

**DRAFT PROSPECTUS**

Fixed Price issue

Dated: August, 24, 2022

Please read Sections 26 and 32 of the  
Companies Act, 2013(Please scan this QR Code  
to view the Draft Prospectus)

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
Trade World, 'C' Wing, 16th Floor, Kamala City, Senapati Bapat Marg, Lower Parel (W), Mumbai 400013, Maharashtra, India.	B2, Unit No. 3, 2 <sup>nd</sup> Floor, Madhu Estate, Pandurang Budhkar Marg, Lower Parel, Mumbai-400013, Maharashtra, India.	Ms. Shubhada Mahendra Shirke, Company Secretary & Compliance Officer	<b>E-mail:</b> <a href="mailto:cs@lloydsluxuries.in">cs@lloydsluxuries.in</a> <b>Tel No:</b> +91-022-68238888;	<a href="http://www.lloydsluxuries.in">www.lloydsluxuries.in</a>

<b>PROMOTERS OF THE COMPANY</b>	<b>MR. SHREE KRISHNA MUKESH GUPTA AND M/S PLUTUS TRADE &amp; COMMODITIES LLP</b>
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DETAILS OF THE ISSUE				
TYPE	FRESH ISSUE SIZE (IN ₹ LAKHS)	OFS SIZE (BY NO. OF SHARES OR BY AMOUNT IN ₹)	TOTAL ISSUE SIZE (IN ₹ LAKHS)	ELIGIBILITY
Fresh Issue	₹[•]	Nil	₹[•]	THIS ISSUE IS BEING MADE IN TERMS OF REGULATION 229 AND 253(1) OF CHAPTER IX OF THE SEBI (ICDR) REGULATIONS, 2018 AS AMENDED.

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

**RISK IN RELATION TO THE FIRST ISSUE**

The face value of the Equity Shares is ₹10/- each. The Issue Price of ₹[•] /- per equity share (determined and justified by our Company in consultation with the Lead Manager as stated in “*Basis for Issue Price*” on page 76 of this Draft Prospectus) should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISKS**

Investments in Equity and Equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the Draft Prospectus. Specific attention of the investors is invited to the section “*Risk Factors*” beginning on page 23 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 Issued through this Draft Prospectus are proposed to be listed on the SME Platform of NSE (“NSE Emerge”). In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. For the purpose of this Issue, the Designated Stock Exchange will be the National Stock Exchange of India Limited (“NSE”).

**LEAD MANAGER TO THE ISSUE**

NAME AND LOGO	CONTACT PERSON	EMAIL & TELEPHONE NO.
 <b>Hem Securities Ltd.</b>	Mr. Ajay Jain	<b>Email:</b> <a href="mailto:ib@hemsecurities.com">ib@hemsecurities.com</a> <b>Tel. No.:</b> +91- 022- 49060000

**REGISTRAR TO THE ISSUE**

NAME	CONTACT PERSON	EMAIL & TELEPHONE
<b>BIGSHARE SERVICES PRIVATE LIMITED</b>	Mr. Aniket Chindarkar	<b>Email:</b> <a href="mailto:ipo@bigshareonline.com">ipo@bigshareonline.com</a> <b>Tel No.:</b> +91-022-62638200

**ISSUE PROGRAMME**

<b>ISSUE OPENS ON:[•]</b>	<b>ISSUE CLOSES ON:[•]</b>
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Our Company was originally incorporated as a Private Limited Company under the name "Lloyds Luxuries Private Limited" on October 21, 2013 under the provisions of the Companies Act, 1956 with the Registrar of Companies, Maharashtra, Mumbai. Subsequently, pursuant to Special Resolution passed by the Shareholders at the Extra Ordinary General Meeting, held on December 14, 2013, our Company was converted into a Public Limited Company and consequently the name of our Company was changed from "Lloyds Luxuries Private Limited" to "Lloyds Luxuries Limited" vide a fresh certificate of incorporation dated January 29, 2014, issued by the Registrar of Companies, Maharashtra, Mumbai bearing CIN U74999MH2013PLC249449. For further details please refer to chapter titled "*History and Corporate Structure*" beginning on page 111 of this Draft Prospectus.

**Registered Office:** Trade World, 'C' Wing, 16th Floor, Kamala City, Senapati Bapat Marg, Lower Parel (W), Mumbai 400013, Maharashtra, India.

**Corporate Office:** B2, Unit No. 3, 2nd Floor, Madhu Estate, Pandurang Budhkar Marg, Lower Parel, Mumbai 400013, Maharashtra, India.

**Contact Person:** Ms. Shubhada Mahendra Shirke, Company Secretary & Compliance Officer

**Tel No:** +91-022-68238888; **E-mail:** [cs@lloydsluxuries.in](mailto:cs@lloydsluxuries.in); **Website:** [www.lloydsluxuries.in](http://www.lloydsluxuries.in)

**Promoters of our Company:** Mr. Shree Krishna Mukesh Gupta and Plutus Trade & Commodities LLP

#### DETAILS OF THE ISSUE

**INITIAL PUBLIC OFFER OF UPTO 60,00,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH (THE "EQUITY SHARES") OF LLOYDS LUXURIES LIMITED ("OUR COMPANY" OR "THE ISSUER") AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING UP TO ₹ [●] LAKHS("PUBLIC ISSUE") OUT OF WHICH [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH, AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE PUBLIC ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH, AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING UPTO ₹[●] LAKHS IS HERE IN AFTER REFERRED TO AS THE "NET ISSUE". THE PUBLIC ISSUE AND NET ISSUE WILL CONSTITUTE 26.67% AND [●] % RESPECTIVELY OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.. FOR FURTHER DETAILS, PLEASE REFER TO SECTION TITLED "TERMS OF THE ISSUE" BEGINNING ON PAGE NO 212 OF THIS DRAFT PROSPECTUS.**

This issue is being made through fixed price process in terms of Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations") as amended and Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended (THE "SCRR"), This issue has been made for at least 25.00% of the post-issue paid-up equity share capital of our company and allocation in the net issue to the public will be made in terms of regulation 253 of the SEBI (ICDR) Regulations, 2018, as amended. For further details, please refer to section titled "*Issue Procedure*" beginning on page 221 of this Draft Prospectus. A copy of Prospectus will be delivered to the Registrar of Companies for filing in accordance with Section 26 of the Companies Act, 2013.

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 their respective bank accounts and / or UPI IDs, in case of RIIs, if applicable, which will be blocked by the Self Certified Syndicate Banks ("SCSBs") or under UPI Mechanism as the case may be. For details in this regard, specific attention is invited to "*Issue Procedure*" on page no. 221 of this Draft Prospectus.

#### ELIGIBLE INVESTORS

For details in relation to Eligible Investors, please refer to section titled "*Issue Procedure*" beginning on page 221 of this Draft Prospectus.

#### RISK 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 ₹10/- per Equity Share and the Issue Price is [●] times the face value. 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. 76 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 RISKS

Investment in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the 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 the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Prospectus. Specific attention of the investors is invited to "*Risk Factors*" beginning on page no. 23 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 Issued through this Draft Prospectus are proposed to be listed on the SME Platform of NSE ("NSE Emerge"). In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time, our Company has received "in-principle" approval letter dated [●] from National Stock Exchange of India Limited ("NSE") for using its name in the Offer Document for listing of our shares on the SME Platform of NSE ("NSE Emerge"). For the purpose of this Issue, the Designated Stock Exchange will be the National Stock Exchange of India Limited ("NSE").

#### LEAD MANAGER TO THE ISSUE

 **Hem Securities Ltd.**

**HEM SECURITIES LIMITED**  
904, A Wing, Naman Midtown, Senapati Bapat Marg,  
Elphinstone Road, Lower Parel, Mumbai-400013, India;  
**Tel. No.:** +91- 022- 49060000;  
**Email:** [ib@hemsecurities.com](mailto:ib@hemsecurities.com)  
**Investor Grievance Email:** [redressal@hemsecurities.com](mailto:redressal@hemsecurities.com)  
**Website:** [www.hemsecurities.com](http://www.hemsecurities.com)  
**Contact Person :** Mr. Ajay Jain  
**SEBI Registration No.:** INM000010981

#### REGISTRAR TO THE ISSUE

 **Bigshare Services Pvt. Ltd.**

**Bigshare Services Private Limited**  
**Address:** S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali  
Caves Road, Andheri (East) Mumbai – 400093, India.  
**Telephone:** +91 22 6263 8200  
**Facsimile:** +91 22 6263 8299  
**Email:** [ipo@bigshareonline.com](mailto:ipo@bigshareonline.com)  
**Investor Grievance Email:** [investor@bigshareonline.com](mailto:investor@bigshareonline.com)  
**Website:** [www.bigshareonline.com](http://www.bigshareonline.com)  
**Contact Person:** Mr. Aniket Chindarkar  
**SEBI Registration Number:** MB/INR000001385  
**CIN:** U99999MH1994PTC076534

#### ISSUE PROGRAMME

**ISSUE OPENS ON:** [●]

**ISSUE CLOSES ON:** [●]

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## SECTION I – GENERAL

### DEFINITIONS AND ABBREVIATIONS

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

*The words and expressions used in this Draft Prospectus but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, 2013, the SEBI (ICDR) Regulations, 2018, the Securities Contracts Regulation Act, 1992 (“ SCRA”), the Depositories Act or the rules and regulations made there under.*

*Notwithstanding the foregoing, terms used in of the sections “Statement of Tax Benefits”, “Financial Information of the Company” and “Main Provisions of the Articles of Association” on page 78, 135 and 244 respectively, shall have the meaning ascribed to such terms in such sections.*

#### General Terms

Terms	Description
“LLL”, “the Company”, “our Company”, “Issuer” and “Lloyds Luxuries Limited”	Lloyds Luxuries Limited, a Company incorporated in India under the Companies Act, 1956, having its Registered office at Trade World, 'C' Wing, 16th Floor, Kamala City, Senapati Bapat Marg, Lower Parel (W), Mumbai 400013, Maharashtra, India.
“we”, “us” and “our”	Unless the context otherwise indicates or implies refers to our Company.
“you”, “your” or “yours”	Prospective investors in this Issue.

#### Company related and Conventional terms

Term	Description
AOA / Articles / Articles of Association	Articles of Association of our Company, 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 Regulation 18 of the SEBI (LODR) Regulations and Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 as described in the chapter titled “ <i>Our Management</i> ” beginning on page 115 of this Draft Prospectus.
Auditors/ Statutory Auditors	The Statutory Auditors of our Company being M/s. Tadarwal & Tadarwal LLP (F.R.N: 111009W).
Bankers to our Company	ICICI Bank Limited
Board of Directors / the Board / our Board	The Board of Directors of our Company, including all duly constituted Committees thereof. For further details of our Directors, please refer to section titled “ <i>Our Management</i> ” beginning on page 115 of this Draft Prospectus.
Chief Financial Officer/ CFO	The Chief Financial Officer of our Company being Mr. Sushant Janardan Mishra
CIN	Corporate Identification Number being U74999MH2013PLC249449
Companies Act / Act	The Companies Act, 2013 and amendments thereto and erstwhile Companies Act 1956 as applicable
Company Secretary and Compliance Officer	The Company Secretary & Compliance Officer of our Company being Ms. Shubhada Mahendra Shirke (M. No.: A66511)
Corporate Office	The Corporate Office of our Company situated at B2, Unit No. 3, 2nd Floor, Madhu Estate, Pandurang Budhkar Marg, Lower Parel, Mumbai-400013, Maharashtra, India.
Depositories	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time, being, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
Depositories Act	The Depositories Act, 1996, as amended from time to time.
DIN	Directors Identification Number.

Director(s) / our Directors	The Director(s) of our Company, unless otherwise specified. For details of our Directors, see <b>“Our Management”</b> on page 115 of this Draft Prospectus
DP/ Depository Participant	A depository participant as defined under the Depositories Act, 1996.
DP ID	Depository’s Participant’s Identity Number
Equity Shareholders/ Shareholders	Persons/ Entities holding Equity Shares of our Company.
Equity Shares	Equity Shares of the Company of face value of Rs. 10/- each unless otherwise specified in the context thereof.
Executive Directors	Executive Directors are the Managing Director & Whole-time Directors of our Company.
Fugitive economic offender	Shall mean an individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018)
GIR Number	General Index Registry Number.
HNI	High Net worth Individual
HUF	Hindu Undivided Family
IBC	The Insolvency and Bankruptcy Code, 2016
Independent Director	An Independent Director as defined under Section 2(47) of the Companies Act, 2013 and as defined under the SEBI (LODR) Regulations. For details of our Independent Directors, see <b>“Our Management”</b> on page 115 of this Draft Prospectus.
Ind AS or Indian Accounting Standards	Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
ISIN	International Securities Identification Number. In this case being INE0DTQ01028.
IT Act	The Income Tax Act, 1961 as amended till date.
JV/ Joint Venture	A commercial enterprise undertaken jointly by two or more parties which otherwise retain their distinct identities.
Key Management Personnel/ KMP	Key Management Personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI Regulations, Section 2(51) of the Companies Act, 2013. For details, see section titled <b>“Our Management”</b> on page 115 of this Draft Prospectus.
LLP	Limited Liability Partnership
MOA / Memorandum / Memorandum of Association	Memorandum of Association of Lloyds Luxuries Limited as amended from time to time.
MD or Managing Director	The Managing Director of our Company, Mr. Prannay Dokkania
Materiality Policy	The policy adopted by our Board on June 17, 2022 for identification of Group Companies, material outstanding litigation and material outstanding dues to creditors, pursuant to the disclosure requirements under the SEBI (ICDR) Regulations, 2018 as amended from time to time.
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board constituted in accordance with Section 178 of the Companies Act, 2013 as described in the chapter titled <b>“Our Management”</b> beginning on page 115 of this Draft Prospectus.
Non-Executive Director	A Director not being an Executive Director. For details of our Independent Directors, see <b>“Our Management”</b> on page 115 of this Draft Prospectus
NRIs / Non-Resident Indians	A person resident outside India, as defined under Foreign Exchange Management Act , 1999 and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Non-debt instruments) Rules, 2019
Peer Review Auditor	The Independent Peer Reviewed Auditor of our Company M/s. R K Jagetiya & Co., Chartered Accountant (FRN.: 146264W)
Promoter(s)	Shall mean promoters of our Company i.e. Mr. Shree Krishna Mukesh Gupta and Plutus Trade & Commodities LLP. For further details, please refer to section titled <b>“Our Promoters &amp; Promoter Group”</b> beginning on page 129 of this Draft Prospectus.
Promoter Group	Includes such Persons and companies constituting our promoter group covered under Regulation 2(1)(pp) of the SEBI (ICDR) Regulations, 2018 as enlisted in the section <b>“Our Promoters and Promoter Group”</b> beginning on page 129 of this Draft Prospectus.
Person or Persons	Any Individual, Sole Proprietorship, Unincorporated Association, Unincorporated Organization, Body Corporate, Corporation, Company, Partnership, Limited Liability Company, Joint Venture, or Trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.

RBI Act	The Reserve Bank of India Act, 1934 as amended from time to time.
Registered Office of our Company	The Registered Office of our Company situated at Trade World, 'C' Wing, 16th Floor, Kamala City, Senapati Bapat Marg, Lower Parel (W), Mumbai 400013, Maharashtra, India.
Reserve Bank of India / RBI	Reserve Bank of India constituted under the RBI Act.
Restated Financial Information	The Restated Financial statements of our Company, comprising of the Restated Statement of Assets and Liabilities as at March 31 2022, 2021 and 2020 and the Restated Statements of Profit and Loss and Cash Flows for the Fiscals ended March 31 2022, 2021 and 2020 of our Company prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Revised Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, together with the schedules, notes and annexure thereto.
RoC/ Registrar of Companies	Registrar of Companies, Mumbai, 100, Everest, Marine Drive Mumbai- 400002 Maharashtra, India
SEBI (ICDR) Regulations /ICDR Regulation/ Regulation	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 issued by SEBI on September 11, 2018, as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI (Venture Capital) Regulations	Securities Exchange Board of India (Venture Capital) Regulations, 1996 as amended from time to time.
SEBI Act/ SEBI	Securities and Exchange Board of India Act, 1992, as amended from time to time.
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Listing Regulations, 2015/SEBI Listing Regulations/Listing Regulations/SEBI (LODR)	The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Takeover Regulations or SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.
Stakeholders' Relationship Committee	Stakeholders' relationship committee of our Company constituted in accordance with Section 178 of the Companies Act, 2013 and regulation 20 of SEBI (Listing obligations and disclosure requirements) regulations 2015 as described in the chapter titled " <i>Our Management</i> " beginning on page 115 of this Draft Prospectus
Stock Exchange	Unless the context requires otherwise, refers to, National Stock Exchange of India Limited
Shareholders	Shareholders of our Company from time to time.
Sub- Account	Sub- accounts registered with SEBI under the Securities and Exchange Board of India (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals.
Subscriber to MOA	Initial Subscribers to MOA & AOA being Mr. Suresh Kumar Shriramlal Garg, Mr. Lalit Surajbhan Sharma, Aaren Educare Private Limited, Vidarbha Power Limited, Babhari Properties Private Limited, Matrichaya Investments & Traders Private Limited and Balavati Properties Private Limited.

### Issue Related Terms

Terms	Description
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an applicant as proof of registration of the Application.
Allocation/ Allocation of Equity Shares	The Allocation of Equity Shares of our Company pursuant to Fresh Issue of Equity Shares to the successful Applicants.
Allotment/Allot/Allotted	Unless the context otherwise requires, means the allotment of Equity Shares, pursuant to the Issue to the successful applicants.
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchanges
Allottee (s)	A successful applicant to whom the Equity Shares are allotted.
Applicant/ Investor	Any prospective investor who makes an application pursuant to the terms of the Draft Prospectus and the Application form.



Application Amount	The amount at which the Applicant makes an application for the Equity Shares of our Company in terms of Draft Prospectus.
Application Form	The form, whether physical or electronic, used by an Applicant to make an application, which will be considered as the application for Allotment for purposes of this Draft Prospectus.
Application Supported by Block Amount (ASBA)	An application, whether physical or electronic, used by all applicants to make an application authorizing a SCSB to block the application amount in the ASBA Account maintained with the SCSB. Pursuant to SEBI Circular dated November 10, 2015 and bearing Reference No. CIR/CFD/POLICYCELL/11/2015 which shall be applicable for all public issues opening on or after January 01, 2016, all the investors shall apply through ASBA process only.
ASBA Account	Account maintained by the ASBA Investor with an SCSB which will be blocked by such SCSB to the extent of the Application Amount of the ASBA Investor.
Bankers to the Issue/ Public Issue Bank/ Sponsor Bank	Banks which are clearing members and registered with SEBI as Bankers to an Issue and with whom the Public Issue Account will be opened, in this case being [●]
Banker to the Issue Agreement	Agreement dated [●] entered into amongst the Company, Lead Manager, the Registrar, Sponsor Bank/Banker to the Issue.
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful applicants under the issue and which is described in the chapter titled “ <i>Issue Procedure</i> ” beginning on page 221 of this Draft Prospectus.
Broker Centers	Broker Centres notified by the Stock Exchanges, where the investors can submit the Application Forms to a Registered Broker. The details of such Broker Centers, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchange.
Business Day	Monday to Friday (except public holidays).
CAN or Confirmation of Allocation Note	The Note or advice or intimation sent to each successful Applicant indicating the Equity which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange.
Client ID	Client identification number of the Applicant’s beneficiary account.
Collection Centres	Centres at which the Designated Intermediaries shall accept the ASBA Forms.
Collecting Depository Participants or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the LM, the Registrar to the Issue and the Stock Exchange.
Demographic Details	The demographic details of the applicants such as their Address, PAN, name of the applicants father/husband, investor status, Occupation and Bank Account details.
Designated Date	The date on which the instructions are given to the SCSBs to unblock the ASBA Accounts including the accounts linked with UPI ID and transfer the amounts blocked by SCSBs as the case may be, to the Public Issue Account in terms of the Draft Prospectus and the aforesaid transfer and instructions shall be issued only after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange.
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Application Form from the Applicant 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> . Recognized-Intermediaries or at such other website as may be prescribed by SEBI from time to time
Designated CDP Locations	Such locations of the CDPs where Applicant can submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the website of the Stock Exchange i.e. <a href="http://www.nseindia.com">www.nseindia.com</a>
Designated RTA Locations	Such locations of the RTAs where Applicant 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 websites of the Stock Exchange i.e. <a href="http://www.nseindia.com">www.nseindia.com</a>
Designated Intermediaries/Collecting Agent	An SCSB’s with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Stock Broker registered with recognized Stock Exchange, a Depository Participant, 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	[●]
Designated Stock Exchange	National Stock Exchange of India Limited (NSE Emerge i.e. SME platform of NSE)
DP ID	Depository Participant's Identity Number
Draft Prospectus	Draft Prospectus dated August 24, 2022 issued in accordance with Section 26 of the Companies Act, 2013
Eligible NRI	A Non-Resident Indian in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom this Draft Prospectus will constitute an invitation to subscribe for the Equity Shares.
Electronic Transfer of Funds	Refunds through NACH, NEFT, Direct Credit or RTGS as applicable.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to purchase the Equity shares issued thereby and who have opened Demat accounts with SEBI registered qualified depository participants.
FII/ Foreign Institutional Investors	Foreign Institutional Investor as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
First/ Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form.
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
FPI / Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered pursuant to the of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended
General Corporate Purposes	Include such identified purposes for which no specific amount is allocated or any amount so specified towards general corporate purpose or any such purpose by whatever name called, in the offer document. Provided that any issue related expenses shall not be considered as a part of general corporate purpose merely because no specific amount has been allocated for such expenses in the offer document.
General Information Document (GID)	The General Information Document for investing in public issues prepared and issued in accordance with the circulars (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 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 notified by the SEBI.
Issue Agreement	The Issue Agreement dated June 17, 2022 between our Company and Lead Manager.
Issue/Public Issue/Issue size/Initial Public Issue/Initial Public Offering/ IPO	The Initial Public Issue of upto 60,00,000 Equity shares of Rs. 10/- each at issue price of Rs. [●]/- per Equity share, including a premium of Rs. [●]/- per equity share aggregating to Rs. [●] lakhs
Issue Closing Date	The date after which the Lead Manager, Designated Branches of SCSBs and Registered Brokers will not accept any Application for this Issue, which shall be notified in a English national newspaper, Hindi national newspaper and a regional newspaper each with wide circulation as required under the SEBI (ICDR) Regulations, 2018. In this case being [●]
Issue Opening Date	The date on which the Lead Manager, Designated Branches of SCSBs and Registered Brokers shall start accepting Application for this Issue, which shall be the date notified in an English national newspaper, Hindi national newspaper and a regional newspaper each with wide circulation as required under the SEBI (ICDR) Regulations, 2018. In this case being [●]
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants can submit their Applications.
Issue Price	The Price at which the Equity Shares are being issued by our Company under this Draft Prospectus being Rs. [●] per Equity share.
Issue Proceeds	Proceeds to be raised by our Company through this Issue, for further details please refer chapter titled " <b>Objects of the Issue</b> " beginning on page 70 of this Draft Prospectus.
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the Stock Exchange.
LM/Lead Manager	Lead Manager to the Issue, in this case being Hem Securities Limited (HSL).
Lot Size	[●]



Mandate Request	Mandate Request means a request initiated on the RII by sponsor bank to authorize blocking of funds equivalent to the application amount and subsequent debit to funds in case of allotment.
Market Maker	Member Brokers of NSE who are specifically registered as Market Makers with the NSE (SME platform.). In our case, [●] is the sole Market Maker
Market Making Agreement	The Market Making Agreement dated [●] between our Company, Lead Manager and Market Maker.
Market Maker Reservation Portion	The reserved portion of [●] Equity Shares of Rs.10 each at an Issue price of Rs. [●] each is aggregating to Rs. [●] Lakhs to be subscribed by Market Maker in this issue.
Mutual Funds	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of [●] equity Shares of Rs. 10/- each at a price of Rs. [●] per Equity Share (the “Issue Price”), including a share premium of Rs. [●] per equity share aggregating to Rs. [●] Lacs.
Net Proceeds	The Issue Proceeds received from the fresh Issue excluding Issue related expenses. For further information on the use of Issue Proceeds and Issue expenses, please refer to the section titled “ <i>Objects of the Issue</i> ” beginning on page 70 of this Draft Prospectus.
Non-Institutional Investors / NIIs	Investors other than Retail Individual Investors, NRIs and QIBs who apply for the Equity Shares of a value of more than Rs. 2,00,000/-
Other Investor	Investors other than Retail Individual Investors. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
Overseas Corporate Body/ OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB’s) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue.
Prospectus	The Prospectus, to be filed with the Registrar of Companies in accordance with the provisions of Section 26 of the Companies Act, 2013, containing, <i>inter alia</i> , the Issue Price will be determined before filing the Prospectus with Registrar of Companies.
Public Issue Account	Account to be opened with the Bankers to the Issue to receive monies from the SCSBs from the bank account of the Applicant, on the Designated Date.
Qualified Institutional Buyers/ QIBs	A Mutual Fund, Venture Capital Fund and Foreign Venture Capital Investor registered with the SEBI, a foreign institutional investor and sub-account (other than a sub-account which is a foreign corporate or foreign individual), registered with SEBI; a public financial institution as defined in Section 2(72) of the Companies Act, 2013; a scheduled commercial bank; a multilateral and bilateral development financial institution; a state industrial development corporation; an insurance company registered with the Insurance Regulatory and Development Authority; a provident fund with minimum corpus of Rs. 25.00 Crore; a pension fund with minimum corpus of Rs. 25.00 Crore; National Investment Fund set up by resolution No. F. No. 2/3/2005 – DDII dated November 23, 2005 of the Government of India published in the Gazette of India, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India and systemically important non-banking financial companies.
Registrar/ Registrar to the Issue/ RTA/ RTI	Registrar to the Issue, in this case being Bigshare Services Private Limited.
Registrar Agreement	The agreement dated June 28, 2022 entered into 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.
Registered Broker	Individuals or companies registered with SEBI as “Trading Members”(except Syndicate/Sub-Syndicate Members) who hold valid membership either NSE having right to trade in stocks listed on Stock Exchanges, through which investors can buy or sell securities listed on stock exchanges, a list of which is available on the website of the Stock Exchange.
Refund Account(s)	Accounts to which the monies to be refunded to the Applicants is transferred from the Public Issue Account in case listing of the Equity Shares does not occur.
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion.

Regulation S	Regulation S under the Securities Act
Reservation Portion	The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI (ICDR) Regulations, 2018.
Retail Individual Investors / RIIs	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than ₹ 2,00,000.
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares or the Application Amount in any of their Applications or any previous Revision Form(s).
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 DATED November 10, 2015 issued by SEBI.
SEBI SAST / SEBI (SAST) Regulations	SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended
Self-Certified Syndicate Bank(s) / SCSB(s)	Shall mean a Banker to an Issue registered under Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, as amended from time to time, and which offer the service of making Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on <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.
SEBI (Foreign Portfolio Investor) Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014.
SME Exchange	SME Platform of the National Stock Exchange of India Limited i.e. "NSE Emerge"
SEBI(PFUTP)Regulations/PFUTP Regulations	SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003
Specified Securities	Equity shares offered through this Draft Prospectus.
Sponsor Bank	Sponsor Bank means a Banker to the Issue registered with SEBI, which is appointed by the Issuer to act as a conduit between the Stock Exchanges and NPCI (National Payments Corporation of India) in order to push the mandate, collect requests and / or payment instructions of the Retail Investors into the UPI.
Securities laws	Means the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the rules and regulations made thereunder and the general or special orders, guidelines or circulars made or issued by the Board thereunder and the provisions of the Companies Act, 2013 or any previous company law and any subordinate legislation framed thereunder, which are administered by the Board.
Transaction Registration Slip/ TRS	The slip or document issued by the member of the Syndicate or SCSB (only on demand) as the case may be, to the Applicant as proof of registration of the Application.
Underwriter	Underwriter in this case being [●].
Underwriting Agreement	The Agreement dated [●] entered between the Underwriter, LM and our Company.
UPI	UPI is an instant payment system developed by the NCPI, it enables merging several banking features, seamless fund routing & merchant payment into one hood. UPI allow instant transfer of money between any two bank accounts using a payment address which uniquely identifies a person's bank account
"UPI Circulars"	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020 and any subsequent circulars or notifications issued by SEBI or any other governmental authority in this regard from time to time
UPI ID	ID created on Unified Payment Interface (UPI) for single window mobile payment system developed by the National Payment 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 notification on the UPI application and by way of a SMS directing the RII to such UPI application) to the RII by sponsor bank to authorize

	blocking of funds equivalent to the application amount and subsequent debit to funds in case of allotment.
UPI PIN	Password to authenticate UPI transaction
“UPI Mechanism”	The mechanism that was used by an RIB to make a Bid in the Offer in accordance with the UPI Circulars on Streamlining of Public Issues
U.S. Securities Act	U.S. Securities Act of 1933, as amended
Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
Wilful Defaulter(s) or a fraudulent borrower	Wilful defaulter as defined under Regulation 2(1)(III) of the SEBI (ICDR) Regulations.
Working Day	In accordance with Regulation 2(1)(mmm) of SEBI (ICDR) Regulations, 2018, working days means, all days on which commercial banks in Mumbai are open for business. However, in respect of– (a) announcement of Price Band; and (b) Issue period, working days shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; (c) the time period between the Issue Closing Date and the listing of the Equity Shares on the Stock Exchange, working day shall mean all trading days of the Stock Exchange, excluding Sundays and bank holidays, as per circulars issued by SEBI.

