL REPRESENTATION**

88. A transfer of a 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 instrument of transfer.

#### **CERTIFICATE OF TRANSFER**

89. The Certification by the Company of any instrument of transfer of shares in or debentures of the Company, shall be taken as a representation by the Company to any person acting on the faith of the certification that

there have been produced to the Company such documents as on the face of them show a prime facie title to the shares or debentures in the transferor named in the instrument of transfer, but not as a representation that the transferor has any title to the shares or debentures

#### **THE COMPANY NOT LIABLE FOR DISREGARD OF A NOTICE PROHIBITING REGISTRATION OF TRANSFER**

90. The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer or transmission 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 any may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some books 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.

#### **NOMINATION**

- 91.
- (i) Every shareholder or debenture holder of the Company, may at any time, nominate a person to whom his shares or debentures shall vest in the event of his death in such manner as may be determined by central government under the Act.
  - (ii) Where the shares or debentures of the Company are held by more than one person jointly, joint holders may together nominate a person to whom all the rights in the shares or debentures, as the case may be shall vest in the event of death of all the joint holders in such manner as may be determined by central government under the act.
  - (iii) Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, where a nomination made in the manner aforesaid purports to confer on any person the right to vest the shares or debentures, the nominee shall, on the death of the shareholders or debenture holder or, as the case may be on the death of the joint holders become entitled to all the rights in such shares or debentures or, as the case may be, all the joint holders, in relation to such shares or debentures, to the exclusion of all other persons, unless the nomination is varied or cancelled in the manner as may be determined by central government under the Act.
  - (iv) Where the nominee is a minor, it shall be lawful for the holder of the shares or debentures, to make the nomination to appoint any person to become entitled to shares in, or debentures of, the Company in the manner prescribed under the Act, in the event of his death, during the minority.

#### **“Option of Nominee”**

- 92.
- (i) A nominee upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either-(a) to register himself as holder of the share or debenture, as the case may be; (b) or to make such transfer of the shares and/or debentures, as the deceased shareholder or debenture holder, as the case may be, could have made.  
If the nominee elects to be registered as holder of the shares or debentures, himself, as the case may be, he shall deliver or send to the Company, notice in writing signed by him stating that he so elects and such notice shall be accompanied with death certificate of the deceased shareholder or debenture holder, as the case may be.
  - (ii) A nominee shall be entitled to the share dividend/interest and other advantages to which he would be entitled if he were the registered holder of the shares or debentures, provided that he shall not, before being registered as a member, be entitled to exercise any right conferred by membership in relation to the meeting of the Company.

Provided further that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the shares or debentures, and if the notice is not complied within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the shares or debentures, until the requirements of the notice have been complied with.

#### **TRUST NOT RECOGNISED**

93. Save as herein otherwise provided, the Company shall be entitled to treat the person whose names appears on the Register of Members/Debentures as the holder of any Shares/Debentures in the records of the Company and/or in the records of the Depository as the absolute owner thereof and accordingly shall not (except as may be ordered by a Court of competent jurisdiction or as may be required by law) be bound to recognize any benami trust or equitable, contingent, future or other claim or interest or partial interest in any such shares/debentures on the part of any other person or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto on the part of any other person whether or not it shall have express or implied notice thereof, but the Board shall be at liberty and at its sole discretion decided to register any share/debenture in the joint names of any two or more persons or the survivor or survivors of them.

#### **TRANSFER OF SECURITIES**

94. Nothing contained in Section 56(1) of the Act or these Articles shall apply to a transfer of securities affected by a transferor and transferee both of whom are entered as beneficial owners in the records of depository.

#### **NOTICE OF APPLICATION WHEN TO BE GIVEN**

95. Where, in case of partly paid Shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Act.

#### **REFUSAL TO REGISTER NOMINEE**

96. 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**

97. 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.

#### **BOARD MAY REFUSE TRANSFER TO MORE THAN THREE PERSONS**

98. Subject to the provisions of the Act, the Board may refuse to transfer a share or shares in the joint names of more than three persons.

#### **JOINT HOLDERS**

99. If any share 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/or any other matter connected with the Company, except voting at meeting and the transfer of the share, be deemed the sole holder thereof, but the joint holders of a share be severally as well as jointly, liable for the payment of all installments and calls due in respect of such share and for all incidents thereof subject to the following and other provisions contained in these articles;

**JOINT AND SEVERAL LIABILITIES FOR  
ALL PAYMENTS IN RESPECT OF SHARES**

- (a) The joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.

**TITLE OF SURVIVORS**

- (b) On the death of any such joint holder, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Board may require such evidence of death as it may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.

**EFFECTUAL RECEIPTS**

- (c) Any one of several persons who is registered as joint holder of any share may give effectual receipts for all dividends and payments on account of dividends in respect of such share.

**DELIVERY OF CERTIFICATE AND GIVING  
OF NOTICE TO FIRST NAMED HOLDER**

- (d) Only the person whose name stands first in the Register of Members as one of the joint holders of any share shall be entitled to delivery of the certificates relating to such share or to receive documents (which expression shall be deemed to include all documents referred to in Article 29 from the Company and document served on or sent to such person shall be deemed service on all the joint holders).

**VOTES OF JOINT HOLDERS**

- (e) Any one or two or more joint holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy or by attorney than that one or such persons so present whose name stands first or higher (as the case may be) on the Register of Members in respect of such shares shall alone be entitled to vote in respect thereof but the others of the joint holders shall be entitled to be present at the meeting; provided always that a joint holder present at any meeting personally shall be entitled to vote in preference to a joint holder present by attorney or by proxy although the name of such joint holder present by an attorney or by proxy although the name of such joint holder present by an attorney or proxy stands first or higher (as the case may be) in the register in respect of such shares. Several executors or administrators of a deceased members in whose (deceased member's) sole name any shares stand shall for the purpose of this Article, be deemed joint holders.

**CONVERSION OF SHARES INTO STOCK  
SHARES MAY BE CONVERTED INTO STOCK**

100. The Board may, pursuant to section 61 with the sanction of a General Meeting, convert any paid up share into stock and when any shares shall have been converted into stock, the several holders of such stock may henceforth, transfer their respective interests therein or any part of such interest in the same manner as and subject to the same regulations, under which fully paid up share in the capital of the Company may be transferred or as near thereto as circumstances will admit, but the Board may, from time to time if it thinks fit, fix the minimum amount of stock transferable and direct that fractions of a rupee shall not be dealt with, power nevertheless at their discretion to waive such rules in any particular case.

**RIGHTS OF STOCK-HOLDERS**

101. The stock shall confer on the holders thereof respectively the same rights, privileges and advantages as regards participation in the profits and voting at meetings of the Company and for other purposes as would



have been conferred by shares of equal amount in the capital of the Company of the same class as the shares from which such stock was converted, but so that none of such privileges or advantages except participation in the profits of the Company or in the assets of the Company on a winding up, shall be conferred by any such equivalent part of consolidated stock as would not, if existing in shares have conferred such privileges or advantages. No such conversion shall effect or prejudice any preference or other special privileges attached to the shares so converted. Save as aforesaid, all the provisions herein contained shall, so far as circumstances will admit, apply to stock as well as to shares. The Company may at any time reconvert any such stock into fully paid up shares of any denomination.

#### **MEETING OF MEMBERS**

102.

- (a) Subject to Section 96 of the Act, the Company shall in each year hold, in addition to any other meetings, a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it and not more than fifteen months shall elapse between the date of the Annual General Meeting of the Company and that of the next, provided also that the Register may, for any special reason, extend the time within which any annual general meeting shall be held by a period not exceeding three months.
- (b) Every Annual General Meeting shall be called for at a time during business hours that is between 9 a.m. and 6 p.m. on any day that is not a national holiday and shall be held either at the Registered Office of the Company or at some other place within the city or town or village in which the Registered Office of the Company is situated.

103.

The Company shall in accordance with Section 92 of the Act, within 60 days from the day on which the Annual General Meeting is held, prepare and file with the Registrar an annual return together with the copy of the financial statements, including consolidated financial statement, if any, along with all the documents which are required to be or attached to such financial statements under this act, duly adopted at the Annual General Meeting of the company. A copy of the financial statements adopted at the Annual General Meeting shall be filed within 30 days of the annual general meeting in accordance with Section 137 of the Act.

#### **DISTINCTION BETWEEN ANNUAL GENERAL MEETING AND EXTRA-ORDINARY GENERAL MEETING**

104.

The General Meeting referred to in Article 99 shall be called and styled as an Annual General Meeting and all meetings other than the Annual General Meeting shall be called Extra-ordinary General Meetings.

#### **CALLING OF EXTRA-ORDINARY GENERAL MEETING**

105.

- (1) The Board may, whenever it deems fit, call an extraordinary general meeting of the company.
- (2) The Board shall, at the requisition made by such number of members who hold, on the date of the receipt of the requisition, not less than one-tenth of such of the paid-up share capital of the company as on that date carries the right of voting power of all the members having on the said date a right to vote, call an extraordinary general meeting of the company within the period specified in clause (4).
- (3) The requisition made under clause (2) shall set out the matters for the consideration of which the meeting is to be called and shall be signed by the requisitionists and sent to the registered office of the company.
- (4) If the Board does not, within twenty-one days from the date of receipt of a valid requisition in regard to any matter, proceed to call a meeting for the consideration of that matter on a day not later than forty-five days from the date of receipt of such requisition, the meeting may be called and held by the requisitionists themselves within a period of three months from the date of the requisition.
- (5) A meeting under clause (4) by the requisitionists shall be called and held in the same manner in which the meeting is called and held by the Board.
- (6) Any reasonable expenses incurred by the requisitionists in calling a meeting under clause (4) shall be reimbursed to the requisitionists by the company and the sums so paid shall be deducted from any fee or other remuneration under section 197 payable to such of the directors who were in default in calling the meeting.

## **LENGTH OF NOTICE FOR CALLING MEETING**

106.

- (1) A general meeting of a company may be called by giving not less than clear twenty-one days' notice either in writing or through electronic mode in such manner as may be determined by central government:  
Provided that a general meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode by not less than ninety-five per cent. of the members entitled to vote at such meeting.
- (2) Every notice of a meeting shall specify the place, date, day and the hour of the meeting and shall contain a statement of the business to be transacted at such meeting.
- (3) The notice of every meeting of the company shall be given to –
  - a. every member of the company, legal representative of any deceased member or the assignee of an insolvent member;
  - b. the auditor or auditors of the company; and
  - c. Every director of the company.
- (4) Any accidental omission to give notice to, or the non-receipt of such notice by, any member or other person who is entitled to such notice for any meeting shall not invalidate the proceedings of the meeting.

## **EXPLANATORY STATEMENT TO BE ANNEXED TO NOTICE / SPECIAL BUSINESS**

107.

- (1) Pursuant to section 102 a statement setting out the following material facts concerning each item of special business to be transacted at a general meeting, shall be annexed to the notice calling such meeting, namely: -
  - (a) the nature of concern or interest, financial or otherwise, if any, in respect of each items of—
    - (i) every director and the manager, if any;
    - (ii) every other key managerial personnel; and
    - (iii) relatives of the persons mentioned in sub-clauses (i) and (ii);
  - (b) any other information and facts that may enable members to understand the meaning, scope and implications of the items of business and to take decision thereon.
- (2) For the purposes of clause (1),—
  - (a) in the case of an annual general meeting, all business to be transacted thereat shall be deemed special, other than—
    - (i) the consideration of financial statements and the reports of the Board of Directors and auditors;
    - (ii) the declaration of any dividend;
    - (iii) the appointment of directors in place of those retiring;
    - (iv) the appointment of, and the fixing of the remuneration of, the auditors; And
  - (b) in the case of any other meeting, all business shall be deemed to be special:  
Provided that where any item of special business to be transacted at a meeting of the company relates to or affects any other company, the extent of shareholding interest in that other company of every promoter, director, manager, if any, and of every other key managerial personnel of the first mentioned company shall, if the extent of such shareholding is not less than two per cent. of the paid-up share capital of that company, also be set out in the statement.
- (3) Where any item of business refers to any document, which is to be considered at the meeting, the time and place where such document can be inspected shall be specified in the statement under sub-clause (1).

108. No General Meeting, Annual or Extra-ordinary, shall be competent to enter upon, discuss or transact any business which has not been specifically mentioned in the notice or notices upon which it is convened.

## **QUORUM**

109.