### **Technical and Industry Related Terms**

<b>Term</b>	<b>Description</b>
B & WSSC	Beauty & Wellness Sector Skill Council
BABTAC	British Association of Beauty Therapist and Cosmetologists
FMV	Fair Market Value
IT	Information Technology
IPR	Intellectual Property Rights
MRP	Maximum Retail Price
Metropolitan City	An Indian city with a population of more than three million
Omni-Channel Product Sales	Product Sales made from the Stores towards purchase orders placed online
P & M	Plant and Machinery
QA	Quality Assurance
QC	Quality Control
RM	Raw Material
R & D	Research and development
Sq. Ft.	Square Feet
Store/Salon/barbershop	Means a store/salon/barbershop designated for operating under the brand name of <i>Truefit and Hill</i> and <i>Mary Cohr</i> .
SOP	Standard Operating Procedure
Tier I City	An Indian city with a population of one to three million
Tier II City	An Indian city with a population of 0.5 to one million
Tier III City	An Indian city with a population of less than 0.5 million
Total Product Sales	Aggregate of Total Store Product Sales and Online Product Sales

### **Conventional terms and Abbreviations**

<b>Abbreviation</b>	<b>Full Form</b>
Rs. / Rupees/ INR	Indian Rupees
AS / Accounting Standard	Accounting Standards as issued by the Institute of Chartered Accountants of India
A/c	Account

ACS	Associate Company Secretary
AGM	Annual General Meeting
ASBA	Applications Supported by Blocked Amount
AMT	Amount
AIF	Alternative Investment Funds registered under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended.
AY	Assessment Year
AOA	Articles of Association
Approx	Approximately
B. A	Bachelor of Arts
B. Com	Bachelor of Commerce
B. E	Bachelor of Engineering
B. Sc	Bachelor of Science
B. Tech	Bachelor of Technology
Bn	Billion
BG/LC	Bank Guarantee / Letter of Credit
BIFR	Board for Industrial and Financial Reconstruction
NSE	National Stock Exchange of India Limited
CDSL	Central Depository Services (India) Limited
CAGR	Compounded Annual Growth Rate
CAN	Confirmation of Allocation Note
Companies Act, 2013	Companies Act, 2013 to the extent in force pursuant to the notification of sections of the Companies Act, 2013 along with the relevant rules made thereunder as amended.
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions that have ceased upon notification of the Companies Act, 2013) along with the relevant rules made thereunder
CA	Chartered Accountant
CAIIB	Certified Associate of Indian Institute of Bankers
CB	Controlling Branch
CC	Cash Credit
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
CS	Company Secretary
CS & CO	Company Secretary & Compliance Officer
CFO	Chief Financial Officer
CSR	Corporate Social Responsibility
C.P.C.	Code of Civil Procedure, 1908
CrPC	Code of Criminal Procedure, 1973
CENVAT	Central Value Added Tax
CST	Central Sales Tax
CWA/ICWA	Cost and Works Accountant
CMD	Chairman and Managing Director
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce, Government of India
DP	Depository Participant
DP ID	Depository Participant's Identification Number
EBITDA	Earnings Before Interest, Taxes, Depreciation & Amortization
ECS	Electronic Clearing System
ESIC	Employee's State Insurance Corporation
EPFA	Employee's Provident Funds and Miscellaneous Provisions Act, 1952
EMI	Equated Monthly Installment
EPS	Earnings Per Share
EGM /EOGM	Extraordinary General Meeting

ESOP	Employee Stock Option Plan
EXIM/ EXIM Policy	Export – Import Policy
FCNR Account	Foreign Currency Non Resident Account
FIPB	Foreign Investment Promotion Board
FY / Fiscal/Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
FEMA	Foreign Exchange Management Act, 1999 as amended from time to time, and the regulations framed there under.
FCNR Account	Foreign Currency Non Resident Account
FBT	Fringe Benefit Tax
FDI	Foreign Direct Investment
FIs	Financial Institutions
FIIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
FPIs	“Foreign Portfolio Investor” means a person who satisfies the eligibility criteria prescribed under regulation 4 and has been registered under Chapter II of Securities And Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, which shall be deemed to be an intermediary in terms of the provisions of the SEBI Act, 1992
FTA	Foreign Trade Agreement
FVCI	Foreign Venture Capital Investors registered with SEBI under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
FEMA	Foreign Exchange Management Act, 1999, including the rules and regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Finance Act	Finance Act, 1994
Fraudulent Borrower	A fraudulent borrower as defined in Regulation 2(1)(III) of the SEBI ICDR Regulations.
FV	Face Value
GoI/Government	Government of India
GDP	Gross Domestic Product
GST	Goods and Services Tax
GVA	Gross Value Added
HUF	Hindu Undivided Family
HNI	High Net Worth Individual
HSL	Hem Securities Limited
IBC	The Insolvency and Bankruptcy Code, 2016
ICAI	The Institute of Chartered Accountants of India
ISIN	International Securities Identification Number
IST	Indian Standard Time
ICWAI	The Institute of Cost Accountants of India
IMF	International Monetary Fund
IIP	Index of Industrial Production
IPO	Initial Public Offer
ICSI	The Institute of Company Secretaries of India
IT	Information Technology
IT Act	Information Technology Act, 2000
IFRS	International Financial Reporting Standards
INR / ₹/ Rupees/ Rs.	Indian Rupees, the legal currency of the Republic of India
I.T. Act	Income Tax Act, 1961, as amended from time to time
IT Authorities	Income Tax Authorities
IT Rules	Income Tax Rules, 1962, as amended, except as stated otherwise
Indian GAAP	Generally Accepted Accounting Principles in India
Ind AS	Indian Accounting Standards as referred to in and notified by the Ind AS Rules
Ind AS Rules	The Companies (Indian Accounting Standard) Rules, 2015
IRDA	Insurance Regulatory and Development Authority
KMP	Key Managerial Personnel



LM	Lead Manager
LLB	Bachelor of Law
Ltd.	Limited
LLP	Limited Liability Partnership
MAT	Minimum Alternate Tax
MoF	Ministry of Finance, Government of India
MoU	Memorandum of Understanding
M. A	Master of Arts
MCA	Ministry of Corporate Affairs, Government of India
M. B. A	Master of Business Administration
MAT	Minimum Alternate Tax
M. Com	Master of Commerce
Mn	Million
M. E	Master of Engineering
M. Tech	Masters of Technology
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MSME	Micro, Small and Medium Enterprises
MAPIN	Market Participants and Investors Database
NA	Not Applicable
NCLT	National Company Law Tribunal
Net worth	The aggregate of paid up Share Capital and Share Premium account and Reserves and Surplus (Excluding revaluation reserves) as reduced by aggregate of Miscellaneous Expenditure (to the extent not written off) and debit balance of Profit & Loss Account
NACH	National Automated Clearing House
NEFT	National Electronic Funds Transfer
NECS	National Electronic Clearing System
NAV	Net Asset Value
NCT	National Capital Territory
NPV	Net Present Value
NRIs	Non-Resident Indians
NRE Account	Non-Resident External Account
NRO Account	Non-Resident Ordinary Account
NSE	National Stock Exchange of India Limited
NOC	No Objection Certificate
NSDL	National Securities Depository Limited
OCB or Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts in which not less than 60% of the beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to the general permission granted to OCBs under the FEMA. OCBs are not allowed to invest in the Issue.
P.A.	Per Annum
PF	Provident Fund
PG	Post Graduate
PGDBA	Post Graduate Diploma in Business Administration
PLR	Prime Lending Rate
PAC	Persons Acting in Concert
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
P.O.	Purchase Order
PBT	Profit Before Tax

PLI	Postal Life Insurance
POA	Power of Attorney
PSU	Public Sector Undertaking(s)
Pvt.	Private
Q.C.	Quality Control
RoC	Registrar of Companies
RBI	The Reserve Bank of India
Registration Act	Registration Act, 1908
ROE	Return on Equity
RaD Report	Reports and Data Report
R&D	Research & Development
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SME	Small and Medium Enterprises
SCSB	Self-Certified syndicate Banks
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended
SEBI AIF Regulations	Securities and Exchange Board of India (Alternate Investments Funds) Regulations, 2012, as amended.
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time.
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended from time to time.
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time.
SEBI Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended
SEBI (PFUTP) Regulations / PFUTP Regulations	Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003
SEBI Regulations/ SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
SEBI Takeover Regulations / Takeover Regulations / Takeover Code	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 as amended from time to time.
SEBI	Securities and Exchange Board of India
STT	Securities Transaction Tax
Sub-Account	Sub-accounts registered with SEBI under the SEBI (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals.
Sec.	Section
SENSEX	Bombay Stock Exchange Sensitive Index
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
SSI	Small Scale Industry
SPV	Special Purpose Vehicle
TAN	Tax Deduction Account Number
TRS	Transaction Registration Slip
Trade Marks Act	Trade Marks Act, 1999
TIN	Taxpayers Identification Number
UIN	Unique identification number
U.N.	United Nations
US/United States	United States of America

U.S. Securities Act	The United States Securities Act, 1933
USD/ US\$/ \$	United States Dollar, the official currency of the United States of America
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
VAT	Value Added Tax
VCF	Venture Capital Funds
VCFs	Venture capital funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as the case may Be.
Wilful Defaulter(s)	Company or person categorised as a wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India and includes any company whose director or promoter is categorised as such and as defined under Regulation 2(1)(III) of the SEBI (ICDR) Regulations, 2018.
WDV	Written Down Value
WTD	Whole Time Director
w.e.f.	With effect from
-, (₹)	Represent Outflow

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

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

### **Certain Conventions**

In this Draft Prospectus, the terms “we”, “us”, “our”, the “Company”, “our Company”, unless the context otherwise indicates or implies, refers to Lloyds Luxuries Limited. All references in the 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.

In this Draft Prospectus, unless the context otherwise requires, all references to one gender also refers to another gender and the word “Lac / Lakh” means “one hundred thousand”, the word “million (mn)” means “Ten Lac / Lakh”, the word “Crore” means “ten million” and the word “billion (bn)” means “one hundred crore”. In this Draft Prospectus, any discrepancies in any table between total and the sum of the amounts listed are due to rounding-off.

### **Use of Financial Data**

Unless stated otherwise, throughout this Draft Prospectus, all figures have been expressed in Rupees and Lakh. Unless stated otherwise, the financial data in the Draft Prospectus is derived from our restated financial information prepared for the year ended 31<sup>st</sup> March 2022, 2021 and 2020 in accordance with Indian Accounting Standards (Ind AS), the Companies Act and SEBI (ICDR) Regulations, 2018 included under Section titled “*Financial Information of the Company*” beginning on page 135 of this Draft Prospectus.

The degree to which the financial information included in this Draft Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting policies and practices, Ind AS, the Companies Act and SEBI ICDR Regulations. Any reliance by persons not familiar with the aforementioned policies and laws on the financial disclosures presented in this Draft Prospectus should be limited. There are significant differences between Ind AS, Indian GAAP, U.S. GAAP and IFRS. Our Company does not provide a reconciliation of its financial statements with Indian GAAP, IFRS or U.S. GAAP requirements. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our financial data.

Any percentage amounts, as set forth in “*Risk Factors*”, “*Our Business*”, “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” and elsewhere in the Draft Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s restated financial statements prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, 2018, as stated in the report of our Peer Review Auditor, set out in section titled “*Financial Information of the Company*” beginning on page 135 of this Draft Prospectus. There are no subsidiaries of our Company as on date of the Draft Prospectus. Our fiscal year commences on April 1 of every year and ends on March 31 of every next year.

For additional definitions used in this Draft Prospectus, see the section “*Definitions and Abbreviations*” on page 1 of this Draft Prospectus. In the section titled “*Main Provisions of the Articles of Association*”, on page 244 of the Draft Prospectus defined terms have the meaning given to such terms in the Articles of Association of our Company.

### **Use of Industry & Market Data**

Unless stated otherwise, industry and market data and forecast used throughout the Draft Prospectus was obtained from internal Company reports, data, websites, Industry publications report as well as Government Publications. Industry publication data and website data generally state that the information contained therein has been obtained from sources believed to be reliable, but that their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

Although, we believe industry and market data used in the Draft Prospectus is reliable, it has not been independently verified by us or the LM or any of their affiliates or advisors. Similarly, internal Company reports and data, while believed by us to be reliable, have not been verified by any independent source. 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 market and industry sources.

In accordance with the SEBI (ICDR) Regulations, 2018 the section titled “*Basis for Issue Price*” on page 87 of the Draft Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the LM, have independently verified such information.

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## Currency of Financial Presentation

All references to “Rupees” or “INR” or “Rs.” or “₹” are to Indian Rupees, the official currency of the Republic of India. Except where specified, including in the section titled “*Industry Overview*” throughout the Draft Prospectus all figures have been expressed in Lakhs.

Any percentage amounts, as set forth in “*Risk Factors*”, “*Our Business*”, “*Management's Discussion and Analysis of Financial Conditions and Results of Operations*” on page 23, 89 and 181 respectively of this Draft Prospectus, unless otherwise indicated, have been calculated based on our restated financial statements prepared in accordance with Ind AS.

The Draft Prospectus contains conversion of certain US Dollar and other currency amounts into Indian Rupees that have been presented solely to comply with the requirements of the SEBI (ICDR) Regulations, 2018. These conversions should not be construed as a representation that those US Dollar or other currency amounts could have been, or can be converted into Indian Rupees, at any particular rate.



## FORWARD LOOKING STATEMENTS

This Draft Prospectus includes certain “forward-looking statements”. We have included statements in the Draft Prospectus which contain words or phrases such as “will”, “aim”, “is likely to 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, that are “forward-looking statements”. Also, statements which describe our strategies, objectives, plans or goals are also forward looking statements.

All forward looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

1. General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
2. The cumulative cost of the total number of stores opened by our Company across regions may not be indicative of the market capitalization of our Company after the Issue.
3. Inability to promptly identify and respond to changing customer preferences or evolving trends
4. Failure to successfully upgrade our product portfolio, from time to time;
5. Any change in government policies resulting in increases in taxes payable by us;
6. Our ability to retain our key managements persons and other employees;
7. Changes in laws and regulations that apply to the industries in which we operate.
8. Possibility that new store openings and existing locations may be impacted by developer or co-tenant issues
9. Our ability to grow our business;
10. We are dependent on third-parties for the manufacturing of all the products we sell
11. general economic, political and other risks that are out of our control;
12. Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
13. Company’s ability to successfully implement its growth strategy and expansion plans ;
14. failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
15. inability to successfully obtain registrations in a timely manner or at all;
16. occurrence of Environmental Problems & Uninsured Losses;
17. conflicts of interest with affiliated companies, the promoter group and other related parties;
18. any adverse outcome in the legal proceedings in which we are involved; and
19. Concentration of ownership among our Promoters.
20. We depend on our brand recognition and reputation and our failure to maintain or enhance our brand image could have a material adverse effect on our business, financial condition, and results of operations.

For further discussion of factors that could cause our actual results to differ, see the Section titled “**Risk Factors**”, “**Our Business**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” beginning on page 23, 89 and 181 respectively of the Draft Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

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

Neither our Company or our Directors or our Officers or Lead Manager or Underwriter nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company and the LM will ensure that investors in India are informed of material developments until such time as the grant of listing and trading permission by the Stock Exchange for the Equity Shares allotted pursuant to this Issue.

## SECTION II – SUMMARY OF DRAFT PROSPECTUS

### A. OVERVIEW OF BUSINESS

Incorporated in 2013, we are amongst the organized player of salon services and beauty products in India, focused on grooming men to perfection. We own exclusive franchisee of Truefitt & Hill, which is an international brand offering a wide range of beauty products and salon services for men through the luxury barbershops operating across many countries. The brand is exclusively owned by Truefitt & Hill (Gentlemen’s Grooming) Limited, a company registered under the law of England and Wales and having its office in London, United Kingdom. We began our relationship with Truefitt & Hill in 2013, when we commenced operations of our luxury barber shop in Mumbai.

### B. OVERVIEW OF THE INDUSTRY

The cosmetics and personal care industry is one of the fastest growing consumer products sectors in India with a strong potential for foreign companies. The personal care and cosmetics sector in India has shown continued strong growth, with increasing shelf space in retail stores and boutiques in India, stocking cosmetics from around the world. The Indian cosmetics and beauty products segment has been witnessing steady growth of late. It is primarily categorized into five major categories - body care, face care, hair care, hand care and color cosmetics. Indian beauty and personal care (BPC) industry is estimated to be worth USD 8 billion. India’s per capita spend on beauty and personal care is it is growing in line with India’s GDP growth.

### C. PROMOTERS

Mr. Shree Krishna Mukesh Gupta and Plutus Trade & Commodities LLP are the Promoters of our Company.

### D. DETAILS OF THE ISSUE

This is an Initial Public Fresh Issue of upto 60,00,000 Equity Shares of face value of Rs. 10 each of our Company for cash at a price of Rs. [●] per Equity Share (including a share premium of Rs. [●] per Equity Share) aggregating to Rs. [●] lakhs (“**The Issue**”), out of which [●] Equity Shares of face value of Rs. 10 each for cash at a price of Rs. [●] per Equity Share aggregating up to Rs. [●] lakhs will be reserved for subscription by the market maker to the issue (the "**Market Maker Reservation Portion**"). The Issue less Market Maker Reservation Portion i.e. Issue of [●] Equity Shares of face value of Rs. 10 each, at an issue price of Rs. [●] per Equity Share for cash, aggregating to Rs. [●] lakhs is hereinafter referred to as the "**Net Issue**". The Public Issue and Net Issue will constitute 26.67% and [●] % respectively of the post- issue paid-up Equity Share capital of our Company.

### E. OBJECTS OF THE ISSUE

Our Company intends to utilize the Proceeds of the Issue to meet the following objects:-

Sr. No	Particulars	Amt (Rs. in Lacs)
1.	Financing the expenditure for Opening new stores	543.65
2.	Repayment of short term borrowings	902.00
3.	To meet Working Capital requirements	[●]
4.	General Corporate Purpose	[●]
5.	Issue Expense	[●]
	<b>Total</b>	[●]

### F. PRE-ISSUE SHAREHOLDING OF PROMOTER AND PROMOTER GROUP

Our Promoters and Promoter Group collectively holds 164,99,997 Equity shares of our Company aggregating to 100.00% of the pre-issue paid-up Share Capital of our Company. Following are the details of the shareholding of the Promoters and Promoter Group, as on date of this Draft Prospectus:-

Sr. No	Names	Pre IPO		Post IPO	
		Shares Held	% Shares Held	Shares Held	% Shares Held
	<b>Promoters</b>				

1.	Mr. Shree Krishna Mukesh Gupta	1	0.00	1	0.00
2.	M/s Plutus Trade & Commodities LLP	1,64,99,994	100.00	1,64,99,994	73.33
	<b>Sub Total (A)</b>	<b>1,64,99,995</b>	<b>100.00</b>	<b>1,64,99,995</b>	<b>73.33</b>
	<b>Promoters Group</b>				
3.	Mr. Madhur Rajesh Gupta	1	0.00	1	0.00
4.	Mr. Ravi Babulal Agarwal	1	0.00	1	0.00
	<b>Sub Total (B)</b>	<b>2</b>	<b>0.00</b>	<b>2</b>	<b>0.00</b>
	<b>Grand Total (A+B)</b>	<b>1,64,99,997</b>	<b>100.00</b>	<b>1,64,99,997</b>	<b>73.33</b>

## G. SUMMARY OF FINANCIAL INFORMATION

Following are the details as per the restated financial statements for the financial years ended on March 31, 2022, 2021 and 2020:-

Sr. No	Particulars	Amt. (Rs. in lakhs)		
		March 31, 2022	March 31, 2021	March 31, 2020
1.	Share Capital	1650.00	2500.00	2500.00
2.	Net Worth	1351.02	(1232.21)	(929.13)
3.	Total Income (Revenue from operation)	2065.62	1813.02	2751.23
4.	Profit/(loss) after tax	(916.78)	(303.07)	(323.80)
5.	Earnings per Share	(35.54)	(15.15)	(16.19)
6.	Net Asset Value per Share	8.19	(176.61)	(161.46)
7.	Total Borrowings (including current maturities of long term borrowings)	802.00	3308.06	2834.72

## H. AUDITOR QUALIFICATIONS

The Audited Financial Statements of the Company includes certain qualifications which have not been given effect to in the restated financial statements. .

Qualification which does not require adjustment in restated financial statements – Details given below

Financial Years	Audit Qualifications
2019-20	a) Company has not maintained fixed assets register with details of all individual assets and their costs. b) The Company was unable to carry out the physical verification exercise of its fixed assets due to COVID -19 Pandemic lockdown.
2020-21	a) Company has not maintained fixed assets register with details of all individual assets and their costs. b) The Company was unable to carry out the physical verification exercise of its fixed assets due to COVID -19 Pandemic lockdown.
2021-22	The Company was unable to carry out the physical verification exercise of its fixed assets.

## I. SUMMARY OF OUTSTANDING LITIGATIONS

Our Company and group companies are involved in certain legal proceedings. A brief detail of such outstanding litigations as on the date of this Draft Prospectus are as follows:

**Litigations/Matters against our Company:-**

Nature of Cases	No. of Outstanding Cases	(Rs. in Lakhs)
		Amount in dispute/demanded to the extent ascertainable
Indirect tax	3	62.87
Others	3	Not Ascertainable

**Litigations against our Group Companies (which may have a material impact on us):-****(Rs. in Lakhs)**

Nature of Cases	No. of Outstanding Cases	Amount in dispute/demanded to the extent ascertainable
Criminal Cases	3	Not Ascertainable
Others	5	1069.28*
Direct Tax	3	1146.27

\*to the extent ascertainable

**Litigations filed by our Group Companies (which may have a material impact on us):-****(Rs. in Lakhs)**

Nature of Cases	No. of Outstanding Cases	Amount in dispute/demanded to the extent ascertainable
Direct Tax	1	9.24
Others	3	408.00

Amount mentioned to the extent quantifiable. The amount may be subject to additional interest/other charges being levied by the concerned authorities which are unascertainable as on date of this draft prospectus.

For further details, please refer to the chapter titled “**Outstanding Litigations and Material Developments**” on page 188 of this Draft Prospectus.

**J. RISK FACTORS**

For details on the risks involved in our business, please see the Chapter titled “**Risk Factors**” beginning on page 23 of this Draft Prospectus.

**K. SUMMARY OF CONTINGENT LIABILITIES****Amt. (Rs. in lakhs)**

Particulars	As at		
	31-03-22	31-03-21	31-03-20
Contingent liabilities in respect of:	-	-	-
Claims against the company not acknowledged as debts	-	-	-
Guarantees given on Behalf of the Company	-	-	-
VAT Liability for the FY 2015-16	25.28	25.28	-
VAT/CST Liability for the FY 2016-17	37.59	37.59	-
Guarantees given on Behalf of the Subsidiary Company	-	-	-
Other moneys for which the company is contingently liable	-	-	-
Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-	-
Uncalled liability on shares and other investments partly paid	-	-	-
<b>Total</b>	<b>62.87</b>	<b>62.87</b>	<b>-</b>

For further details, please refer to Annexure-AB – Contingent Liabilities of the chapter titled “**Financial Information of the Company**” on page 135 of this Draft Prospectus.

**L. SUMMARY OF RELATED PARTY TRANSACTIONS**

Following is the summary of the related party transactions entered by the Company (based on Restated Financial Statements) for the financial years ended on March 31, 2022, 2021 and 2020:-

**List of Related Parties as per AS – 18**

Particulars	Names of Related Parties	Nature of Relationship
<b>Directors and Key Management Personnel (KMP)</b>	Shree Krishna Mukesh Gupta	Non-Executive Director, and Promoter
	Istayak Ansari	Non-Executive Director (Resigned w.e.f. 29.09.2021)
	Prannay Dokkania	Managing Director
	Sushant Mishra	Chief Financial Officer
	Vandini Gupta	Non-Executive Director (w.e.f. 13.06.2022)
	Priyanka M Agarwal	Company Secretary (Resigned w.e.f. 31.10.2021)
	Shubhada Shirke	Company Secretary (w.e.f. 11.01.2022)
<b>Enterprises in which KMP/Relatives of KMP can exercise significant influence</b>	Trofi Chain Factory Private Limited	Shree Krishna Gupta is Director/Member
	Lloyds Health & Beauty Pvt. Ltd.	Control over Board of Directors
	Jasper Brands Pvt. Ltd	Control over Board of Directors
	Lloyds Steels Industries Ltd.	Control over Board of Directors
	Aristo Realty Developers Limited	Control over Board of Directors
	Lloyds Palms Spa LLP	Control over Board of Directors
<b>Holding Company/Subsidiary</b>	Plutus Trade & Commodities LLP	Promoter and Holding Company of Issuer

(Amount in Rs. Lakhs)

(i) Transactions with Director and KMP	FY 2021-22	FY 2020-21	FY 2019-20
<b>A) Remuneration/Professional fee Paid</b>			
Istayak Ansari	-	3.20	18.00
Prannay Dokkania	57.98	-	-
Sushant Mishra	11.68	9.13	12.57
Shubhada Shirke	1.42	-	-
Priyanka M Agarwal	0.98	1.28	1.70
Vandini Gupta	19.10	20.84	17.37
<b>b) Commission paid to</b>			
Istayak Ansari	37.22	12.78	33.05
<b>c) Outstanding Balance of Imprest Advances given</b>			
Sushant Mishra	0.60	2.61	1.46
<b>(ii) Transactions with Entities where Director/ KMP or their Relatives hold substantial Interest</b>			
<b>a) Lloyds Health &amp; Beauty Pvt. Ltd.</b>			
<b>Opening Balance</b>	<b>2.04</b>	<b>1.81</b>	<b>1.80</b>
Loan given by the Company	0.02	0.23	0.01
Loan Received by the Company	2.06	0.00	0.00
Interest Paid	0.00	0.00	0.00
<b>Closing Balances Dr/(Cr)</b>	<b>0.00</b>	<b>2.04</b>	<b>1.81</b>
<b>b) Jasper Brands Pvt Ltd</b>			
Purchases of Consumables	17.76	12.94	32.41
Outstanding Balance Cr/(Dr)	4.56	9.40	7.08
<b>c) Trofi Chain Factory Pvt Ltd</b>			
Purchases made by the Company	0.44	2.41	
Outstanding Balance Cr/(Dr)	0.00	2.41	
Revenue Share (Rent) Recovery by the Company		17.02	37.83
Sale of Fixed Assets by the Company		2.13	0.34
Outstanding Balance Dr/(Cr)	0.00	23.14	11.95
Loans and advances given	26.40	1.39	
Loans and advances Received back	26.40	1.39	
<b>d) Lloyds Steels Industries Ltd.</b>			
Sales Made by the Company	0.00	0.00	0.06
<b>Opening Balance</b>	<b>297.33</b>	<b>0.00</b>	<b>0.00</b>
Loan Repaid by the Company	782.70	10.00	0.00
Loan Received by the Company	441.00	290.00	0.00
Interest Paid	44.37	17.33	0.00
<b>Closing Balances Cr/(Dr)</b>	<b>0.00</b>	<b>297.33</b>	<b>0.00</b>



<b>e) Aristo Realty Developers Limited</b>			
<b>Opening Balance</b>	0.00	0.00	0.00
Loan Repaid by the Company	2,195.02	0.00	0.00
Loan Received by the Company	2,195.02	0.00	0.00
Interest Paid	0.00	0.00	0.00
<b>Closing Balances Cr/(Dr)</b>	0.00	0.00	0.00
<b>f) Plutus Trade &amp; Commodities LLP</b>			
<b>Opening Balance</b>	0.01	0.00	0.00
Loan Repaid by the Company	227.01	0.00	0.00
Loan Received by the Company	227.00	0.01	0.00
Interest Paid	0.00	0.00	0.00
<b>Closing Balances Cr/(Dr)</b>	0.00	0.01	0.00
<b>g) Lloyds Palms Spa LLP</b>			
<b>Opening Balance</b>	-0.52	-0.53	-0.50
Loan Repaid by the Company	0.02	0.00	0.03
Loan Received by the Company	0.54	0.01	0.00
Interest Paid	0.00	0.00	0.00
<b>Closing Balances Cr/(Dr)</b>	0.00	-0.52	-0.53

**Note:**

- List of Related parties has been identified by the management and relied upon by the Auditor.
- In case there is no transaction with any of the above related parties, only name of such related parties has been disclosed as required by AS- 18.

For further details, please refer to the Annexure - Y – Related Party Disclosures of chapter titled “*Financial Information of the Company*” on page 135 of this Draft Prospectus.

**M. DETAILS OF FINANCING ARRANGEMENTS**

There are no financing arrangements whereby the promoters, members of the promoter group, the directors of the issuer and their relatives have financed the purchase by any other person of securities of the issuer other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of this Draft Prospectus.

**N. WEIGHTED AVERAGE PRICE OF THE SHARES ACQUIRED BY PROMOTERS IN LAST ONE YEAR**

Sr. No.	Name of Promoters	Total No. of Equity Shares	Weighted Average Price (in ₹ per equity share)
1.	M/s Plutus Trade & Commodities LLP	1,45,99,999	40.14

**O. AVERAGE COST OF ACQUISITION OF SHARES**

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

Sr. No.	Name of the Promoters	No. of Shares held	Average cost of Acquisition (in ₹)
1.	Mr. Shree Krishna Mukesh Gupta	1	10.00
2.	M/s Plutus Trade & Commodities LLP	1,64,99,994	36.67

**P. PRE IPO PLACEMENT**

Our Company is not considering any pre-IPO placement of equity shares of the Company.

**Q. EQUITY SHARES ISSUED FOR CONSIDERATION OTHER THAN CASH**

Except as set out below, we have not issued Equity Shares for consideration other than cash in the last one year.

Date of Allotment	Number of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Reasons for Allotment	Benefits Accrued to our Company	Name of Allottee	No. of Shares Allotted
March 15, 2022	5,75,00,000	1	4	Conversion of 2,30,00,000, 7% Non-Cumulative Optionally Convertible Redeemable Preference Shares into Equity Shares	-	Plutus Trade & Commodities LLP	5,75,00,000
<b>Total</b>							<b>5,75,00,000</b>
March 19, 2022	46,50,348	1	4	Conversion of unsecured loan into Equity Shares	Reduction in Debt component of the Company	Plutus Trade & Commodities LLP	46,50,348
<b>Total</b>							<b>46,50,348</b>

#### R. SPLIT/ CONSOLIDATION OF EQUITY SHARES

Pursuant to Shareholders' resolution dated March 22, 2022, the face value of Equity Shares of our Company was consolidated from Rs. 1.00 per Equity Share to Rs. 10.00 per Equity Share.

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

Not Applicable

### SECTION III: RISK FACTORS

An investment in our Equity Shares involves a high degree of financial risk. Prospective investors should carefully consider all the information in the Draft Prospectus, particularly the “**Financial Information of the Company**” and the related notes, “**Our Business**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” on page 135, 89 and 181 respectively of this Draft Prospectus and the risks and uncertainties described below, before making a decision to invest in our Equity Shares.

The risk factors set forth below are not exhaustive and do not purport to be complete or comprehensive in terms of all the risk factors that may arise in connection with our business or any decision to purchase, own or dispose of the Equity Shares. This section addresses general risks associated with the industry in which we operate and specific risks associated with our Company. Any of the following risks, individually or together, could adversely affect our business, financial condition, results of operations or prospects, which could result in a decline in the value of our Equity Shares and the loss of all or part of your investment in our Equity Shares. While we have described the risks and uncertainties that our management believes are material, these risks and uncertainties may not be the only risks and uncertainties we face. Additional risks and uncertainties, including those we currently are not aware of or deem immaterial, may also have an adverse effect on our business, results of operations, financial condition and prospects.

This Draft Prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Prospectus. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors below. However, there are risk factors the potential effects of which are not quantifiable and therefore no quantification has been provided with respect to such risk factors. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of the Issue, including the merits and the risks involved. You should not invest in this Issue unless you are prepared to accept the risk of losing all or part of your investment, and you should consult your tax, financial and legal advisors about the particular consequences to you of an investment in our Equity Shares.

#### 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 found material collectively.
2. Some events may have material impact qualitatively instead of quantitatively.
3. Some events may not be material at present but may be having material impact in future.

#### **Note:**

The risk factors as envisaged by the management along with the proposals to address the risk if any. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial implication of any of the risks described in this section.

In this Draft Prospectus, any discrepancies in any table between total and the sums of the amount listed are due to rounding off. Any percentage amounts, as set forth in “**Risk Factors**” on page 23 and “**Management Discussion and Analysis of Financial Condition and Results of Operations**” on page 181 of this Draft Prospectus unless otherwise indicated, has been calculated on the basis of the amount disclosed in the “**Restated Financial Statements**”.

#### INTERNAL RISK FACTORS

1. **We have a history of net losses and we may not be able to achieve profitability.**

Based on the Restated financial statements for the financial years 2021-22, 2020-21 and 2019-20 we have incurred losses of Rs. 916.78 Lakhs, Rs. 303.07 Lakhs and Rs. 323.80 Lakhs respectively. We expect to continue to incur net losses for the foreseeable future and we may not achieve profitability in the future. Because the market for our products and services is evolving, it is difficult for us to predict our future results of operations or the limits of our market opportunity. We expect our operating expenses to increase as we hire additional personnel, broaden our marketing efforts and promotional activities, expand our operations and infrastructure, continue to enhance our brand, and develop and expand its capabilities, expand our products and services which may result in an

increase in net losses. These initiatives may be more costly than we expect and may not result in proportionate increased in revenue. Any failure to increase our net revenue sufficiently to keep pace with our initiatives, investments, and other expenses could prevent us from achieving profitability or positive cash flow on a consistent basis in future periods.

**2. *Our business wholly depends on franchise taken from Truefitt & Hill (Gentlemen’s Growing) Limited and Mary Cohr. We have entered into a Master Franchise Agreement with them, which imposes certain restrictions and other obligations on our operations and the termination of which would adversely affect our business, financial condition and prospects.***

In 2013, we have entered into a Master Franchise agreement with Truefitt & Hill (Gentlemen’s Growing) Limited under which we own exclusive rights to open stores in the brand name of “Truefitt & Hill” either directly or through sub franchise arrangements in India, Nepal, Sri Lanka, Bhutan, Vietnam, Myanmar and Bangladesh. In 2019 we have entered into another Master Franchise agreement with Mary Cohr under which we own exclusive rights to open stores in the brand name of “Mary Cohr” either directly or through sub franchise arrangements in India.

The Master Franchise Agreements provides us with the right and license to develop, establish and operate salons and permit the sub-franchises salons of the respective brands. These agreements contain certain restrictive covenants which includes in our Master Franchise agreement. Any failure to comply with these obligations and covenants may have a material adverse effect on our business and future prospects. Further, we cannot control or influence the actions of our Master Franchiser at any time in case they have any economic, business or legal interests or goals that are inconsistent with ours. If the Master Franchiser takes certain actions that we do not agree with, our business operations may be adversely affected. We have entered into a long term Agreement with Truefitt & Hill (Gentlemen’s Growing) Limited valid upto 2043 and that with Mary Cohr valid upto 2029, however these agreements may be terminated prematurely under various circumstances beyond our control, we have limited ability to negotiate terms of these agreements and may have to accept unusual or onerous provisions.

Moreover all our salon stores exclusively use products of Truefitt & Hill (Gentlemen’s Growing) Limited and Mary Cohr and if we are unable to source our materials on timely basis and execute our orders on time we may not be supplied required inventories and our sale of products and services will be adversely affected. Further, if we are unpresented hike in the prices of such products we may be unable to source them at commercially acceptable prices, or at all, which will have an adverse effect on our business, financial condition and results of operations.

**3. *Our business depends on the continued success and reputation of our Master Franchise brand, and any negative impact on the brand may adversely affect our business, results of operations and financial condition.***

Our business is largely dependent on the success of the Truefitt & Hill and Mary Cohr, including the financial condition, advertising programs, new product development, overall quality of operations and its successful and consistent operation. We have no direct control over the management or operations of Truefitt & Hill (Gentlemen’s Growing) Limited and Mary Cohr. There are many factors which may affect the operations of our Franchise partners that are beyond our control which could have a material adverse effect on our business. These factors include the inability or failure of our Franchise partners to support its franchise businesses, negative publicity, and initiation of legal proceedings, employee misconduct, operational failures and regulatory investigations, which may adversely impact the brand reputation. Any damage to the brand could adversely impact the trust placed in it and our reputation and cause existing customers or intermediaries to withdraw their business. Furthermore, negative publicity may also result in increased regulation and legislative scrutiny of industry practices as well as increased litigation, which may further increase our costs of doing business and adversely affect our financial condition.