- (1) The quorum for a General Meeting of the Company shall be as under:
- (i) five members personally present if the number of members as on the date of meeting is not more than one thousand; or
  - (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; or
  - (iii) thirty members personally present if the number of members as on the date of the meeting exceeds five thousand; shall be the quorum for a meeting of the company.
- (2) If the quorum is not present within half-an-hour from the time appointed for holding a meeting of the company –
- (a) the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other date and such other time and place as the Board may determine; or
  - (b) the meeting, if called by requisitionists under section 100, shall stand cancelled:  
Provided that in case of an adjourned meeting or of a change of day, time or place of meeting under clause (a), the company shall give not less than three days notice to the members either individually or by publishing an advertisement in the newspapers (one in English and one in vernacular language) which is in circulation at the place where the registered office of the company is situated.
- (3) If at the adjourned meeting also, a quorum is not present within half-an-hour from the time appointed for holding meeting, the members present shall be the quorum.

#### **RESOLUTION PASSED AT ADJOURNED MEETING**

110. Where a resolution is passed at an adjourned meeting of –

- (a) a company; or
- (b) the holders of any class of shares in a company; or
- (c) the Board of Directors of a company,

the resolution shall, for all purposes, be 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.

#### **REGISTRATION OF RESOLUTIONS AND AGREEMENTS**

111. The Company shall comply with the provisions of Section 117 of the Act relating to registration of certain resolutions and agreements.

#### **POWER OF ADJOURN GENERAL MEETING**

- 112.
- (1) The Chairman of the General Meeting at which a quorum is present, and shall if so directed by the meeting, may adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
  - (2) 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.
  - (3) 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.

#### **CHAIRMAN OF GENERAL MEETING**

113. The Chairman of the Board shall, if willing, preside as Chairman at every General Meeting, Annual or Extra-ordinary, if there be no such Chairman or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting or being present declined to take the Chair, the

Directors present may choose one of their members to be Chairman and in default of their doing so, the members present shall choose one of the Directors to be Chairman and if no Director present be willing to take the Chair, members shall, on a show of hands elect one of their numbers to be Chairman, of the meeting, if a poll is demanded on the election of the Chairman, it shall be taken forthwith in accordance with the provisions of the Act and these Articles and the Chairman elected on a show of hands shall exercise all the powers of the Chairman under the said provisions. If some other person is elected chairman as a result of the poll, he shall be the Chairman for the rest of the meeting.

#### **BUSINESS CONFINED TO ELECTION OF CHAIRMAN WHILE CHAIR VACANT**

114. No business shall be discussed at any General Meeting except the election of a Chairman while the chair is vacant.

#### **RESOLUTION MUST BE PROPOSED AND SECONDED**

115. No resolution submitted to a meeting, unless proposed by the Chairman of the meeting shall be discussed nor put to vote until the same has been proposed by a member present and entitled to vote at such meeting and seconded by another member present and entitled to vote at such meeting.

#### **POSTAL BALLOT**

- 116.
- (1) Notwithstanding anything contained in this Act, the company –
    - (a) shall, in respect of such items of business as the Central Government may, by notification, declare to be transacted only by means of postal ballot; and
    - (b) may, in respect of any item of business, other than ordinary business and any business in respect of which directors or auditors have a right to be heard at any meeting, transact by means of postal ballot, in such manner as may be determined by Central Government, instead of transacting such business at a general meeting.
  - (2) If a resolution is assented to by the requisite majority of the shareholders by means of postal ballot, it shall be deemed to have been duly passed at a general meeting convened in that behalf.

#### **DECLARATION OF CHAIRMAN TO BE CONCLUSIVE**

117. A declaration by the Chairman that a resolution has or has not been carried either unanimously or by a particular majority and an entry to that effect in the books containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes cast in favour of or against such resolution.

#### **CIRCULATION OF MEMBERS' RESOLUTION**

- 118.
- (1) A company shall, on requisition in writing of such number of members, as required in section 100,—
    - (a) give notice to members of any resolution which may properly be moved and is intended to be moved at a meeting; and
    - (b) circulate to members any statement with respect to the matters referred to in proposed resolution or business to be dealt with at that meeting.
  - (2) A company shall not be bound under this section to give notice of any resolution or to circulate any statement unless –
    - (a) a copy of the requisition signed by the requisitionists (or two or more copies which, between them, contain the signatures of all the requisitionists) is deposited at the registered office of the company,—
      - (i) in the case of a requisition requiring notice of a resolution, not less than six weeks before the meeting;
      - (ii) in the case of any other requisition, not less than two weeks before the meeting; and
    - (b) there is deposited or tendered with the requisition, a sum reasonably sufficient to meet the company's expenses in giving effect thereto:

Provided that if, after a copy of a requisition requiring notice of a resolution has been deposited at the registered office of the company, an annual general meeting is called on a date within six weeks after the copy has been deposited, the copy, although not deposited within the time required by this sub-section, shall be deemed to have been properly deposited for the purposes thereof.

- (3) The company shall not be bound to circulate any statement as required by clause(b) of sub-section (1), if on the application either of the company or of any other person who claims to be aggrieved, the Central Government, by order, declares that the rights conferred by this section are being abused to secure needless publicity for defamatory matter.
- (4) An order made under sub-section (3) may also direct that the cost incurred by the company by virtue of this section shall be paid to the company by the requisitionists, notwithstanding that they are not parties to the application.

#### **VOTES MAY BE GIVEN BY PROXY OR ATTORNEY**

- 119. Subject to the provisions of the Act and these Articles, votes may be given either personally or by an attorney or by proxy or in the case of a body corporate, also by a representative duly authorised under section 113 of the Act.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights

Provided that a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

#### **VOTES OF MEMBERS**

120.

- (1) Subject to the provisions of section 43 and sub-section (2) of section 50, -
  - (a) every member of a company limited by shares and holding equity share capital therein, shall have a right to vote on every resolution placed before the company; and
  - (b) his voting right on a poll shall be in proportion to his share in the paid-up equity share capital of the company.
- (2) Every member of a company limited by shares and holding any preference share capital therein shall, in respect of such capital, have a right to vote only on resolutions placed before the company which directly affect the rights attached to his preference shares and, any resolution for the winding up of the company or for the repayment or reduction of its equity or preference share capital and his voting right on a poll shall be in proportion to his share in the paid-up preference share capital of the company:

Provided that the proportion of the voting rights of equity shareholders to the voting rights of the preference shareholders shall be in the same proportion as the paid-up capital in respect of the equity shares bears to the paid-up capital in respect of the preference shares:

Provided further that where the dividend in respect of a class of preference shares has not been paid for a period of two years or more, such class of preference shareholders shall have a right to vote on all the resolutions placed before the company.

#### **RIGHT OF MEMBER TO USE HIS VOTES DIFFERENTLY**

- 121. On a poll being taken at meeting of the Company, a member entitled to more than one vote or his proxy or other person entitled to vote for him as the case may be need not, if he votes, use all his votes or cast in the same way all the votes he uses.

## **REPRESENTATION OF BODY CORPORATE**

122. Pursuant to section 113 a body corporate whether a Company within meaning of the Act or not may, if it is a member or creditor of the Company including being a holder of debentures, may authorize such person by a resolution of its Board of Directors, as it thinks fit, to act as its representative at any meeting of members and creditors of the Company.

## **REPRESENTATION OF THE PRESIDENT OF INDIA OR GOVERNORS**

123. The President of India or the Governor of State if he is a member of the Company 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 members of the Company in accordance with provisions of Section 112 of the Act or any other statutory provision governing the same.

A person appointed to act as aforesaid shall for the purposes of the Act be deemed to be a member of such a Company and shall be entitled to exercise the same rights and powers (including the right to vote by proxy) as the Governor could exercise, as member of the Company.

## **RESTRICTION ON EXERCISE OF VOTING RIGHT BY MEMBERS WHO HAVE NOT PAID CALLS**

124. No member shall exercise any voting right 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 and/or has exercised its right of lien.

## **RESTRICTION ON EXERCISE OF VOTING RIGHT IN OTHER CASES TO BE VOID**

125. A member is not prohibited from exercising his voting right on the ground that he has not held his share or other interest in the Company for any specified period preceding the date on which the vote is taken, or on any other ground not being a ground set out in Article 124.

## **HOW MEMBER NON-COMPOS MENTIS MAY VOTE**

126. If any member be a lunatic or non-compos mentis, the vote in respect of his share or shares shall be his committee or other legal guardian provided that such evidence of the authority of the person claimed to vote as shall be acceptable by the Board shall have been deposited at the office of the Company not less than forty eight hours before the time of holding a meeting.

## **INSTRUMENT OF PROXY**

127. The instrument appointing a proxy shall be in writing 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 an officer or attorney duly authorized by it.

## **INSTRUMENT OF PROXY TO BE DEPOSITED AT OFFICE**

128. The instrument appointing a proxy and the power of attorney or other 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 not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid. No instrument of proxy shall be valid after the expiration of twelve months from the date of its execution.

## **WHEN VOTE BY PROXY VALID THOUGH AUTHORITY REVOKED**

129. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed or the transfer of the share in respect of which the vote is given. Provided that no

intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjournment meeting at which the proxy is used.

#### **FORM OF PROXY**

130. Every instrument of proxy, whether for specified meeting or otherwise shall, as nearly as circumstances will admit, be in the form Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014.

#### **TIME FOR OBJECTION TO VOTE**

131. No objection shall be made to the validity of any vote except at the meeting or poll at which such vote shall be so tendered and every vote whether given personally or by proxy and not disallowed at such meeting or poll shall be deemed valid for all purposes of such meeting or poll whatsoever.

#### **CHAIRMAN OF ANY MEETING TO BE THE JUDGE OF VALIDITY OF ANY VOTE**

132. The Chairman of any meeting shall be sole judge of the validity of every vote tendered at such meeting. The Chairman present at the time of taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.

#### **MEMBER PAYING MONEY IN ADVANCE NOT BE ENTITLED TO VOTE IN RESPECT THEREOF**

133. 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 or participate in dividend or profits in respect of moneys so paid by him until the same would but for such payment become presently payable

#### **DIRECTORS**

- 134.
- 1) Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors shall not be less than three nor more than fifteen.
  - 2) As on the date of adoption of this Articles of Association, following are the directors of the company:

1. Mr. Mukesh Kumar Gupta (Chairman and Managing Director)
2. Mr. Alok Kumar Gupta (Executive Director)
3. Mr. Deepak Bahuguna (Non-Executive Director)
4. Mr. Varun Kohli (Independent Director)
5. Mrs. Sudha Maheshwari (Independent Director)
6. Mr. Vaibhav Tapdiya (Independent Director)
7. Mr. Harish Sharma (Independent Director)

#### **BOARD OF DIRECTORS**

135. The following shall be the First Directors of the Company.

1. Mr. Ved Paul
2. Mrs. Sharda Sachdev

#### **INCREASE IN NUMBER OF DIRECTORS TO REQUIRE GOVERNMENT SANCTION**

136. The appointment of the Directors exceeding 15 (fifteen) will be subject to the provisions of Section 149 of the Act.

#### **POWER OF DIRECTORS TO APPOINT ADDITIONAL DIRECTORS**

137. The Board of Directors shall have the power to appoint any person, other than a person who fails to get appointed as a director in a general meeting, as an additional director at any time who shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier.

#### **ALTERNATE DIRECTORS**

138. The Board of Directors shall have the power to appoint a person, not being a person holding any alternate directorship for any other director in the company, to act as an alternate director for a director during his absence for a period of not less than three months from India:

Provided that no person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of this Act:

Provided further that an alternate director shall not hold office for a period longer than that permissible to the director in whose place he has been appointed and shall vacate the office if and when the director in whose place he has been appointed returns to India:

Provided also that if the term of office of the original director is determined before he so returns to India, any provision for the automatic re-appointment of retiring directors in default of another appointment shall apply to the original, and not to the alternate director.

#### **NOMINEE DIRECTORS**

139. The Board shall have the power to appoint any person as a director nominated by any institution in Pursuance of the provisions of any law for the time being in force or of any agreement or by the Central Government or the State Government by virtue of its shareholding in a Government company.

If the office of any director appointed by the company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, in default of and subject to any regulations in the articles of the company, be filled by the Board of Directors at a meeting of the Board:

Provided that any person 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 it had not been vacated.