**4. *Our Truefitt & Hill and Mary Cohr brands products and salon services may cause unexpected and undesirable side effects or injury that could result in discontinuation or expose us to lawsuits, either of which could result in damage to our reputation or impose additional costs, which could have a material adverse effect on our business, financial condition, and cash flows.***

The unexpected and undesirable side effects caused by use of our products and salon services due to insufficient label warnings or negligent performance by our service providers, could result in the discontinuation of sale of our products or services. Such side effects could also expose us to product liability claims or lawsuits involving additional costs for our company. Therefore, the products marketed by us could result in a claim against us for damages, regardless of our responsibility for such a failure or defect. We cannot assure that all our products would be of uniform quality, 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 products. Any negative publicity regarding our company, brand, or products, including any mishaps resulting from the use of our products, or any other unforeseen events could affect our reputation and our results from operation.

**5. Our Statutory Auditors have included certain Qualifications/Key Audit Remarks on our Audited financial statements.**

Our auditor has included the below audit qualifications in the financial statements of the Company which have been adjusted in the restated financial statement of the Company

**a) Qualification which required adjustment in restated financial statements**

Financial Years	Audit Qualifications	Remarks
2019-20	The Statutory Auditors of the Company has issued qualified opinion on account of manner of accounting for Branding, marketing and initial set up costs incurred aggregating to Rs 384.37 Lakhs which has been accounted under the head Non-Current Assets in the Balance sheet. According to Auditors the manner of such accounting is not in accordance with the AS-26 "Intangible Assets" and further stated that had the correct accounting been followed by the Company, profit as declared in Audited financials would have been lower to the extent of Rs. 384.37 Lakhs and would have resulted in Loss of Rs 339.22 Lakhs.	We have considered the same in restatement, and effect of the same has been given in Restated financials.
2020-21	The Statutory Auditors of the Company has issued qualified opinion on account of manner of accounting for Branding, marketing and initial set up costs incurred aggregating to Rs 272.07 Lakhs which has been accounted under the head Non-Current Assets in the Balance sheet. According to Auditors the manner of such accounting is not in accordance with the AS-26 "Intangible Assets" and further stated that had the correct accounting been followed by the Company, profit as declared in Audited financials would have been lower to the extent of Rs. 272.07 Lakhs and would have resulted in Loss of Rs 259.04 Lakhs.	
2021-22	The Statutory Auditors of the Company has issued qualified opinion on account of manner of accounting for Branding, marketing and initial set up costs incurred aggregating to Rs 938.01 Lakhs which has been accounted under the head Non-Current Assets in the Balance sheet. According to Auditors the manner of such accounting is not in accordance with the AS-26 "Intangible Assets" and further stated that had the correct accounting been followed by the Company, profit as declared in Audited financials would have been lower to the extent of Rs. 938.01 Lakhs and would have resulted in Loss of Rs 930.66 Lakhs.	

**b) Qualification which does not require adjustment in restated financial statements – Details given below**

Financial Years	Audit Qualifications
2019-20	a) Company has not maintained Fixed assets register with details of all individual assets and their costs. b) The Company was unable to carry out the physical verification exercise of its fixed assets due to COVID -19 Pandemic lockdown.
2020-21	a) Company has not maintained Fixed assets register with details of all individual assets and their costs. b) The Company was unable to carry out the physical verification exercise of its fixed assets due to COVID -19 Pandemic lockdown.
2021-22	The Company was unable to carry out the physical verification exercise of its fixed assets.

**6. Any deterioration in the relationships with our sub-franchise or e-commerce agents may adversely affect our business, results of operations and financial condition.**

We currently sell the products on our stores, through sub-franchise stores, third party trade both on offline and online platforms. We have also entered into sub-franchise agreements to further expand our brand operations and product awareness but in case of any dispute or deterioration in the performance of the sub-franchise agent, our agreements may get terminated, which may further affect our result of operations. Also, with the introduction and growth of e-commerce, the online sale business tends to increase, but we currently depend on our website and third party online platform like amazon, nykaa, flipkart etc. for their services. It is possible that the negotiating leverage of these third-party platforms with respect to our arrangements with them could increase as their businesses grow, which means we may have to pay higher fees for their services or may have difficulty with them on



commercially acceptable terms, or at all, in the future. Any adverse development with respect our sub-franchise agent or the online platforms that we use to sell our products could adversely affect our ability to reach customers and expand our brand awareness.

**7. *Demand for our services and products may decrease due to changes in consumer preferences and fashion habits, which could have a material adverse effect on our business, results of operations, and financial condition.***

The demand for our services and products is based on our continued ability to identify the latest trends and provide satisfactory services and products to our customers. Moreover our sustainability would also depend on continuous efforts of our brands, Truefitt & Hill and Mary Cohr to upgrade themselves with latest fashion trends along with cost optimization. If consumer preferences change due to shifts in consumer demographics, national, regional or local economic conditions, change in trend and fashion which we are not able to adapt, our customers may begin to seek alternative options, which would adversely affect our financial results. If we are unable to maintain appropriate inventory levels or are unable to judge customer preferences our business and financial condition may be materially and adversely affected. Our success in responding to consumer demands depends in part on our ability to deliver services and products of our brands with a new and cost-effective approach. Any failure to successfully anticipate and address changing customer preferences could have a material adverse effect on our business, results of operations and financial condition.

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

The restated financial statements of our Company for the financial year ended March 31 2022, 2021, 2020 has been provided by a peer reviewed chartered accountants who is not statutory auditor of our Company. However, our statutory auditor holds a valid peer reviewed certificate but due to his preoccupation the restated financial statements has been provided by the said peer review chartered accountant.

**9. *We may not be able to identify suitable locations for new store or identify new sub-franchise arrangements, and also our expansion into new regions and markets may present increased risks due to our unfamiliarity with the areas in which we propose to locate.***

The growth of our business depends on the pace of expansion of our stores network, which requires us to continually identify suitable and available locations and develop Stores or identify sub-franchise agents, customers at those locations. As at the date of this Draft Prospectus, we have 27 stores (including owned and sub-franchise stores) in India and 1 store in Bangladesh. In case we plan to open new stores, they involve substantial risks, including in relation to the following:

- a) the inability to identify or the unavailability of suitable sites on acceptable leasing terms;
- b) lack of our ability to compete successfully for suitable sites;
- c) unavailability of financing;
- d) the inability to obtain all necessary governmental or local authority permits and approvals and other requisite licenses and permits;
- e) consumer preference in new geographic regions and acceptance of our products;
- f) Competition with already established service provider in the identified location

In addition, our efforts to develop and roll out new store/ sub-franchise agents may also increase the complexity of our operations and put additional strain on our management and operational. If we are not able to identify suitable locations and successfully develop and build out new stores in a timely, cost effective and profitable manner or otherwise manage the growth effectively, our business, results of operations, financial condition and prospects may be materially and adversely affected.

**10. *We do not have any control over the businesses of our sub-franchises, and they could take actions that could harm our business.***

Our sub-franchise is independent operator and, while we can mandate certain operational standards and procedures through the enforcement of our sub-franchise agreements, they may take actions or conduct their businesses in a manner that could harm our business reputation and we may not be able to enforce our rights under the sub-franchise agreement in sufficient time to prevent damage to our reputation or at all. Moreover, sub-franchise may be less directly interested in preserving or enhancing the brand and reputation than we are. While we can terminate sub-franchises that do not comply with the terms and conditions of our sub-franchise agreements, our brand and reputation may nonetheless suffer as a result of the activities of our sub-franchises.

**11. There are certain outstanding legal proceedings involving Our Company, Promoters, Directors and Group Companies\*. Any failure to defend these proceedings successfully may have an adverse effect on our business prospects, reputation, financial conditions and result of ongoing operations.**

Our Company and Group Companies are involved in certain legal proceedings, which if determined, against us could have an adverse impact on our business prospects, reputation, financial conditions and result of ongoing operations. For details kindly refer chapter titled “*Outstanding Litigation and Material Developments*” at page 188 of this Draft Prospectus. A brief detail of such outstanding litigations as on the date of this Draft Prospectus are as follows:

**Litigations/Matters against our Company:-**

**(Rs. in Lakhs)**

Nature of Cases	No. of Outstanding Cases	Amount in dispute/demanded to the extent ascertainable
Indirect tax	3	62.87
Others	3	Not Ascertainable

**Litigations against our Group Companies (which may have a material impact on us):-**

**(Rs. in Lakhs)**

Nature of Cases	No. of Outstanding Cases	Amount in dispute/demanded to the extent ascertainable
Criminal Cases	3	Not Ascertainable
Others	5	1069.28*
Direct Tax	3	1146.27

\*to the extent ascertainable

**Litigations filed by our Group Companies (which may have a material impact on us):-**

**(Rs. in Lakhs)**

Nature of Cases	No. of Outstanding Cases	Amount in dispute/demanded to the extent ascertainable
Direct Tax	1	9.24
Others	3	408.00

For further details on above litigations, please refer to the chapter titled “*Outstanding Litigation and Material Developments*” on page 188 of this Draft Prospectus.

**12. Our Company operates under several statutory and regulatory permits, licenses and approvals. Our inability to obtain, renew or maintain the statutory and regulatory licenses, permits and approvals required to operate our business may have an adverse effect on our business & operations.**

We require various statutory and regulatory licenses, permits and approvals to operate our business. We need to make compliance and applications at appropriate stages of our business to continue our operations. There can be no assurance that the relevant authorities will issue these approvals or licenses, or renewals thereof in a timely manner, or at all. Further any default by our Company in complying with the same may result in the cancellation of such licenses, approvals or registrations which may adversely affect our operations and financial strength.

Further, we are yet to apply for registration under Shops & Establishment Act for our registered office, corporate office and stores situated at Pune, Delhi, Gurugram, Kolkata, Hyderabad and Bangalore. For further details, please refer to section titled “*Government and Other Approvals*” beginning on page 194 of the Draft Prospectus.

Further, certain licenses and registrations obtained by our Company contain certain terms and conditions, which are required to be complied by us. Any default by our Company in complying with the same, may result in inter alia the cancellation of such licenses, consents, authorizations and/or registrations, which may adversely affect our operations. There can be no assurance that the relevant authorities will issue or renew any of such permits or approvals in time or at all. Failure to renew, maintain or obtain the required permits or approvals in time may result in the interruption of our operations and may have a material adverse effect on our business.

**13. We participate and operate in competitive markets with low barriers to entry which may increase competition and have a material adverse effect on our business, cash flows, financial condition and results of operations.**

We operate in highly competitive markets that are highly fragmented among several market participants. In the general Salon & Beauty services market, we compete with local and regional salons with sizeable market shares as well as established Indian and multinational brand salons catering to premium clients. We also compete with local beauty salons for some of our services and business offerings. There are several strategies adopted by our competitors to increase their market shares including advertising, pricing, discounts, multi-location operations, free sample distribution of new products introduced and vaster distribution reach, multi-level marketing etc.

In India, these competitors include specialty companies including wellness companies or chains that are a part of the organized segment, local beauty salons, spas, as well as online retailers. To protect our existing market share or capture additional market share in this highly competitive environment, we may be required to increase expenditure for advertising, promotions and introduce and establish new products or services. There can be no assurance that our current or potential competitors will not offer products and services comparable or superior to those that we offer at the same or lower prices, adapt more quickly to changes in customer preferences, or expand their operations at a faster pace than we do. Increased competition may result in price reductions, reduced profit margins and loss of market share, thereby causing an adverse effect on our operations, prospects and financial condition

**14. Our growth depends on our expertise and initiatives to develop new products and/or improve our existing products and if we do not succeed we may suffer loss of our competitive advantage.**

The development and commercialization of improved and/or new products is complex, time-consuming and costly, and its outcome is inherently uncertain. Accordingly, substantial effort, funds and other resources are spent towards such activities. We cannot guarantee that the improved and/or new products introduced in the future will be successful or will continue to be successful. Thus due to inherent risks associated with advertising and new product introductions, including uncertainties about trade and consumer acceptance, increased expenditure may not prove successful in maintaining or enhancing our market share and could result in lower profitability. In the event that such products are unsuccessful, we may lose some of our established clientele or reputation, which could have an adverse effect on our financial position, business operations, results of operations and future prospects.

**15. There are certain discrepancies/errors noticed in some of our corporate records relating to forms filed with the Registrar of Companies and other provisions of Companies Act, 1956/2013. Any penalty or action taken by any regulatory authorities in future, for non-compliance with provisions of corporate and other law could impact the reputation and financial position of the Company to that extent.**

There are few discrepancies noticed in some of our corporate records relating to forms filed with the Registrar of Companies, which for instance, Our Company in the past has inadvertently borrowed certain amount which is termed as deposits under the purview of Section 73 of Companies Act, 2013. However the same have been repaid as on date of this Draft Prospectus.

Further, our company has made certain errors in complying with certain Accounting Standards in the past such as AS -18 (Related Party Disclosures) and AS-20 (Earnings per Share), however the same have been rectified by us in the restated financial statements. Any penalty or action taken by any regulatory authorities in future for non-compliance with provisions of corporate and other law could impact the financial position of the Company to that extent. Although, no show cause notice in respect of the above has been received by the Company till date, any penalty imposed for such non-compliance in future by any regulatory authority could affect our financial conditions to that extent.

**16. Our net cash flows from operating and investing activities have been negative in some years in the past. Any negative cash flow in the future may affect our liquidity and financial condition.**

Our cash flow from our operating and investing activities have been negative in the past. Following are the details of our cash flow position during the last three financial years based on restated financial statements are: -

Particulars	For the year ended (in ₹ Lakhs)		
	March 2022	March 2021	March 2020
Net cash flow from Operating activities	(533.11)	(105.35)	(2321.92)
Net cash flow from Investing activities	(219.97)	(228.27)	1708.79
Net cash flow from Financing activities	812.07	323.17	617.87

For details, please see the chapter titled “Financial Information of Our Company” on page 135 of this Draft Prospectus. Any

negative cash flows in the future could adversely affect our results of operations and consequently our revenues, profitability and growth plans.

**17. Our salon stores (including owned and franchise stores) are geographically located and any localized social unrest, natural calamities, etc. could have material adverse effect on business and financial operations.**

We have in total 27 salon stores (including owned and franchise stores) in various cities of India and 1 salon store in Bangladesh. As a result, any localized social unrest, natural calamities, distress or breakdown of services and utilities in and around these regions, could have material adverse effect on our business, financial position and results of operations. Further, any continuous addition of similar industries/shops in and around these areas, without commensurate growth of its infrastructural facilities may put pressure on the existing infrastructure, which may affect our business.

**18. We do not own the Registered Office, Corporate Office and Salon Stores from which we carry out our business activities. Any dispute in relation to use of the premises would have a material adverse effect on our business and results of operations.**

Our Registered office, corporate office and all our existing salon stores are obtained by us on rent/lease basis. In the event that the existing rent agreements are terminated or they are not renewed on commercially acceptable terms, we may suffer a disruption in our operations.

There can be no assurance that we will, in the future, be able to retain or/and renew the agreements for the existing locations on same or similar terms, or will be able to find alternate locations for the existing offices and operating locations on similar terms favorable to us, or at all. We may also fail to negotiate the renewal of our rent agreements for our premises, either on commercially acceptable terms or at all, which could result in increased rental rates for subsequent renewals or searching of new premises, or to close facilities in desirable locations, affecting our financial condition and operations. In the event that the existing agreements are terminated or they are not renewed on commercially acceptable terms, we may suffer a disruption in our operations which could materially and adversely affect our business, financial condition and results of operations.

**19. Ineffective execution of marketing programs and reduced marketing expenditure could have an adverse effect on our sales.**

Our future growth and profitability may depend marketing the effectiveness, efficiency and spending levels of our marketing and advertising efforts. In addition, delivering a quality guest experience is crucial to drive repeat visits to our salons. Our primary factors in determining buying decisions in the business include customer confidence, price points for our products, and quality of customer service. The ability to differentiate our products from competitors by its branding, marketing and advertising programs is an important factor in attracting retailers and consumers. As a result, from time to time we will be undertaking brand building exercise and marketing programs to enhance our brand visibility. If these programs are ineffectively executed or the level of support for them is reduced, it could affect our ability to attract customers. Further, we cannot assure you that we will be able to accurately estimate our marketing expenditure. In case our marketing expenses are lesser than market standards, our marketing programs may be perceived ineffective. However, if our marketing expenses are higher than the market standards, it may adversely affect our income and results of operations. Any such event may have an adverse effect on our business operations and financial position.

**20. Premature termination of sub-franchise agreements can cause losses.**

Our sub-franchise agreements may be subject to premature termination in certain circumstances, such as failure of a sub-franchise to deliver satisfactory services, a bankruptcy, voluntary termination, or abandonment of the franchise. If terminations occur for these or other reasons, we may need to enforce our right to damages for breach of contract and related claims, which could cause us to incur significant legal fees and expenses and/or to take back and operate such salons as company-owned salons. Any loss of sub-franchise agreements due to premature terminations could hurt our financial performance or our ability to grow our business.

**21. Fraud, theft, employee negligence or similar incidents may adversely affect our results of operations and financial condition.**

As on March 31, 2022 we had total inventory consisting of finished goods to the value of Rs. 326.11 Lakhs. Our business operations require us to maintain large amounts of inventory at all the stores at all times. Our operations may be subject to incidents of theft or damage to inventory in transit, prior to or during store stocking and display. Although we have set up various security measures, including tagging our products, CCTV in stores and follow stringent operational processes such as stock taking,

there can be no assurance that we will not experience any fraud, theft, employee negligence, security lapse, loss in transit or similar incidents in the future, which could adversely affect our results of operations and financial condition. Additionally, in case of losses due to fraud, theft or damage caused by other casualties, there can be no assurance that we will be able to recover from our insurer the full amount of any such loss in a timely manner, or at all. If we incur a significant inventory loss due to third-party or employee theft or misconduct and if such loss exceeds the limits of, or is subject to an exclusion from, coverage under our insurance policies, it could have a material adverse effect on our business, results of operations and financial condition.

**22. Our Company has taken unsecured loans that may be recalled by the lenders at any time and our Company may not have adequate working capital to make timely payments or at all.**

Our Company has availed unsecured loans which may be recalled by its lenders at any time. As on March 31, 2022, such loans amounted to Rs. 802.00 lakhs. 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. As a result, any such demand may materially affect our business, cash flows, financial condition and results of operations. For further details, please see the section entitled “Statement of Financial Indebtedness” on page 180 of this Draft Prospectus.

**23. Our Group Company have incurred losses in past and any operating losses in the future could adversely affect the results of operations and financial conditions of our group company.**

The details of profit and loss of our Group Company in past years are as follows: -

Group Company	For the year ended on (in ₹ Lakhs)		
	March 31, 2022	March 31, 2021	March 31, 2020
Trofi Chain Factory Private Limited	6.62	(38.08)	7.36

Any operating losses could adversely affect the overall operations of the group and financial conditions and also divert the attention of the management and promoter towards the group company which could have an adverse effect on our operations and financials. For more information, regarding the Company, please refer chapter titled “Our Group Companies” beginning on page 199 of this Draft Prospectus.

**24. Our contingent liabilities as stated in our Restated Financial Statements could affect our financial condition.**

Our Contingent liability as on March 31, 2022 was Rs. 62.87 Lakhs. If this contingent liability materializes, fully or partly, the financial condition of our Company could be affected.

Particulars	As at (in ₹ Lakhs)		
	31-03-22	31-03-21	31-03-20
Contingent liabilities in respect of:	-	-	-
Claims against the company not acknowledged as debts	-	-	-
Guarantees given on Behalf of the Company	-	-	-
VAT Liability for the FY 2015-16	25.28	25.28	-
VAT/CST Liability for the FY 2016-17	37.59	37.59	-
Guarantees given on Behalf of the Subsidiary Company	-	-	-
Other moneys for which the company is contingently liable	-	-	-
Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-	-
Uncalled liability on shares and other investments partly paid	-	-	-
<b>Total</b>	<b>62.87</b>	<b>62.87</b>	<b>-</b>

For more information, regarding our contingent liabilities, please refer “Annexure - AB” in chapter titled “Financial Information of the Company” beginning on page 178 of this Draft Prospectus.

**25. Our Company in the past has entered into Related Party Transactions and may continue to do so in future also, which may affect our competitive edge and better bargaining power if entered with non-related parties resulting into relatively more favourable terms and conditions and better margins.**



Our Company has entered into various transactions with our Directors, Promoter, Promoter Group entities. These transactions, inter-alia includes, remuneration, interest payment, loans and advances, etc. Our Company has entered into such transactions due to easy proximity and quick execution. However, there is no assurance that we could not have obtained better and more favorable terms than from transaction with related parties. Additionally, while it is our belief that all our related party transactions have been conducted on an arm's length basis, we cannot provide assurance that we could have achieved more favorable terms had such transactions been entered with third parties. Our Company may enter into such transactions in future also and we cannot assure that in such events there would be no adverse effect on results of our operations. For details of transactions, please refer to "Annexure Y" on "Related Party Transactions" under Section titled "Financial Information of the Company" and Chapter titled "Capital Structure" beginning on page 175 and 49 respectively of this Draft Prospectus.

***26. We depend on third-parties for our transportation needs. Any disruptions may adversely affect our operations, business and financial condition.***

We do not have an in-house transportation facility and we rely on third party transportation and other logistic facilities for transportation of products to our various stores. For this purpose, we hire services of transportation companies. Our reliance on such third party logistics providers may increase as we expand our retail operations.

Further, the value of our goods carried by such third-party transporters is typically much higher than the consideration paid for transportation, due to which it may be difficult for us to recover compensation for damaged, delayed or lost goods. Our operations and profitability are dependent upon the availability of transportation and other logistic facilities in a time and cost efficient manner. Accordingly, our business is vulnerable to increased transportation costs including as a result of increase in fuel costs, transportation strikes, delays, damage or losses of goods in transit and disruption of transportation services because of weather related problems, strikes, lock-outs, accidents, inadequacies in road infrastructure or other events.

Although we have not experienced any disruptions in the past, any prolonged disruption or unavailability of such facilities in a timely manner could result in delays or non-supply or may require us to look for alternative sources which may be cost inefficient, thereby adversely affecting our operations, profitability, reputation and market position.

***27. We are heavily dependent on our Promoters and Key Managerial Personnel for the continued success of our business through their continuing services and strategic guidance and support.***

Our success heavily depends upon the continued services of our Key managerial personnel, along with support of our Promoters. We also depend significantly on our Key Managerial Persons for executing our day-to-day activities. The loss of any of our Promoter and Key Management Personnel, or failure to recruit suitable or comparable replacements, could have an adverse effect on us. The loss of service of the Promoter and other senior management could seriously impair the ability to continue to manage and expand the business efficiently. If we are unable to retain qualified employees at a reasonable cost, we may be unable to execute our growth strategy. For further details of our Directors and key managerial personnel, please refer to Section "***Our Management***" on page 115 of this Draft Prospectus.

***28. 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.***

The proposed fund requirement for our Working Capital requirements, as detailed in the section titled "Objects of the Issue" is to be 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 our future plans/strategy within the given timeframe. For details, please refer to the Chapter titled "***Objects of the Issue***" beginning on page 70 of this Draft Prospectus.

***29. Fluctuations in the exchange rate of foreign currencies could result in currency transactions losses.***

Our business involves imports transactions with master franchisor, which is paid in UK Pounds or other foreign currencies. A depreciation of Rupee against these foreign currencies would mean that our import of Products and royalty expenses would become expensive and will impact our cost. During the FY 2021-22 and FY 2020-21 the imports accounted for approximately Rs. 488.20 lakhs and Rs. 268.28 lakhs respectively. The exchange rate between the Rupee and these foreign currencies has fluctuated substantially in recent years and may continue to fluctuate significantly in the future. We bear the complete risk of currency exchange rate fluctuations.



**30. *Our insurance coverage may not be adequate to protect us against certain operating hazards and this may have a material adverse effect on our business.***

Our company has obtained insurance coverage in respect of certain risks. Our insurance coverage consists of Burglary Insurance Policy, Fire and Allied Perils (Laghu Udyam Suraksha), Money in transit, Comprehensive General Liability Insurance, Bharat Sookshma Udyam Suraksha. While we believe that the insurance coverage maintained by us is adequate and consistent with the size of our business. However, there is no assurance that the insurance policy taken by us will be adequate for us to cover the losses. If we suffer any uninsured loss or if claim made by us in respect of an insurance is not accepted or any loss occurred by us is in excess of the insurance coverage may adversely affect our operation, results and financials. For further information, see the section titled “**Our Business**” on page 89 of this Draft Prospectus.

**31. *Any Penalty or demand raised by statutory authorities in future will affect our financial position of the Company.***

Our Company is engaged in service and product which attracts tax liability such as Goods and Service Tax, Income Tax, and Professional Tax as per the applicable provisions of Law. We are also subject to the labour laws like depositing of contribution with Provident Fund and ESI. However, we have deposited the required returns under various applicable Acts but any demand or penalty raised by the concerned authority in future for any previous year and current year will affect the financial position of the Company.

**32. *The Objects of the Issue for which funds are being raised have not been appraised by any bank or financial institution. Any variation between the estimation and actual expenditure as estimated by the management could result in execution delays or influence our profitability adversely.***

The deployment of funds as stated in the “Objects of the Issue” beginning on page 70 of the Draft Prospectus is entirely at the discretion of our management and has not been appraised by any independent agency. Further, the purposes for which the Net Proceeds are to be utilised have not been appraised by an independent entity and are based on our estimates and on third-party quotations. In the event, for whatsoever reason, we are unable to execute our plans, we could have a significant amount of unallocated net proceeds. In such a situation, we would have broad discretion in allocating these net proceeds from the Issue without any action or approval of our shareholders. In case the assumptions on which these estimates have been made are not correct or they become un-realistic then there will be a variation in the estimates and the actual expenditure incurred which could result in execution delays and have an adverse effect on our operations and profitability.

Further, we have not identified locations for opening 9 new salons for which we intend to utilise certain portion of the Net Proceeds. The locations of such salons will be decided by us, post the issue based on our business plan, management estimates and market conditions. The estimated costs for setting up these new stores based on quotations received from our empanelled contractors or from vendors from whom we have purchased similar items for our stores in the recent past, quotations of on-going projects, industry standards, prevailing market rates, rate contracts, historical costs; and its internal estimates for specifications and item requirements based on our prior experience. However, we may have to reconsider our estimates or business plans due to changes in underlying factors, some of which are beyond our control, such as interest rate fluctuations, changes in input cost, inability to identify suitable location for our stores at favourable terms and other financial and operational factors. Accordingly, prospective investors in the issue will need to rely upon our management’s judgment with respect to the use of proceeds. If we are unable to deploy the proceeds of the issue in a timely or an efficient manner, it may affect our business and results of operations.

**33. *We may not be able to sustain effective implementation of our business and growth strategy.***

The success of our business will largely depend on our ability to effectively implement our business and growth strategy. In the past we have generally been successful in execution of our business but there can be no assurance that we will be able to execute our strategy on time and within the estimated budget in the future. If we are unable to implement our business and growth strategy, this may have an adverse effect on our business, financial condition and results of operations.

**34. *Our ability to pay any dividends will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.***

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 refer to the Section “**Dividend Policy**” on page 134 of the Draft Prospectus.

**35. *There is no monitoring agency appointed by Our Company to monitor the utilization of the Issue proceeds.***

As per SEBI (ICDR) Regulations, 2018, as amended, appointment of monitoring agency is required only for Issue size above ₹10,000.00 Lacs. Hence, we have not appointed any monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the stock exchange and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

**36. *Any future issuance of Equity Shares, or convertible securities or other equity linked securities by us and any sale of Equity Shares by our significant shareholders may dilute your shareholding and adversely affect the trading price of the Equity Shares.***

Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by us may dilute your shareholding in the Company, adversely affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. No assurance may be given that we will not issue additional Equity Shares. The disposal of Equity Shares by any of our significant shareholders, or the perception that such sales may occur may significantly affect the trading price of the Equity Shares. We cannot assure you that we will not issue Equity Shares or that such shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

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

Our promoters along with the promoter group will continue to hold collectively [●] of the equity share capital of the company. As a result of the same they will be able to exercise significant influence over the control of the outcome of the matter that requires approval of the majority shareholder’s vote. Such a concentration of the ownership may also have the effect of delaying, preventing or deterring any change in the control of our company. In addition to the above, our promoters will continue to have the ability to take actions that are not in, or may conflict with our interest or the interest of some or all of our minority shareholders, and there is no assurance that such action will not have any adverse effect on our future financials or results of operations.

**38. *The Issue price of our Equity Shares may not be indicative of the market price of our Equity Shares after the Issue and the market price of our Equity Shares may decline below the issue price and you may not be able to sell your Equity Shares at or above the Issue Price.***

The issue price of the equity shares has been based on many factors and may not be indicative of the market price of our Equity Shares after the Issue. For further information please refer the section titled “**Basis for Issue Price**” beginning on page 76 of the Draft Prospectus. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price.

**39. *Certain data mentioned in this Draft Prospectus has not been independently verified.***

We have not independently verified data from industry publications contained herein and although we believe these sources to be reliable, we cannot assure that they are complete or reliable. Such data may also be produced on a different basis from comparable information compiled with regard to other countries. Therefore, discussions of matters relating to India and its economy are subject to the limitation that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete or unreliable.

**EXTERNAL RISK FACTORS:**

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

Our Company is subject to various regulations and policies. For details see section titled “Key Industry Regulations and Policies”

beginning on page 102 of this Draft Prospectus. Our business and prospects could be materially adversely affected by changes in any of these regulations and policies, including the introduction of new laws, policies or regulations or changes in the interpretation or application of existing laws, policies and regulations. There can be no assurance that our Company will succeed in obtaining all requisite regulatory approvals in the future for our operations or that compliance issues will not be raised in respect of our operations, either of which could have a material adverse effect on our business, financial condition and results of operations.

***41. If there is any change in tax laws or regulations, or their interpretation, such changes may significantly affect our financial statements for the current and future years, which may have a material adverse effect on our financial position, business and results of operations***

The Government of India may implement new laws or other regulations that could affect the Salon industry, which could lead to new compliance requirements. New compliance requirements could increase our costs or otherwise adversely affect our business, financial condition and results of operations. Further, the manner in which new requirements will be enforced or interpreted can lead to uncertainty in our operations and could adversely affect our operations. To the extent that we are entitled to certain tax benefits in India which are available for a limited period of time, our profitability will be affected if such benefits will no longer be available, or are reduced or withdrawn prematurely or if we are subject to any dispute with the tax authorities in relation to these benefits or in the event, we are unable to comply with the conditions required to be complied with in order to avail ourselves of each of these benefits. Please see "Statement of Tax Benefits" on page 78 of this Draft Prospectus. In the event that any adverse development in the law or the manner of its implementation affects our ability to benefit from these tax incentives, our business, results of operations, financial condition and prospects may be adversely affected.

***42. A decline in economic growth or political instability nationally or internationally or changes in the Government in India could adversely affect our business.***

Our performance and the growth of our business are necessarily dependent on the health and performance of the overall Indian economy. In the recent past, Indian economy has been affected by global economic uncertainties and liquidity crisis, domestic policy and political environment, volatility in interest rates, currency exchange rates, commodity and electricity prices, rising inflation rates and various other factors. Risk management initiatives by banks and lenders in such circumstances could affect the availability of funds in the future or the withdrawal of our existing credit facilities. The Indian economy is undergoing many changes and it is difficult to predict the impact of certain fundamental economic changes on our business. Conditions outside India, such as a slowdown or recession in the economic growth of other major countries, especially the United States, have an impact on the growth of the Indian economy. Additionally, an increase in trade deficit, a downgrading in India's sovereign debt rating or a decline in India's foreign exchange reserves could negatively affect interest rates and liquidity, which could adversely affect the Indian economy and our business. Any downturn in the macroeconomic environment in India could adversely affect our business, financial condition, results of operation and the trading price of our Equity Shares. Changing demand patterns from economic volatility and uncertainty could have a significant negative impact on our results of operations. Further, our performance and the market price and liquidity of the Equity Shares may be affected by changes in exchange rates and controls, interest rates, government policies, taxation, social and ethnic instability and other political and economic developments affecting India.

***43. Terrorist attacks, civil unrest and other acts of violence or war involving India and other countries could adversely affect the financial markets and our business.***

Terrorist attacks and other acts of violence or war may negatively affect the Indian markets on which our Equity Shares will trade and also adversely affect the worldwide financial markets. These acts may also result in a loss of business confidence, impede travel and other services and ultimately adversely affect our business. In addition, any deterioration in relations between India and any other country might result in investor concern about stability in the region, which could adversely affect the price of our Equity Shares. India has also witnessed civil disturbances in recent years and it is possible that future civil unrest as well as other\ adverse social, economic and political events in India could have a negative impact on the value of share prices generally as well as the price of our Equity Shares. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse impact on our business and the price of our Equity Shares.

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

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

particularly in other emerging markets, may cause increased volatility in Indian financial markets. Indian financial markets have also in the past experienced the contagion effect of the global financial turmoil, evident from the sharp decline in SENSEX, BSE's benchmark index. Any prolonged financial crisis may have an adverse impact on the Indian economy and us, thereby resulting in a material and adverse effect on our business, operations, financial condition, profitability and price of our Equity Shares.

**45. Any downgrading of India's debt rating by a domestic or international rating agency could adversely affect our Company's business.**

Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely affect our Company's ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available. This could harm our Company's business and financial performance and ability to obtain financing for capital expenditures.

**46. The extent to which the Coronavirus disease (COVID-19) or outbreak of any other severe communicable disease may affect our business and operations in the future is uncertain and cannot be predicted**

The outbreak, or threatened outbreak, of any severe epidemic caused due to viruses (particularly COVID19) could materially adversely affect overall business sentiment and environment, particularly if such outbreak is inadequately controlled. The spread of any severe communicable disease may also adversely affect the operations of our customers and suppliers, which could adversely affect our business, financial condition and results of operations. The outbreak of COVID19 has resulted in authorities implementing several measures such as travel bans and restrictions, quarantines, shelter in place orders, and shutdowns. These measures have impacted and may further impact our workforce and operations, the operations of our customers, and those of our respective vendors and suppliers. There is currently substantial medical uncertainty regarding COVID-19 and no government-certified treatment is available. A rapid increase in severe cases and deaths where measures taken by governments fail or are lifted prematurely, may cause significant economic disruption in India and in the rest of the world. The scope, duration and frequency of such measures and the adverse effects of COVID-19 remain uncertain and could be severe. Our ability to meet our ongoing disclosure obligations might be adversely affected, despite our best efforts. If any of our employees were suspected of contracting COVID-19 or any other epidemic disease, this could require us to quarantine some or all of these employees or disinfect the facilities used for our operations. In addition, our revenue and profitability could be impacted to the extent that a natural disaster, health epidemic or other outbreak harms the Indian and global economy in general.

The extent to which the COVID-19 further impacts our results will depend on future developments, which are highly uncertain and cannot be predicted, including new information which may emerge concerning the severity of the coronavirus and the actions taken globally to contain the coronavirus or treat its impact, among others. Existing insurance coverage may not provide protection for all costs that may arise from all such possible events. We are still assessing our business operations and system supports and the impact COVID-19 may have on our results and financial condition, but there can be no assurance that this analysis will enable us to avoid part or all of any impact from the spread of COVID-19 or its consequences, including downturns in business sentiment generally or in our sector in particular.

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

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

## SECTION IV – INTRODUCTION

### THE ISSUE

<b>PRESENT ISSUE IN TERMS OF THIS DRAFT PROSPECTUS</b>	
<b>Equity Shares Offered through Public Issue<sup>(1)</sup></b>	Issue of upto 60,00,000 Equity Shares of face value of Rs.10 each fully paid-up of our Company for cash at a price of Rs. [●] per Equity Share aggregating to Rs. [●] Lakhs.
<b>Out of which:</b>	
<b>Issue Reserved for the Market Makers</b>	[●] Equity Shares of face value of Rs.10 each fully paid-up of our Company for cash at a price of Rs. [●] per Equity Share aggregating to Rs. [●] Lakhs.
<b>Net Issue to the Public</b>	[●] Equity Shares of face value of Rs.10 each fully paid-up of our Company for cash at a price of Rs. [●] per Equity Share aggregating to Rs. [●] Lakhs.
<b>Out of which*</b>	
A. Retail Individual Investors	At least [●] Equity Shares of face value of Rs.10 each fully paid-up of our Company for cash at a price of Rs. [●] per Equity Share aggregating to Rs. [●] Lakhs will be available for allocation to Retail Individual Investors <sup>(a)</sup> .
B. Other than Retail Individual Investors (including Non- Institutional Investors and Qualified Institutional Buyers)	Not more than [●] Equity Shares of face value of Rs.10 each fully paid-up of our Company for cash at a price of Rs. [●] per Equity Share aggregating to Rs. [●] Lakhs will be available for allocation to investor other than Retail Individual Investors <sup>(b)</sup> .
<b>Pre and Post – Issue Equity Shares</b>	
<b>Equity Shares outstanding prior to the Issue</b>	1,65,00,000 Equity Shares of face value of Rs.10 each
<b>Equity Shares outstanding after the Issue</b>	Upto 2,25,00,000 Equity Shares of face value Rs.10 each
<b>Use of Net Proceeds by our Company</b>	Please see the chapter titled “ <i>Objects of the Issue</i> ” on page 70 of this Draft Prospectus.

<sup>(1)</sup> Public issue of upto 60,00,000 Equity Shares face value of Rs.10.00 each for cash at a price of Rs. [●] per Equity Share of our Company aggregating to Rs. [●] Lakhs. This issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details please refer to section “*Issue Structure*” beginning on page 218 of this Draft Prospectus.

The Issue has been authorized by our Board pursuant to a resolution passed at its meeting held on June 13, 2022, and by our Equity Shareholders pursuant to a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General meeting held on June 15, 2022.

\*As per Regulation 253 of the SEBI (ICDR) Regulations 2018, 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 to retail individual investors; and
- (b) Remaining to
  - (i) Individual applicants other than retail individual investors; and
  - (ii) Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for

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

**Explanation:** If the retail individual investor category is entitled to more than the allocated portion on proportionate basis, accordingly the retail individual investors shall be allocated that higher percentage.



**SUMMARY OF OUR FINANCIALS**  
**ANNEXURE I- RESTATED STANDALONE STATEMENT OF ASSETS AND LIABILITIES**

(Amount in Rs. Lakhs)

PARTICULARS		Annexure No.	As at the Year ended		
			31-03-22	31-03-21	31-03-20
<b>A)</b>	<b>EQUITY AND LIABILITIES</b>				
<b>1.</b>	<b>Shareholders' Funds</b>				
(a)	Share Capital	A	1,650.00	2,500.00	2,500.00
(b)	Reserves & Surplus		(298.98)	(3,732.21)	(3,429.13)
			<b>1,351.02</b>	<b>(1,232.21)</b>	<b>(929.13)</b>
<b>2.</b>	<b>Non-Current Liabilities</b>				
(a)	Long Term Borrowings	B, B(A) and B(B)	-	3,260.50	2,768.35
(b)	Deferred Tax Liabilities (Net)	C	-	-	-
(c)	Long Term Provisions	D	33.77	21.63	29.52
			<b>33.77</b>	<b>3,282.13</b>	<b>2,797.87</b>
<b>3.</b>	<b>Current Liabilities</b>				
(a)	Short Term Borrowings	B, B(A) and B(B)	802.00	47.56	66.37
(b)	Trade Payables	E			
(i)	total outstanding dues of micro enterprises and small enterprises; and		-	-	-
(ii)	total outstanding dues of creditors other than micro enterprises and small enterprises.		279.50	268.58	359.73
(c)	Other Current Liabilities	F	98.11	105.15	177.88
(d)	Short Term Provisions		80.71	53.74	88.78
			<b>1,260.31</b>	<b>475.03</b>	<b>692.76</b>
	<b>Total</b>		<b>2,645.10</b>	<b>2,524.96</b>	<b>2,561.49</b>
<b>B)</b>	<b>ASSETS</b>				
<b>1.</b>	<b>Non-Current Assets</b>				
(a)	Property, Plant & Equipment and Intangible Assets				
	<b>i) Tangible Assets</b>				
	(i) Gross Block	G	2,873.41	2,477.05	2,443.55
	(ii) Depreciation		1,351.49	1,110.88	876.33
	(iii) Net Block		1,521.92	1,366.18	1,567.21
	<b>ii) Intangible Assets</b>			-	-
	(i) Gross Block		284.32	264.35	221.49
	(ii) Depreciation		173.06	143.77	118.39
	(iii) Net Block		111.26	120.58	103.10
				-	-
	iii) Capital Work in Progress		26.41	234.78	44.51
			<b>1,659.59</b>	<b>1,721.53</b>	<b>1,714.82</b>
(b)	Non-Current Investment	H	-	0.50	0.50
(c)	Deferred Tax Assets (Net)	C	87.26	63.57	51.68
(d)	Long Term Loans and Advances	I	39.28	18.84	10.07
(e)	Other Non-Current Assets	J	249.86	259.68	289.78
			<b>376.41</b>	<b>342.59</b>	<b>352.03</b>
<b>2.</b>	<b>Current Assets</b>				
(a)	Inventories	K	326.11	236.50	264.75
(b)	Trade Receivables	L	54.90	84.03	74.22
(c)	Cash and Cash equivalents	M	69.73	10.73	21.18
(d)	Short-Term Loans and Advances	N	91.51	88.14	65.25
(e)	Other Current Assets	O	66.86	41.44	69.24
			<b>609.10</b>	<b>460.84</b>	<b>494.64</b>
	<b>Total</b>		<b>2,645.10</b>	<b>2,524.96</b>	<b>2,561.49</b>

The accompanying summary of significant accounting policies, restated notes to accounts and notes on adjustments for restated standalone financial Statement (Annexure IV & V ) are an integral part of this statement.



## ANNEXURE II

## RESTATED STANDALONE STATEMENT OF PROFIT AND LOSS

(Amount in Rs. Lakhs)

PARTICULARS		Annexure No	For the Year ended on		
			31-03-22	31-03-21	31-03-20
1	Revenue From Operation	P	2,065.62	1,813.02	2,751.23
2	Other Income	Q	20.43	42.55	50.40
3	<b>Total Income (1+2)</b>		<b>2,086.05</b>	<b>1,855.58</b>	<b>2,801.63</b>
4	Expenditure				
(a)	Cost of Material Consumed	R	475.18	293.54	431.91
(b)	Changes in Inventory of WIP, Finished Goods and Stock in Trade	S	(89.61)	28.25	(96.05)
(c)	Employee Benefit Expenses	T	743.50	522.82	979.79
(d)	Finance Cost	U	180.46	146.57	114.67
(e)	Depreciation and Amortisation Expenses	V	275.68	267.47	291.01
(f)	Other Expenses	W	1,441.29	911.90	1,431.21
5	<b>Total Expenditure 4(a) to 4(f)</b>		<b>3,026.51</b>	<b>2,170.54</b>	<b>3,152.53</b>
6	Profit/(Loss) Before Exceptional & extraordinary items & Tax (3-5)		(940.46)	(314.96)	(350.90)
7	Exceptional item		0	0	-
8	<b>Profit/(Loss) Before Tax (6-7)</b>		<b>(940.46)</b>	<b>(314.96)</b>	<b>(350.90)</b>
9	Tax Expense:				
(a)	Tax Expense for Current Year		0.00	0.00	0.00
(b)	Short/(Excess) Provision of Earlier Year		0.00	0.00	0.00
(c)	Deferred Tax		(23.69)	(11.89)	(27.09)
(d)	MAT Credit Entitlement		-	0.00	0.00
	Net Current Tax Expenses		(23.69)	-11.89	(27.09)
10	<b>Profit/(Loss) for the Year (8-9)</b>		<b>(916.78)</b>	<b>(303.07)</b>	<b>(323.80)</b>

The accompanying summary of significant accounting policies, restated notes to accounts and notes on adjustments for restated standalone financial Statement (Annexure IV & V ) are an integral part of this statement.

**ANNEXURE III  
RESTATED STANDALONE CASH FLOW STATEMENT**

(Amount in Rs. Lakhs)

PARTICULARS		For the Year ended on		
		31-03-22	31-03-21	31-03-20
<b>A) Cash Flow From Operating Activities :</b>				
Net Profit before tax		(940.46)	(314.96)	(350.90)
Adjustment for :				
Depreciation		275.68	267.47	291.01
Interest Paid		180.46	146.57	114.67
Provision of Gratuity		14.04	(4.44)	11.36
Loss/(Profit) on Sale of Asset		7.03	(24.44)	(40.81)
Interest Income		(10.95)	(0.12)	(0.11)
Dividend Income		-	-	(0.002)
Adjustment with the Retained earnings		-	-	(2,008.97)
<b>Operating profit before working capital changes</b>		<b>(474.19)</b>	<b>70.07</b>	<b>(1,983.75)</b>
Changes in Working Capital				
(Increase)/Decrease in Inventories		(89.61)	28.25	(96.05)
(Increase)/Decrease in Trade Receivables		29.13	(9.82)	12.02
Increase)/Decrease in Short Term Loans & Advances and Provisions		(3.37)	(22.89)	(61.82)
(Increase)/Decrease in Other Current Assets		(25.42)	27.80	66.29
Increase/(Decrease) in Trade Payables		10.92	(91.15)	(224.19)
Increase/(Decrease) in Other Current Liabilities		(7.04)	(72.73)	(56.37)
Increase/(Decrease) in Short Term Provisions		26.47	(34.89)	21.96
<b>Cash generated from operations</b>		<b>(533.11)</b>	<b>(105.35)</b>	<b>(2,321.92)</b>
Less:- Income Taxes paid		-	-	-
<b>Net cash flow from operating activities</b>	<b>A</b>	<b>(533.11)</b>	<b>(105.35)</b>	<b>(2,321.92)</b>
<b>B) Cash Flow From Investing Activities :</b>				
Purchase of Fixed Assets including of CWIP		(220.79)	(249.72)	(247.48)
Investment made/Sold during the year		<b>0.50</b>	-	0.00
Increase/(Decrease) in Long Term Loans and Advances		<b>(20.44)</b>	<b>(8.77)</b>	242.95
Increase/(Decrease) in Other Non-Current Assets		<b>9.82</b>	<b>30.10</b>	1,713.21
Interest Income		10.95	0.12	0.11
Dividend Income		-	-	0.00
<b>Net cash flow from investing activities</b>	<b>B</b>	<b>(219.97)</b>	<b>(228.27)</b>	<b>1,708.79</b>
<b>C) Cash Flow From Financing Activities :</b>				
Proceeds from Issue of Share Capital		5,800.00	-	-
Conversion of Preference share Capital to Equity		(2,300.00)	-	-
Increase/(Decrease) in Short Term Borrowings		754.44	(18.81)	66.37
Increase/(Decrease) in Long Term Borrowings and Provisions		(3,261.90)	488.56	666.17
Interest Paid		(180.46)	(146.57)	(114.67)
<b>Net cash flow from financing activities</b>	<b>C</b>	<b>812.07</b>	<b>323.17</b>	<b>617.87</b>
<b>Net Increase/(Decrease) In Cash &amp; Cash Equivalents</b>	<b>(A+B+C)</b>	<b>59.00</b>	<b>(10.45)</b>	<b>4.74</b>
<b>Cash equivalents at the beginning of the year</b>		<b>10.73</b>	<b>21.18</b>	<b>16.44</b>
<b>Cash equivalents at the end of the year</b>		<b>69.73</b>	<b>10.73</b>	<b>21.18</b>

Notes:

Sr. No	PARTICULARS	For the Year ended on		
		31-03-22	31-03-21	31-03-20
1.	Component of Cash and Cash equivalents			
	Cash on hand	2.03	3.66	3.01
	Balance With banks	65.70	5.07	16.17
	Other Bank Balance	2.00	2.00	2.00
		<b>69.73</b>	<b>10.73</b>	<b>21.18</b>
2.	Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, financing and investing activities of the company are segregated.			
The accompanying summary of significant accounting policies, restated notes to accounts and notes on adjustments for restated standalone financial Statement (Annexure IV & V ) are an integral part of this statement.				

## GENERAL INFORMATION

### Brief Summary:

Our Company was originally incorporated as a Private Limited Company under the name of “Lloyds Luxuries Private Limited” on October 21, 2013 under the provisions of the Companies Act, 1956 with the Registrar of Companies, Maharashtra, Mumbai. Subsequently, pursuant to Special Resolution passed by the Shareholders at the Extra Ordinary General Meeting, held on December 14, 2013, our Company was converted into a Public Limited Company and consequently the name of our Company was changed from “Lloyds Luxuries Private Limited” to “Lloyds Luxuries Limited” vide a fresh certificate of incorporation dated January 29, 2014, issued by the Registrar of Companies, Maharashtra, Mumbai.

For further details please refer to chapter titled “*History and Corporate Structure*” beginning on page 111 of this Draft Prospectus.

<b>CIN</b>	U74999MH2013PLC249449
<b>Registration No.</b>	249449
<b>Date of Incorporation</b>	October 21, 2013
<b>Registered Office</b>	Trade World, ‘C’ Wing, 16 <sup>th</sup> Floor, Kamala City, Senapati Bapat Marg, Lower Parel (W), Mumbai 400013, Maharashtra, India. <b>Email:</b> <a href="mailto:company@lloydsluxuries.in">company@lloydsluxuries.in</a> <b>Website:</b> <a href="http://www.lloydsluxuries.in">www.lloydsluxuries.in</a> <b>CIN:</b> U74999MH2013PLC249449 <b>Registration Number:</b> 249449
<b>Corporate Office</b>	B2, Unit No. 3, 2 <sup>nd</sup> Floor, Madhu Estate, Pandurang Budhkar Marg, Lower Parel, Mumbai-400013, Maharashtra, India. <b>Tel. No.:</b> +91-022-68238888 <b>Email:</b> <a href="mailto:company@lloydsluxuries.in">company@lloydsluxuries.in</a> <b>Website:</b> <a href="http://www.lloydsluxuries.in">www.lloydsluxuries.in</a>
<b>Designated Stock Exchange</b>	SME Platform of National Stock Exchange of India Limited “NSE Emerge”
<b>Listing of Shares offered in this Issue</b>	SME Platform of NSE
<b>Address of the Registrar of Companies:</b>	<b>Registrar of Companies, Mumbai</b> 100, Everest, Marine Drive Mumbai- 400002 Maharashtra, India <b>Tel No:</b> +91-022-22812627/22020295/22846954 <b>Fax No:</b> +91- 022-22811977 <b>Email id:</b> <a href="mailto:roc.mumbai@mca.gov.in">roc.mumbai@mca.gov.in</a> <b>Website:</b> <a href="http://www.mca.gov.in">www.mca.gov.in</a>

### Board of Directors:

The Board of Directors of our Company as on the date of filing of this Draft Prospectus consists of:

Sr. No.	Name of Directors	Designation	Address	DIN
1.	Mr. Prannay Dokkania	Managing Director	C/24 Ram Kutir, Pandit Guni Das Road, Near Victoria Church, Mahim, Mumbai 400 016 Maharashtra, India	09621091
2.	Mr. Shree Krishna Mukesh Gupta	Chairman & Non-Executive Director	Vandan CHSL, 17 <sup>th</sup> Floor, 29 A, Dongersey Road, Near Elizabeth Hospital, walkeshwar, Mumbai 400006 Maharashtra, India.	06726742
3.	Mrs. Vandini Gupta	Non-Executive Director	Vandan CHSL., 17th Floor, 29-A, Dongersey Road, Near Elizabeth Hospital, Walkeshwar, Mumbai 400006 Maharashtra, India	09621161
4.	Mr. Kabir Malhotra	Independent Director	202 Nav Karan, Plot No - 117, Lokhandwala Complex, Near Green Acres, Andheri (w), Mumbai 400053 Maharashtra, India.	09630236

5.	Mr. Aashay Amish Choksi	Independent Director	Flat No. 1402, C Wing, Rustomjee Seasons, Gandhi Nagar, Bandra East, Mumbai 400051 Maharashtra, India	07223156
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For further details in relation to our Directors, please refer to chapter titled “*Our Management*” on page 115 of this Draft Prospectus.

Chief Financial Officer	Company Secretary & Compliance Officer
<b>Mr. Sushant Janardan Mishra</b> <b>Lloyds Luxuries Limited</b> <b>Address:</b> B2, Unit No. 3, 2nd Floor, Madhu Estate, Pandurang Budhkar Marg, Lower Parel, Mumbai-400013, Maharashtra, India. <b>Tel. No.:</b> +91-022-68238888 <b>Email:</b> <a href="mailto:company@lloydsluxuries.in">company@lloydsluxuries.in</a> <b>Website:</b> <a href="http://www.lloydsluxuries.in">www.lloydsluxuries.in</a>	<b>Ms. Shubhada Mahendra Shirke</b> <b>Lloyds Luxuries Limited</b> <b>Address:</b> B2, Unit No. 3, 2nd Floor, Madhu Estate, Pandurang Budhkar Marg, Lower Parel, Mumbai-400013, Maharashtra, India. <b>Tel. No.:</b> +91-022-68238888 <b>Email:</b> <a href="mailto:cs@lloydsluxuries.in">cs@lloydsluxuries.in</a> <b>Website:</b> <a href="http://www.lloydsluxuries.in">www.lloydsluxuries.in</a>

### Investor Grievances:

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

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

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

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

### **Details of Key Intermediaries pertaining to this Issue and our Company:**

Lead Manager to the Issue	Legal Advisor to the Issue
<b>Hem Securities Limited</b> <b>Address:</b> 904, A Wing, Naman Midtown, Senapati Bapat Marg, Elphinstone Road, Lower Parel, Mumbai-400013, Maharashtra, India <b>Tel No.:</b> +91-22-4906 0000 <b>Email:</b> <a href="mailto:ib@hemsecurities.com">ib@hemsecurities.com</a> <b>Investor Grievance Email:</b> <a href="mailto:redressal@hemsecurities.com">redressal@hemsecurities.com</a> <b>Website:</b> <a href="http://www.hemsecurities.com">www.hemsecurities.com</a> <b>Contact Person:</b> Mr. Ajay Jain <b>SEBI Reg. No.:</b> INM000010981	<b>MMJB &amp; Associates LLP</b> <b>Address:</b> Ecstasy, 803/804, 9th Floor, City of Joy, J.S.D Road, Mulund (West), Mumbai- 400 080, Maharashtra, India <b>Tel No.:</b> +91-022- 2167 8100 <b>Email:</b> <a href="mailto:kumudiniparanjape@mmjc.in">kumudiniparanjape@mmjc.in</a> <b>Contact Person:</b> Mrs. Kumudini Bhalerao
Registrar to the Issue	Statutory Auditor
<b>Bigshare Services Private Limited</b> <b>Address:</b> S6-2, 6th Floor, Pinnacle Business Park, Next	<b>M/s. Todarwal &amp; Todarwal LLP</b> <b>Chartered Accountants,</b>

to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093, India. Telephone: +91 22 6263 8200 Facsimile: +91 22 6263 8299 Email: <a href="mailto:ipo@bigshareonline.com">ipo@bigshareonline.com</a> Investor Grievance Email: <a href="mailto:investor@bigshareonline.com">investor@bigshareonline.com</a> Website: <a href="http://www.bigshareonline.com">www.bigshareonline.com</a> Contact Person: Mr. Aniket Chindarkar SEBI Registration Number: MB/INR000001385 CIN: U99999MH1994PTC076534	<b>Address:</b> 12, Maker Bhavan No. 03, First Floor, 21, New Marine Lines, Mumbai 400020 Maharashtra, India. <b>Tel No.:</b> 22068264/22083115/43023300 <b>Email:</b> <a href="mailto:todarwal@todarwal.com">todarwal@todarwal.com</a> <b>Website:</b> <a href="http://www.todarwal.com">www.todarwal.com</a> <b>Firm Registration No.:</b> W100231 <b>Membership No:</b> 032512 <b>Contact Person:</b> Mr. Sunil Todarwal
<b>Peer Review Auditor**</b>	<b>Bankers to our Company</b>
<b>M/s. R K Jagetiya &amp; Co.</b> <b>Chartered Accountants,</b> <b>Address:</b> B-303, Eklavya CHSL, N. L. Complex, Dahisar East, Mumbai – 400068, Maharashtra, India <b>Tel No.:</b> +91-9820800926 <b>Email:</b> <a href="mailto:rkjagetiya@gmail.com">rkjagetiya@gmail.com</a> <b>Firm Registration No.:</b> 146264W <b>Membership No:</b> 134691 <b>Peer Review Certificate Number:</b> 013198 <b>Contact Person:</b> Mr. Ravi K Jagetiya	<b>ICICI Bank Ltd.</b> <b>Address:</b> Bombay Hub, Z Wing, Kamla Mill Compound, Senapati Bapat Marg, Lower PareL, Mumbai, Maharashtra, 400013 India. <b>Tel:</b> +91 022 68180905 <b>Email:</b> <a href="mailto:Manjunath.poojary@icicibank.com">Manjunath.poojary@icicibank.com</a> <b>Website:</b> <a href="http://www.icicibank.com">www.icicibank.com</a> <b>Contact Person:</b> Mr. Manjunath Poojary <b>Designation:</b> Branch Manager
<b>Bankers to the Issue/ Refund Banker/Sponsor Bank*</b>	
[•]	

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

\*\* In accordance with the SEBI ICDR Regulations, we have appointed M/s. R K Jagetiya & Co. Chartered Accountants, (FRN: 146264W) as Peer Review Auditor vide engagement letter dated May 06, 2022 for restatement of financial statements for the year ended March 31, 2022, March 31, 2021, and March 31, 2020.

#### Designated Intermediaries:

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

The list of SCSBs, as updated till date, is available on website of Securities and Exchange Board of India at below link.  
<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>;  
<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>  
Investors are requested to refer the SEBI website for updated list of SCSBs and their designated branches.

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

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

#### Syndicate SCSB Branches

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 Applying using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>) and updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI mechanism is provided as 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, as amended.



### **Registered Brokers**

The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the website of the Stock Exchange, at National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) as updated from time to time

### **Registrar and Share Transfer Agents**

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

### **Collecting Depository Participants (CDP's)**

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

### **Brokers to the Issue**

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

### **Experts Opinion**

Our Company has not obtained any expert opinions except we have received consent from the Peer review Auditors of the Company to include their name as an expert in this draft prospectus in relation to the (a) Peer review Auditors' reports on the restated Audited financial statements; and (b) Statement of Tax Benefits (c) Statement of Financial Indebtedness and such consent has not been withdrawn as on the date of this Draft Prospectus.

### **Inter-se Allocation of Responsibilities**

Since, Hem Securities Limited is the sole Lead Manager to this Issue, a statement of inter se allocation of responsibilities among Lead Manager is not applicable.

### **Monitoring Agency**

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

### **Green Shoe Option**

No Green Shoe Option is applicable for this Issue.

### **Appraising Entity**

None of the objects for which the Net Proceeds are proposed to be utilized have been financially appraised by any banks or financial institution.

### **Credit Rating**

As this is an issue of Equity Shares, there is no credit rating for the Issue.

## IPO Grading

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

## Trustees

As the Issue is of Equity Shares, the appointment of trustees is not required.

## Debenture Trustees

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

## Filing of Draft Prospectus/Prospectus with the Designated Stock Exchange/SEBI/ROC

The Draft Prospectus is being filed with National Stock Exchange of India Limited, Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai 400051, Maharashtra, India.

The Draft Prospectus will not be filed with SEBI, nor will SEBI issue any observation on the Offer Document in terms of Regulation 246(2) of SEBI (ICDR) Regulations, 2018. Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018 and SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of 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 at Plot No.C4-A, 'G' Block Bandra-Kurla Complex, Bandra (East), Mumbai - 400051 Maharashtra, India.

A copy of the Prospectus, along with the material contracts and documents referred elsewhere in the Prospectus, will be delivered for filing to the Registrar of Companies, Mumbai, 100, Everest, Marine Drive, Mumbai 400002 Maharashtra, India

## Underwriting

The Company and the Lead Manager to the Issue hereby confirm that the Issue will be 100% Underwritten by the Underwriter [•] in the capacity of Underwriter to the issue.

Pursuant to the terms of the Underwriting Agreement dated [•] entered into by Company, Underwriter, the obligations of the Underwriter are subject to certain conditions specified therein. The Details of the Underwriting commitments are as under:

Details of the Underwriter	No. of shares underwritten	Amount Underwritten (₹ in Lakhs)	% of Total Issue Size Underwritten
[•]	[•]	[•]	[•]

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

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

### Change in Auditors during the last three (3) years

There have been no changes in our Company's auditors in the last three (3) years:

### Details of the Market Making arrangement for this Issue

Our Company has entered into a Market Making Agreement dated [●] with the following Market Maker for fulfilling the Market Making obligations under this Issue:

<b>Name</b>	[●]
<b>Correspondence Address:</b>	[●]
<b>Tel No.:</b>	[●]
<b>E-mail:</b>	[●]
<b>Website:</b>	[●]
<b>Contact Person:</b>	[●]
<b>SEBI Registration No.:</b>	[●]
<b>Market Maker Registration No.</b>	[●]

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

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

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI ICDR Regulations, as amended from time to time and the circulars issued by NSE and SEBI in this matter from time to time.

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

- The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).
- The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of the NSE Emerge (SME platform of NSE) and SEBI from time to time.
- The minimum depth of the quote shall be Rs.1,00,000/-. However, the investors with holdings of value less than Rs. 1,00,000/- shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
- The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the SME platform of NSE (in this case currently the minimum trading lot size is [●] equity shares; however the same may be changed by the SME platform of NSE from time to time).
- After a period of three (3) months from the market making period, the Market Maker would be exempted to provide quote if the Shares of Market Maker in our company reaches to 25% of Issue Size. Any Equity Shares allotted to Market Maker under this Issue over and above 25% of Issue Size would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of Market Maker in our Company reduces to 24% of Issue Size, the Market Maker will resume providing 2 way quotes.
- There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, NSE may intimate the same to SEBI after due verification.

- Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
- There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
- 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.
- The Market maker may also be present in the opening call auction, but there is no obligation on him to do so.
- There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while *force-majeure* will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final
- The Market Maker(s) shall have the right to terminate said arrangement by giving a six months' notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s) and execute a fresh arrangement. In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the LM to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018, as amended. Further our Company and the LM reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our office from 10.00 a.m. to 5.00 p.m. on working days.
- **Risk containment measures and monitoring for Market Makers:** Stock Exchange will have all margins, which are applicable on 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.
- **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.
- **Price Band and Spreads:** The 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:
  - i. 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.
  - ii. 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 platform.

S. No.	Market Price Slab (in Rs.)	Proposed Spread (in % to sale price)
1.	Up to 50	9
2.	50 to 75	8

3.	75 to 100	6
4.	Above 100	5

- 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 Issue size and as follows:

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

#### Withdrawal of the Issue

Our Company in consultation with the LM, reserve the right to not to proceed with the Issue at any time before the Issue Opening Date without assigning any reason thereof.

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

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

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

## CAPITAL STRUCTURE

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

(Rs. in Lakhs, except share data)			
Sr. No.	Particulars	Aggregate Value at Face Value	Aggregate Value at Issue Price
A	<b>Authorized Share Capital</b> 2,50,00,000 Equity Shares having Face Value of ₹ 10/- each	2500.00	-
B	<b>Issued, Subscribed &amp; Paid-up Share Capital prior to the Issue</b> 1,65,00,000 Equity Shares having Face Value of ₹10/- each	1650.00	-
C	<b>Present Issue in terms of this Draft Prospectus*</b> Upto 60,00,000 Equity Shares having Face Value of ₹ 10/-each at a Premium of ₹ [●] per share	600.00	[●]
	<i>Which comprises of:</i>		
D	<b>Reservation for Market Maker Portion</b> [●] Equity Shares of ₹10/- each at a price of ₹[●] per Equity Shares Share reserved as Market Maker Portion	[●]	[●]
E	<b>Net Issue to Public</b> Net Issue to Public of [●] Equity Shares of ₹10/- each at a price of ₹[●] per Equity Shares Share to the Public	[●]	[●]
	<i>Of which:</i>		
	i. At least [●] Equity Shares aggregating up to Rs. [●] lakhs will be available for allocation to Retail Individual Investors	[●]	[●]
	ii. Not more than [●] Equity Shares aggregating up to Rs. [●] lakhs will be available for allocation to investors other than Retail Individual Investors (including Non-Institutional Investors and Qualified Institutional Buyers).	[●]	[●]
F	<b>Issued, Subscribed and Paid up Equity Shares Share Capital after the Issue</b> [●] Equity Shares of face value of ₹10/- each		[●]
G	<b>Securities Premium Account</b> Before the Issue (as on date of this Draft Prospectus)	4350.00	
	After the Issue		[●]

\*The Present Issue of upto 60,00,000 Equity Shares in terms of this Draft Prospectus has been authorized pursuant to a resolution of our Board of Directors dated June 13, 2022 and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra Ordinary General Meeting of the members held on June 15, 2022.

### Classes of Shares:-

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

### Notes to Capital Structure:

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

Sr. No.	Particulars of Changes	Cumulative No. of Equity Shares	Face Value of Equity Shares Share	Cumulative Authorized Share Capital (Rs. in lakhs)	Date of Shareholders' Meeting	Whether AGM/EGM
1.	Upon incorporation	50,000	10/-	5.00	On Incorporation	N.A.