140. A Director need not hold any qualification shares.

#### **REMUNERATION OF DIRECTORS**

- 141.
- (1) Subject to the provisions of the Act, a Managing Director or any other Director, who is in the Whole time employment of the Company may be paid remuneration either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other.
  - (2) Subject to the provisions of the Act, a Director who is neither in the Whole-time employment not a Managing Director may be paid remuneration.
    - (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 authorises such payments.
  - (3) The fees payable to Director (including a Managing or whole-time Director, if any) for attending a meeting of the Board or Committee shall be decided by the Board of Directors from time to time, however the amount thereof shall not exceed limit provided in the Companies Act, 2013 and rules, if any, framed there under.
  - (4) if any Director be called upon to perform extra services or special exertion or efforts (which expression shall include work done by a Director as member of any committee formed by the Directors), the



Board may arrange with such Directors for such special remuneration for such extra services or special exertions or either by a fixed sum or otherwise as may be determined by the Board and such remuneration may be either in addition to or in substitution for his remuneration above provided subject to the provision of Section 197(4) of the Act.

#### **INCREASE IN REMUNERATION OF DIRECTORS TO REQUIRE GOVERNMENT SANCTION**

142. Any provision relating to the remuneration of any Director including the Managing Director or Joint Managing Director or whole time Director or executive Director whether contained in his original appointment or which purports to increase or has the effect of increasing whether directly or indirectly the amount of such remuneration and whether that provisions are contained in the articles or in any agreement entered into by the Board of Directors shall be subject to the provisions of Section 196, 197 and 203 of the Act and in accordance with the conditions specified in Schedule V and to the extent to which such appointment or any provisions for remuneration thereof is not in accordance with the Schedule V, the same shall not have any effect unless approved by the Central Government and shall be effective for such period and be subject to such conditions as may be stipulated by the Central Government and to the extent to which the same is not approved by the Central Government, the same shall become void and not enforceable against the Company.

#### **TRAVELLING EXPENSES INCURRED BY A DIRECTOR NOT A BONAFIDE RESIDENT OR BY DIRECTOR GOING OUT ON COMPANY'S BUSINESS**

143. The Board may allow and pay to any Director who is not a bonafide resident of the place where the meetings of the Board or committee thereof are ordinarily held and who shall come to a such place for the purpose of attending any meeting, such sum as the Board may consider fair compensation or for traveling, boarding, lodging and other expenses, in addition to his fee for attending such meeting as above specified and if any Director be called upon to go or reside out of the ordinary place of his residence on the Company's business, he shall be entitled to be repaid and reimbursed any travelling or other expenses, incurred in connection with business of the Company.

#### **DIRECTORS MAY ACT NOTWITHSTANDING ANY VACANCY**

144. The continuing Directors may act notwithstanding any vacancy in the Board, but if and so long as the number is reduced below the quorum fixed by the Act or by these Articles for a meeting of the Board, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that fixed for the quorum or for summoning a General Meeting of the Company but for no other purpose.

#### **DISCLOSURE OF INTEREST OF DIRECTORS**

- 145.
- (1) Every director shall at the first meeting of the Board in which he participates as a director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the disclosures already made, then at the first Board meeting held after such change, disclose his concern or interest in an company or companies or bodies corporate, firms, or other association of individuals which shall include the shareholding, in such manner as may be determined by central government.
  - (2) Every director of a company who is 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—
    - a. with a body corporate in which such director or such director in association with any other director, holds more than two per cent. shareholding of that body corporate, or is a promoter, manager, Chief Executive Officer of that body corporate; or
    - b. with a firm or other entity in which, such director is a partner, owner or member, as the case may be, shall disclose the nature of his concern or interest at the meeting of the Board in which the contract or arrangement is discussed and shall not participate in such meeting:

Provided that where any director who is not so concerned or interested at the time of entering into

such contract or arrangement, he shall, if he becomes concerned or interested after the contract or arrangement is entered into, disclose his concern or interest forthwith when he becomes concerned or interested or at the first meeting of the Board held after he becomes so concerned or interested.

- (3) A contract or arrangement entered into by the company without disclosure under sub-section (2) or with participation by a director who is concerned or interested in any way, directly or indirectly, in the contract or arrangement, shall be voidable at the option of the company.
- (4) Nothing in this Article-
- (a) shall be taken to prejudice the operation of any rule of law restricting a director of a company from having any concern or interest in any contract or arrangement with the company;
  - (b) shall apply to any contract or arrangement entered into or to be entered into between two companies where any of the directors of the one company or two or more of them together holds or hold not more than two per cent. of the paid-up share capital in the other company.

#### **INTERESTED DIRECTOR NOT TO PARTICIPATE OR VOTE ON BOARD'S PROCEEDINGS**

146. No Director of the Company shall, as Director, take any part in the discussion of or vote on any contract or arrangement 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 the contract or arrangement, nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote and if he does vote his vote shall be void, provided however that Directors may vote on 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 surety for the Company.

#### **BOARD'S SANCTION TO BE REQUIRED FOR CERTAIN CONTRACTS IN WHICH PARTICULAR DIRECTOR IS INTERESTED**

- 147.
- 1) Except with the consent of the Board of Directors of the Company and of the Shareholders where applicable, the Company, shall not enter into any contract with a Related Party in contravention of Section 188 of the Act and the Rules made thereunder—
    - (i) for the sale, purchase or supply of any goods, materials or services; or
    - (ii) selling or otherwise disposing of, or buying, property of any kind;
    - (iii) leasing of property of any kind;
    - (iv) availing or rendering of any services;
    - (v) appointment of any agent for purchase or sale of goods, materials, services or property;
    - (vi) such Related Party's appointment to any office or place of profit in the Company, its subsidiary company or associate company;
    - (vii) underwriting the subscription of any securities or derivatives thereof, of the Company;
  - 2) Nothing contained in clause (1) shall affect any transactions entered into by the Company in its ordinary course of business other than transactions which are not on an arm's length basis.
  - 3) Notwithstanding anything contained in clauses (1) and (2) a Related Party may, in circumstances of urgent necessity enter, without obtaining the consent of the Board, into any contract with the Company; but in such a case the consent of the Board shall be obtained at a meeting within three months of the date of which the contract was entered into or such other period as may be prescribed under the Act. (S.188 (3))
  - 4) Every consent of the Board required under this Article shall be accorded by a resolution of the Board and the consent required under Clause (1) 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 date on which it was entered into or such other period as may be prescribed under the Act.
  - 5) If the 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.

## **SPECIAL DIRECTOR**

148. 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 “collaborator” 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 time thereafter.

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.

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.

## **DIRECTORS' SITTING FEES**

149. 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 as may be determined by central government 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.

## **DIRECTORS AND MANAGING DIRECTOR MAY CONTRACT WITH COMPANY**

150. 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 188 of the Act and in this respect all the provisions of Section 179, 180, 184, 185, 186, 188, 189 and 196 of the Act shall be duly observed and complied with.

## **DISQUALIFICATION OF THE DIRECTOR**

151. (1) A person shall not be eligible for appointment as a director of a company, if -
- (a) he is of unsound mind and stands so declared by a competent court;
  - (b) he is an undischarged insolvent;
  - (c) he has applied to be adjudicated as an insolvent and his application is pending;
  - (d) he has been convicted by a court of any offence, whether involving moral turpitude or otherwise, and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence:  
Provided that if a person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven years or more, he shall not be eligible to be appointed as a director in any company;
  - (e) an order disqualifying him for appointment as a director has been passed by a court or Tribunal and the order is in force;

- (f) he has not paid any calls in respect of any shares of the company held by him, whether alone or jointly with others, and six months have elapsed from the last day fixed for the payment of the call;
  - (g) he has been convicted of the offence dealing with related party transactions under section 188 at any time during the last preceding five years; or
  - (h) he has not complied with sub-section (3) of section 152.
- (2) No person who is or has been a director of a company which –
- (a) has not filed financial statements or annual returns for any continuous period of three financial years; or
  - (b) has failed to repay the deposits accepted by it or pay interest thereon or to redeem any debentures on the due date or pay interest due thereon or pay any dividend declared and such failure to pay or redeem continues for one year or more shall be eligible to be re-appointed as a director of that company or appointed in other company for a period of five years from the date on which the said company fails to do so.

### **DIRECTORS VACATING OFFICE**

152. The office of a Director shall be vacated if :

- (i) he is found to be of unsound mind by a Court of competent jurisdiction;
- (ii) he applied to be adjudicated an insolvent;
- (iii) he is adjudicated an insolvent;
- (iv) he is convicted by a Court, of any offence involving moral turpitude or otherwise and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the expiry of the sentence; Provided that if a person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven years or more, he shall not be eligible to be appointed as a director in any company;
- (v) 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 Notification in the Official Gazette removes the disqualification incurred by such failure;
- (vi) he absents himself from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence of the Board;
- (vii) he is removed in pursuance of Section 169 of Act;
- (viii) having been appointed 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;
- (ix) he acts in contravention of the provisions of Section 184 of the Act relating to entering into contracts or arrangements in which he is directly or indirectly interested;
- (x) he fails to disclose his interest in any contract or arrangement in which he is directly or indirectly interested, in contravention of the provisions of section 184.

### **DIRECTOR MAY BE DIRECTOR OF COMPANIES PROMOTED BY THE COMPANY**

153. Subject to provisions of Section 203 of the Act, 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 Act may be applicable.

### **RETIREMENT AND ROTATION OF DIRECTORS RETIREMENT OF DIRECTORS BY ROTATION**

154.

- (1)
  - (a) At every Annual General Meeting, not less than two-thirds of the total number of directors of a company shall -

- (i) be persons whose period of office is liable to determination by retirement of directors by rotation; and
    - (ii) save as otherwise expressly provided in this Act, be appointed by the company in general meeting.
  - (b) The remaining directors in the case of any such company shall, in default of, and subject to any regulations in the articles of the company, also be appointed by the company in general meeting.
  - (c) At the first annual general meeting of a public company held next after the date of the general meeting at which the first directors are appointed in accordance with clauses (a) and (b) and a every subsequent annual general meeting, one-third of such of the directors for the time being as are liable to retire by rotation, or if their number is neither three nor a multiple of three, then, the number nearest to one-third, shall retire from office.
  - (d) The directors to retire by rotation at every annual general meeting shall be those who have been longest in office since their last appointment, but as between persons who became directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot.
  - (e) At the annual 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.
- (2)
- (a) If the vacancy of the 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 national holiday, till the next succeeding day which is not a holiday, at the same time and place.
  - (b) If at the adjourned meeting also, the vacancy of the retiring director is not filled up and that 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—
    - 1. at that meeting or at the previous meeting a resolution for the re-appointment of such director has been put to the meeting and lost;
    - 2. the retiring director has, by a notice in writing addressed to the company or its Board of directors, expressed his unwillingness to be so re-appointed;
    - 3. he is not qualified or is disqualified for appointment;
    - 4. a resolution, whether special or ordinary, is required for his appointment or re-appointment by virtue of any provisions of this Act; or
    - 5. section 162 is applicable to the case.

#### **APPOINTMENT OF DIRECTOR TO BE VOTE INDIVIDUALLY**

155.

- 1) At a general meeting of a company, a motion for the appointment of two or more persons as directors of the company by a single resolution shall not be moved unless a proposal to move such a motion has first been agreed to at the meeting without any vote being cast against it.
- 2) A resolution moved in contravention of sub-section (1) shall be void, whether or not any objection was taken when it was moved.
- 3) A motion for approving a person for appointment, or for nominating a person for appointment as a director, shall be treated as a motion for his appointment.

156.

- (1) A person who is not a retiring director in terms of section 152 shall, subject to the provisions of this

Act, be eligible for appointment to the office of a director at any general meeting, if he, or some member intending to propose him as a director, has, not less than fourteen days before the meeting, left at the registered office of the company, a notice in writing under his hand signifying his candidature as a director or, as the case may be, the intention of such member to propose him as a candidate for that office, along with the deposit of one lakh rupees or such higher amount as may be determined by central government which shall be refunded to such person or, as the case may be, to the member, if the person proposed get selected 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.

- (2) The company shall inform its members of the candidature of a person for the office of director under sub-section (1) in such manner as may be determined by central government.

### **RESIGNATION OF DIRECTOR**

157.

- 1) A director may resign from his office by giving a notice in writing to the company and the Board shall on receipt of such notice take note of the same and the company shall intimate the Registrar in such manner, within such time and in such form as may be determined by central government and shall also place the fact of such resignation in the report of directors laid in the immediately following general meeting by the company:

Provided that a director shall also forward a copy of his resignation along with detailed reasons for the resignation to the Registrar within thirty days of resignation in such manner as may be determined by central government.