2.	Increase in Authorised Share Capital from ₹5.00 Lakhs to ₹ 200.00 Lakhs	20,00,000	10/-	200.00	November 18, 2013	EGM
3.	Increase in Authorised Share Capital from ₹ 200.00 Lakhs to ₹ 2500.00 Lakhs (20,00,000 Equity Shares of Rs. 10/- each and 2,30,00,000 Preference Shares of Rs. 10/- each)	2,50,00,000*	10/-	2500.00	February 26, 2016	EGM
<i>Pursuant to Shareholders' resolution dated June 06, 2016, the nominal value of Equity Shares of our Company was subdivided from Rs. 10/- per Equity Shares Share to Rs. 1/- per Equity Shares Share. Therefore, 20,00,000 Equity Shares of our Company of Nominal value of ₹ 10 each was sub-divided into 2,00,00,000 Equity Shares of face value of ₹1 each.</i>						
4.	Post Sub-division of Nominal value of Equity Shares from Rs.10 per Equity Shares Share to Rs.1 per Equity Shares Share.	2,00,00,000	1/-	200.00	June 06, 2016	EGM
<i>Pursuant to Shareholders' resolution dated March 14, 2022, variation to the existing nature and terms of Preference Share Capital was done from 2,30,00,000, 7% Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs. 10/- each amounting to Rs. 23,00,00,000/- issued by the Company to 2,30,00,000,7% Non-Cumulative Optionally Convertible Redeemable Preference Shares.</i>						
5.	Post variation in the terms and conditions of Preference Share capital	2,30,00,000	10/-	2300.00	March 14, 2022	EGM
<i>Pursuant to Shareholders' resolution dated March 15, 2022, re-classification of the Authorized Share Capital of the Company was done from Rs. 25,00,00,000/- divided into 2,00,00,000 Equity Shares of Rs. 1/- each and 2,30,00,000 Preference Shares of Rs. 10/- each to Rs. 25,00,00,000/- divided into 25,00,00,000 Equity Shares of Rs. 1/- each.</i>						
6.	Post Re-classification of Authorized Share Capital	25,00,00,000	1/-	2500.00	March 15, 2022	EGM
<i>Pursuant to Shareholders' resolution dated March 22, 2022, the Nominal value of Equity Shares of our Company was consolidated from Rs. 1/- per Equity Shares Share to Rs. 10/- per Equity Shares Share. Therefore, 25,00,00,000 Equity Shares of our Company of Nominal value of ₹ 1/- each was consolidated into 2,50,00,000 Equity Shares of Nominal value of ₹10 each.</i>						
7.	Post Consolidation of Authorized Share Capital	2,50,00,000	10/-	2500.00	March 22, 2022	EGM

\*On 25th March, 2016, the Company issued and allotted 1,00,00,000, 7% Non-Cumulative Non-Convertible Redeemable Preference Shares ('Preference Shares') of Rs. 10/- each to Hemdil Estates Private Limited and on 11th April, 2016 the Company issued and allotted 1,30,00,000 Preference Shares of Rs. 10/- each to Hemdil Estates Private Limited.

## 2. Share Capital History of our Company:

### a) Equity Shares capital

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

Date of Allotment	No. of Equity Shares allotted	Face Value (₹)	Issue Price (including Premium if applicable)(₹)	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Securities Premium (₹)	Cumulative Paid up Capital (₹)
Upon Incorporation	10,000	10	10	Cash	Subscription to MOA <sup>(i)</sup>	10,000	Nil	1,00,000
December 10, 2013	19,90,000	10	10	Cash	Preferential Allotment <sup>(ii)</sup>	20,00,000	Nil	2,00,00,000
<i>Pursuant to Shareholders' resolution dated June 06, 2016, the face value of Equity Shares of our Company was subdivided from Rs. 10/- per Equity Shares Share to Rs. 1/- per Equity Shares Share. Therefore, 20,00,000 Equity Shares of our Company of face value of ₹ 10/- each was sub-divided into 2,00,00,000 Equity Shares of face value of ₹1/- each.</i>								
Post Sub-division	2,00,00,000	1	-	-	-	2,00,00,000	Nil	2,00,00,000
<i>Pursuant to Shareholders' resolution dated March 14, 2022, The Company has change the existing terms and nature from</i>								

2,30,00,000, 7% Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs. 10/-each amounting to Rs. 23,00,00,000/- issued by the Company to 2,30,00,000, 7% Non-Cumulative Optionally Convertible Redeemable Preference Shares.

March 15, 2022	5,75,00,000	1	4	Other than Cash	Preferential Allotment by way of Conversion of 2,30,00,000, 7% Non-Cumulative Optionally Convertible Redeemable Preference Shares into Equity Shares <sup>(iii)</sup>	7,75,00,000	17,25,00,000	7,75,00,000
March 19, 2022	8,28,49,652	1	4	Cash	Private Placement <sup>(iv)</sup>	16,03,49,652	42,10,48,956	16,03,49,652
March 19, 2022	46,50,348	1	4	Other than Cash	Preferential Allotment by way of Conversion of unsecured loan into Equity Shares <sup>(v)</sup>	16,50,00,000	43,50,00,000	16,50,00,000

Pursuant to Shareholders' resolution dated March 22, 2022, the face value of Equity Shares of our Company was consolidated from Rs. 1.00 per Equity Shares Share to Rs. 10/- per Equity Shares Share. Therefore, 16,50,00,000 Equity Shares of our Company of face value of ₹ 1/- each was consolidated into 1,65,00,000 Equity Shares of face value of ₹10/- each.

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

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

Sr. No.	Name of Subscribers	Number of Equity Shares Subscribed
1.	Mr. Sureshkumar Shriramlal Garg	100
2.	Mr. Lalit Surajbhan Sharma	100
3.	M/s Aaren Educare Private Limited	1,960
4.	M/s Vidarbha Power Limited	1,960
5.	M/s Babhari Properties Private Limited	1,960
6.	M/s Matri Chaya Investments & Traders Private Limited	1,960
7.	M/s Balavati Properties Private Limited	1,960
	<b>Total</b>	<b>10,000</b>

(ii) Preferential allotment of 19,90,000 Equity Shares of Face Value of Rs. 10/- each as per the details given below:

Sr. No.	Name of Allottees	Number of Equity Shares Allotted
1.	Mr. Madhur Rajesh Gupta	3,78,000
2.	Mr. Shree Krishna Mukesh Gupta	3,78,000
3.	M/s Shree Global Tradefin Limited	3,78,000
4.	M/s Aaren Educare Pvt. Ltd.	3,78,000
5.	M/s Prawas Leasing & Finance Pvt. Ltd.	3,78,000
6.	Mr. Istayak Ansari Ahmed	1,00,000
	<b>Total</b>	<b>19,90,000</b>

(iii) Preferential allotment was made pursuant to the conversion of 2,30,00,000, 7% Non-Cumulative Optionally-Convertible Redeemable Preference Shares into the Equity Shares of Face Value of Rs. 1/- each at a premium of Rs. 3/- each on the basis of the derived share exchange ratio of (1:2.5) as per the details given below:

Sr. No.	Name of Allottee	Number of Equity Shares Allotted
1.	M/s Plutus Trade & Commodities LLP	5,75,00,000
	<b>Total</b>	<b>5,75,00,000</b>

(iv) Details of the Private placement of 8,28,49,652 Equity Shares of Face value of Rs. 1/- each at a premium of Rs. 3/- each as per the details given below:

Sr. No.	Name of Allottee	Number of Equity Shares Allotted
1.	M/s Plutus Trade & Commodities LLP	8,28,49,652
	<b>Total</b>	<b>8,28,49,652</b>

(v) Pursuant to the conversion of the unsecured loan into the Equity shares, the Company issued and allotted 46,50,348 Equity Shares of Face Value of Rs. 1/- each at a premium of Rs. 3/- each as per the details given below:

Sr. No.	Name of Allottee	Number of Equity Shares Allotted
1.	M/s Plutus Trade & Commodities LLP	46,50,348
	<b>Total</b>	<b>46,50,348</b>

#### b) Preference Share Capital:

The history of the 7% Non-Cumulative Non-Convertible Redeemable Preference Shares Capital of our Company is set forth below:

Date of Allotment	No. of Preference Shares allotted	Face Value per Preference Share (₹)	Issue Price per Preference Share (₹)	Nature of Consideration	Nature of Allotment	Cumulative No. of Preference Shares	Cumulative Paid up Preference Share Capital (₹)
March 25, 2016	1,00,00,000	10	10	Cash	Preferential allotment of 7% Non-Cumulative Non-Convertible Redeemable Preference Shares <sup>(i)</sup>	1,00,00,000	10,00,00,000
April 11, 2016	1,30,00,000	10	10	Cash	Preferential Allotment of 7% Non-Cumulative Non-Convertible Redeemable Preference Shares <sup>(ii)</sup>	2,30,00,000	23,00,00,000

Pursuant to Shareholders' resolution dated March 14, 2022, variation to the existing nature and terms of Preference Share Capital was done from 2,30,00,000, 7% Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs. 10/-each amounting to Rs. 23,00,00,000/- issued by the Company to 2,30,00,000, 7% Non-Cumulative Optionally Convertible Redeemable Preference Shares of Rs. 10/-each.

After variation in the nature and terms of Preference Shares capital	2,30,00,000	10	-	-	7% Non-Cumulative Optionally Convertible Redeemable Preference Shares	2,30,00,000	23,00,00,000
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Pursuant to Shareholders resolution dated March 15, 2022, the company has converted 2,30,00,000, 7% Non-Cumulative Optionally-Convertible Redeemable Preference Shares into 5,75,00,000 Equity Shares of face value of Rs. 1/- each at a premium of Rs. 3/- each on the basis of the derived share exchange ratio of 1:2.5.

- (i) Preferential Allotment of 1,00,00,000, 7% Non-Cumulative Non-Convertible Redeemable Preference Shares of Face Value of Rs. 10/- each as per the details given below:

Sr. No.	Name of Allottee	Number of Shares Allotted
1.	Hemdil Estates Private Limited	1,00,00,000
<b>Total</b>		<b>1,00,00,000</b>

- (ii) Preferential Allotment of 1,30,00,000, 7% Non-Cumulative Non-Convertible Redeemable Preference Shares of Face Value of Rs. 10/- each as per the details given below:

Sr. No.	Name of Allottee	Number of Shares Allotted
1.	Hemdil Estates Private Limited	1,30,00,000
<b>Total</b>		<b>1,30,00,000</b>

### 3. Details of Allotment made in the last two years preceding the date of Draft Prospectus

Except as mentioned in point 2 a (iii), (iv) and (v) above, we have not issued any Equity Share in the last two years preceding the date of Draft Prospectus.

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

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

Date of Allotment	Number of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Reasons for Allotment	Benefits Accrued to our Company	Name of Allottee	No. of Shares Allotted
March 15, 2022	5,75,00,000	1	4	Conversion of 2,30,00,000, 7% Non-Cumulative Optionally Convertible Redeemable Preference Shares into Equity Shares	N.A.	Plutus Trade & Commodities LLP	5,75,00,000
<b>Total</b>							<b>5,75,00,000</b>
March 19, 2022	46,50,348	1	4	Conversion of unsecured loan into Equity Shares	Reduction in Debt component of the Company	Plutus Trade & Commodities LLP	46,50,348
<b>Total</b>							<b>46,50,348</b>

- No Equity Shares have been allotted pursuant to any scheme approved under sections 230-234 of the Companies Act, 2013 or under the erstwhile corresponding provisions of the Companies Act, 1956.
- Our Company has not issued any shares pursuant to an Employee Stock Option Scheme.
- Our Company has not issued Equity Shares at price below the Issue price within last one year from the date of the Draft Prospectus.
- We have not revalued our assets since inception and have not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
- Shareholding Pattern of the Company**

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

## I. Our Shareholding Pattern:-

Sr. No.	Category of shareholder	Nos. of shareholders	No. of fully paid up Equity Shares held	No. of Partly paid-up Equity Shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Share holding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities*				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of Equity Shares held in dematerialized form
								No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class Equity Shares of Rs.10/- each^	Class eg: y	Total								
<b>I</b>	<b>II</b>	<b>III</b>	<b>IV</b>	<b>V</b>	<b>VI</b>	<b>VII = IV+V+VI</b>	<b>VIII</b>	<b>IX</b>				<b>X</b>	<b>XI=VII+X</b>	<b>XII</b>	<b>XIII</b>	<b>XIV</b>		
(A)	Promoter & Promoter Group	4	1,64,99,997	-	-	1,64,99,997	100.00	1,64,99,997	-	1,64,99,997	100.00	-	-	-	-	-	1,64,99,997	
(B)	Public	3	3	-	-	3	0.00	3	-	3	0.00	-	-	-	-	-	3	
(C)	Non-Promoter - Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(C2)	Shares held by	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	

Emp. Trusts																
<b>Total</b>	<b>7</b>	<b>1,65,00,000</b>	<b>-</b>	<b>-</b>	<b>1,65,00,000</b>	<b>100.00</b>	<b>1,65,00,000</b>	<b>-</b>	<b>1,65,00,000</b>	<b>100.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,65,00,000</b>

The term "Encumbrance" has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

**Notes-**

*\*As on date of this Draft Prospectus 1 Equity Shares share holds 1 vote.*

*We have only one class of Equity Shares of face value of Rs. 10/- each.*

*We have entered into tripartite agreement with CDSL & NSDL.*

*Our Company will file the shareholding pattern in the format prescribed under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, one day prior to the listing of the Equity Shares. The shareholding pattern will be uploaded on the Website of the NSE before commencement of trading of such Equity Shares.*



**II. Shareholding pattern of the Promoter and Promoter Group**

Sr. No.	Category & Name of the Shareholders	PAN	No. of share holders	No. of fully paid up Equity Shares held	Partly paid-up Equity Shares held	Nos. of shares underlying Depository Receipts	Total nos. Shares held	Shareholding (calculated as per SCRR, 1957)  As a % of (A+B+C 2)	Number of Voting Rights held in each class of securities*				;No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) as a % of A+B+C2	Number of Locked in shares		Number of Shares pledged or otherwise		Number of Equity Shares held in dematerialized form
									No of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class Equity Shares of Rs.10/- each	Class Y	Total								
	I	II	III	IV	V	VI	(VII = IV+V+VI)	VIII	IX				X	(XI) = (VII)+(X)	XII	XIII	XIV		
(1)	Indian																		
(a)	Individuals/ Hindu undivided Family	-	3	3	-	-	3	0.00	3	-	3	0.00	-	0.00	-	-	3		
1.	Mr. Madhur Rajesh Gupta	-	1	1	-	-	1	0.00	1	-	1	0.00	-	0.00	-	-	1		
2.	Mr. Shree Krishna Mukesh Gupta	-	1	1	-	-	1	0.00	1	-	1	0.00	-	0.00	-	-	1		
3.	Mr. Ravi Babulal Agarwal	-	1	1			1	0.00	1		1	0.00		0.00	-	-	1		
(b)	Central Government t/ State Government(s)	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-		

(c)	Financial Institutions/ Banks	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	
(d)	Any Other	-	1	1,64,99,994			1,64,99,994	100.00	1,64,99,994		1,64,99,994	100.00		-	-	-	1,64,99,994
	M/s Plutus Trade & Commodities LLP	-	1	1,64,99,994			1,64,99,994	100.00	1,64,99,994		1,64,99,994	100.00		-	-	-	1,64,99,994
	<b>Sub-Total (A)(1)</b>	-	<b>4</b>	<b>1,64,99,997</b>	-	-	<b>1,64,99,997</b>	<b>100.00</b>	<b>1,64,99,997</b>	-	<b>1,64,99,997</b>	<b>100.00</b>	-	-	-	-	<b>1,64,99,997</b>
(2)	Foreign	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Government	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Institutions	--	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Sub-Total (A)(2)</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	-	<b>4</b>	<b>1,64,99,997</b>	-	-	<b>1,64,99,997</b>	<b>100.00</b>	<b>1,64,99,997</b>	-	<b>1,64,99,997</b>	<b>100.00</b>	-	-	-	-	<b>1,64,99,997</b>

\*As on date of this Draft Prospectus 1 Equity Shares share holds 1 vote.

## III. Shareholding pattern of the Public shareholder

Sr. No.	Category & Name of the Shareholders	PAN	No. of shareholders	No. of fully paid up Equity Shares held	Partly paid-up Equity Shares held	Nos. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Total Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of Equity Shares held in dematerialized form
									No of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total shares held (b)	No. (not applicable) (a)	As a % of total Shares held (not applicable)(b)	
									Class Equity Shares of Rs.10/- each	Class Y	Total								
	I	II	III	IV	V	VI	(VII = IV+V+VI)	IX				X	(XI) = (VII)+(X)	XII		XIII		XIV	
(1)	<b>Institutions</b>																		
(a)	Mutual Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(b)	Venture Capital Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c)	Alternate Investment Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(d)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(e)	Foreign Portfolio Investors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(f)	Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(g)	Insurance Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(h)	Provident Funds/ Pension Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(i)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	<b>Sub-Total (B)(1)</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(2)	<b>Central</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	

	<b>Government/ State Government(s)/ President of India</b>																
	<b>Sub-Total (B)(2)</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>(3)</b>	<b>Non-institutions</b>																
(a)	Individuals	-	3	3	-	-	3	0.00	3	-	3	0.00	-	0.00	-	-	3
	i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	-	3	3	-	-	3	0.00	3	-	3	0.00	-	0.00	-	-	1
	Mr. Lalit Surajbhan Sharma	-	1	1	-	-	1	0.00	1	-	1	0.00	-	0.00	-	-	1
	Mr. Deepak Sen	-	1	1	-	-	1	0.00	1	-	1	0.00	-	0.00	-	-	1
	Mr. Kailash Parihar	-	1	1	-	-	1	0.00	1	-	1	0.00	-	0.00	-	-	1
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	NBFCs registered with RBI	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Any Other Body Corporate	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Sub-Total (B)(3)</b>	-	<b>3</b>	<b>3</b>	-	-	<b>3</b>	<b>0.00</b>	<b>3</b>	-	<b>3</b>	<b>0.00</b>	-	<b>0.00</b>	-	-	<b>3</b>
	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)</b>	-	<b>3</b>	<b>3</b>	-	-	<b>3</b>	<b>0.00</b>	<b>3</b>	-	<b>3</b>	<b>0.00</b>	-	<b>0.00</b>	-	-	<b>3</b>

**IV - Shareholding pattern of the Non-Promoter- Non Public shareholder**

Sr. No.	Category & Name of the Shareholders	No. of shareholders	No. of fully paid up Equity Shares held	Partly paid-up Equity Shares held	Nos. of shares underlying Depository Receipts	Total nos. shares held	Shareholding (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Total Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of Equity Shares held in Share dematerialized form (Not applicable)
								No of Voting Rights			Total as a % of Total Voting rights			No.	As a % of total Shares held	No. (not applicable)	As a % of total Shares held (not applicable)	
								Class Equity Shares of Rs.10/- each	Class Y	Total								
	I	II	III	IV	V	VI=III+IV+V	VII	VIII				IX	X= VI+IX	XI	XII		XIII	
(1)	Custodian/DR Holder																	
(a)	Name of DR Holder (if available)	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Sub Total (c)(1)</b>	<b>0</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
(2)	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Sub Total (C)(2)</b>	<b>0</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total Non-Promoter Non-Public shareholding (C) = (C)(1)+(C)(2)</b>	<b>0</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

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

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

Sr. No.	Names of Shareholders	Equity Shares held (Face Value of Rs. 10 each)	% Pre Issue paid up Share Capital
1.	M/s Plutus Trade & Commodities LLP	1,64,99,994	100.00
	<b>Total</b>	<b>1,64,99,994</b>	<b>100.00</b>

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

Sr. No.	Names of Shareholders	Equity Shares held (Face Value of Rs. 10 each)	% Pre Issue paid up Share Capital
1.	M/s Plutus Trade & Commodities LLP	1,64,99,994	100.00
	<b>Total</b>	<b>1,64,99,994</b>	<b>100.00</b>

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

Sr. No.	Names of Shareholders	Equity Shares held (Face Value of Rs. 1 each)	% Pre Issue paid up Share Capital
1.	Mr. Istayak Ansari Ahmed	10,00,000	5.00
2.	Plutus Trade & Commodities LLP	1,89,99,950	95.00
	<b>Total</b>	<b>1,99,99,950</b>	<b>100.00</b>

\*Details of shares held on August 24, 2021 and percentage held has been calculated based on the paid up capital of our Company as on August 24, 2021.

Sr. No.	Names of Shareholders	Preference Shares held (Face Value of Rs. 10 each)	% Pre-Issue paid up Share Capital
1.	M/s Lloyds Metals & Minerals Trading LLP	2,30,00,000	100.00

\*Details of shares held on August 24, 2021 and percentage held has been calculated based on the paid up capital of our Company as on August 24, 2021.

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

Sr. No.	Names of Shareholders	Shares held (Face Value of Rs. 1 each)	% Pre Issue paid up Share Capital
1.	Mr. Istayak Ansari Ahmed	10,00,000	5.00
2.	Plutus Trade & Commodities LLP	1,89,99,950	95.00
	<b>Total</b>	<b>1,69,99,950</b>	<b>100.00</b>

\*Details of shares held on August 24, 2020 and percentage held has been calculated based on the paid up capital of our Company as on August 24, 2020.

Sr. No.	Names of Shareholders	Preference Shares held (Face Value of Rs. 10 each)	% Pre-Issue paid up Share Capital
1.	M/s Lloyds Metals & Minerals Trading LLP	2,30,00,000	100.00

\*Details of shares held on August 24, 2020 and percentage held has been calculated based on the paid up capital of our Company as on August 24, 2020.

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



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

## 12. Capital Buildup in respect of Shareholding of our Promoters

As on the date of this Draft Prospectus, Our Promoters, Mr. Shree Krishna Mukesh Gupta and M/s Plutus Trade & Commodities LLP, collectively hold 1,64,99,995 Equity Shares of our Company. None of the Equity Shares held by our Promoters are subject to any pledge.

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

Date of Allotment and paid up/ Transfer	No. of Equity Shares	Face Value Per Share (₹)	Issue/ Acquisition/ Transfer Price (₹)	Consideration	Nature of Acquisition	Pre-Issue Shareholding % (adjusted as per face value)	Post-Issue Shareholding % (adjusted as per face value)
<b>(A) Mr. Shree Krishna Mukesh Gupta</b>							
December 10, 2013	3,78,000	10	10	Cash	Preferential Allotment	2.29%	[●]
December 11, 2013	1960	10	10	Cash	Acquisition by way of Transfer of shares <sup>(a)</sup>	0.01%	[●]
March 11, 2016	(3,79,960)	10	10	Cash	Transfer <sup>(b)</sup>	(2.30%)	[●]
March 11, 2016	1	10	10	Cash	Acquisition by way of Transfer of shares <sup>(c)</sup>	0.00%	[●]
<i>Pursuant to Shareholders' resolution dated June 06, 2016, the face value of Equity Shares of our Company was subdivided from Rs. 10 per Equity Shares Share to Rs. 1 per Equity Shares Share.</i>							
Post Sub-division	10	1	-	-	-	0.00%	[●]
<i>Pursuant to Shareholders' resolution dated March 22, 2022, the face value of Equity Shares of our Company was consolidated from Rs. 1 per Equity Shares Share to Rs. 10 per Equity Shares Share.</i>							
Post consolidation	1	10	-	-	-	0.00%	[●]
<b>Total (A)</b>	<b>1</b>					<b>0.00%</b>	<b>[●]</b>
<b>(B) Plutus Trade &amp; Commodities LLP</b>							
March 11, 2016	18,99,995	10	10	Cash	Acquisition by way of Transfer of shares <sup>(d)</sup>	11.52%	[●]
<i>Pursuant to Shareholders' resolution dated June 06, 2016, the face value of Equity Shares of our Company was subdivided from Rs. 10 per Equity Shares Share to Rs. 1 per Equity Shares Share.</i>							
Post Sub-division	1,89,99,950	1	-	-	-	11.52%	[●]
March 14, 2022	2,30,00,000	10	-	Cash	Acquisition by way of Transfer	-	-

					of 7% Non-Cumulative Non-Convertible Redeemable Preference Shares <sup>(c)</sup>		
<i>Pursuant to Shareholders' resolution dated March 14, 2022, variation to the existing nature and terms of Preference Share Capital was done from 2,30,00,000, 7% Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs. 10/-each amounting to Rs. 23,00,00,000/- issued by the Company to 2,30,00,000,7% Non-Cumulative Optionally Convertible Redeemable Preference Shares.</i>							
March 15, 2022	5,75,00,000	1	4	Other than Cash	Acquisition by way of Conversion of 7% non-cumulative optionally convertible redeemable preference shares into Equity Shares	34.85%	[●]
March 19, 2022	82,849,652	1	4	Cash	Acquisition by way of Private Placement	50.21%	[●]
March 19, 2022	46,50,348	1	4	Other than Cash	Acquisition by way of Conversion of unsecured loan into Equity Shares	2.82%	[●]
<i>Pursuant to Shareholders' resolution dated March 22, 2022, the face value of Equity Shares of our Company was consolidated from Rs. 1 per Equity Shares Share to Rs. 10 per Equity Shares Share.</i>							
Post consolidation	1,63,99,995	10	-	-	-	99.39%	[●]
May 23, 2022	10,000	10	60	Cash	Acquisition by way of Transfer of shares <sup>(f)</sup>	0.17%	[●]
May 25, 2022	(1)	10	32	Cash	Transfer <sup>(g)</sup>	0.00%	[●]
July 26, 2022	90,000	10	60	Cash	Acquisition by way of Transfer of shares <sup>(h)</sup>	0.00%	[●]
<b>Total (B)</b>	<b>1,64,99,994</b>					<b>100.00%</b>	[●]
<b>Grand Total (A+B)</b>	<b>1,64,99,995</b>					<b>100.00%</b>	[●]

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

a) Details of acquisition by Mr. Shree Krishna Mukesh Gupta by way of transfer of 1960 Equity Shares dated December 11, 2013

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares Transferred
1.	December 11, 2013	Matri Chaya Investments & Traders Private Limited	1,960
		<b>Total</b>	<b>1,960</b>

**b) Details of sale of Shares by Mr. Shree Krishna Mukesh Gupta of 3,79,960 Equity Shares dated March 11, 2016**

Sr. No.	Date of Transfer	Name of Transferee	No. of Shares Transferred
1.	March 11, 2016	Plutus Trade & Commodities LLP	3,79,960
		<b>Total</b>	<b>3,79,960</b>

**c) Details of acquisition by Mr. Shree Krishna Mukesh Gupta by way of transfer of 1 Equity Shares dated March 11, 2016**

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares Transferred
1.	March 11, 2016	Mr. Suresh Kumar Shriramlal Garg	1
		<b>Total</b>	<b>1</b>

**d) Details of Acquisition by Plutus Trade & Commodities LLP by way of transfer of 18,99,995 Equity Shares dated March 11, 2016**

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares Transferred
1.	March 11, 2016	Mr. Suresh Kumar Shriramlal Garg	95
2.	March 11, 2016	Mr. Lalit Surajbhan Sharma	100
3.	March 11, 2016	Aaren Trade & Realty Developers Private Limited	3,79,960
4.	March 11, 2016	Mr. Madhur Rajesh Gupta	3,79,960
5.	March 11, 2016	Mr. Shree Krishna Mukesh Gupta	3,79,960
6.	March 11, 2016	Prawas Leasing & Finance Private Limited	3,79,960
7.	March 11, 2016	Shree Global Tradefin Limited	3,79,960
		<b>Total</b>	<b>18,99,995</b>

**e) Details of Acquisition by Plutus Trade & Commodities LLP by way of transfer of 2,30,00,000 7% Non-Cumulative Non-Convertible Redeemable Preference Shares dated March 14, 2022**

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares Transferred
1.	March 14, 2022	Duli Trade & Commodities Private Limited	2,30,00,000
		<b>Total</b>	<b>2,30,00,000</b>

**f) Details of Acquisition by Plutus Trade & Commodities LLP by way of transfer of 10,000 Equity Shares dated May 23, 2022**

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares Transferred
1.	May 23, 2022	Mr. Istayak Ansari Ahmed	10,000
		<b>Total</b>	<b>10,000</b>

**g) Details of sale of Shares by Plutus Trade & Commodities LLP of 1 Equity Shares dated May 25, 2022**

Sr. No.	Date of Transfer	Name of Transferee	No. of Shares Transferred
1.	May 25, 2022	Mr. Kailash Parihar	1
		<b>Total</b>	<b>1</b>

**h) Details of Acquisition by Plutus Trade & Commodities LLP by way of transfer of 90,000 Equity Shares dated July 26, 2022**

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares Transferred
1.	July 26, 2022	Mr. Istayak Ansari Ahmed	90,000
		<b>Total</b>	<b>90,000</b>

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

Sr. No.	Name of the Promoters	No. of Shares held	Average cost of Acquisition (in ₹)
1.	Mr. Shree Krishna Mukesh Gupta	1	10.00
2.	M/s Plutus Trade & Commodities LLP	1,64,99,994	36.67

14. Shareholding of Promoters & Promoters Group

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

Sr. No.	Names	Pre IPO		Post IPO	
		Shares Held	% Shares Held	Shares Held	% Shares Held
	<b>Promoters</b>				
1.	Mr. Shree Krishna Mukesh Gupta	1	0.00	1	[●]
2.	M/s Plutus Trade & Commodities LLP	1,64,99,994	100.00	1,64,99,994	[●]
	<b>Sub Total (A)</b>	<b>1,64,99,995</b>	<b>100.00</b>	<b>1,64,99,995</b>	<b>[●]</b>
	<b>Promoters Group</b>				
3.	Mr. Madhur Rajesh Gupta	1	0.00	1	[●]
4.	Mr. Ravi Babulal Agarwal	1	0.00	1	[●]
	<b>Sub Total (B)</b>	<b>2</b>	<b>0.00</b>	<b>2</b>	<b>[●]</b>
	<b>Grand Total (A+B)</b>	<b>1,64,99,997</b>	<b>100.00</b>	<b>1,64,99,997</b>	<b>[●]</b>

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

Date of Allotment/ Transfer	Name of Shareholders	No. of Equity Share	% of Pre issue Capital	Subscribed/ Acquire/ Transfer	Category of Allottees (Promoter/ Promoter Group/ Director)
March 15, 2022	Plutus Trade & Commodities LLP	5,75,00,000	34.85	Acquisition by way of Conversion of 7% Non-Cumulative Optionally-Convertible Redeemable Preference Shares into Equity Shares	Promoter
March 19, 2022	Plutus Trade & Commodities LLP	8,28,49,652	50.21	Acquisition by way of Private Placement	Promoter
March 19, 2022	Plutus Trade & Commodities LLP	46,50,348	2.82	Acquisition by way of Conversion of unsecured loan into Equity Shares	Promoter
<i>Pursuant to Shareholders' resolution dated March 22, 2022, the face value of Equity Shares of our Company was consolidated from Rs. 1 per Equity Shares Share to Rs. 10 per Equity Shares Share</i>					
Post consolidation	Plutus Trade & Commodities LLP	1,45,00,000	87.88	-	-
May 23, 2022	Plutus Trade & Commodities LLP	10,000	0.06	Acquisition of share by way of Transfer	Promoter
July 26, 2022	Plutus Trade & Commodities LLP	90,000	0.55	Acquisition of share by way of Transfer	Promoter
May 25, 2022	Plutus Trade & Commodities LLP	(1)	0.00	Transfer	Promoter

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

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

Pursuant to Regulation 236 and 238 of SEBI (ICDR) Regulations, 2018, an aggregate of 20.00% of the post issue capital held by our Promoters shall be considered as Promoter's Contribution ("**Promoters Contribution**") and shall be locked-in for a period of three years from the date of allotment of Equity Shares issued pursuant to this Issue. The lock in of Promoter's Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

As on the date of this Draft Prospectus, our Promoters collectively hold 1,64,99,995 Equity Shares constituting 73.33% of the Post – Issued, subscribed and paid up Equity Shares Share Capital of our Company, which are eligible for the Promoters' contribution.

Our Promoter, Plutus Trade & Commodities LLP, have given written consent to include 45,45,000 Equity Shares held by them as part of Promoters Contribution constituting 20.20% of the post issue Equity Shares of our Company. Further, they have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters contribution, for a period of three years from the date of allotment in the Issue.

Date of Allotment/ Transfer and made fully Paid Up	No. of Equity Shares locked-in*	Face Value Per Share (₹)#	Issue/ Acquisition/ Transfer Price (₹)#	Nature of transaction	Post-Issue Shareholding %	Lock in Period
<b>Plutus Trade &amp; Commodities LLP</b>						
March 19, 2022	45,45,000	1	4	Acquisition by way of Private Placement	20.20%	3 years
<b>Total</b>	<b>45,45,000</b>				<b>20.20%</b>	

\*Assuming full subscription to the Issue.

#Pursuant to Shareholders' resolution dated March 22, 2022, the face value of Equity Shares of our Company was consolidated from Rs. 1 per Equity Shares Share to Rs. 10 per Equity Shares Share

The minimum Promoter's contribution has been brought in to the extent of not less than the specified minimum lot and from persons defined as "**Promoter**" under the SEBI (ICDR) Regulations. All Equity Shares, which are being locked in are not ineligible for computation of Minimum Promoters Contribution as per Regulation 237 of the SEBI (ICDR) Regulations, 2018 and are being locked in for 3 years as per Regulation 238(a) of the SEBI (ICDR) Regulations, 2018 i.e. for a period of three years from the date of allotment of Equity Shares in this issue.

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

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

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

Reg. No.	Promoters' Minimum Contribution Conditions	Eligibility Status of Equity Shares forming part of Promoter's Contribution
237 (1)(b)	Specified securities acquired by promoters during the preceding one year at a price lower than the price at which specified securities are being offered to public in the initial public offer	The minimum Promoter's contribution does not consist of such Equity Shares. <b><u>Hence Eligible.</u></b>
237(1)(c)	Specified securities allotted to promoters during the preceding one year at a price less than the issue price, against funds brought in by them during that period, in case of an issuer formed by conversion of one or more partnership firms, where the partners of the erstwhile partnership firms are the promoters of the issuer and there is no change in the management: 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	The minimum Promoter's contribution does not consist of such Equity Shares. <b><u>Hence Eligible.</u></b>
237 (1)(d)	Specified securities pledged with any creditor.	Our Promoters have not Pledged any shares with any creditors. Accordingly, the minimum Promoter's contribution does not consist of such Equity Shares. <b><u>Hence Eligible.</u></b>

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

In terms of Regulation 238(b) and 239 of the SEBI (ICDR) Regulations, 2018, in addition to the Minimum Promoters contribution which is locked in for three years, as specified above, the entire pre-issue Equity Shares share capital constituting 1,19,55,000 Equity Shares shall be locked in for a period of one year from the date of allotment of Equity Shares in this Issue.

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

#### Other requirements in respect of lock-in:

- In terms of Regulation 242 of the SEBI (ICDR) Regulations, 2018 the locked in Equity Shares held by the Promoters, as specified above, can be pledged with any scheduled commercial bank or public financial institution or a systemically important non-banking finance company or a housing finance company as collateral security for loan granted by such bank or institution provided that the pledge of Equity Shares is one of the terms of the sanction of the loan. Provided that securities locked in as minimum promoter contribution may be pledged only if, in addition to fulfilling the above requirements, the loan has been granted by such bank or institution, for the purpose of financing one or more of the objects of the Issue.
- In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018 the Equity Shares held by persons other than the Promoters prior to the Issue may be transferred to any other person holding the Equity Shares which are locked in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018 subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.
- Further in terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018 the specified securities held by the promoters and locked-in as per regulation 238 may be transferred to another promoter or any person of the promoter group or a new promoter or a person in control of the issuer subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.
- Neither, we nor our Promoters, Directors and the LM to this Issue have entered into any buyback and / or standby arrangements and / or similar arrangements for the purchase of our Equity Shares from any person.
- As on the date of this Draft Prospectus, the entire Issued, Subscribed and Paid-up Share Capital of our Company is fully paid up. Since the entire issue price in respect of the issue is payable on application, all the successful applicants will be allotted fully paid up Equity Shares.



20. The LM i.e. Hem Securities Limited and their associates do not hold any Equity Shares in our Company as on the date of filing of this Draft Prospectus.
21. As on the date of this Draft Prospectus, we do not have any Employees Stock Option Scheme / Employees Stock Purchase Scheme and we do not intend to allot any shares to our employees under Employee Stock Option Scheme/ Employee Stock Purchase Plan from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.
22. We have 7 (seven) shareholders as on the date of filing of this Draft Prospectus.
23. As on the date of filing of this Draft Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments which would entitle Promoters or any shareholders or any other person any option to acquire our Equity Shares after this Initial Public Offer
24. Our Company has not raised any bridge loan against the proceeds of the Issue.
25. As on the date of this Draft Prospectus, none of the shares held by our Promoters / Promoters Group are subject to any pledge.
26. We here by confirm that there will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of filing of the Draft Prospectus until the Equity Shares offered have been listed or application money unblocked on account of failure of Issue.
27. An over-subscription to the extent of 1% of the Issue, subject to the maximum post issue paid up capital of Rs. 25 Cr. can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 1% of the Issue, as a result of which, the post-issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoter and subject to 3 year lock- in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
28. 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 LM and Designated Stock Exchange i.e. NSE Emerge. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.
29. 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 and its amendments from time to time.
30. The unsubscribed portion in any reserved category (if any) may be added to any other reserved category.
31. The unsubscribed portion if any, after such inter se adjustments among the reserved categories shall be added back to the net issue to the public portion.
32. At any given point of time there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
33. Our Company shall comply with such disclosure and accounting norms as may be specified by NSE, SEBI and other regulatory authorities from time to time.
34. There are no Equity Shares against which depository receipts have been issued.
35. Other than the Equity Shares, there is no other class of securities issued by our Company.
36. There are no safety net arrangements for this public issue.
37. As per RBI regulations, OCBs are not allowed to participate in this issue.

38. Our Promoters and Promoter Group will not participate in this Issue.
39. This Issue is being made through Fixed Price Issue.
40. Our Company has not made any public issue or rights issue of any kind or class of securities since its incorporation.
41. In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended, (the SCRR) the Issue is being made for at least 25% of the post-issue paid-up Equity Shares Share capital of our Company. Further, this Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.
42. No person connected with the Issue shall offer any incentive, whether direct or indirect, in the nature of discount, commission, and allowance, or otherwise, whether in cash, kind, services or otherwise, to any Applicant.

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

### OBJECTS OF THE ISSUE

The Issue includes a fresh Issue of upto 60,00,000 Equity Shares of our Company at an Issue Price of Rs. [●] per Equity Share. We intend to utilize the proceeds of the Issue to meet the following objects:-

1. Financing the expenditure for opening new stores
2. To repay of short term borrowings
3. To meet Working Capital requirements
4. General Corporate Purpose
5. To meet issue expenses

*(Collectively referred as the “Objects”)*

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

Incorporated in 2013, we are amongst the organized player of salon services and beauty products in India, focused on grooming men to perfection. We own exclusive franchisee of Truefitt & Hill, which is an international brand offering a wide range of beauty products and salon services for men through the luxury barbershops operating across many countries. The brand is exclusively owned by Truefitt & Hill (Gentlemen’s Grooming) Limited, a company registered under the law of England and Wales and having its office in London, United Kingdom.

#### Net Proceeds

The details of the Net Proceeds are set forth below:

Particulars	Amt (Rs. in Lacs)
Gross Proceeds of the Issue	[●]
Less: Issue related expenses in relation to Issue	[●]
Net Proceeds	[●]

#### Requirement of Funds and Utilization of Net Proceeds

The Net Proceeds are proposed to be used in accordance with the details as set forth below:

Sr. No	Particulars	Amt (Rs. in Lacs)
1.	Financing the expenditure for opening new stores	543.65
2.	Repayment of short term borrowings	902.00
3.	To meet Working Capital requirements	[●]
4.	General Corporate Purpose	[●]
	<b>Total</b>	<b>[●]</b>

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

#### Means of Finance

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

Sr. No	Particulars	Amt (Rs. in Lacs)
1.	Net Issue Proceeds	[●]
	<b>Total</b>	<b>[●]</b>

***Since, the entire fund requirement are to be funded from the proceeds of the Issue, 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 amounts to be raised through the proposed Issue.***

Subject to applicable law, if the actual utilization towards the Objects 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 in accordance with Regulation 7(2) of the SEBI ICDR Regulations. In case of a shortfall in raising the requisite capital from the Net Proceeds or an increase in the total estimated cost of the Objects, business considerations may require us to explore a range of options including utilizing our internal accruals and seeking additional debt from existing and/or future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls. Further, in case of variations in the actual utilisation of funds earmarked for the purpose set forth above, increased funding requirements for a particular purpose may be financed by surplus funds, if any, available in respect of other purposes for which funds are being raised in the Fresh Issue. Any variation in the utilisation of the Net Proceeds as disclosed in this Draft Prospectus shall be subject to certain compliance requirements, including prior approval of the shareholders of our Company. The Objects may be varied in the manner provided in “Objects of the Issue – Variation in Objects” on page 75. However, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Issue Proceeds.

As we operate in competitive environment, our Company may have to revise its business plan from time to time and consequently our fund requirements may also change. Our Company’s historical expenditure may not be reflective of our future expenditure plans. Our Company may have to revise its estimated costs, fund allocation and fund requirements owing to various factors such as economic and business conditions, increased competition and other external factors which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of the Company’s management.

For further details on the risks involved in our business plans and executing our business strategies, please see the section titled “**Risk Factors**” beginning on page 23 of this Draft Prospectus.

### **Details of Utilization of Net Proceeds**

The details of utilization of the Net Proceeds are set forth herein below:

#### **1. Financing the expenditure for opening new stores**

Our Company is currently operating 26 stores in India and 1 store in Bangladesh under the brand name of Truefitt and Hill. As a part of our strategy, we plan to expand our operation by establishing more stores across India in next few years. Our Company proposes to utilise a portion of the Net Proceeds i.e., Rs. 543.65 towards funding the below mentioned 9 new Salon stores in India during Fiscals 2023 and 2024.

Number of stores that we propose to set in various cities are as follows:

<b>S. No</b>	<b>Locations</b>	<b>Number of Stores</b>
1	Delhi	4
2	Mumbai	2
3	Chennai	1
4	Hyderabad	1
5	Bangalore	1
	<b>Total</b>	<b>9</b>

The size of our stores varies across regions and is dependent on various factors such as availability of suitable locations, addressable market, lease rentals etc. Our Company proposes to open 9 new Salon stores as considered necessary and appropriate by our management with an estimated aggregate built up area of 1000 sq. ft. per store (“Average Size”). The premises for the proposed new stores are expected to be taken on leasehold basis in line with the Company’s business practices. Our estimate of costs mentioned below are based on (i) quotations received from vendors from whom our Company had purchased similar items for our stores in the past, current quotations, industry standards, prevailing market rates, rate contracts and historical costs; (ii) average areas for Salon stores.

The detailed break-up of these estimated costs for each store is as below

(Rs. in Lakhs)

S. No	Items	Vendors	Date of Quotation	Rate	Quantity	Total estimate cost#
1	Barber Chairs	Collins manufacturing Co., USA	05-July-2022	3.21	6	19.64
2	Pedicure/Manicure Chairs	Marc Salon & Beauty Equipment's Private Limited	04-Aug-2022	1.07	2	2.14
3	For Civil, Interior & MEP Works*	Project Concepts Interior Solutions LLP	04-Aug-2022	-	-	38.62
<b>Total</b>						<b>60.41</b>

\*Civil, Interior & MEP Works includes civil work, paint work, ceiling and partition work, furniture and display, glass work, electrical work, installation of pipe and ducts, smoke detectors, fire alarms and rolling shutters.  
#including GST

**Note:**

- (i) Estimated costs of various items are set out below for one proposed store of an Average Size
- (ii) We have considered the above quotations for the budgetary estimate purpose and have not placed orders for them. The actual cost of procurement and actual supplier/dealer may vary
- (iii) All quotations received from the vendors mentioned above are valid as on the date of this Draft Prospectus. However, we have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged to eventually do the civil, interior or MEP work or supply the utilities or equipment's or at the same costs.
- (iv) The quotations relied upon by us in arriving at the above cost are valid for a specific period of time and may lapse after the expiry of the said period. Consequent upon which, there could be a possible escalation in the cost of civil, interior or MEP work and utilities or equipment's proposed to be acquired by us at the actual time of purchase, resulting in increase in the project cost. Further, cost of barber chairs imported from United State of America include the cost on account of freight expenses, installation charges, packaging & forwarding, custom duty etc which are based on management estimates and the actual expenses incurred in procuring them may vary. Any cost escalation would be met out of either of surplus portion of net issue proceeds (if any) or our internal accruals. Except for the amounts quoted by foreign vendor, all amounts are inclusive of taxes.
- (v) The quotations for barber chairs are received in USD. Conversion rate: 1 USD = 79.12 INR as on August 05, 2022. Reference - <https://www.fbi.org.in>

**2. Re-Payment of short term loan, repayable on demand**

We have availed unsecured loan from Duli Trade & Commodities Private Limited In FY 2021-22. As on 30.06.2022, our Company had total outstanding unsecured loans are Rs. 902.00 Lakhs as confirmed by the Statutory Auditors M/s Todarwal & Todarwal LLP, Chartered Accountants, Statutory Auditor, vide Certificate dated August 12, 2022.

**Brief Terms of Loan:** Unsecured loans is repayable on demand and carry an interest rate of 9%. P.a.

**Purpose and end use of the above loans:** The purpose of the loan was to meet the working capital requirements of the Company re-payment of the long term liabilities.

**3. To Meet Working Capital Requirements**

Our business is working capital intensive as the major capital is invested in inventories. The Company will meet the requirement to the extent of Rs. [●] from the Net Proceeds of the Issue and balance from internal accruals and borrowings at an appropriate time as per the requirement.

Details of Estimation of Working Capital requirement are as follows:

Sr. No.	Particulars	Actual			Provisional	Estimated
		31-March-2020	31-March-2021	31-March-2022	31-March-2023	31-March-2024
		<b>(Rs. in Lakhs)</b>				
I	<b>Current Assets</b>					
	Trade receivables	74.22	84.03	54.90	[●]	[●]
	Inventories	264.75	236.50	326.11	[●]	[●]
	Cash and bank balances	21.18	10.73	69.73	[●]	[●]
	Short Term Loans & Advances	59.52	82.41	85.79	[●]	[●]
	Other current assets	69.24	41.44	66.84	[●]	[●]
	<b>Total(A)</b>	<b>488.91</b>	<b>455.11</b>	<b>603.37</b>	[●]	[●]
II	<b>Current Liabilities</b>					
	Trade payables	359.73	268.58	279.50	[●]	[●]
	Other current liabilities	216.66	143.93	136.89	[●]	[●]
	Short-term provisions	88.78	53.74	80.71	[●]	[●]
	<b>Total (B)</b>	<b>665.17</b>	<b>466.24</b>	<b>497.09</b>	[●]	[●]
III	<b>Total Working Capital Gap (A-B)</b>	<b>176.26</b>	<b>(11.13)</b>	<b>106.28</b>	[●]	[●]
IV	<b>Funding Pattern</b>					
	Borrowings	176.26	-	106.28	[●]	[●]
	Internal accruals	-	-	-	[●]	[●]
	<b>IPO Proceeds</b>				[●]	[●]

**Key assumptions for working capital projections made by Our Company:**

Particulars	31-03-2020	31-03-2021	31-03-2022	31-03-2023
Debtors (in days)	44	81	61	[●]
Creditors (in days)	55	86	62	[●]
Inventories (in days)	236	284	266	[●]

**Justification:**

Sr. No.	Particulars
<b>Inventories</b>	We have assumed Inventories holding period to be at around [●] days for F.Y. 2022-23
<b>Debtors</b>	We have assumed Debtors holding period to be at around [●] days for F.Y. 2022-23
<b>Creditors</b>	We have assumed Creditors holding period to be at around [●] days for F.Y. 2022-23

**4. General Corporate Purpose**

Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. We intend to deploy the balance Fresh Issue proceeds aggregating Rs. [●] towards the general corporate purposes to drive our business growth. In accordance with the policies set up by our Board, we have flexibility in applying the remaining Net Proceeds, for general corporate purpose including but not restricted to, meeting operating expenses, initial development costs for projects other than the identified projects, and the strengthening of our business development and marketing capabilities, meeting exigencies, which the Company in the ordinary course of business may not foresee or any other purposes as approved by our Board of Directors, subject to compliance with the necessary provisions of the Companies Act, 2013.

We confirm that any issue related expenses shall not be considered as a part of General Corporate Purpose. Further, we confirm that the amount for general corporate purposes, as mentioned in the Draft Prospectus, shall not exceed 25% of the amount raised by our Company through this Issue.

## 5. Public Issue Expenses

The total estimated Issue Expenses are Rs. [●], which is [●] % of the total Issue Size. The details of the Issue Expenses are tabulated below:

Activity	(Rs. in Lakh)*	As a % of Estimates Issue Expenses	As a % of Issue Size
Lead Manger Fees	[●]	[●]	[●]
Fees Payable to Registrar to the Issue	[●]	[●]	[●]
Fees Payable for Advertising and Publishing Expenses	[●]	[●]	[●]
Fees Payable to Regulators including Stock Exchange	[●]	[●]	[●]
Payment for Printing & Stationery, Postage, etc.	[●]	[●]	[●]
Fees Payable to Auditor, Legal Advisors and other Professionals	[●]	[●]	[●]
Others (Fees payable for Marketing & distribution expenses, Selling Commission, Brokerage, Processing Fees*, Underwriting fees and Miscellaneous Expenses)	[●]	[●]	[●]
<b>Total</b>	[●]	[●]	[●]

\* Includes commission/Processing fees of Rs. [●] per valid application forms for SCSB's. In case the total processing fees payable to SCSBs exceeds Rs. [●] lakh, then the amount payable to SCSBs would be proportionately distributed based on the number of valid applications such that the total Processing Fees payable does not exceed Rs. [●] lakh.

### Proposed Schedule of Implementation:

The proposed year wise break up of deployment of funds and Schedule of Implementation of Net Issue Proceeds is as under:

(Rs. In Lakhs)

S. No.	Particulars	Amount to be deployed and utilized in	
		F.Y. 2022-23	F.Y. 2023-24
1.	Financing the expenditure for opening new stores	[●]	[●]
2.	Repayment of short term borrowings	[●]	[●]
3.	To meet Working Capital Requirements	[●]	[●]
4.	General Corporate Purpose	[●]	[●]
	<b>Total</b>	[●]	[●]

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

### Funds Deployed and Source of Funds Deployed:

[●], Chartered Accountants vide their certificate dated [●] have confirmed that as on date of certificate the following funds have been deployed for the proposed object of the Issue:

S. No.	Particulars	Amt (Rs. in Lacs)
1.	Issue Expenses	[●]
	<b>Total</b>	[●]

### Sources of Financing for the Funds Deployed:

[●], Chartered Accountants vide their certificate dated [●] have confirmed that as on date of certificate the following funds have been deployed for the proposed object of the Issue:

S. No.	Particulars	Amt (Rs. in Lacs)
1.	Internal Accruals	[●]
	<b>Total</b>	[●]



### **Appraisal**

None of the Objects have been appraised by any bank or financial institution or any other independent third party organization. The funding requirements of our Company and the deployment of the proceeds of the Issue are currently based on available quotations and management estimates. The funding requirements of our Company are dependent on a number of factors which may not be in the control of our management, including but not limited to variations in interest rate structures, changes in our financial condition and current commercial conditions of our Business and are subject to change in light of changes in external circumstances or in our financial condition, business or strategy.

### **Shortfall of Funds**

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

### **Bridge Financing Facilities**

As on the date of the Draft Prospectus, we have not raised any bridge loans which are proposed to be repaid from the Net Proceeds.

### **Monitoring Utilization of Funds**

The Audit committee & the Board of Directors of our Company will monitor the utilization of funds raised through this public issue. Pursuant to Regulation 32 of SEBI Listing Regulation 2015, our Company shall on half-yearly basis disclose to the Audit Committee the Applications 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 the 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. The statement of funds utilized will be certified by the Statutory Auditors of our Company.

### **Interim Use of Proceeds**

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

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

### **Variation in Objects**

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

### **Other confirmations**

There is no material existing or anticipated transactions with our Promoters, our Directors and our Company's key Managerial personnel, in relation to the utilization of the Net Proceeds.

### BASIS FOR ISSUE PRICE

Investors should read the following summary with the section titled “**Risk Factors**”, the details about our Company under the section titled “**Our Business**” and its financial statements under the section titled “**Financial Information of the Company**” beginning on page 23, 89 and 135 respectively of the Draft Prospectus. The trading price of the Equity Shares of Our Company could decline due to these risks and the investor may lose all or part of his investment.

The Issue Price will be determined by our Company in consultation with the LM on the basis of the quantitative and qualitative factors as described below. The face value of the Equity Shares is Rs. 10.00 each and the Issue Price is Rs. [●] times of the face value.

#### QUALITATIVE FACTORS

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

- a) Use of the established Brand name
- b) Wide Experience of our Promoter and strong management team
- c) Online Business E-commerce and Omni-channel
- d) Prime Location of the salon
- e) System Driven Approach

For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to sections titled “**Our Business**” beginning on page 89 of this Draft Prospectus.

#### QUANTITATIVE FACTORS

The information presented below relating to our Company is based on the Restated Financial Statements. For details, please refer section titled “**Financial Information of the Company**” on page 135 of this Draft Prospectus.

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

##### 1. Basic & Diluted Earnings per share (EPS) (Face value of Rs. 10 each):

As per the Restated Financial Statements:-

Sr. No	Period	Basic & Diluted (Rs.)	Weights
1.	FY 2019-20	(16.19)	1
2.	FY 2020-21	(15.15)	2
3.	FY 2021-22	(35.54)	3
	<b>Weighted Average</b>	<b>(25.52)</b>	<b>6</b>

##### Notes:

- i. The figures disclosed above are based on the Restated Financial Statements of the Company.
- ii. The face value of each Equity Share is Rs.10.00.
- iii. Earnings per Share has been calculated in accordance with **Accounting Standard 20 – “Earnings per Share”** issued by the Institute of Chartered Accountants of India.
- iv. The above statement should be read with Significant Accounting Policies and the Notes to the Restated Financial Statements as appearing in Annexure IV.
- v. Basic Earnings per Share = Net Profit/(Loss) after tax, as restated attributable to equity shareholders / Weighted average number of equity shares outstanding during the year/ period
- vi. Diluted Earnings per Share = Net Profit/(Loss) after tax, as restated attributable to equity shareholders / Weighted average number of diluted potential equity shares outstanding during the year/ period.

##### 2. Price Earning (P/E) Ratio in relation to the Issue Price of Rs. [●]

Particulars	(P/E) Ratio
P/E ratio based on the Basic & Diluted EPS, as restated for FY 2021-22	[●]
P/E ratio based on the Weighted Average EPS, as restated.	[●]
<b>Industry P/E Ratio*</b>	

There are no listed companies in India that are engaged in a business similar to that of our company accordingly it is not possible to provide an industry comparison in relation to our company.

### 3. Average Return on Return on Net worth (RoNW)\*

Sr. No	Period	RONW (%)	Weights
1	FY 2019-20	NA	-
2	FY 2020-21	NA	-
3	FY 2021-22	(67.86%)	1
	<b>Weighted Average</b>	<b>(67.86%)</b>	<b>1</b>

**Note:**

- The RoNW has been computed by dividing net profit after tax (excluding exceptional items) with restated Net worth as at the end of the year/period
- Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/Total of weights.

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

Sr. No.	NAV per Equity Share	Outstanding at the end of the year (Amt. in Rs.)
1.	As at March 31, 2022	8.19
2.	NAV per Equity Share after the Issue	[●]
3.	Issue Price	[●]

**Notes: -**

- NAV per share = Restated Net worth at the end of the year/period divided by total number of equity shares outstanding at the end of the year/period.
- Net worth is computed as the sum of the aggregate of paid-up equity share capital, all reserves created out of the profits, securities premium account received in respect of equity shares and debit or credit balance of profit and loss account. It may be noted that equity component of financial instruments is excluded while calculating Net worth of the Company.
- Issue Price per Equity Share will be determined by our Company in consultation with the Lead Manager.

### 5. Comparison of Accounting Ratios with Industry Peers:

There are no listed companies in India that are engaged in a business similar to that of our company accordingly it is not possible to provide an industry comparison in relation to our company.

The Issue Price of ₹ [●] will be determined by our Company in consultation with the LM and will be justified by us in consultation with the LM on the basis of the above information. Investors should read the abovementioned information along with "Our Business", "Risk Factors" and "Restated Financial Statements" on pages 89, 23 and 135 respectively of this Draft Prospectus to have a more informed view. The trading price of the Equity Shares of our Company could decline due to the factors mentioned in "Risk Factors" or any other factors that may arise in the future and you may lose all or part of your investments.

**STATEMENT OF SPECIAL TAX BENEFITS**

To,  
**The Board of Directors,**  
**Lloyds Luxuries Limited**  
Trade World, 'C' Wing, 16<sup>th</sup> Floor, Kamala City, Senapati Bapat Marg,  
Lower Parel (W), Mumbai 400013, Maharashtra, India

**Dear Sirs/ Madam,**

**Sub: Statement of Tax Benefits ('The Statement') available to Lloyds Luxuries Limited ("The Company") and its shareholders prepared in accordance with the requirement in Schedule VIII- Clause (VII)(L) of Securities and Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations 2018, as amended ("The Regulation")**

We hereby report that the enclosed annexure prepared by the management of Lloyds Luxuries Limited, states the special tax benefits available to the Company and the shareholders of the Company under the Income-Tax Act, 1961, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 (collectively the "GST Act") presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions which, based on business imperatives which the Company may face in the future, the Company may or may not choose to fulfill.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and do not cover any general tax benefits available to the Company. Further, the preparation of enclosed statement and the contents stated therein is the responsibility of the Company's management. We are informed that, this Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of Equity shares ("the Issue") by the Company.

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

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

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

**Limitations:**

Our views are based on facts and assumptions indicated to us and the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time by subsequent legislative, regulatory, administrative, or judicial decisions. Any such changes, which could also be retrospective, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein. This report including enclosed annexure are intended solely for your information and for the inclusion in the Draft Prospectus/ Prospectus or any other issue related material in connection with the proposed initial public offer of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

This statement has been prepared solely in connection with the Proposed Offer by the Company under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

**For R K Jagetiya & Co.**

Chartered Accountant  
**FRN: 146264W**

Sd/-

**Ravi K Jagetiya**  
Proprietor  
M. No. 134691  
UDIN: 22134691APNVCF6274  
Place: Mumbai  
Date: August 12, 2022

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

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

### **A. SPECIAL DIRECT AND INDIRECT TAX BENEFITS TO THE COMPANY:**

#### **Under the Income Tax Act, 1961 (“the Act”)**

##### **Special tax benefits available to the Company**

- The Company is not entitled to any special tax benefits under the Income Tax Act, 1961 and GST Act.

### **B. SPECIAL DIRECT AND INDIRECT TAX BENEFITS TO THE SHAREHOLDERS:**

- The Shareholders of the Company are not entitled to any special tax benefits under the Income Tax Act, 1961 and GST Act.

#### **NOTES:**

1. The above Annexure of special tax benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.
2. The above Annexure covers only the special tax benefits under the Act, read with the relevant rules, circulars and notifications and does not cover any benefit under any other law in force in India. This Annexure also does not discuss any tax consequences, in the country outside India, of an investment in the shares of an Indian company.
3. The above Annexure of special tax benefits is as per the current direct tax laws relevant for the assessment year 2023-24. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws.
4. In respect of non-residents, the tax rates and consequent taxation mentioned above will be further subject to any benefits available under the relevant Double Taxation Avoidance Agreement, if any, entered into between India and the country in which the non-resident has fiscal domicile.
5. A new Section 115BAA has been inserted by the Taxation Laws (Amendment) Act, 2019 (‘the Amendment Act, 2019’) with effect from Financial Year 2019-20 granting an option to domestic companies to compute corporate tax at a reduced rate of 25.168% (22% plus surcharge of 10% and cess of 4%), provided such companies do not avail specified exemptions/incentives. The option under section 115BAA of the Act once exercised cannot be subsequently withdrawn for any future financial year. The Amendment Act, 2019 further provides that domestic companies availing such option will not be required to pay Minimum Alternate Tax (‘MAT’) under Section 115JB. The CBDT has further issued Circular 29/2019 dated October 02, 2019 clarifying that since the MAT provisions under Section 115JB itself would not apply where a domestic company exercises option of lower tax rate under Section 115BAA, MAT credit would not be available.

In such a case, the Company is not allowed to claim any of the following deductions/ exemptions under the Act: -

- ✓ Deduction under the provisions of Section 10AA.
- ✓ Deduction under clause (iia) of sub- section (1) of Section 32 (additional depreciation).
- ✓ Deduction under section 32AD or Section 33AB or Section 33ABA
- ✓ Deduction under section 35AD or Section 35CCC
- ✓ Deduction under section 80G

Lower corporate tax rate under Section 115BAA of the Act and Minimum Alternate Tax (‘MAT’) credit under section

115JAA of the Act which are in general available and hence may not be treated as special tax benefits.

The Company has evaluated and decided not to exercise the option permitted under Section 115BAA of the Act for the purpose of computing its income-tax liability for the Financial Year 2019-20 and Financial Year 2020-21, however, the same option to exercise is available for Financial Year 2021-22.

6. This Annexure is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his or her tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.
7. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. The views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

**For, R K Jagetiya & Co.**

Chartered Accountant

**FRN:** 146264W

Sd/-

**Ravi K Jagetiya**

Proprietor

M. No. 134691

UDIN: 22134691APNVCF6274

Place: Mumbai

Date: August 12, 2022

## SECTION V – ABOUT THE COMPANY

### INDUSTRY OVERVIEW

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

#### **GLOBAL OUTLOOK:-**

After rebounding to an estimated 5.5 percent in 2021, global growth is expected to decelerate markedly to 4.1 percent in 2022, reflecting continued COVID-19 flare-ups, diminished fiscal support, and lingering supply bottlenecks. The near-term outlook for global growth is somewhat weaker, and for global inflation notably higher, than previously envisioned, owing to pandemic resurgence, higher food and energy prices, and more pernicious supply disruptions. Global growth is projected to soften further to 3.2 percent in 2023, as pent-up demand wanes and supportive macroeconomic policies continue to be unwound. Although output and investment in advanced economies are projected to return to pre-pandemic trends next year, in emerging market and developing economies (EMDEs)— particularly in small states and fragile and conflict -afflicted countries—they will remain markedly below, owing to lower vaccination rates, tighter fiscal and monetary policies, and more persistent scarring from the pandemic.

Various downside risks cloud the outlook, including simultaneous Omicron-driven economic disruptions, further supply bottlenecks, a deanchoring of inflation expectations, financial stress, climate-related disasters, and a weakening of long-term growth drivers. As EMDEs have limited policy space to provide additional support if needed, these downside risks heighten the possibility of a hard landing. This underscores the importance of strengthening global cooperation to foster rapid and equitable vaccine distribution, calibrate health and economic policies, enhance debt sustainability in the poorest countries, and tackle the mounting costs of climate change. EMDE policy makers also face the challenges of heightened inflationary pressures, spillovers from prospective advanced-economy monetary tightening, and constrained fiscal space. Despite budgetary consolidation, debt levels—which are already at record highs in many EMDEs—are likely to rise further owing to sustained revenue weakness. Over the longer term, EMDEs will need to buttress growth by pursuing decisive policy actions, including reforms that mitigate vulnerabilities to commodity shocks, reduce income and gender inequality, and enhance preparedness for health- and climate-related crises.

**Regional Prospects:** Growth in most EMDE regions in 2022-23 is projected to revert to the average rates during the decade prior to the pandemic, with the exception of East Asia and xx Pacific. This pace of growth will not be enough to recoup output setbacks during the pandemic, however. By 2023, annual output is expected to remain below the pre-pandemic trend in all EMDE regions, in contrast to advanced economies, where the gap is projected to close. The pace of recovery will be uneven across and within regions, with downside risks dominating the outlook. On a per capita basis, the recovery may leave behind those in economies that experienced the deepest contractions in 2020, such as tourism-reliant island economies. Half or more of economies in East Asia and Pacific, Latin America and the Caribbean, and the Middle East and North Africa, and two-fifths of economies in Sub-Saharan Africa, will still be below their 2019 per capita GDP levels by 2023.

**Commodity Price Cycles: Drivers and Policies:** Commodity prices soared in 2021 following the broad-based decline in early 2020, with prices of several commodities reaching all-time highs. In part, this reflected the strong rebound of demand from the 2020 global recession. Energy and metal prices generally move in line with global economic activity, and this tendency has strengthened in recent decades. Looking ahead, global macroeconomic developments and commodity supply factors will likely continue to cause recurring commodity price swings. For many commodities, these may be amplified by the transition away from fossil fuels. To dampen the associated macroeconomic fluctuations, the almost two thirds of EMDEs that are commodity exporters need to strengthen their policy frameworks and reduce their reliance on commodity-related revenues by diversifying exports and, more importantly, national asset portfolios.

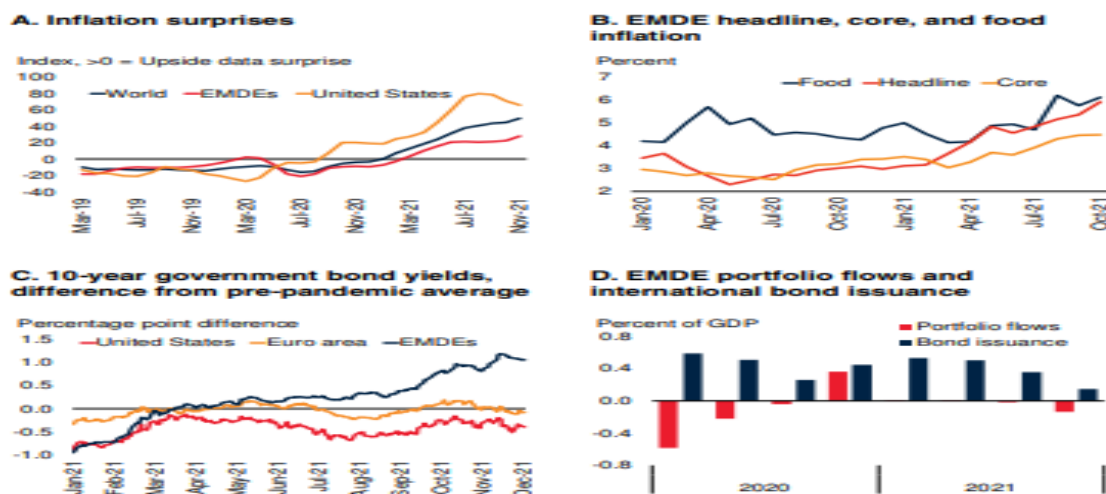


**Impact of COVID-19 on Global Income Inequality:** The COVID-19 pandemic has raised global income inequality, partly reversing the decline that was achieved over the previous two decades. Weak recoveries in EMDEs are expected to return between-country inequality to the levels of the early 2010s. Preliminary evidence suggests that the pandemic has also caused within-country income inequality to rise somewhat in EMDEs because of particularly severe job and income losses among lower-income population groups. Over the medium and long term, rising inflation, especially food price inflation, as well as pandemic-related disruptions to education may further raise within-country inequality. Within country inequality remains particularly high in EMDE regions that account for about two-thirds of the global extreme poor. To steer the global recovery onto a more equitable development path, a comprehensive package of policies is needed. A rapid global rollout of vaccination and redoubled productivity-enhancing reforms can help lower between-country inequality. Support targeted at vulnerable populations and measures to broaden access to education, health care, digital services and infrastructure, as well as an emphasis on supportive fiscal measures, can help lower within-country inequality. Assistance from the global community is essential to expedite a return to a green, resilient, and inclusive recovery.