- 2) The resignation of a director shall take effect from the date on which the notice is received by the company or the date, if any, specified by the director in the notice, whichever is later:

Provided that the director who has resigned shall be liable even after his resignation for the offences which occurred during his tenure.

- 3) Where all the directors of a company resign from their offices, or vacate their offices under Section 167 of the Act, the promoter or, in his absence, the Central Government shall appoint the required number of directors who shall hold office till the directors are appointed by the company in general meeting.

### **REGISTER OF DIRECTORS AND KEY MANAGERIAL PERSONNEL AND NOTIFICATION OF CHANGES TO REGISTRAR**

158. The Company shall keep at its registered office, a Register of Director, Managing Director, Manager and Secretary and key managerial personnel of the Company containing the particulars as required by Section 170 of the Act and shall send to the Registrar a return in the prescribed form containing the particulars specified in the said register and shall notify to the Registrar any change among its Directors, Managing Directors, Manager, Secretary and key managerial personnel or any of the particulars contained in the register as required by Section 170 of the Act.

### **APPOINTMENT OF TECHNICAL OR EXECUTIVE DIRECTORS**

159.

- 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.
- b. Subject to the provisions of Section 161 of the Act, if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if had not been vacated as aforesaid.

## REMOVAL OF DIRECTORS

160.

- 1) A company may, by ordinary resolution, remove a director, not being a director appointed by the Tribunal under section 242, before the expiry of the period of his office after giving him a reasonable opportunity of being heard:

Provided that nothing contained in this sub-section shall apply where the company has availed itself of the option given to it under section 163 to appoint not less than two thirds of the total number of directors according to the principle of proportional representation.

- 2) A special notice shall be required of any resolution, to remove a director under this section, or to appoint somebody in place of a director so removed, at the meeting at which he is removed.
- 3) On receipt of notice of a resolution to remove a director under this section, the company shall forthwith send a copy thereof to the director concerned, and the director, whether or not he is a member of the company, shall be entitled to be heard on the resolution at the meeting.
- 4) Where notice has been given of a resolution to remove a director under this section and the director concerned makes with respect thereto representation in writing to the company and requests its notification to members of the company, the company shall, if the time permits it to do so,—
  - (a) in any notice of the resolution given to members of the company, state the fact of the representation having been made; and
  - (b) send a copy of the representation to every member of the company to whom notice of the meeting is sent (whether before or after receipt of the representation by the company), and if a copy of the representation is not sent as aforesaid due to insufficient time or for 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:  
Provided that copy of the representation need not be sent out and the representation need not be read out at the meeting if, on the application either of the company or of any other person who claims to be aggrieved, the Tribunal is satisfied that the rights conferred by this sub-section are being abused to secure needless publicity for defamatory matter; and the Tribunal may order the company's costs on the application to be paid in whole or in part by the director notwithstanding that he is not a party to it.
- 5) A vacancy created by the removal of a director under this section may, if he had been appointed by the company in general meeting or by the Board, be filled by the appointment of another director in his place at the meeting at which he is removed, provided special notice of the intended appointment has been given under sub-section (2).
- 6) A director so appointed shall hold office till the date up to which his predecessor would have held office if he had not been removed.
- 7) If the vacancy is not filled under sub-section (5), it may be filled as a casual vacancy in accordance with the provisions of this Act:  
Provided that the director who was removed from office shall not be re-appointed as a director by the Board of Directors.
- 8) Nothing in this section shall be taken -
  - (a) as depriving a person removed under this section of any compensation or damages payable to him in respect of the termination of his appointment as director as per the terms of contract or terms of his appointment as director, or of any other appointment terminating with that as director; or
  - (b) as derogating from any power to remove a director under other provisions of this Act.

## ELIGIBILITY FOR RE-ELECTION

161.

A retiring Director shall be eligible for re-election.

## **PROCEEDINGS OF DIRECTORS MEETINGS OF BOARD**

162.

- 1) A minimum number of four meetings of its Board of Directors every year in such a manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board:

Provided that the Central Government may, by notification, direct that the provisions of this sub section shall not apply in relation to any class or description of companies or shall apply subject to such exceptions, modifications or conditions as may be specified in the notification.

- 2) The participation of directors in a meeting of the Board may be either in person or through video conferencing or other audio visual means, as may be determined by central government, which are capable of recording and recognising the participation of the directors and of recording and storing the proceedings of such meetings along with date and time:

Provided that the Central Government may, by notification, specify such matters which shall not be dealt with in a meeting through video conferencing or other audio visual means.

- 3) A meeting of the Board shall be called by giving not less than seven days' notice in writing to every director at his address registered with the company and such notice shall be sent by hand delivery or by post or by electronic means:

Provided that a meeting of the Board may be called at shorter notice to transact urgent business subject to the condition that at least one independent director, if any, shall be present at the meeting:

Provided further that in case of absence of independent directors from such a meeting of the Board, decisions taken at such a meeting shall be circulated to all the directors and shall be final only on ratification thereof by at least one independent director, if any.

## **QUORUM**

163.

- 1) The quorum for a meeting of the Board of Directors of a company shall be one third of its total strength or two directors, whichever is higher, and the participation of the directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum under this sub-section.
- 2) The continuing directors may act notwithstanding any vacancy in the Board; but if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company and for no other purpose.
- 3) Where at any time the number of interested directors exceeds or is equal to two thirds of the total strength of the Board of Directors, the number of directors who are not interested directors and present at the meeting, being not less than two, shall be the quorum during such time.
- 4) Where a meeting of the Board could not be held for want of quorum, then, unless the articles of the company otherwise provide, the meeting shall automatically stand adjourned to the same day at the same time and place in the next week or if that day is a national holiday till the next succeeding day, which is not a national holiday, at the same time and place.

## **DECISION OF QUESTIONS**

164. Subject to the provisions of the Act, question arising at any meeting of the Board shall be decided by a majority of votes and in case of an equality of votes, the Chairman shall have a second or casting vote.

## **BOARD MAY APPOINT CHAIRMAN, CO-CHAIRMAN AND VICE CHAIRMAN**



165. The Board may elect a Chairman, a Co-Chairman and a Vice Chairman of their Meetings and of the Company and determine the period for which he is to hold office. The Chairman or in his absence the Co-Chairman or the Vice Chairman shall be entitled to take the Chair at every General Meeting, whether Annual or Extraordinary, or if there be no such Chairman or Co-Chairman or Vice Chairman of the Board of Directors, or if at any Meeting neither of these shall be present within fifteen minutes of the time appointed for holding such Meeting, the Directors present may choose one of their members to be the Chairman of the Meeting of their meetings and determine the period for which he is to hold office, but if no such Chairman is elected or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the Directors present may choose one of their members to be the Chairman of the Meeting.

#### **POWER OF BOARD MEETING**

166. A meeting of the Board 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 are for the time being vested in or exercisable by the Board generally.
167. Subject to the restrictions contained in Section 179 of the Act, the Board may delegate any of its power to a Committee of the Board consisting of such member or members of its body or any other person as it thinks fit and it may from time to time revoke and discharge any such committee of the Board so formed, shall in the exercise of the power so delegated confirm to any regulations that may from time to time be imposed on it by the Board. All acts done by such Committee of the Board in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.

#### **MEETING OF THE COMMITTEE HOW TO BE GOVERNED**

168. The meeting and proceedings of any such Committee of the Board consisting of two or more persons shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board, so far as the same are applicable thereto and are not superseded by any regulations made by the Board under the last preceding Article.

#### **DEFECTS IN APPOINTMENT OF DIRECTORS NOT TO INVALIDATE ACTIONS TAKEN**

169. No act done by a person as a director shall be deemed to be invalid notwithstanding that it was subsequently noticed that his appointment was invalid by reason of any defect or disqualification or had terminated by virtue of any provision contained in this Act or in the articles of the company:

Provided that nothing in this section shall be deemed to give validity to any act done by the director after his appointment has been noticed by the company to be invalid or to have terminated.

#### **PASSING OF RESOLUTION BY CIRCULATION**

170. 1) No resolution shall be deemed to have been duly passed by the Board or by a committee thereof by circulation, unless the resolution has been circulated in draft, together with the necessary papers, if any, to all the directors, or members of the committee, as the case may be, at their addresses registered with the company in India by hand delivery or by post or by courier, or through such electronic means as may be determined by central government and has been approved by a majority of the directors or members, who are entitled to vote on the resolution:

Provided that, where not less than one-third of the total number of directors of the company for the time being require that any resolution under circulation must be decided at a meeting, the chairperson shall put the resolution to be decided at a meeting of the Board.

- 2) A resolution under sub-section (1) above shall be noted at a subsequent meeting of the Board or the committee thereof, as the case may be, and made part of the minutes of such meeting.

#### **SPECIAL NOTICE**

171. Where by any provision contained in the Act or in these Articles special notice is required for any resolution, notice of the intention to move the resolution shall be given to the Company by such number of members holding not less than one per cent. of total voting power or holding shares on which such aggregate sum not exceeding five lakh rupees, as may be prescribed, has been paid-up, not less than fourteen days before the meeting at which it is to be moved exclusive of the day on which the notice is served or deemed to be served and 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.

#### **GENERAL POWERS OF THE BOARD**

172. 1) The Board of Directors of a company shall be entitled to exercise all such powers, and to do all such acts and things, as the company is authorized to exercise and do:
- Provided that in exercising such power or doing such act or thing, the Board shall be subject to the provisions contained in that behalf in this Act, or in the memorandum or articles, or in any regulations not inconsistent therewith and duly made there under, including regulations made by the company in general meeting:
- Provided further that the Board shall not exercise any power or do any act or thing which is directed or required, whether under this Act or by the memorandum or articles of the company or otherwise, to be exercised or done by the company in general meeting.
- 2) 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.

#### **CERTAIN POWERS TO BE EXERCISED BY THE BOARD ONLY AT MEETINGS**

173. The Board of Directors of a company shall exercise the following powers on behalf of the company by means of resolutions passed at meetings of the Board, namely: -
- (a) to make calls on shareholders in respect of money unpaid on their shares;
  - (b) to authorize buy-back of securities under section 68;
  - (c) to issue securities, including debentures, whether in or outside India;
  - (d) to borrow monies;
  - (e) to invest the funds of the company;
  - (f) to grant loans or give guarantee or provide security in respect of loans;
  - (g) to approve financial statement and the Board's report;
  - (h) to diversify the business of the company;
  - (i) to approve amalgamation, merger or reconstruction;
  - (j) to take over a company or acquire a controlling or substantial stake in another company;
  - (k) to make political contributions;
  - (l) to appoint or remove key managerial personnel (KMP);
  - (m) to take note of appointment(s) or removal(s) of one level below the Key Managerial Personnel;
  - (n) to appoint internal auditors and secretarial auditor;
  - (o) to take note of disclosure of director's interest and shareholding;
  - (p) to buy, sell investments held by the company (other than trade investments) constituting five percent or more of the paid up share capital and free reserve of the investee company;
  - (q) to invite and accept or renew public deposits and related matters;
  - (r) to review or change the terms and conditions of public deposit;
  - (s) to approve quarterly, half yearly and annual financial statements or financial results as the case may be. Provided that the Board may, by a resolution passed at a meeting, delegate to any committee of directors, the managing director, the manager or any other principal officer of the company or in the case of a branch office of the company, the principal officer of the branch office, the powers specified in clauses (d) to (f) on such conditions as it may specify:

Nothing in this section shall be deemed to affect the right of the company in general meeting to impose restrictions and conditions on the exercise by the Board of any of the powers specified in this section.

### **RESTRICTIONS ON POWERS OF BOARD**

174.

- 1) The Board of Directors of a company shall exercise the following powers only with the consent of the company by a special resolution, namely: -
  - a. to 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 undertaking, of the whole or substantially the whole of any of such undertakings.
  - b. to invest otherwise in trust securities the amount of compensation received by it as a result of any merger or amalgamation;
  - c. to borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business:  
Provided that the acceptance by a banking company, in the ordinary course of its business, of deposits of money from the public, repayable on demand or otherwise and with drawable by cheque, draft, order or otherwise, shall not be deemed to be a borrowing of monies by the banking company within the meaning of this clause.
  - d. to remit, or give time for the repayment of, any debt due from a director.
- 2) Every special resolution passed by the company in general meeting in relation to the exercise of the powers referred to in clause (c) of sub-section (1) shall specify the total amount up to which monies may be borrowed by the Board of Directors.
- 3) Nothing contained in clause (a) of sub-section (1) shall affect –
  - (a) the title of a buyer or other person who buys or takes on lease any property investment or undertaking as is referred to in that clause, in good faith; or
  - (b) the sale or lease of any property of the company where the ordinary business of the company consists of, or comprises, such selling or leasing.
- 4) Any special resolution passed by the company consenting to the transaction as is referred to in clause (a) of sub-section (1) may stipulate such conditions as may be specified in such resolution, including conditions regarding the use, disposal or investment of the sale proceeds which may result from the transactions:  
  
Provided that this sub-section shall not be deemed to authorise the company to effect any reduction in its capital except in accordance with the provisions contained in this Act.
- 5) No debt incurred by the company in excess of the limit imposed by clause (c) of sub-section (1) 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 that clause had been exceeded.

### **POWER TO BORROW**

175. Subject to the provisions of Sections 73 and 180 of the Act, the Board may, from time to time at its discretion and by means of resolutions passed at its meeting accept deposits from members either in advance of calls or otherwise and generally, raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company.
176. All the provisions applicable to nomination facility available to shareholder(s) and debenture holder(s) enumerated in these Articles shall equally apply to deposit holder(s) and the provisions of Section 72 of the Act shall also apply.

### **THE PAYMENT OR REPAYMENT OF MONEYS BORROWED**

177. 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**

178. 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 condition and in such manner and for such consideration as they shall consider to be for the benefit of the Company.

Provided that bonds, debentures, debenture-stock or other securities so issued or to be issued by the Company with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in general meeting.

#### **CONDITION ON WHICH MONEY MAY BE BORROWED**

179. The Board may raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and in particular by the issue of bonds, perpetual or redeemable debenture-stock or any mortgage, charge or other security on the undertaking of the whole or any part of the Company (both present and future) including its uncalled capital for the time being. The Board shall exercise such power only by means of resolutions passed at its meetings and not by circular resolutions.

#### **TERMS OF ISSUE OF DEBENTURES**

180. Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.

#### **DEBENTURES WITH VOTING RIGHTS NOT BE ISSUED**

- 181.
- 1) A company may issue debentures with an option to convert such debentures into shares, either wholly or partly at the time of redemption:  
  
Provided that the issue of debentures with an option to convert such debentures into shares, wholly or partly, shall be approved by a special resolution passed at a general meeting.
  - 2) No company shall issue any debentures carrying any voting rights.
  - 3) Secured debentures may be issued by a company subject to such terms and conditions as may be determined by central government.
  - 4) Where debentures are issued by a company under this section, the company shall create a debenture redemption reserve account out of the profits of the company available for payment of dividend and the amount credited to such account shall not be utilized by the company except for the redemption of debentures.
  - 5) No company shall issue a Draft Prospectus or make an offer or invitation to the public or to its members exceeding five hundred for the subscription of its debentures, unless the company has, before such issue or offer, appointed one or more debenture trustees and the conditions governing the appointment of such trustees shall be such as may be determined by central

government.

- 6) A debenture trustee shall take steps to protect the interests of the debentureholders and redress their grievances in accordance with such rules as may be determined by central government.
- 7) Any provision contained in a trust deed for securing the issue of debentures, or in any contract with the debenture-holders secured by a trust deed, shall be void in so far as it would have the effect of exempting a trustee thereof from, or indemnifying him against, any liability for breach of trust, where he fails to show the degree of care and due diligence required of him as a trustee, having regard to the provisions of the trust deed conferring on him any power, authority or discretion:

Provided that the liability of the debenture trustee shall be subject to such exemptions as may be agreed upon by a majority of debenture-holders holding not less than three-fourths in value of the total debentures at a meeting held for the purpose.

- 8) A company shall pay interest and redeem the debentures in accordance with the terms and conditions of their issue.
- 9) Where at any time the debenture trustee comes to a conclusion that the assets of the company are insufficient or are likely to become insufficient to discharge the principal amount as and when it becomes due, the debenture trustee may file a petition before the Tribunal and the Tribunal may, after hearing the company and any other person interested in the matter, by order, impose such restrictions on the incurring of any further liabilities by the company as the Tribunal may consider necessary in the interests of the debenture-holders.
- 10) Where a company fails to redeem the debentures on the date of their maturity or fails to pay interest on the debentures when it is due, the Tribunal may, on the application of any or all of the debenture-holders, or debenture trustee and, after hearing the parties concerned, direct, by order, the company to redeem the debentures forthwith on payment of principal and interest due thereon.
- 11) If any default is made in complying with the order of the Tribunal under this section, every officer of the company who is in default shall be punishable with imprisonment for a term which may extend to three years or with fine which shall not be less than two lakh rupees but which may extend to five lakh rupees, or with both.
- 12) A contract with the company to take up and pay for any debentures of the company may be enforced by a decree for specific performance.
- 13) The Central Government may prescribe the procedure, for securing the issue of debentures, the form of debenture trust deed, the procedure for the debenture-holders to inspect the trust deed and to obtain copies thereof, quantum of debenture redemption reserve required to be created and such other matters.

#### **EXECUTION OF INDEMNITY**

182. If the Directors or any of them or any other persons shall become personally liable for the payment of any sum primarily due from the Company, the Board 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 against any loss which the Directors or any one or more of them may suffer by reason of becoming or being sureties or surety for the company.

#### **CERTAIN POWERS OF THE BOARD**

183. Without prejudice to the general powers conferred by these Articles and so as not in any way to limit or restrict those powers, but subject however to the provisions of the Act, it is hereby expressly declared that the Board shall have the following powers:

- 1) To pay the costs, charges and expenses preliminary and incidental to the promotion, formation,

establishment, and registration of the Company.

- 2) Subject to Sections 179 and 188 and other applicable provisions of the Act, to purchase or otherwise acquire for the Company any property, movable or immovable, rights 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 Board may believe or may be advised to be reasonably satisfactory.
- 3) At its discretion and subject to the provisions of the Act, to pay for any property, rights, privileges acquired by or services rendered to the Company, either wholly or partially in cash or in shares, 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 fully paid up thereon as may be agreed upon and any such bonds, debentures, mortgages or other securities may be either specifically charges upon all or any part of the property of the Company including its uncalled capital or not so charges.
- 4) To secure the fulfillment of any contracts, agreements or engagements entered into by the Company by mortgage of 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.
- 5) To appoint and at its discretion, remove or suspend, such managers, secretaries, officers, clerks, agents and employees for permanent, temporary or special services as it may from time to time think fit and to determine their power and duties and fix their salaries, emoluments remuneration and to require security in such instances and of such amounts as it may think fit.
- 6) To accept from any member subject to the provisions of the Act, a surrender of his share or any part thereof on such terms and condition as shall be agreed.
- 7) To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Company any property belonging to the Company or 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 such trust and to provide for the remuneration of such trustee or trustees.
- 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 or any claims or demands by or against the Company and to refer any difference to arbitration and observe and perform the terms of any awards made therein either according to Indian Law or according to Foreign Law and either in India or abroad and observe and perform or challenge any award made therein.
- 9) To refer any claims or demands by or against the Company or any difference to arbitration and observe and perform the awards.
- 10) To act on behalf of the Company in all matters relating to bankruptcy and insolvency.
- 11) To make and give receipts, releases and other discharges for money payable to the Company and for the claims and demands of the Company.
- 12) To open and operate Bank Accounts, 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 purposes.
- 13) Subject to the provisions of the Act and these Articles from time to time to provide for the management of the affairs of the Company in or outside India in such manner as it may think fit and in particular to appoint any person to be the attorneys or agents of the Company with such person (including the power to sub-delegate) and upon such terms as may be thought fit.
- 14) Subject to the provisions of Sections 179, 180, 185 of Act and other applicable provisions of the Act and these Articles, to invest and deal with the moneys of the Company not immediately required for

- the purpose thereof in or upon such security (not being shares in this Company) or without security and in such manner as it may think fit and from time to time to vary or realize such investments save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name.
- 15) 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 for the benefit of the Company, such mortgages of the Company's property (present and future) as it thinks fit and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon.
  - 16) 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 working expenses of the Company.
  - 17) To provide for the welfare of employees or ex-employees of the Company and the wives and families or the dependents or connections of such persons by building or contributing to the building of houses, dwellings or chawls or by grants of money, pension, gratuity, annuities, allowances, bonuses or other payments or by creating and from time to time subscribing or contributing to, provident fund and other associations institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction or recreations, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit.
  - 18) To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or objects which shall have any moral or other claim to support or aid by the Company either by reason of locality of operation or of public and general utility or otherwise.
  - 19) Before recommending any dividend, to set aside, out of the profits of the Company, such sums as it may think proper for depreciation or to a depreciation fund or to an insurance fund or as a reserve fund or sinking fund or any special fund to meet contingencies to repay debentures or for debenture-stock or for special dividends or for equalizing dividends or for repairing, improving, extending and maintaining any of the property of the Company and for such other purposes (including the purposes referred to in the last two preceding clauses) as the Board of Directors, may in its absolute discretion think conducive to the interest of the Company and subject to Section 292 of the Act to invest the several sums so set aside or so much thereof as is required to be invested, upon such investments (other than shares of this Company) as it may think fit and from time to time deal with and vary such investments and dispose off and apply and expend all or any part the for the benefit of the Company, in such manner & for such purposes as the Board of Directors in its absolute discretion think conducive to the interest of the Company notwithstanding that the matters to which the Board of Directors applies or upon which it expends the same or any part thereof may be matters to or upon which the capital moneys of the Company might rightly be applied or expended and to divide the general reserve fund into such special funds as the Board of Directors may think fit with full power to transfer the whole or any portion of a reserve fund or division of reserve fund to another reserve fund and with full power to employ the asset 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 debentures or debenture-stock and that without being bound to keep the same separate from the other assets and without being bound to pay interest on ht same with power however to the Board of Directors at its discretion to pay or allow to the credit of such funds, interest at such rate as the Board of Directors may think proper.
  - 20) To pay and charge to the capital account of the Company any commission or interest lawfully payable the out under the provisions of the Act and of the provision contained in these presents.
  - 21) From time to time make, vary and repeal by-laws for regulation of the business of the Company, its officers and servants.
  - 22) To redeem redeemable preference shares.

- 23) Subject to provisions of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter in to 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.
- 24) To undertake any branch or kind of business which the company is expressly or by implication authorized to undertake at such time or times as it shall think fit and to keep in abeyance any such branch or kind of business even though it may have been actually commenced or not, so long as the Board may deem it expedient not to commence or proceed with such branch or kind of business.

#### **APPOINTMENT OF INDEPENDENT DIRECTOR**

184. Pursuant to section 149 and rules as may be applicable and subject to the provisions of Schedule IV the company shall appoint such number of independent directors from time to time as may be determined by the Central Government.

Every independent director shall at the first meeting of the Board in which he participates as a director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect his status as an independent director, give a declaration that he/she meets the criteria of independence.

Notwithstanding anything contained in any other provision of this Act, but subject to the provisions of sections 197 and 198, an independent director shall not be entitled to any stock option and may receive remuneration by way of fee provided under sub-section (5) of section 197, reimbursement of expenses for participation in the Board and other meetings and profit related commission as may be approved by the members.

Subject to the provisions of section 152, an independent director shall hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for reappointment on passing of a special resolution by the company and disclosure of such appointment in the Board's report.

No independent director shall hold office for more than two consecutive terms, but such independent director shall be eligible for appointment after the expiration of three years of ceasing to become an independent director:

Provided that an independent director shall not, during the said period of three years, be appointed in or be associated with the company in any other capacity, either directly or indirectly.

Notwithstanding anything contained in this Act –

- (i) an independent director;
- (ii) a non-executive director not being promoter or key managerial personnel,

shall be held liable, only in respect of such acts of omission or commission by a company which had occurred with his knowledge, attributable through Board processes, and with his consent or connivance or where he had not acted diligently.

The provisions of sub-sections (6) and (7) of section 152 in respect of retirement of directors by rotation shall not be applicable to appointment of independent directors.