### Macroeconomic imbalances have reached unprecedented proportions.

Government spending, deficits, and debt in several advanced economies have reached record highs relative to GDP. Central bank balance sheets have absorbed unprecedented amounts of long-term assets financed by bank reserves, resulting in an inequitable allocation of capital. Spending in developing countries surged to support economic activity during the crisis, but many countries are now facing record levels of external and domestic debt. Adding to these debt-related risks is the potential for higher interest rates: it is difficult to predict how rapidly interest rates will rise as advanced economies slow down their expansion in monetary policies. With fiscal and monetary policy in uncharted territory, the implications for exchange rates, inflation, debt sustainability, and economic growth are unlikely to be favorable for developing countries

### Global inflation and financial developments



Global inflation surprised continuously to the upside in recent months, with median headline consumer price inflation reaching 4.6 percent on a 12-month basis in October 2021, up from a pandemic-related trough of 1.2 percent in May 2020 (figure 1.6.A). The rebound in global demand and activity since mid-2020, together with supply disruptions and rising food and energy prices, have pushed headline inflation to decade highs across many countries. Core consumer price inflation—excluding food and energy—has also increased globally; in some economies, this has in part reflected rising housing price inflation. The increase in inflation has led various central banks to partially unwind their accommodative monetary policies.

In EMDEs, increases in inflation have been broad based across countries and components: four fifths of EMDEs—mainly in Europe and Central Asia (ECA), Latin America and the Caribbean (LAC), and Sub-Saharan Africa (SSA)—experienced an uptick in inflation in 2021, with rises in food, energy, and core components (figure 1.6.B). In particular, around a third of EMDEs experienced double-digit food inflation in 2021. Wage pressures have remained contained in many EMDEs, largely reflecting ample slack in labour markets; however, some large economies in ECA and LAC are notable exceptions (ILO 2021). In advanced economies, inflation has also risen appreciably, albeit with differences across countries. Market-based measures of medium term

inflation expectations have edged up, although investors still appear to expect inflation to moderate gradually over time toward central banks' targets. Wages have accelerated in advanced economies, especially in sectors experiencing persistent labour shortages.

### Major economies: Recent developments and outlook:

#### Advanced economies

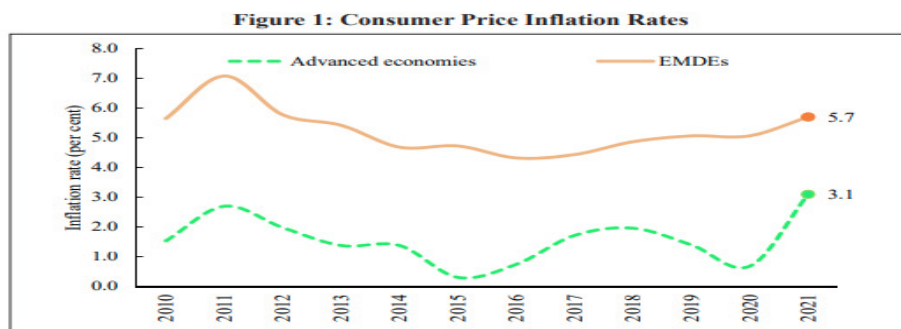
Growth in most advanced economies slowed unexpectedly in the second half of last year as a result of pandemic resurgence and supply bottlenecks. A recovery in demand, supply constraints, and earlier commodity price increases have contributed to notable inflationary pressures in most countries. After bouncing back to an estimated 5 percent in 2021, growth in advanced economies is projected to moderate to 3.8 percent in 2022 as the Omicron-driven pandemic resurgence weighs on activity at the start of the year, pent-up demand is gradually reduced, fiscal and monetary support is withdrawn, and supply strains ease only gradually (figure 1.7.A). Sustained consumer demand and still-favorable financing conditions are expected to underpin a strong recovery in investment (figure 1.7.B). GDP growth is forecast to slow to 2.3 percent in 2023, as pent-up demand is exhausted and policy support is further withdrawn; despite this deceleration, advanced-economy output is projected to exceed its pre-pandemic trend next year. In the near term, more substantial economic dislocations from the rapid spread of the Omicron variant represent a key downside risk to the outlook.

Growth is expected to slow to 3.7 percent in 2022 and 2.6 percent in 2023 as excess savings are spent, support from fiscal and monetary policy wanes, and supply bottlenecks gradually dissipate. The 10-year \$1.2 trillion infrastructure plan signed into law in November is expected to provide only a small boost to activity in the near term, with most of its effect envisioned to take place beyond this year. The growth outlook for 2022 has been revised down by 0.5 percentage point relative to previous forecasts, in part reflecting an Omicron-driven pandemic resurgence, a persistent drag from supply bottlenecks, higher inflation, and a faster withdraw of monetary policy support than previously expected. Nonetheless, output is still projected to regain its pre-pandemic trend by the end of 2022. The possibility of additional fiscal support, such as more expansive social safety nets, poses an upside risk to the outlook. On the downside, tenacious inflation and an even faster tightening of monetary policy could lead to weaker-than-expected growth.

Source: <https://openknowledge.worldbank.org/bitstream/handle/10986/36519/9781464817601.pdf>

### INDIAN ECONOMIC OVERVIEW:-

In 2021, inflation picked up globally as economic activity revived with opening-up of economies. COVID-19 related stimulus spending, mainly in the form of discretionary handouts to households in major economies, along with pent up demand fueling consumer spending, pushed inflation up in both advanced and emerging economies. In the advanced economies, inflation has increased from 0.7 per cent in 2020 to around 3.1 per cent in 2021 (Figure 1) (IMF, 2022). The surge in energy, food, non-food commodities, and input prices, supply constraints, disruption of global supply chains, and rising freight costs across the globe stoked global inflation during the year. Crude oil prices also witnessed an upswing during the year on the back of increased demand from recovering economies and supply cuts by the Organization of the Petroleum Exporting Countries and its allies (OPEC+).



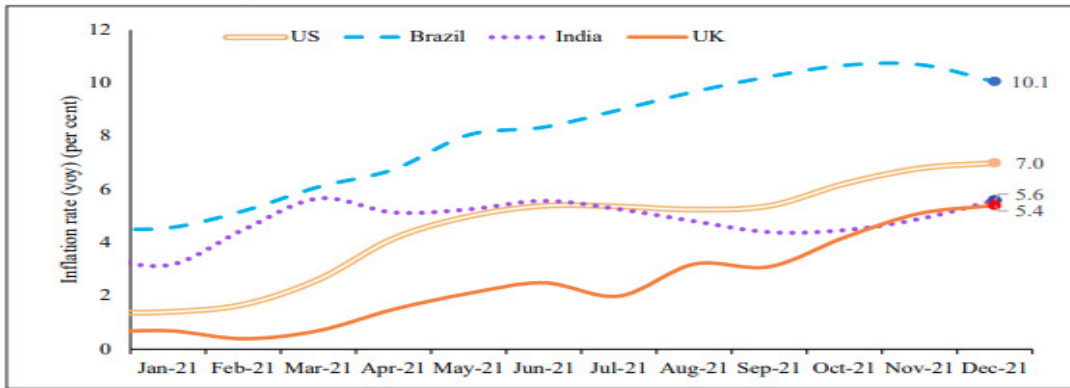
Source: World Economic Outlook, January 2022 Update, IMF

Note: The figure are annual averages.

Advanced Economies include 40 economies and Emerging Markets and Developing Economies (EMDEs) include 156 economies as per IMF classification

However, in comparison to many Emerging Markets and Developing Economies (EMDEs) and advanced economies, consumer price inflation in India remained range bound in the recent months, touching 4.9 per cent in November 2021 and 5.6 per cent in December 2021, owing to the proactive steps taken by the Government for effective supply management. As against this, inflation in USA touched 7.0 per cent in December 2021, the highest since 1982, driven largely by second hand vehicles and energy. While in the UK it hit a nearly 30 years high of 5.4 per cent in December 2021 mainly on account of rising food prices. Among emerging markets, Brazil witnessed high and rising inflation during 2021 which touched 10.1 per cent in December 2021 (Figure 2). Inflation in Turkey has been in double digits, reaching 36.1 per cent in December 2021. Argentina has witnessed inflation rates above 50 per cent during the last six months.

**Figure 2: Consumer Price Inflation in select countries**

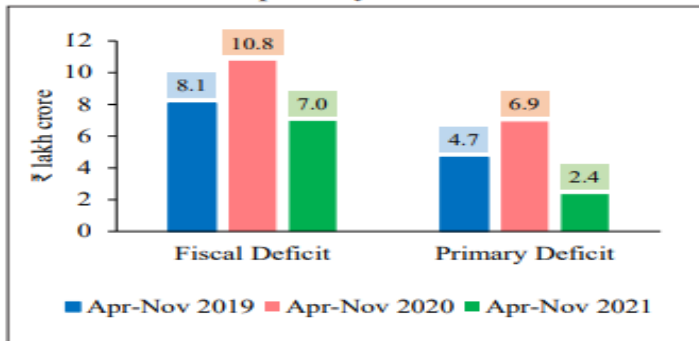


Source: Organisation for Economic Co-operation and Development; Office for National Statistics, UK

**PERFORMANCE OF FISCAL INDICATORS DURING 2021-22**

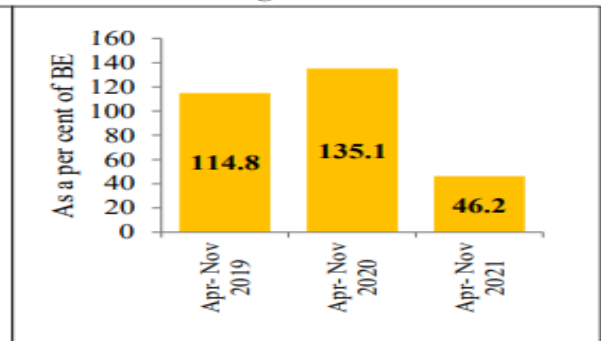
This section analyses the performance of fiscal indicators and their components for the period April to November 2021. The data on Government accounts for April to November 2021, released by the Controller General of Accounts, show that the fiscal deficit of the Central Government at end November 2021 stood at 46.2 per cent of the BE compared to 135.1 per cent during the same period in 2020-21 and 114.8 per cent during the same period in 2019-20 (Figure 4). During this period both fiscal deficit and primary deficit stood at levels much below the corresponding levels in the previous two years. The primary deficit during the period April to November 2021 turned up at nearly half of the level it had reached during April to November 2019 (Figure 3).

**Figure 3: Trends in Fiscal deficit and primary deficit**



Source: CGA Monthly Accounts

**Figure 4: Fiscal deficit as a per cent of Budget estimate**



**OVERVIEW OF GLOBAL WELLNESS INDUSTRY:**

- The global wellness economy was valued at \$4.9 trillion in 2019 and then fell to \$4.4 trillion in 2020, due to the widespread impacts of the COVID-19 pandemic.
- As we emerge from the pandemic, GWI predicts that the wellness economy will return to its robust growth. We project 9.9% average annual growth, with the wellness economy reaching nearly \$7.0 trillion in 2025.
- The wellness economy represented 5.1% of global economic output in 2020.

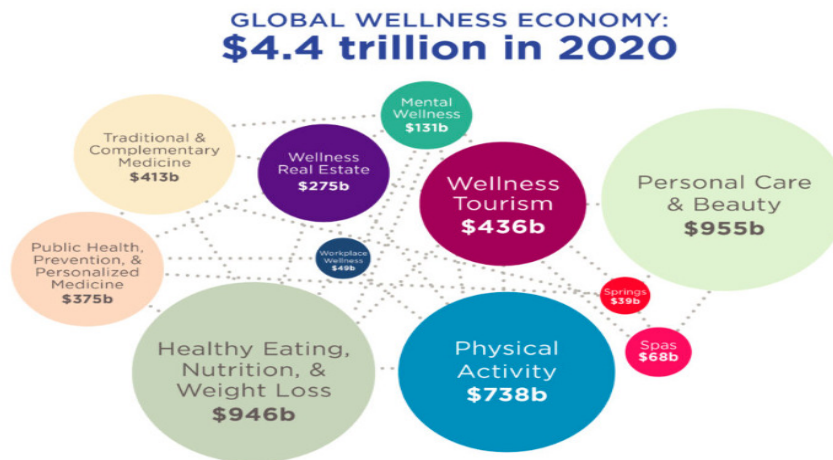
### The wellness economy includes eleven sectors:

- Personal Care & Beauty (\$955 billion)
- Healthy Eating, Nutrition, & Weight Loss (\$946 billion)
- Physical Activity (\$738 billion)
- Wellness Tourism (\$436 billion)
- Traditional & Complementary Medicine (\$413 billion)
- Public Health, Prevention, & Personalized Medicine (\$375 billion)
- Wellness Real Estate (\$275 billion)
- Mental Wellness (\$131 billion)
- Spas (\$68 billion)
- Workplace Wellness (\$49 billion)
- Thermal/Mineral Springs (\$39 billion)

Source: <https://globalwellnessinstitute.org/press-room/statistics-and-facts/>

### THE GLOBAL WELLNESS ECONOMY

The Global Wellness Institute is the authoritative source for research on the (\$4.4 trillion) global wellness economy, and the go-to resource for businesses, policymakers and academics. It's the only organization that produces market data and deep analysis for all 11 wellness market sectors.



Source: <https://globalwellnessinstitute.org/industry-research/the-global-wellness-economy/>

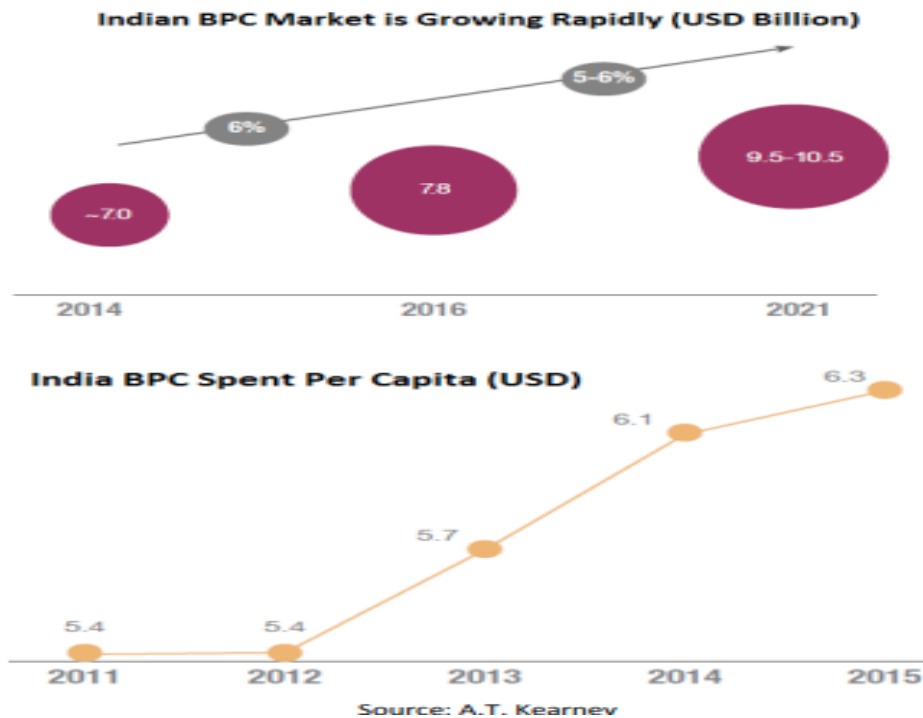
### BEAUTY AND PERSONAL CARE MARKET IN INDIA

The cosmetics and personal care industry is one of the fastest growing consumer products sectors in India with a strong potential for foreign companies. The personal care and cosmetics sector in India has shown continued strong growth, with increasing shelf space in retail stores and boutiques in India, stocking cosmetics from around the world.

#### Size and Growth Trends in the Domestic Industry

The Indian cosmetics and beauty products segment has been witnessing steady growth of late. It is primarily categorized into five major categories - body care, face care, hair care, hand care and color cosmetics. Indian beauty and personal care (BPC) industry is

estimated to be worth USD 8 billion. India's per capita spend on beauty and personal care is growing in line with India's GDP growth.



Many international brands like Revlon (the first international cosmetics brand to enter India in the midnineties), Avon, Burberrys, Calvin Klein, Christian Dior, Estee Lauder, L'Oreal, Max factor, Max Mara, Body Shop, Maybelline New York, MAC, Bobbi Brown and many more have been present in India for an extensive period of time.

The top three players in the Indian market are international players, namely Hindustan Unilever, Colgate-Palmolive India and L'Oréal India. The other prominent international players with a strong presence in the Indian market include Gillette India, Johnson & Johnson (India), Reckitt Benckiser (India) and Procter & Gamble Home Products.

Domestic players were catching up over the review period with the emergence of the trends towards natural, herbal and Ayurvedic products. Prominent domestic players include Godrej Consumer Products, Dabur India, Marico, Wipro Consumer Care & Lighting, Emami and Patanjali Ayurved.

### Distribution Channels and Marketing

India has seen tremendous growth of modern organized retail channels like department stores, supermarkets, hypermarkets, specialty store chains, and shopping malls along with direct sales and a highly competitive ecommerce market for cosmetic brands. Amongst the multiple sales channels, grocery retailers continue to lead the pack. However, share of specialist channels such as chemists, beauty stores and modern trade is expected to grow in the next few years, with chemists and pharmacies expected to gain significant traction.

#### Factors Driving Chemist Channel Growth

- Offers uncluttered product spread
- Offers neat and clean environment
- Premiumization • Reliable expert advice by pharmacies.

### Trends that are shaping the Indian Beauty and Personal Care Market

- Shift towards mental and physical well-being through use of natural, organic, anti-fatigue, antipollution, anti-ageing products.
- Increased adoption of men's grooming products.
- Higher spending on holistic bridal solutions such as year-long skin care regimes.
- Increasing use of beauty devices and technology infused products and services.
- Consumers opting for at-home services, online buying.
- Heightened sense of individualism in purchase and choice among Millennials.
- Interest and willingness to trade-up, increased use, bigger repertoire of products.
- Growing importance of peer feedback and product reviews in purchase decisions.

### **India: A land of opportunities:**

The swift growth of the beauty business has not only impacted Indian firms to encourage competition in the space, but has also lured numerous international brands to the country. To give an instance, today, India has very few professional make-up lines that can cater to the wide range of salons and professional make-up artists across the country. This gives an opportunity to international professional make-up lines to penetrate into the market.

Similarly, the skincare segment in the Indian market is flooded with natural ingredients based products at present. Demands are high for products that are formulated using key ingredients like seaweed extracts and sea salts and other mineral-rich elements. Since these ingredients being exotic are found majorly in premium skincare segment, international players can seek to occupy a large share of the total space in the premium mass segment in the future.

The key factors to successfully enter the beauty and cosmetics market in India include careful understanding and adaptation of Indian skin types and tones and customize products accordingly. During the initial years of entering the market, the volumes of sales are likely to be low while the cost of operations is observed to be high. Gradually the scenario will change as sales are expected to increase.

Source: <https://www.export.gov.il/files/cosmetics/ReportonIndianCosmeticsIndustry.pdf>

### **Investment opportunities:**

#### **India's Growing Personal Care and Hygiene Industry**

##### **Personal Care and Hygiene**

- The beauty and personal care product market in India is currently valued at \$26.8 Bn and is poised to reach \$37.2 Bn by 2025.
- Fragrances, Makeup and Cosmetics, Men's Grooming are all expected to grow at CAGR 12-16%
- The personal hygiene market is expected to reach \$15 Bn by 2023 in India
- Growing awareness, easier access and changing lifestyles have been the key growth drivers for the sector.
- Herbal cosmetics products are driving growth due to increasing adoption, and the segment alone is expected to grow at 15-20%

##### **Hair Care**

- Indian Hair Care market is predicted to reach \$4.89 Bn by 2025 with a CAGR of 6.6%. In 2021, the Hair Care segment accumulated revenue of \$2.55 Bn
- The share of hair care market is largest in the cosmetic industry in India, dominated by the hair oil segment.
- Major global and domestic players in this category include Hindustan Unilever Limited, Marico, L'Oréal, Garnier, Henkel, etc.
- Product innovations across serums, pre-shampoos, scalp masks, and exfoliators have enabled companies to tap into the millennial target base and diversify their portfolios.
- Growing climate consciousness is shifting consumer preferences towards herbal and organic products, thus heightening the consumption of all-natural products.

### Fragrance Products

- Fragrance products, which comprise perfumes, deodorants, and colognes, have distinguished themselves as essential personal care products in recent years. The Indian Perfumes and Deodorants market stood at \$970 Mn in 2019 and is projected to surpass \$2 Bn by 2025 growing at a CAGR of over 13%.
- In 2019, deodorants dominated the fragrance products market with a share of about 60% followed by perfumes at 32.14%, in terms of revenue.
- Some of the leading fragrance brands operating in the Indian market are Fogg, Beiersdorf, ITC, Raymond Group, Unilever Group, McNROE, Vanesa Care Pvt., etc.
- This category has seen an uptick in localization in production of late. This has been complemented with a surge in the demand for high-end luxury perfumes in the Indian market facilitate by the growth of e-commerce channels.

**Source:** <https://www.investindia.gov.in/sector/consumer-goods/personal-care-hygiene>



## OUR BUSINESS

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

*All financial information included herein is based on our “Financial information of the Company” included on page 135 of this Draft Prospectus.*

Lloyds Luxuries Limited was originally incorporated as a private limited company in the name of “Lloyds Luxuries Private Limited” on October 21, 2013 under the provisions of the Companies Act, 1956 with the Registrar of Companies, Maharashtra, Mumbai. Our Company was converted into a Public Limited Company and consequently the name of our Company was changed from “Lloyds Luxuries Private Limited” to “Lloyds Luxuries Limited” vide a fresh certificate of incorporation dated January 29, 2014, issued by the Registrar of Companies Maharashtra, Mumbai bearing CIN U74999MH2013PLC249449.

Incorporated in 2013, we are amongst the organized player of salon services and beauty products in India, focused on grooming men to perfection. We own exclusive franchisee of Truefitt & Hill, which is an international brand offering a wide range of beauty products and salon services for men through the luxury barbershops operating across many countries. The brand is exclusively owned by Truefitt & Hill (Gentlemen’s Grooming) Limited, a company registered under the law of England and Wales and having its office in London, United Kingdom.

We began our relationship with Truefitt & Hill in 2013, when we commenced operations of our luxury barber store in Mumbai. We have subsequently continued to expand our operations and as of March 31, 2022, we operate 14 barber stores under the brand Truefitt & Hill across 7 cities in India. The Company holds the Master Franchise Agreement of “Truefitt & Hill” upto 2043. Under the franchise agreement, we own exclusive rights to open stores in the brand name of “Truefitt & Hill” either directly or through sub franchisee arrangements in India, Nepal, Sri Lanka, Bhutan, Vietnam, Myanmar and Bangladesh. As of March 31, 2022, we have assigned sub-franchisee of Truefitt & Hill to 12 barber stores operating in 11 cities of India, through which we earn royalty and franchisee income. In 2017, we were successful in expanding our reach internationally through opening of first barber store in Dhaka, Bangladesh as sub-franchisee store. We provide sub-franchise with a comprehensive system of business training, stylist education, professional marketing, promotion, and advertising programs, and other forms of on-going support designed to help franchisees build successful businesses.

In addition, we have obtained exclusive franchise for MARY COHR in 2019 for 10 years, a French Beauty Salon which has presence across the Globe. Under the exclusive master franchise agreement, we own exclusive rights to open stores in the brand name of “MARY COHR” either directly or through sub franchisee arrangements in India. Currently, we are operating a MARY COHR store at Santacruz, Mumbai.

Our retail operations in respect of men grooming products are carried out through our owned stores, sub-franchisees as well as through online channels. As of March 31, 2022, we sell the men grooming products through 27 stores, of which 14 are run by us directly and 13 through sub-franchisee. We provide an Omni-channel experience to customers through our websites, various online marketplaces, as well as, social media platforms. Total Online Product Sales amounted to Rs. 27.80 Lakhs, Rs. 76.33 Lakhs and Rs 118.43 lakhs, in Fiscal 2020, 2021 and 2022 respectively, and represented 4.41%, 11.15%, and 21.49% of our revenue from product sales for such periods, respectively.

We have received recognition as a “debutant salon of the year” by Naturals in 2015. We offer the wide selection of salon services, including haircare, skincare, bath and body products, professional hair products and salon styling tools. We offer full-service hair salons and skin services in substantially every store and operate brow bars in most of our stores, as well as makeup services through our salons.

As per the restated financial statements for fiscal ended March 31, 2022, 2021 and 2020, the total income of our Company stood at Rs. 2086.05 lakhs, Rs. 1855.58 lakhs, and Rs. 2801.63 lakhs respectively. Further, our profit/(loss) after tax for fiscal ended March 31, 2022, 2021 and 2020 stood at Rs. (916.78) lakhs, Rs. (303.07) lakhs and Rs. (323.80) lakhs respectively.

## **Our Competitive Strengths:**

We believe that the following are our primary competitive strength:

### **1. Use of the established Brand name**

We operate all our barbershops under the brand Truefitt & Hill, which we believe to have a pan-India appeal across regions. The brand is exclusively owned by Truefitt & Hill (Gentlemen's Grooming) Limited, a company registered under the law of England and Wales and having its office in London, United Kingdom. We began our relationship with Truefitt & Hill in 2013 through a master franchise agreement dated October 24, 2013, initially for 10 years, which was extended for the period of 20 years. As a franchisee partner, we have entered into a franchisee agreement to take the brand across India and to other countries rapidly. We believe that dealing in the brand name of Truefitt & Hill provides us with the advantage of the customers relying on the quality of the product. Over the years, through the customer centric approach we have maintained the trust that the customers' have in the brand name, which has been rewarded through the customers' loyalty.

### **2. Wide Experience of our Promoter and strong management team :**

We believe that our experienced Promoter have significantly contributed to the growth of our business operations. Our Promoter Mr. Shree Krishna Mukesh Gupta have around 7 years of experience in Salon industry and with their innovative business ideas, customer relationship, in-depth knowledge and excellent management skills, we have served our customers proficiently. Mr. Prannay Dokkania, our Managing Director has around 18 years of work experience in the Retail, Salon and Beauty Industry. He primarily looks after the overall business operations of the Company including strategic, operational, finance and formulation of policies for the business development. Under his guidance our Company has witnessed continuous growth and has been instrumental in turning around the business and Mr. Sushant Janardan Mishra, Chief Financial Officer has more than 18 years of experience in Accounting, Financial, Taxation and Legal operations of the company. We believe that experience of our Promoter and management team in the industry enables us to respond to changing market conditions and evolving preferences of our customers and is essential to our overall success and our future growth.

Along with above, we employ highly skilled, professional barbers/stylists, therapists and estheticians who offer services as well as educational experiences, including consultations, styling lessons, makeup applications, skincare regimens, and at-home care recommendations.

### **3. Online Business E-commerce and Omni-channel**

Our retail stores are supported by our company-owned e-commerce business in India, through our websites, and business accounts on social media platforms and e-commerce trading platform such as Amazon, Nykaa flipkart etc. These virtual store fronts are designed with the intention of providing customers a positive shopping and brand experience, showcasing our products in an easy-to-navigate format, allowing consumers to browse our selection of products. In our experience, these virtual stores provide a convenient, alternative shopping environment and brand experience, and are an additional efficient and effective retail distribution channel, which has improved our customer service.

We are also present online through e-commerce platform. Total Online Product Sales amounted to Rs. 27.80 Lakhs, Rs. 76.33 Lakhs and Rs 118.43 lakhs, in Fiscal 2020, 2021 and 2022 respectively, and represented 4.41%, 11.15%, and 21.49% of our revenue from product sales for such periods, respectively. Our Total Online Product Sales increased at a CAGR of 106.40% from Fiscal 2020 to Fiscal 2022.

### **4. Prime Location of the salon**

The selection of the franchisee and the location of the store plays a crucial role in the success of our business. The location of the store is important from two aspects i.e., increasing the foot fall of the customers and secondly visibility of the store. Our franchisee store is located in the area which help in increasing the customer footfall which in-turn is converted into sales. All our owned barber stores are located in the prime areas of Mumbai, Pune, Delhi, Gurugram, Kolkata, Hyderabad and Bangalore.

### 5. System Driven Approach

We follow a system driven approach at all our salons. All the services provided by the barbers and therapists in the stores are subject to the pre-approved SOP's which ensures that standards set of process is followed at all the times to ensure that the quality of services is maintained. All the barbers/therapists are under continuous watch by the Store manager(s), Area Manager(s) and Operations Manager(s) to ensure that there are no issues with the quality of service at stores. We believe that SOP's together with the experienced staff at Salons contribute to the better quality of services and customer satisfaction.

#### Our Business Strategies:

##### 1. Expand our store network in existing and new Indian cities

Our ability to continue our growth across geographies depends upon the strength of our brand, product offering and store economics. We are already present in Metropolitan and Tier I Cities, we will focus on increasing penetration by opening new stores. The key factor influencing the expansion of our stores is the selection of suitable locations. We will continue to adopt a methodical approach in evaluating and selecting suitable locations for the establishment of new stores, such as local population density, and identifying prime areas. We already have a presence across 13 cities with 14 owned stores and 12 sub-franchisee stores in India under the brand name of Truefitt and Hill and 1 store under the brand name of Mary Cohr. We believe with increasing number of stores in other cities, we will be able to better capitalise on economies of scale which will enable us to drive better margins and enhance profitability, while also ensuring that we continue to be within easy reach of existing and prospective customers.

##### 2. Continue to maintain strong relationships with our customers

We believe that maintaining strong relationship with customers is a most critical factor to keep the business growing. We study the customer preferences through interactions with stores, franchisee, product sales trends and market research, through which we are able to determine current trends in the industry, which are used by us in the product development. We will continue to focus on timely delivery of quality products which will help in forging strong relationships with our customers and gaining increased business from them.

##### 3. To build-up a professional organization

We believe in transparency, commitment and coordination in our work, with our suppliers, customers, government authorities, banks, financial institutions etc. We have a blend of experienced and sufficient staff for taking care of our day-to-day operations. We also consult with external agencies on a case-to-case basis on technical and financial aspects of our business. We wish to make it more sound and strong in times to come.

#### Our Registered and Corporate office:-

<b>Registered Office</b>	Trade World, 'C' Wing, 16 <sup>th</sup> Floor, Kamala City, Senapati Bapat Marg, Lower Parel (W), Mumbai 400013, Maharashtra, India.
<b>Corporate Office</b>	B2, Unit No. 3, 2 <sup>nd</sup> Floor, Madhu Estate, Pandurang Budhkar Marg, Lower Parel, Mumbai 400013, Maharashtra, India.