#### **KEY MANAGERIAL PERSONNEL APPOINTMENT OF KEY MANAGERIAL PERSONNEL**

185. 1) Subject to the provisions of Sections 203 and other applicable provisions, if any of the Act, Company shall appoint whole-time key managerial personnel by means of a resolution of the Board containing the terms and conditions of the appointment including the remuneration.



- 2) A whole-time key managerial personnel shall not hold office in more than one company except in its subsidiary company at the same time:

Provided that nothing contained in this sub-clause shall disentitle a key managerial personnel from being a director of any company with the permission of the Board:

Provided further that whole-time key managerial personnel holding office in more than one company at the same time on the date of commencement of this Act, shall, within a period of six months from such commencement, choose one company, in which he wishes to continue to hold the office of key managerial personnel:

Provided also that a company may appoint or employ a person as its managing director, if he is the managing director or manager of one, and of not more than one, other company and such appointment or employment is made or approved by a resolution passed at a meeting of the Board with the consent of all the directors present at the meeting and of which meeting, and of the resolution to be moved thereat, specific notice has been given to all the directors then in India.

- 3) If the office of any whole-time key managerial personnel is vacated, the resulting vacancy shall be filled-up by the Board at a meeting of the Board within a period of six months from the date of such vacancy.

#### **REMUNERATION OF KEY MANAGERIAL PERSONNEL**

186. The remuneration of Key Managerial Personnel shall from time to time, be fixed by the Board and may be by way of salary or commission or participation in profits or by any or all of these modes or in any other form and shall be subject to the limitations prescribed in Schedule V along with Sections 196 and 197 of the Act.

#### **DIRECTORS MAY CONFER POWER ON MANAGING DIRECTOR**

187. Subject to the provisions of the Act and to the restrictions contained in these Articles, Board may from time to time entrust to and confer upon a Managing Director for the time being such of the powers exercisable by the Board under these Articles as it 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 it thinks expedient.

#### **CERTAIN PERSONS NOT TO BE APPOINTED AS MANAGING DIRECTORS**

188. No company shall appoint or continue the employment of any person as managing director, whole-time director or manager who –

- (a) is below the age of twenty-one years or has attained the age of seventy years:

Provided that appointment of a person who has attained the age of seventy years may be made by passing a special resolution in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person;

- (b) is an undischarged insolvent or has at any time been adjudged as an insolvent;
- (c) has at any time suspended payment to his creditors or makes, or has at anytime made, a composition with them; or
- (d) has at any time been convicted by a court of an offence and sentenced for a period of more than six months.

A person shall not be eligible for appointment as a director of a company if such person suffers any of the disqualifications provided under Section 164 of the Act.

189. Special to any contract between him and the Company, a Managing or Wholetime 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.
190. The Company shall not appoint or employ at the same time more than one of the following categories of managerial personnel namely:-
- a) Managing Director and
  - b) Manager.

and shall duly observe the provisions of Section 196 of the Act regarding prohibition of simultaneous appointment of different categories of managerial personnel therein referred to.

#### **THE SECRETARY**

191. The Board may, from time to time, appoint and at its discretion, remove any individual (hereinafter called the Secretary) to perform any function 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 Board. The Board may also at any time appoint some persons (who need not be the Secretary) to keep the registers required to be kept by the Company. The appointment of Secretary shall conform to the provisions of Section 203 of the Act.

#### **THE SEAL, ITS CUSTODY AND USE**

192. The Board of Directors shall provide a Common Seal for the purpose of the Company and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof and shall provide for the safe custody of the Seal for time being and the Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and except in the presence of at least two Director or such other person as the Directors may appoint for the purpose and the Directors or other persons aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence.

#### **MINUTES**

- 193.
- 1) The Company shall cause minutes of all proceedings of every General Meeting and all proceedings of every meeting of its Board of /directors or of every Committee of the Board to be kept by making within thirty days of the conclusion of every such meeting concerned, entries thereof in books kept for that, their pages consecutively numbered.
  - 2) Each page of every such book 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.
    - (a) in the case of minutes of proceedings of a meeting of the Board or of a committee hereof, by the Chairman of the next succeeding meeting.
    - (b) In the case of minutes of proceedings of a General Meeting, by the chairman of the same 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.
194. Minutes of proceedings of every General Meeting and of the proceedings of every meeting of the Board kept in accordance with the provisions of Article 198 above, shall be evidence of the proceedings recorded therein.
195. Where minutes of the proceedings of every General Meeting of the Company or of any meeting of the

Board or of a Committee of the Board have been kept in accordance with the provisions of article 199 above then, until the contrary is proved the meeting shall be deemed to have been duly called and held and all proceedings thereat to have duly taken place and in particular all appointments of Directors or liquidators made at the meeting shall be deemed to be Valid.

196.

- 1) The books containing the minutes of the proceedings of any General Meeting of the Company shall be kept at the registered office of the Company and shall be open for inspection of members without charge between the hours 2 p.m. and 5 p.m. during business hours on each working day except Saturday.
- 2) Any member of the Company shall be entitled to be furnished, within seven days after he has made a request in writing in that behalf to the Company, with a copy of any minutes referred above on payment of such sum not exceeding Ten Rupees for every page thereof required to be copied.
- 3) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.
- 4) The minutes of different meetings shall contain a fair and correct summary of proceedings thereat.
- 5) All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meeting.
- 6) In the case of a meeting of the Board of Directors or of a committee of the Board, the minutes shall also contain -
  - (a) the names of the directors present at the meeting; and
  - (b) in the case of each resolution passed at the meeting, the names of the directors, if any, dissenting from, or not concurring with the resolution.
- 7) Nothing contained in clauses (1) to (6) there shall not be included in the minutes, any matter which, in the opinion of the Chairman of the meeting –
  - (a) is or could reasonably be regarded as defamatory of any person; or
  - (b) is irrelevant or immaterial to the proceedings; or
  - (c) is detrimental to the interests of the company.

The Chairman shall exercise and absolute discretion in regard to the inclusion or non-inclusion of any matters in the minutes on the grounds specified in this clause.

#### **PRESUMPTIONS TO BE DRAWN WHERE MINUTES DULY DRAWN AND SIGNED**

197. Where minutes of the proceedings of any general meeting of the Company or of any meeting of its Board of Directors or of a Committee of the Board have been kept in accordance with the provisions of Section 118 of the act then, until the contrary is proved, the meeting shall be deemed to have been duly called and held, and all proceedings thereat to have duly taken place and in particular all appointments of directors or Liquidators made at the meeting shall be deemed to be valid and the minutes shall be evidence of the proceedings recorded therein.

#### **DIVIDENDS**

198.

- 1) No dividend shall be declared or paid by a company for any financial year except –
  - a) out of the profits of the company for that year arrived at after providing for depreciation or out of the profits of the company for any previous financial year or years arrived at after providing for depreciation in accordance with the provisions of that sub-section and remaining undistributed, or out of both; or
  - b) out of money provided by the Central Government or a State Government for the payment of dividend by the company in pursuance of a guarantee given by that Government: Provided that a

company may, before the declaration of any dividend in any financial year, transfer such percentage of its profits for that financial year as it may consider appropriate to the reserves of the company:

Provided further that where, owing to inadequacy or absence of profits in any financial year, any company proposes to declare dividend out of the accumulated profits earned by it in previous years and transferred by the company to the reserves, such declaration of dividend shall not be made except in accordance with such rules as may be determined by central government in this behalf:

Provided also that no dividend shall be declared or paid by a company from its reserves other than free reserves.

- 2) The depreciation shall be provided in accordance with the provisions of Schedule II of the act.
- 3) The Board of Directors of a company may declare interim dividend during any financial year out of the surplus in the profit and loss account and out of profits of the financial year in which such interim dividend is sought to be declared:

Provided that in case the company has incurred loss during the current financial year up to the end of the quarter immediately preceding the date of declaration of interim dividend, such interim dividend shall not be declared at a rate higher than the average dividends declared by the company during the immediately preceding three financial years.

- 4) The amount of the dividend, including interim dividend, shall be deposited in a scheduled bank in a separate account within five days from the date of declaration of such dividend.
- 5) No dividend shall be paid by a company in respect of any share therein except to the registered shareholder of such share or to his order or to his banker and shall not be payable except in cash:

Provided that nothing in this sub-section shall be deemed to prohibit the capitalization of profits or reserves of a 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 the members of the company:

Provided further that any dividend payable in cash may be paid by cheque or warrant or in any electronic mode to the shareholder entitled to the payment of the dividend.

- 6) A company which fails to comply with the provisions of sections 73 and 74 shall not, so long as such failure continues, declare any dividend on its equity shares.

#### **DIVIDEND TO JOINT HOLDERS**

199. 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.
200. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

No amount paid or credited as paid on a share in advance of calls shall be treated as paid up on the share.

#### **APPORTIONMENT OF DIVIDENDS**

201. All dividends shall be apportioned and paid proportionate to the amounts paid or credited as paid on the shares, during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

## **DECLARATION OF DIVIDENDS**

202. The Company in General Meeting may, subject to the provisions of Section 123 of the Act, declared a dividend to be paid to the members according to their right and interests in the profits and may fix the time for payment.

## **RESTRICTION ON AMOUNT OF DIVIDEND**

203. No larger dividend shall be declared than is recommended by the Board, but the Company in General Meeting may declare a smaller dividend.

## **DIVIDEND OUT OF PROFITS ONLY AND NOT TO CARRY INTEREST**

- 204.
- 1) No dividend shall be payable except out of the profits of the Company arrived at as stated in Section 123 of the Act.
  - 2) The declaration of the Board as to the amount of the net profits of the Company shall be conclusive.

## **INTERIM DIVIDENDS**

205. The Board of Directors may from time to time pay the members such interim dividends as appears to it to be justified by the profits of the Company in accordance with Section 123 of the Act.

## **DEBTS MAY BE DEDUCTED**

206. The Board may retain any dividends payable on shares 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 lien exists.

## **DIVIDEND AND CALL TOGETHER**

207. Any General Meeting declaring an dividend may make a call on the members of such amount as the meeting fixes but so that the call on each members shall not exceed the dividend payable on him and so that the call may be made payable at the same time as the dividend and dividend may; if so arranged between the Company and the member, be set off against the call.

## **EFFECT OF TRANSFER**

208. Right to dividend, right shares and bonus shares shall be held in abeyance pending registration of transfer of shares in conformity with the provision of Section 126 of the Act.

## **RETENTION IN CERTAIN CASES**

209. The Board may retain the dividends payable upon share in respect of which any person is under Articles entitled to become a member of which any person under that Article is entitled to transfer until such person shall become a member in respect of such shares or shall duly transfer the same.

## **NO MEMBER TO RECEIVE INTEREST OR DIVIDEND WHILST INDEBTED TO THE COMPANY AND COMPANY'S RIGHT TO REIMBURSEMENT THERE OUT**

210. No member shall be entitled to receive payment of an interest or dividend in respect of his own share or shares whilst any money may be due or owing from him to the Company in respect of such share or shares otherwise howsoever either alone or jointly with any other person or persons and the Board may deduct from the interest or dividend payable to any shareholder all sums or money so due from him to the Company.

## **PAYMENT BY POST**

211. Any dividend payable in cash may be paid by cheque or warrant sent through the post directly to the registered address of the shareholder entitled to the payment of the dividend or in the case of joint shareholders to the registered address of that one whose name stands first on the Register of Members in respect of the joint shareholding or to such persons and to such address as the shareholders of the joint shareholders may in writing direct and every cheque or warrant so sent shall be made payable to the order of the person to whom it is sent and the Company shall not be responsible or liable for any cheque or warrant lost in transit or for any dividend lost to the member or person entitled thereto by the forged endorsement of any cheque or warrant or the fraudulent recovery thereof by any other means. The Company may, if it thinks fit, call upon the shareholders when applying for dividends or bonus to produce their share certificates at the registered office or other place where the payment of dividend is to be made.

#### **DIVIDEND TO BE PAID WITHIN THIRTY DAYS**

212. The Company shall pay dividend or send the warrant in respect thereof to the shareholder entitled to the payment of the dividend within Thirty days from the date of the declaration of the dividend unless:
- (a) the dividend could not be paid by reason of the operation of any law or
  - (b) a shareholder has given directions to the Company regarding the payment of dividend and these directions can not be complied with or
  - (c) there is dispute, regarding the right to receive the dividend or
  - (d) the dividend has been lawfully adjusted by the Company against any sum due to it from the shareholder or
  - (e) 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**

- 213.
- 1) Where a dividend has been declared by a company but has not been paid or claimed within thirty days from the date of the declaration to any shareholder entitled to the payment of the 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 to a special account to be opened by the company in that behalf in any scheduled bank to be called the Unpaid Dividend Account.
  - 2) The company shall, within a period of ninety days of making any transfer of an amount under sub-section (1) to the Unpaid Dividend Account, prepare a statement containing the names, their last known addresses and the unpaid dividend to be paid to each person and place it on the website of the company, if any, and also on any other website approved by the Central Government for this purpose, in such form, manner and other particulars as may be determined by central government.
  - 3) If any default is made in transferring the total amount referred to in sub-section (1) or any part thereof to the Unpaid Dividend Account of the company, it shall pay, from the date of such default, interest on so much of the amount as has not been transferred to the said account, at the rate of twelve per cent. per annum and the interest accruing on such amount shall endure to the benefit of the members of the company in proportion to the amount remaining unpaid to them.
  - 4) Any person claiming to be entitled to any money transferred under sub-section (1) to the Unpaid Dividend Account of the company may apply to the company for payment of the money claimed.
  - 5) Any money transferred to the Unpaid Dividend Account of a company in pursuance of this section which remains unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred by the company along with interest accrued, if any, thereon to the Fund established under sub-section (1) of section 125 and the company shall send a statement in the prescribed form of the details of such transfer to the authority which administers the said Fund and that authority shall issue a receipt to the company as evidence of such transfer.
  - 6) All shares in respect of which unpaid or unclaimed dividend has been transferred under sub-section (5) shall also be transferred by the company in the name of Investor Education and Protection Fund along

with a statement containing such details as may be determined by central government and that there shall be no forfeiture of unclaimed dividends before the claim becomes barred by law:

Provided that any claimant of shares transferred above shall be entitled to claim the transfer of shares from Investor Education and Protection Fund in accordance with such procedure and on submission of such documents as may be determined by central government.

#### **CAPITALIZATION OF RESERVES**

214.

- a. Any General Meeting may, upon the recommendation of the Board resolve that any moneys, investments or other assets forming part of the undistributed profits of the Company standing to the credit of any of the profit and loss account or any capital redemption reserve fund or in hands of the Company and available for dividend or representing premium received on the issue of shares and standing to the credit of the share premium account be capitalized and distributed amongst such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportions on the footing that they become entitled thereto as capital and that all or any part of such capitalized fund shall not be paid in cash but shall be applied subject to the provisions contained in clause (b) hereof on behalf of such shareholders in full or towards:
  - (1) Paying either at par or at such premium as the resolution may provide any unissued shares or debentures or debenture-stock of the Company which shall be allotted, distributed and credited as fully paid up to and amongst such members in the proportions aforesaid; or
  - (2) Paying up any amounts for the time being remaining unpaid on any shares or debentures or debenture-stock held by such members respectively; or
  - (3) Paying up partly in the way specified in sub-clause (1) and partly in that specified in sub-clause (2) and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalized sum.
- b.
  - (1) Any moneys, investments or other assets representing premium received on the issue of shares and standing to the credit of share premium account; and
  - (2) If the Company shall have redeemed any redeemable preference shares, all or any part of any capital redemption fund arising from the redemption of such shares may, by resolution of the Company be applied only in paying up unissued shares of the Company to be issued to members of the Company as fully paid bonus shares to be issued to such members of the Company as the General Meeting may resolve upto an amount equal to the nominal amount of the shares so issued.
- c. Any General Meeting may resolve that any surplus moneys arising from the realization of any capital assets of the Company or any investments representing the same or any other undistributed profits of the Company not subject to charge for income-tax be distributed amongst the members on the footing that they receive the same as capital.
- d. For the purpose of giving effect to any such resolution, the Board may settle any difficulty which may arise in regard to the distribution of payment as aforesaid as it thinks expedient and in particular it may issue fractional certificates and may fix the value for distribution of any specific assets and may determine that cash payments be made to any members on the footing of the value so fixed and may vest any such cash, share, debentures, debenture-stock, bonds or other obligation in trustees upon such trust for the persons entitled thereto as may seem expedient to the Board and generally may make such arrangement for acceptance, allotment and sale of such shares, debentures, debenture-stock, bonds or other obligations and fractional certificates or otherwise as it may think fit.
- e. If and whenever any share becomes held by any member in fraction, the Board may subject to the provisions of the Act and these Articles and to the directions of the Company in General Meeting, if any, sell the shares which members hold in fractions for the best price reasonably obtainable and shall

pay and distribute to and amongst the members entitled to such shares in due proportion the net proceeds of the sale thereof, for the purpose of giving effect to any such sale, the Board may authorize any person to transfer the shares sold to the purchaser thereof, comprised in any such transfer and he shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or of invalidity in the proceedings with reference to the sale.

- f. Where required; a proper contract shall be delivered to the Registrar for registration in accordance with Section 39 of the Companies Act 2013 and the Board may appoint any person to sign such contract on behalf of the persons entitled to the dividend or capitalized fund and such appointment shall be effective.

#### **FRACTIONAL CERTIFICATES**

215.

- (1) Whenever such a resolution as aforesaid shall have been passed, the Board shall;
- (a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid Shares and
  - (b) Generally do all acts and things required to give effect thereto.
- (2) The Board shall have full power:
- (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 distributable in fractions, also
  - (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 capitalised of the amounts remaining unpaid on their existing Shares.
- (3) Any agreement made under such authority shall be effective and binding on all such Members.
- (4) that for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any question or difficulties that may arise in regard to any issue including distribution of new Shares and fractional certificates as they think fit.

#### **DIVIDEND IN CASH**

216. No dividends shall be payable except in cash, provided that nothing in this Article shall be deemed to prohibit the capitalization 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.
217. The Board shall give effect to the resolution passed by the Company in pursuance of all the above Articles.

#### **BOOKS OF ACCOUNTS BOOKS OF ACCOUNTS TO BE KEPT**

218. The Company shall cause to be kept proper books of account with respect to:
- (i) all sums of money received and expended by a company and matters in relation to which the receipts and expenditure take place;
  - (ii) all sales and purchases of goods and services by the company;
  - (iii) the assets and liabilities of the company; and
  - (iv) the items of cost as may be determined by central government under section 148 in the case of a company which belongs to any class of companies specified under that section;



## **BOOKS WHERE TO BE KEPT AND INSPECTION**

219.

- 1) Every company shall prepare and keep at its registered office books of account and other relevant books and papers and financial statement for every financial year which give a true and fair view of the state of the affairs of the company, including that of its branch office or offices, if any, and explain the transactions effected both at the registered office and its branches and such books shall be kept on accrual basis and according to the double entry system of accounting.

All or any of the books of account aforesaid and other relevant papers may be kept at such other place in India as the Board of Directors may decide and where such a decision is taken, the company shall, within seven days thereof, file with the Registrar a notice in writing giving the full address of that other place. The company may keep such books of account or other relevant papers in electronic mode in such manner as may be determined by central government.

- 2) Where a company has a branch office in India or outside India, it shall be deemed to have complied with the provisions of sub-clause (1), if proper books of account relating to the transactions effected at the branch office are kept at that office and proper summarized returns periodically are sent by the branch office to the company at its registered office or the other place referred to in sub-clause (1).
- 3) The books of account of every company relating to a period of not less than eight financial years immediately preceding a financial year, or where the company had been in existence for a period less than eight years, in respect of all the preceding years together with the vouchers relevant to any entry in such books of account shall be kept in good order.
- 4) The Company may keep such books of accounts or other relevant papers in electronic mode in such manner as may be prescribed.

## **INSPECTION BY MEMBERS**

220. Board of Directors shall, from time to time, determine whether and to what extent and at what times and places and under what conditions or regulations accounts the and books and the documents of the Company or any of them shall be open to the inspection of the members and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred statute or authorised by the Board of Directors or by a resolution of the Company in General Meeting.

## **TRANSFER BOOKS AND REGISTER OF MEMBERS WHEN CLOSED**

221. The Board shall have power on giving not less than seven days' previous notice by advertisement in some newspaper circulating in the district in which the office of the Company is situated, to close the Transfer books, the Register of members or Register of debenture holders at such time or times and for such period or periods, not exceeding thirty days at a time and not exceeding in the aggregate forty-five days in each year.

If the transfer books have not been closed at any time during a year, the Company shall at least once a year, close the books at the time of its Annual General Meeting. The minimum time gap between the two book closures and/or record dates would be atleast 30 (thirty) days.

## **STATEMENT OF ACCOUNTS TO BE LAID IN GENERAL MEETING**

222. The Board of Directors shall from time to time, in accordance with Sections 129 and 134 of the Act, cause to be prepared and to be laid before the Company in General Meeting, such Balance Sheets, Profits & Loss Accounts and reports as are required by these Sections.

## **FINANCIAL STATEMENT**

223. Subject to the provisions of Section 129 of the Act, every Financial Statement of the Company shall be in the forms set out in Schedule II of the Act, or as near there to as circumstances admit. So long as the Company is a holding Company having a subsidiary the Company shall conform to Section 129 and other

applicable provisions of the Act.

If in the opinion of the Board, any of the current assets of the Company have not a value on realization in the ordinary course of business at least equal to the amount at which they are stated, the fact that the Board is of that opinion shall be stated.

#### **AUTHENTICATION OF FINANCIAL STATEMENT**

224. The Financial Statements shall be signed in accordance with the provisions of Section 134 of the said Act. The Financial Statement, shall be approved by the Board of Directors before they are submitted to the auditors for report thereon Profit and Loss Accounts to be Annexed and Auditors' Report to be attached to the Balance Sheet. The Profit and Loss Account shall be annexed to the Balance and the Auditors' Report including the Auditor's separate, special or supplementary report, if any, shall be attached thereon.

#### **BOARD'S REPORT TO BE ATTACHED TO FINANCIAL STATEMENT**

225. Every Financial Statement laid before the Company in General Meeting shall have attached to it a Report by the Board of Directors with respect to the State of the Company's affairs and such other matters as prescribed under Section 134 of the Act and the Rules made thereunder. The Report shall so far as it is material for the appreciation of the state of the Company's affairs by its members and will not in the Board's opinion be harmful to the business of the Company or of any of its subsidiaries deal with any changes which have occurred during the financial year in the nature of the Company of Company's business, or of the Company's subsidiaries or in the nature of the business in which the Company has an interest. The board shall also give the fullest information and explanation in its Report or in cases falling under the proviso to Section 129 of the Act in an addendum to that Report, on every reservation, qualification or adverse remark contained in the Auditor's Report. The Board's Report and addendum (if any) thereto shall be signed by its Chairman if he is authorized in that behalf by the Board; and where he is not so authorized shall be signed by such number of Directors as are required to sign the Financial Statements of the Company by virtue of sub-clauses (a) and (b) of Article 229. The Board shall have the right to charge any person not being a Director with the duty of seeing that the provisions of sub-clauses (a) and (b) of this Article are complied with. Every Financial Statement of the Company when audited and approved and adopted by the members in the annual general meeting shall be conclusive except as regards in matters in respect of which modifications are made thereto as may from time to time be considered necessary by the Board of Directors and or considered proper by reason of any provisions of relevant applicable statutes and approved by the shareholders at a subsequent general meeting.

#### **RIGHT OF MEMBERS TO COPIES OF FINANCIAL STATEMENT AND AUDITOR'S REPORT**

226. A copy of every Financial Statement and the auditor's report and every other document required by law to be annexed or attached, as the case may be; to the balance sheet which is to be laid before the Company in General Meeting, shall be made available for inspection at the Registered Office of the Company during the working hours for a period of 21 days before the date of the meeting. A statement containing the salient features of such documents in the prescribed form or copies of the documents aforesaid as may be permitted by Section 136 of the Act and as the Company may deem fit, will be sent to every member of the Company and to every Trustees for the holders of any debentures issued by the Company, not less than 21 days before the meeting as laid down in Section 136 of the Act. Provided that it shall not be necessary to send copies of the documents aforesaid to:
- (a) to a member or holder of the debenture of the Company who is not entitled to have the notice of general meeting of the Company sent to him and whose address the Company is unaware;
  - (b) to more than one of the joint holder of any shares or debentures some of whom are and some of whom are not entitled to have such notice sent to them, by those who are not so entitled.

#### **A COPY OF THE FINANCIAL STATEMENT ETC. TO BE FILED WITH REGISTRAR**

227. After the Financial Statements have been laid before the Company at the annual general Meeting, a copy of the Financial Statement duly signed as provided under Section 137 of the Act together with a copy of all documents which are required to be annexed there shall be filed with the Registrar so far as the same be

applicable to the Company.

#### **RIGHT OF MEMBER TO COPIES OF AUDITED FINANCIAL STATEMENT**

228.

- (1) Without prejudice to the provisions of section 101, a copy of the financial statements, including consolidated financial statements, if any, auditor's report and every other document required by law to be annexed or attached to the financial statements, which are to be laid before a company in its general meeting, shall be sent to every member of the company, to every trustee for the debenture-holder of any debentures issued by the company, and to all persons other than such member or trustee, being the person so entitled, not less than twenty-one days before the date of the meeting.

The provisions of this clause shall be deemed to be complied with, if the copies of the documents are made available for inspection at its registered office during working hours for a period of twenty-one days before the date of the meeting and a statement containing the salient features of such documents in the prescribed form or copies of the documents, as the company may deem fit, is sent to every member of the company and to every trustee for the holders of any debentures issued by the company not less than twenty-one days before the date of the meeting unless the shareholders ask for full financial statements.

The Central Government may prescribe the manner of circulation of financial statements of companies having such net worth and turnover as may be determined by central government and company shall also place its financial statements including consolidated financial statements, if any, and all other documents required to be attached thereto, on its website, which is maintained by or on behalf of the company.

Provided also that every subsidiary or subsidiaries shall –

- (a) place separate audited accounts in respect of each of its subsidiary on its website, if any;
  - (b) provide a copy of separate audited financial statements in respect of each of its subsidiary, to any shareholder of the company who asks for it.
- (2) A company shall allow every member or trustee of the holder of any debentures issued by the company to inspect the documents stated under sub-clause (1) at its registered office during business hours.

#### **ACCOUNTS TO BE AUDITED**

229.

- (1) Once at least in every year the accounts of the Company shall be examined by one or more Auditors who shall report to the shareholders as to whether the Balance Sheet reflects a true and fair view of the state of affairs of the Company as at that date and the Profit and Loss Account discloses a true and fair view of the profit and loss incurred by the Company during the year under review.
- (2) The appointment, remuneration, rights, powers & duties of the Company's Auditor shall be regulated in accordance with the provision of the Act.

#### **APPOINTMENT OF AUDITORS**

230.

- (1) Auditors shall be appointed and their qualifications, rights and duties regulated in accordance with Section 139 to 143, 145 and 146 of the Act and rules made thereunder.
- (2) The Company shall, at the first 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 and the manner and procedure of selection of auditors by the members of the company at such meeting shall be according to the provisions of the Act.

Provided that the company shall place the matter relating to such appointment for ratification by members at every annual general meeting.

Provided further that before such appointment is made, the written consent of the auditor to such appointment, and a certificate from him or it that the appointment, if made, shall be in accordance with the conditions as may be determined by central government, shall be obtained from the auditor:

Provided also that the certificate shall also indicate whether the auditor satisfies the criteria provided in Section 141:

Provided also that the company shall 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) At any Annual General Meeting a retiring Auditor by whatsoever authority appointed shall be reappointed unless:
- (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
  - (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.
- (4) The company shall not appoint or reappoint -
- (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—

- (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.
- (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.

#### **POWER OF BOARD TO MODIFY FINAL ACCOUNTS**

231. Every Balance Sheet and Profit and Loss Account of the Company when audited and adopted by the Company in General Meeting shall be conclusive.

#### **DOCUMENTS AND NOTICE**

##### **SERVICES OF DOCUMENTS ON MEMBER BY COMPANY**

232. Save as provided in this Act or the rules made thereunder for filing of documents with the Registrar in electronic mode, a document may be served on Registrar or any member by sending it to him by post or by registered post or by speed post or by courier or by delivering at his office or address, or by such electronic or other mode as may be determined by central government:

Provided that a member may request for delivery of any document through a particular mode, for which he shall pay such fees as may be determined by the company in its annual general meeting.

##### **SERVICE OF DOCUMENTS ON COMPANY**

233. A document may be served on a company or an officer thereof by sending it to the company or the officer at the registered office of the company by registered post or by speed post or by courier service or by leaving it at its registered office or by means of such electronic or other mode as may be determined by central government:

Provided that where securities are held with a depository, the records of the beneficial ownership may be served by such depository on the company by means of electronic or other mode.

#### **“Service of documents on the Company”**

234. 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 other mode in accordance with the Act and rules made thereunder.

#### **AUTHENTICATION OF DOCUMENTS AND PROCEEDINGS**

235. Save as otherwise expressly provided in the Act, the rules made thereunder and these Articles, a document or proceeding requiring authentication by a company; or contracts made by or on behalf of a company, may be signed by any key managerial personnel or an officer of the company duly authorized by the Board in this behalf.

#### **REGISTERS AND DOCUMENTS**

##### **REGISTERS AND DOCUMENTS TO BE MAINTAINED BY THE COMPANY**

236. The Company shall keep and maintain registers, books and documents required by the Act or these Articles, including the following:
- (a) Register of investments made by the Company but not held in its own name, as required by Section 187(3) of the Act.
  - (b) Register of mortgages and charges as required by Section 85 of the Act.
  - (c) Register and index of Member and debenture holders as required by Section 88 of the Act.
  - (d) Register of contracts, with companies and firms in which Directors are interested as required by Section 189 of the Act.
  - (e) Register of Directors and key managerial personnel and their shareholding under Section 170 of the Act.
  - (f) Register of loans, guarantee, security and acquisition made by the company under Section 186 (9) of the Act.
  - (g) Copies of annual returns prepared under Section 92 of the Act together with the copies of certificates and documents required to be annexed thereto.

##### **MAINTENANCE AND INSPECTION OF DOCUMENTS IN ELECTRONIC FORM**

237. Without prejudice to any other provisions of this Act, any document, record, register, minutes, etc.,—
- (a) required to be kept by a company; or
  - (b) allowed to be inspected or copies to be given to any person by a company under this Act, may be kept or inspected or copies given, as the case may be, in electronic form in such form and manner as may be determined by the Central Government.

#### **INDEMNITY**

238. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

#### **WINDING UP DISTRIBUTION OF ASSETS**

239. (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 trustees upon such trusts for the benefit of the contributories or any of them, as the liquidator, with the like sanction, shall think fit.

- (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 319 of the Act.
- (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.

#### **RIGHT OF SHAREHOLDERS IN CASE OF SALE**

- 240. A Special Resolution sanctioning a sale to any other Company duly passed pursuant to provisions 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.

#### **SECRECY CLAUSE**

- 241. No member or other person (not being a Director) shall be entitled to visit or inspect any property or premises or works of the Company without the permission of the Board or to require discovery of or any information respecting any detail 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 may relate to the conduct of the business of the Company and which in the opinion of the Board, it would be inexpedient in the interest of the Company to disclose Secrecy undertaking.
- 242. Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee agents, officer, servant, accountant or other person employed in the business of the Company shall, when required, sign a declaration pledging himself to observe strict secrecy respecting all transactions of the Company with the customers and the state of accounts with individual and in matters relating thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties, except when required so to do by the Board or by any meeting of the shareholders, if any or by a Court of Law the person to whom matters relate and except so far as may be necessary in order to comply with any of the provision in these present contained.

#### **KNOWLEDGE IMPLIED**

- 243. Each member of the Company, present and future, is to be deemed to join the Company with full knowledge of all the contents of these presents.

## SECTION XIV – OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

*The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of this Draft Prospectus which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Prospectus will be delivered to the RoC for registration and also the documents for inspection referred to hereunder, may be inspected on working days between 10.00 a.m. to 5.00 p.m. at the registered Office of our Company located at 4/24 A First Floor AB House Asaf Ali Road New Delhi – 110002 from date of filing the Draft Prospectus with RoC till the Issue Closing Date on working days from 10.00 a.m. to 5.00 p.m.*

#### Material Contracts

- 1) Memorandum of Understanding dated August 11, 2023 between our Company and the Lead Manager to the Issue.
- 2) Registrar Agreement dated August 10, 2023 between our Company and the Registrar to the Issue.
- 3) Underwriting Agreement dated [•] between our Company and Underwriters- Lead Manager and Market Marker.
- 4) Market Making Agreement dated [•] between our Company, Lead Manager and Market Maker.
- 5) Tripartite agreement among the NSDL, our Company and the Registrar to the Issue dated April 28, 2023.
- 6) Tripartite agreement among the CDSL, our Company and the Registrar to the Issue dated May 31, 2023.
- 7) Escrow Agreement dated [•] signed between our Company, the Lead Manager, Banker(s) to the Issue/ Escrow Collection Bank(s) and the Registrar to the Issue.

#### Material Documents

- 1) Certified true copy of the Memorandum and Articles of Association of our Company, including certificates of incorporation.
- 2) Certified true copy of resolution passed at the meeting of the Board of Directors of our Company dated August 01, 2023 authorizing the Fresh Issue of Equity Shares.
- 3) Certified true copy of special resolution of the shareholders passed at the Extra Ordinary General Meeting dated August 09, 2023, authorizing the Fresh Issue of Equity Shares.
- 4) Statement of Tax Benefits dated August 19, 2023, issued by M/S BAS & Company LLP, Chartered Accountants, and Independent Peer Review Certified Auditor to the Company.
- 5) Peer Review Auditor's Report dated August 29, 2023 issued by M/S BAS & Company LLP, Chartered Accountants, on the Restated Financial Statements included in this Draft Prospectus
- 6) Copy of Annual Reports for Financial Years March 2023, 2022 and 2021.
- 7) Consents of our Promoter, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Chief Executive Director, the Lead Manager, the Registrar to the Issue, the Statutory Auditors to the Company, Peer Reviewed Auditor, the Legal Advisor to the Issue, Market Maker(s), Underwriter(s), and the Banker(s) to the Issue/ Escrow Collection Bank(s) to act in their respective capacities.
- 8) Certificate of Deployment dated August 29, 2023 issued by our Statutory Auditor M/S BAS & Company LLP, Chartered Accountants.
- 9) Certificate of Key Performance Indicators (KPIs) dated August 29, 2023 issued by our Statutory Auditor, M/S BAS & Company LLP, Chartered Accountants.
- 10) Certificate of working capital requirement dated August 29, 2023 issued by our Statutory Auditor M/S BAS & Company LLP, Chartered Accountants.

- 11) Copy of approval from NSE vide letter dated [•] to use the name of NSE in this offer document for listing of Equity Shares on Emerge Platform of NSE Limited.
- 12) Due Diligence Certificate dated September 01, 2023 from the Lead Manager to NSE.
- 13) Due Diligence Certificate dated [•] from the Lead Manager to be submitted to SEBI.

Any of the contracts or documents mentioned in the Draft Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, subject to compliance of the provisions contained in the Companies Act and other relevant statutes.



## DECLARATION

We hereby declare that, all the relevant provisions Companies Act, 2013 and the rules, guidelines and regulations issued by the Government of India or the regulations/ guidelines issued by Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act, 2013 (to the extent notified), the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations/ guidelines issued, as the case may be. We further certify that all statements in this Draft Prospectus are true and correct.

### SIGNATURE BY ALL THE DIRECTORS OF OUR COMPANY

Name of the Directors

Signature

**Mr. Mukesh Kumar Gupta**  
Managing Director  
DIN No.: 00093322

Sd/-

**Mr. Alok Mukesh Gupta**  
Executive Director  
DIN No.: 01456388

Sd/-

**Mr. Deepak Jagdish Bahuguna**  
Non - Executive Director  
DIN No.: 08103387

Sd/-

**Mr. Varun Narender Kohli**  
Non-Executive Independent Director  
DIN No.: 10074282

Sd/-

**Mrs. Sudha Sarthak Maheshwari**  
Non-Executive Independent Director  
DIN No.: 09813986

Sd/-

**Mr. Vaibhav Parmanand Tapdia**  
Non-Executive Independent Director  
DIN No.: 00039309

Sd/-

**Mr. Harish Bansi Dhar Sharma**  
Non-Executive Independent Director  
DIN No.: 01090092

Sd/-

### SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

**Mr. Anil Kumar Rustagi**

Sd/-

### SIGNED BY THE COMPANY SECRETARY & COMPLIANCE OFFICER

**Mr. Shobharam Dhama**

Sd/-

PLACE: Delhi

DATE: September 01, 2023