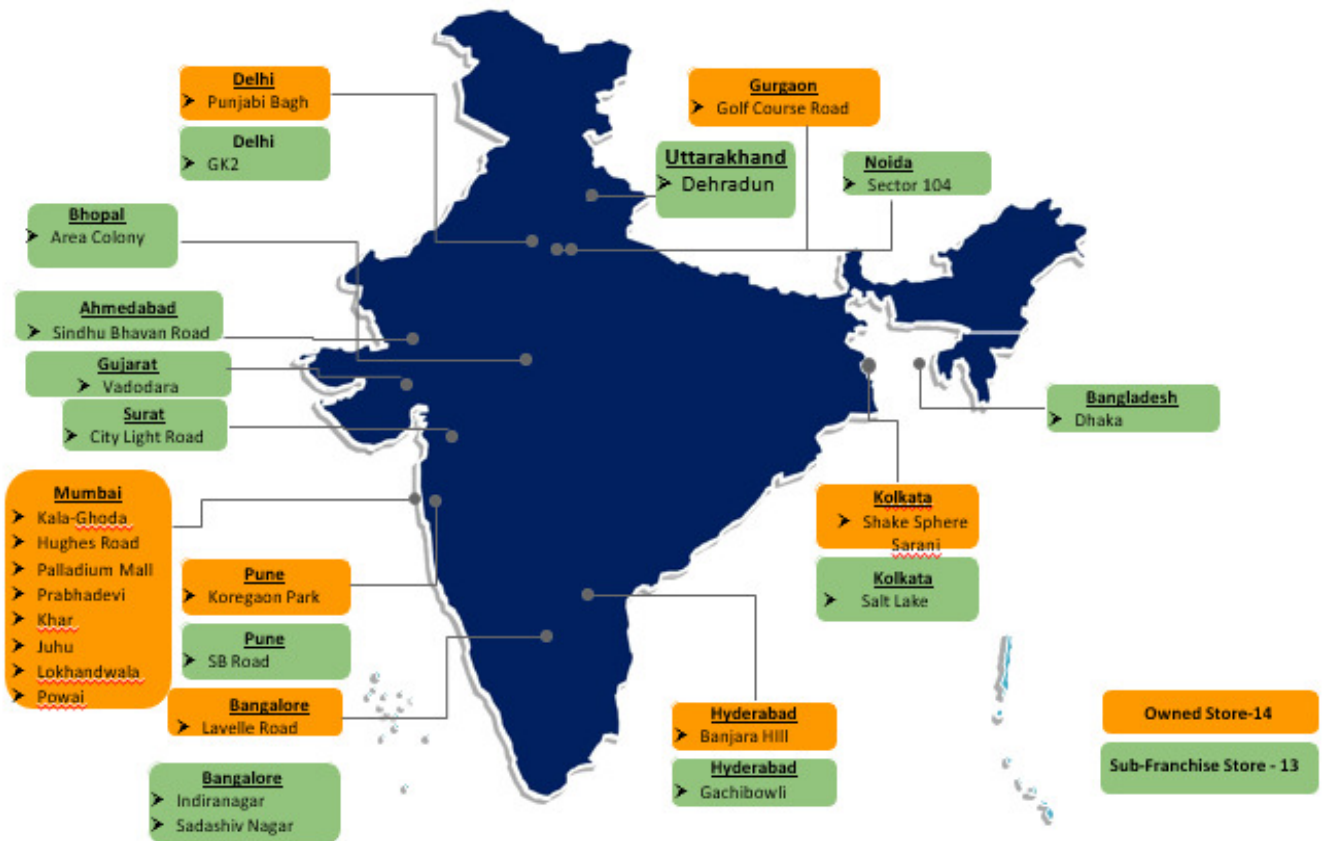
#### Our Presence:-

Sr. No	Store Locations	No. of Owned Stores
<b>Our Franchisee Stores of Truefitt and Hill</b>		
1.	Mumbai	8
2.	Pune	1
3.	Delhi	1
4.	Gurugram	1
5.	Kolkata	1
6.	Hyderabad	1
7.	Bangalore	1
	<b>Total</b>	<b>14</b>

Our Franchisee Store of Mary Cohr		
1.	Mumbai	1
	<b>Total</b>	<b>1</b>
	<b>Total Stores</b>	<b>15</b>

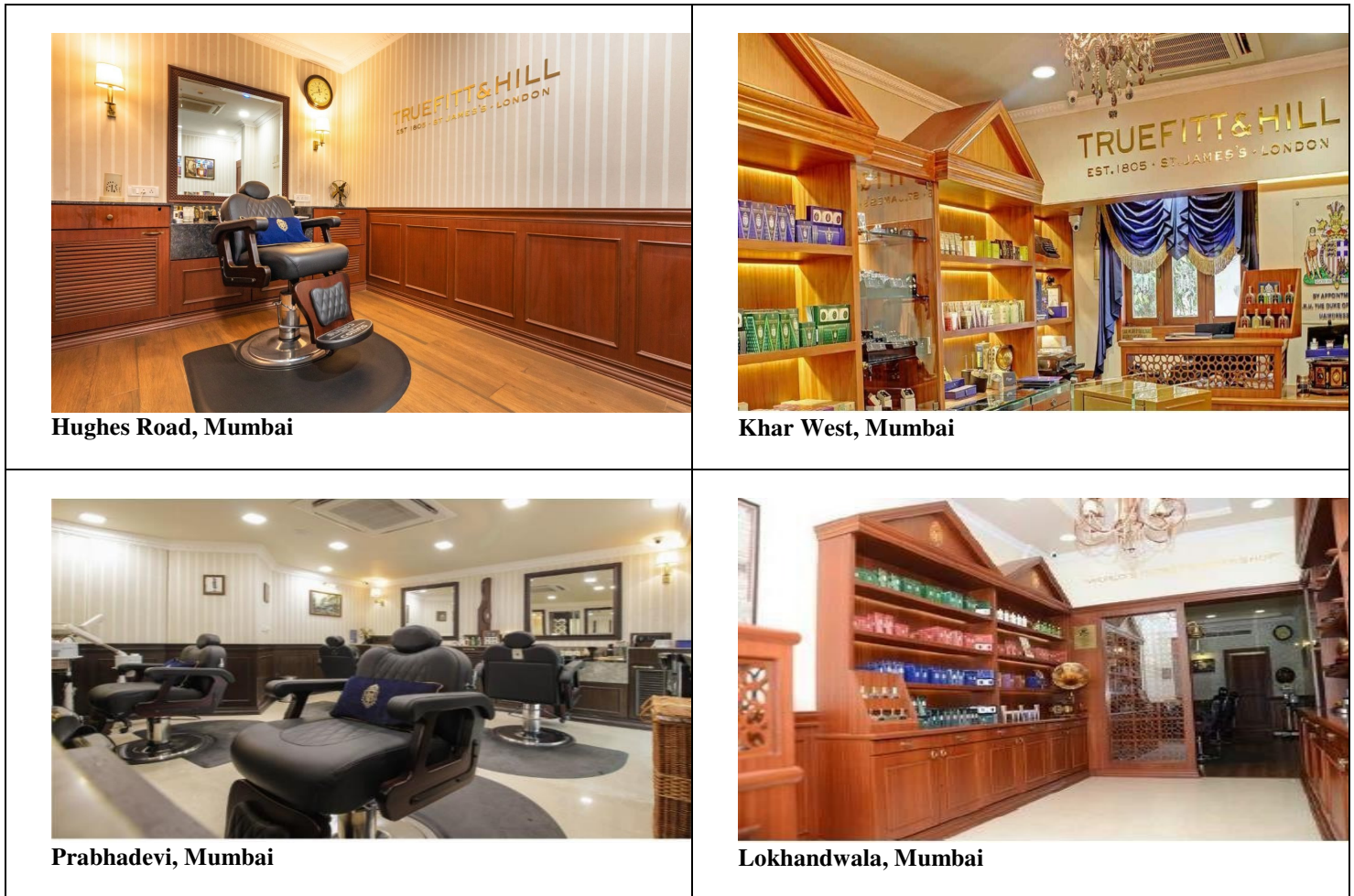
Sr. No	Store Locations	No of Sub-Franchise Stores
<b>Our Sub-franchisee Stores of Truefitt and Hill</b>		
1.	Bangalore	2
2.	Pune	1
3.	Delhi	1
4.	Noida	1
5.	Kolkata	1
6.	Hyderabad	1
7.	Dehradun	1
8.	Surat	1
9.	Vadodara	1
10.	Ahmedabad	1
11.	Bhopal	1
12.	Dhaka, Bangladesh	1
	<b>Total</b>	<b>13</b>

**Stores Locations (under the brand name of Truefitt and Hill):-**





**Our Stores:-**



**Hughes Road, Mumbai**

**Khar West, Mumbai**

**Prabhadevi, Mumbai**

**Lokhandwala, Mumbai**

**Business Activities:**

The following table sets out the sales turnover for the periods indicated:

Sr. No.	Activities	Description
<b>Under the Brand Name of Truefitt and Hill</b>		
1.	Men's Grooming services	We offer an extensive range of luxury salon services. We offer haircut, hair spa, hairstyling, facial, manicure, pedicure & more such services. We prove our dedication to top-notch quality through fantastic expertise.
2.	Men's Grooming Products	We offer the wide selection of men's grooming products with over 100 products, catering to haircare, skincare, bathing and other body products and salon styling tools.
3.	Sub-Franchise	We have assigned sub-franchisee of Truefitt & Hill to various sub-franchisee agents pursuant to the sub-franchise agreement with those Companies. Such sub-franchisee agent pays an initial fee and ongoing royalties for each store to our Company. Franchisees are responsible for the costs of leasehold improvements, furniture, fixtures, equipment, supplies, inventory, payroll costs and certain other items, including initial working capital.
<b>Under the Brand Name of Mary Cohr</b>		
4.	Women's	We have entered agreement with Mary coh in 2019 and currently we are operating 1 store

	Grooming services and Products	under the brand name of Mary cohrr offering extensive range of luxury salon services. We are offering wide range of salon services and products like: face care products, body care products, hair removal products etc
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**1. Men’s Grooming Services**

We offer a luxury men’s grooming services under the brand name of Truefitt and Hill. Our signature experiences are - The Royal Shave, The Royal Haircut and The Royal Manicure & Pedicure, facials services involving dedicated time to ensure complete rejuvenation.



**2. Men’s Grooming Products**

Some of our products ranges, which include multiple types of products are:

1	<p><b><u>Name of Product Range: 1805</u></b></p> <p>“1805” was the year the brand started and the first range created. This range includes - after shave lotion, shaving cream for all skin types, shaving soap and a cologne, all with a fragrance of flowers like: floral lily, jasmine and rose.</p> 
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**2** Name of Product Range: Trafalgar  
 This range includes – shaving cream, shaving cream tube, shaving soap, after shave balm, shower gel and a Cologne with predominant presence of lemongrass and bergamot fragrance along with subtle hints of lavender



**3** Name of Product Range: Grafton  
 This range includes – A Shaving cream, Shaving Cream Tube, Shaving Soap, Aftershave Balm, Shower Gel and a Cologne with all day lasting masculine aroma. This is suitable for oily skin types.



**4** Name of Product Range: West India Limes  
 This range includes – A Shaving cream, Shaving Cream Tube, Shaving Soap, Aftershave Balm, Shower Gel and a Cologne with orange blossom fragrance. It is refreshing and suitable for oily skin types.





**5** Name of Product Range: Authentic No.10

This range includes – A Shaving cream, Shaving Cream Tube, Face scrub, Facial Moisturizer and Aftershave Balm. The No.10 product range encompass the latest product formulation techniques, while utilizing traditional ingredients like blends of essential oils. This is suitable for sensitive and irritated skin types. It is comparatively economical range of our products, specifically made to cater to mass customers.



**6** Name of Product Range: Ultimate Comfort

This range contains – A Daily Facial Cleanser, Unscented Shaving Cream, Unscented Aftershave Balm, Preshave Oil, Bath and shower Scrub. All of these products are suitable for sensitive skin and are anti allergic due to the unscented nature.



**7** Name of Product Range: Apsley

This range contains – A saving cream, Cologne, Aftershave Balm, bath soap, bath and shower cream. All of these products are suitable for oily skin type.



**8** **Name of Product Range: Sandalwood**

This range includes – A Shaving cream, Shaving Cream Tube, Shaving Soap, Aftershave Balm, Shower Gel and a Cologne primarily with essence of sandalwood, rose and lavender.



The following table sets out the sales turnover for the periods indicated:

(Rs. in lakhs)

Particulars	Fiscal year ended					
	2021-22	% of Revenue	2020-21	% of Revenue	2019-20	% of Revenue
Service	1391.71	67.37%	1022.91	56.42%	1835.83	66.73%
Products	559.85	27.10%	684.47	37.75%	436.40	15.86%
Franchises Fees	15.00	0.73%	15.00	0.83%	373.51	13.58%
Royalty	99.06	4.80%	90.64	5.00%	105.49	3.83%
<b>Total Revenue</b>	<b>2065.62</b>	<b>100.00%</b>	<b>1813.02</b>	<b>100.00%</b>	<b>2751.23</b>	<b>100.00%</b>

**Membership Plans**

As a customer relationship management initiative, we also provide our customers with a rewarding experience in luxury barber service by offering them membership plans. Our membership plans includes Royal, Classic, Blue and Kids membership. The exclusive members have privileged for a certain discount on purchase of Truefitt and Hill Products from any stores. Under our membership plans, the members can avail the membership benefits, unlimited services for a period of 1 year from the date of purchase, which ensures that the member visits the store regularly and allows us to retain a large number of customers for a long period of time ensuring uninterrupted supplies of our services/products to them.

**MANUFACTURING PROCESS:**

We do not carry any manufacturing operations from our own premises. All major products are manufactured by Master franchisor and imported by us in India.

**INFORMATION TECHNOLOGY**

We use information technology systems to help us operate efficiently, increase the scalability of our business and accommodate future growth. We currently use a combination of commercially available and custom developed software and hardware systems. We connect all our stores to our central system, allowing us to effectively monitor and review our inventory on a real time basis as well as to monitor our fixed assets and payroll. We have also invested in an order management system to streamline our online sales with our offline sales in real-time, and cyber-security solutions to protect our systems and the large volume of data we store. We believe that the implementation of such an order management system to integrate online sales with our store management systems has improved scalability, augmented customer experience, and optimised operational costs, and improved inventory visibility across channels.

### **INSTALLED CAPACITY & CAPACITY UTILISATION:-**

Presently, we do not carry any manufacturing operations as all our product requirement is filled by our master franchisors.

### **Collaborations/Tie Ups/ Joint Ventures:**

As on date of the Draft Prospectus, except for the agreements with Franchisee and Sub-Franchisee partner, our Company does not have any Collaborations/Tie-ups/Joint Ventures.

### **Export Obligation:**

Our Company does not have any export obligation, as on date of this Draft Prospectus.

### **SALES AND MARKETING:-**

We believe that brand recognition is an important element for success in the Salon business. We take a targeted approach to marketing to drive traffic, build brand recognition and properly position our diverse lines within the marketplace. Our senior management is directly involved in shaping our image and the conception, development and implementation of our advertising and marketing activities. Our marketing plan has a multipronged approach: supported by digital, outdoor, trend-influenced marketing, public relations, social media, promotions, influencers and in-store visual merchandising. We also believe our websites are effective marketing tools to engage with our customers on a more personal level.

We have a strong media and social media presence. We will continue to aggressively build on this through higher digital marketing spends and increased engagement with customers on digital and content management/ OTT media platforms. As of August 11, 2022, the Company had approximately 20K Facebook followers, 15.9K Instagram followers, 6.63K YouTube followers.

### **COMPETITION:-**

Our Industry is highly fragmented consisting of large established players and small niche players. Our products and services cater to mainly luxury segment and men population. Currently there are hardly any exclusive men's salon other than small-time barbershops which cater to males. However, there are established Unisex salons which also caters to both gender. Our services comprise of the finest luxury grooming products, higher safety standards, hygienic and clean ambience with the best skilled barbers & therapists.

### **Infrastructure & Utilities:**

- a) **Raw Materials** – We do not generally buy raw material for our business. We directly import the finished products from Truefitt & Hill (Gentlemen's Grooming) Limited and Mary Cohr.
- b) **Power** – The requirement of power for our operations, like power for lighting and operating the machinery is met through the state electricity board.
- c) **Water** – Our registered office and stores have adequate water supply position from the public supply utilities and the same is used for drinking and sanitation purposes. Our current water consumption at our registered office and stores is minimal and the same is sourced from the local sources.
- d) **Utilities** - Our registered office and stores has facilities of water and electricity provided by respective authorities. Our Offices are well equipped with computer systems, internet, connectivity, other communication equipment, security and other facilities, which are required for smooth functioning of our business activity.

### **EMPLOYEES:**




We believe that our ability to maintain growth depends to a large extent on our strength in attracting, training, motivating and retaining employees. As on June 30, 2022, Our Company has employed 216 permanent full-time employees other than the managerial personnel. The employee requirements at the sub-franchisee Showroom are maintained and managed by the sub-franchisee Partner. We arrange for employees to participate in development training and advanced training throughout their

employment, with most of such programs being run in-house. We have also adopted an incentive-based model wherein all employees at our stores may be rewarded on a monthly basis based on various performance parameters. This promotes a sense of entrepreneurship at the managerial level.

### **PROPERTY:-**


#### **Intellectual Property**






##### **Our Trademarks**

Sr. No.	Brand Name/Logo/ Trademark	Class	TM Category	Owner	Trademark Number/ Application No./ Registration Certificate Number	Issuing Authority	Date of Application	Current Status
1.		21	Trade Mark	Lloyds Luxuries Limited	Application No. 2910734 Certificate No. 2020160	Registrar of Trademarks	February 26, 2015	Registered
2.		35	Trade Mark	Lloyds Luxuries Limited	Application No. 2910735 Certificate No. 1749864	Registrar of Trademarks	February 26, 2015	Registered
3.		44	Trade Mark	Lloyds Luxuries Limited	Application No. 2910736 Certificate No. 2020159	Registrar of Trademarks	February 26, 2015	Registered

##### **Third Party Brand –**

The trademarks relating to the Truefitt & Hill are registered in the name of Truefitt & Hill (Gentlemen's Grooming) Limited under Registrar of trademarks, India. Pursuant to the master franchise agreement with Truefitt & Hill, our company has been granted the right and license to use registered intellectual property relating to stores. This licensed marks cover key areas of our business and have significant value.

Sr. No.	Brand Name/Logo/ Trademark	Class	TM Category	Owner	Trademark Number/ Application No./ Registration Certificate Number	Issuing Authority	Date of Application	Current Status
1.		3	Trade Mark	Truefitt & Hill (Gentlemen's Grooming) Limited	Application No. 3239846 Certificate No. 1487924	Registrar of Trademarks	April 19, 2016	Registered

2.	 TRUEFITT & HILL EST. 1805 • ST. JAMES'S • LONDON	8	Trade Mark	Truefitt & Hill (Gentlemen's Grooming) Limited	Application No. 3239847 Certificate No. 1487925	Registrar of Trademarks	April 19, 2016	Registered
3.	 TRUEFITT & HILL EST. 1805 • ST. JAMES'S • LONDON	14	Trade Mark	Truefitt & Hill (Gentlemen's Grooming) Limited	Application No. 3239848 Certificate No. 1487926	Registrar of Trademarks	April 19, 2016	Registered
4.	 TRUEFITT & HILL EST. 1805 • ST. JAMES'S • LONDON	21	Trade Mark	Truefitt & Hill (Gentlemen's Grooming) Limited	Application No. 3239849 Certificate No. 1487927	Registrar of Trademarks	April 19, 2016	Registered
5.	 TRUEFITT & HILL EST. 1805 • ST. JAMES'S • LONDON	35	Trade Mark	Truefitt & Hill (Gentlemen's Grooming) Limited	Application No. 3239850 Certificate No. 1487928	Registrar of Trademarks	April 19, 2016	Registered
6.	 TRUEFITT & HILL EST. 1805 • ST. JAMES'S • LONDON	44	Trade Mark	Truefitt & Hill (Gentlemen's Grooming) Limited	Application No. 3239851 Certificate No. 1487929	Registrar of Trademarks	April 19, 2016	Registered

### Material Properties

The following table sets forth the location and other details of the leasehold properties of our Company

Sr. No	Location	Owned/Rented	Purpose of Use	Description
1.	Trade World, 'C' Wing, 16 <sup>th</sup> Floor, Kamala City, Senapati Bapat Marg, Lower Parel (W), Mumbai 400013, Maharashtra, India	Rented	Registered Office	Lease and License Agreement dated 20.11.2019 between Mrs. Khusbhoo Rajiv Poddar & Lloyds Luxuries Limited for a term of 05 years rent of Rs. 1,46,280 per month.
2.	B2, Unit No. 3, 2nd Floor, Madhu Estate, Pandurang Budhkar Marg, Lower Parel, Mumbai 400013, Maharashtra, India	Rented	Corporate office	Lease and License Agreement dated 23.02.2022 between Bhagwan Shri Jankivallabh Ji Maharaj Shr Jhalaria Trust & Lloyds Luxuries Limited for a term of 05 years commencing from 15.01.2022 license fee of Rs.1,50,000 from the period starting from 15.05.2022.

In addition to above, we operates 15 stores in India (including one of MARY COHR), which are all located in leased premises with lease contracts of five to ten years. Further, we have 12 franchisee operated stores in India and one in Dhaka, Bangladesh, for which the premises are procured by the sub-franchisee directly. We also obtain residential premises on rent for our employees, from time to time.

**Insurance:**

Our business is subject to loss due to theft or occurrence of any unforeseen event such as fire, earthquake, other natural calamities, terrorism and force majeure during transport or at the locations where the stock is stored and placed for display. These acts can cause our products subject to severe damage, loss of inventory or complete destruction of our property. We maintain insurances for the same which include Burglary Insurance Policy, Fire and Allied Perils (Laghu Udyam Suraksha), Money in transit, Comprehensive General Liability Insurance, Bharat Sookshma Udyam Suraksha. We believe that our insurance coverage is adequate for our business needs and operations. We also have Professional Indemnity Insurance taken for our customers. . Our insurance policies may not be sufficient to cover our economic loss. For further details, kindly refer the section on “Risk Factors” beginning on page 23 of this Draft Prospectus.



## **KEY INDUSTRY REGULATIONS AND POLICIES**

The following description is a summary of the key industry regulations and policies applicable to our Company. The information set below has been obtained from various legislations including rules and regulations promulgated by the regulatory bodies that are available in the public domain. The regulations set 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 legal advice.

Further, 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.

Set forth below are certain significant legislations and regulations which generally govern the business and operations of our Company:

### **Industry – specific Regulations and Policies:**

#### ***Drugs and Cosmetics Rules, 1945 (“DCA Rules”)***

The Drugs and Cosmetics Rules, 1940 are the rules which the government of India established through the Drugs and Cosmetics Act, 1940. The rules provides classification of drugs under given schedules and the guidelines for the storage, sale, display and prescription of each schedule

Further the Drugs and Cosmetics Act, 1940 is an act of the Parliament of India which regulates the import, manufacture and distribution of drugs in India. The primary objective of the act is to ensure that the drugs and cosmetics sold in India are safe, effective and conform to state quality standards. The related Drugs and Cosmetics Rules, 1945 contains provisions for classification of drugs under given schedules and there are guidelines for the storage, sale, display and prescription of each schedule.

#### ***Cosmetic Rules 2020***

The Cosmetic Rules governs the regulatory requirements for the manufacture, testing, labeling, import, registration, distribution, and sale of cosmetics. As per the 2020 Rules, a “new cosmetic” refers to a cosmetic that contains a novel ingredient that has not been used anywhere in the world or is not recognized for use in cosmetics in any national or international literature.

The Cosmetic Rules provide importers of new cosmetic to seek approval by making an application to Central Licensing Authority (CLSA) before registration of import of new cosmetics into India. If the manufacturer or the importer fails to comply with any conditions of the registration, then the CLSA may after giving an opportunity of being heard regarding why such order should not be passed, can pass an order in writing directing suspension or cancellation of registration for a certain period as it may deem fit either wholly or in respect to some cosmetics.

#### ***Industries (Development & Regulations) Act, 1951***

The Industries (Development and Regulation) Act, 1951, was enacted to provide for the development and regulation of certain industries, Section 2 of the said Act declares that it is expedient in the public interest that the Union should take under its control the industries specified in the First Schedule to the Act.

Under this Act The owner of every existing industrial undertaking, not being the Central Government, shall, within such period as may be specified is require to register the undertaking in the prescribed manner.

#### ***Public liability insurance Act, 1991***

The Act provides for public liability insurance for the purpose of providing immediate relief to the persons affected by accident occurring while handling any hazardous substance and for matters connected therewith or incidental thereto. Under the law, companies must commit to installing and handling hazardous materials that have been reported under the Environmental Protection Act, 1986. It is basically a part of tort law, which focuses on the misconduct of civil law. The applicant (the injured party) usually sues the accused (owner or convict) according to general law due to negligence and/or damage. Claims are generally successful if it can be proven that the owner/occupant is responsible for the injury and therefore violating his maintenance obligations.



Once a due diligence violation has been identified, a lawsuit in a court may succeed. The court will provide financial compensation based on the applicant's injury and loss. As the rate of such dangerous industries grow it is a threat not only to the employees or the workers but also the people near.

### ***Essential Commodities Act, 1955***

The Essential Commodities Act, 1955 (the "Essential Commodities Act") provides for the regulations relating to production, supply, distribution, trade and commerce of the commodities that are declared as essential, for maintaining or increasing supplies of any essential commodity or for securing their equitable distribution and availability at fair prices.

Under the ECA, if the Central Government is of the opinion that it is necessary or expedient to (i) maintain or increase supply of any essential commodity (as defined under the ECA); (ii) secure their equitable distribution and availability at fair price; or (iii) for the defense of India or conduct of any military operation, it may *inter alia*, (a) regulate the production or manufacture; (b) control the price; (c) regulate the storage, transport, distribution, disposal, acquisition or use; (d) prohibit the withholding from sale; and (e) require any person holding stock to sell to the Central Government or State Government, in respect of such essential commodity.

The control orders issued under the ECA regulate essential commodities. Penalties under the ECA for contravention of its provisions include fine, imprisonment and forfeiture of the goods.

### **TAXATION RELATED LAWS:**

#### ***The Income-tax Act, 1961:***

The Income Tax Act, 1961 ("IT Act") deals with the taxation of individuals, corporates, partnership firms and others. As per the provisions of this Act the rates at which they are required to pay tax is calculated on the income declared by them or assessed by the authorities, after availing the deductions and concessions accorded under the Act. The IT Act is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of this Act or Rules made there under depending upon its "Residential Status" and "Type of Income" involved. The IT Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India.

#### ***Professional Tax:***

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. The professional tax is charged as per the List II of the Constitution. The professional taxes are classified under various tax slabs in India. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner. Every person liable to pay tax under these Acts (other than a person earning salary or wages, in respect of whom the tax is payable by the employer), shall obtain a certificate of enrolment from the assessing authority.

#### ***The Goods and Services Tax ("GST"):***

The GST is applicable on the supply of goods or services as against the present concept of tax on the Manufacture and sale of goods or provision of services. It is a destination-based consumption tax. It is dual GST with the Central and State Governments simultaneously levying it on a common tax base. The GST to be levied by the Centre on intra-State supply of goods and / or services is called the Central GST (CGST) and that to be levied by the States is called the State GST (SGST). An Integrated GST (IGST) is to be levied and collected by the Centre on inter-State supply of goods and services.

There were indirect taxes that were levied and collected by the Central and State Government which are now subsumed under GST. Some of the taxes which were applicable to the Company are as follows:

- Service Tax
- Value Added tax
- The Central Sales Tax
- Excise duty

### **Corporate law:**

#### ***The Companies Act, 2013:***

The Companies Act, 2013, has been introduced to replace the existing Companies Act, 1956 in a phased manner. The Ministry of Corporate Affairs has also issued rules complementary to the Companies Act, 2013 establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Companies Act, 2013. The Act prescribes regulatory mechanism regarding all relevant aspects including organizational, financial and managerial aspects of companies. Regulation of the financial and management aspects constitutes the main focus of the Act. The Ministry of Corporate Affairs, has also issued rules complementary to the Companies Act, 2013 establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Companies Act, 2013. In the functioning of the corporate sector, although freedom of companies is important, protection of the investors and shareholders, on whose funds they flourish, is equally important. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

#### ***The Micro, Small and Medium Enterprises Development Act, 2006:***

The Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) inter – alia provides for facilitating the promotion and development and enhancing the competitiveness of micro, small and medium enterprises and for matters connected therewith or incidental thereto. With the help of Udyog Adhaar, registration can be done under MSME (Ministry of Micro, Small and Medium Enterprises). Udyog Adhaar is the 12 numerical registration number issued by the MSME Ministry of the Government of India.

### **LABOUR AND EMPLOYEE RELATED LAWS:**

#### ***Maharashtra Shops and establishment Act, 2017***

The act introduces significant reforms for the employment conditions of the workers in the areas particularly related to the time of operation, overtime, holidays and leave, welfare, health and safety of the workers. In line with the Equal Remuneration Act, 1976, this act brings the provision of no discrimination for women workers in matters like recruitment, promotion, training or transfer. The act has introduced facilitators who have dual roles; the main function being advising the employers and the workers towards a better compliance of the act and the inspection of the Establishments. Also, instead of inspection at any reasonable time based on the discretion of the labour authorities, inspections are allocated randomly through online portal.

Every establishments employing 10 or more employees need to obtain the registration certificate (online) which will be valid for a lifetime. The Government has abolished the provisions for renewals which needed to be done from time to time. The firms employing less than 10 workers only need to intimate about the commencement of their shops/ establishments.

#### ***Contract Labour (Regulation and Abolition) Act, 1970 (“CLRA”):***

CLRA has been enacted to regulate the employment of contract labour in certain establishments, the regulation of their conditions and terms of service and to provide for its abolition in certain circumstances. The CLRA applies to every establishment in which 20 or more workmen are employed or were employed on any day of the preceding 12 months as contract labour. The CLRA vests the responsibility on the principal employer of an establishment to which the Act applies to make an application to the registered officer in the prescribed manner for registration of the establishment. In the absence of registration, a contract labour cannot be employed in the establishment. Likewise, every contractor to whom the CLRA applies is required to obtain a license and not to undertake or execute any work through contract labour except under and in accordance with the license issued.

To ensure the welfare and health of the contract labour, the CLRA imposes certain obligations on the contractor in relation to establishment of canteens, rest rooms, drinking water, washing facilities, first aid, other facilities and payment of wages. However, in the event the contractor fails to provide these amenities, the principal employer is under an obligation to provide these facilities

within a prescribed time period. Penalties, including both fines and imprisonment, may be levied for contravention of the provisions of the CLRA.

***Employees' Compensation Act, 1923, as amended (the "Employees' Compensation Act"):***

The Employee's Compensation Act, 1923 came into force on July 1, 1924. The act has been enacted with the objective to provide for the payment of compensation by certain classes of employers to their workmen or their survivors for industrial accidents and occupational diseases resulting in the death or disablement of such workmen. The Indian Parliament approved certain amendments to the Employee's Compensation Act, 1923, as amended, to substitute, inter-alia, references to "workmen" with "employees" including in the name of the statute. The amendment came into force on January 18, 2010.

Under the Employees' Compensation Act, if personal injury is caused to an employee by accident arising out of and in the course of employment, the employer would be liable to pay such employee compensation in accordance with the provisions of the Employees' Compensation Act. However, no compensation is required to be paid (i) if the injury does not disable the employee for a period exceeding three days, (ii) where the employee, at the time of injury, was under the influence of drugs or alcohol, or (iii) where the employee wilfully disobeyed safety rules or wilfully removed or disregarded safety devices.

***The Employees State Insurance Act, 1948:***

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. Companies which are controlled by the Government are exempt from this requirement if employees receive benefits similar or superior to the benefits prescribed under the ESI Act.

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

The Employees' Provident Funds and Miscellaneous Provisions Act, 1952 (EPF Act) applies to factories employing 20 or more employees and such other establishments and industrial undertakings as notified by the government from time to time. The EPF Act requires all such establishments to be registered with the Regional Provident Fund Commissioner and requires the employers and their employees to contribute in equal proportion to the employees' provident fund, the prescribed percentage of basic wages and dearness and other allowances payable to employees. The EPF Act also requires the employer to maintain registers and submit a monthly return to the State Provident Fund Commissioner.

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

This Code received the assent of President of India on September 28, 2020 though the implementation of the same is yet to be notified. The Code aims to provide better social security benefits such as provident fund, insurance and gratuity to workers. It extends the reach of the Employees' State Insurance Corporation and the Employees' Provident Fund Organization (which regulate benefits such as provident fund, insurance, pension, etc.) to the workers in the unorganized sector and the platform and gig workers. The Code further stipulates gratuity benefit for fixed term employees without any condition for minimum service period as envisaged under the current regime. The Code subsumes nine (9) labour laws relating to social security, namely, the Employees' Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Cine-Workers Welfare Fund Act, 1981, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganised Workers Social Security Act, 2008.

***Apprentices Act, 1961***

The Apprentices Act was enacted in 1961 for imparting training to apprentices i.e. a person who is undergoing apprenticeship training in pursuance of a contract of apprenticeship. Every employer shall make suitable arrangements in his workshop for imparting a course of practical training to every apprentice engaged by him in accordance with the programme approved by the apprenticeship adviser. The central apprenticeship adviser or any other person not below the rank of an assistant apprenticeship adviser shall be given all reasonable facilities for access to each apprentice with a view to test his work and to ensure that the practical training is being imparted in accordance with the approved programmer.

***The Child Labour (Prohibition and Regulation) Act, 1986:***

The Child Labour (Prohibition & Regulation) Act, 1986, as amended from time to time (“Child Labour Act”) was enacted to prohibit the engagement of children below the age of 14 years in certain specified occupations and processes and to regulate their conditions of work in certain other employments.

***The Minimum Wages Act, 1948:***

The Minimum Wages Act, 1948 came into force with an objective to provide for the fixation of a minimum wage payable by the employer to the employee. Every employer is mandated to pay the minimum wages to all employees engaged to do any work skilled, unskilled, and manual or clerical (including out-workers) in any employment listed in the schedule to this Act, in respect of which minimum rates of wages have been fixed or revised under the Act.

***Payment of Bonus Act, 1965:***

A bonus payment is usually made to employees in addition to their base salary as part of their wages or salary. Pursuant to the Payment of Bonus Act, 1965, as amended (the “Bonus Act”), an employee in a factory or in any establishment where twenty or more persons are employed on any day during an accounting year, who has worked for at least 30 working days in a year is eligible to be paid a bonus.

***The Industrial Disputes Act, 1947 and Industrial Dispute (Central) Rules, 1957:***

Industrial Dispute Act, 1947 and the Rules made thereunder provide for the investigation and settlement of industrial disputes. The Industrial Disputes Act, 1947 (IDA) was enacted to make provision for investigation and settlement of industrial disputes and for other purposes specified therein. Workmen under the ID Act have been provided with several benefits and are protected under various labour legislations, whilst those persons who have been classified as managerial employees and earning salary beyond a prescribed amount may not generally be afforded statutory benefits or protection, except in certain cases. The Industrial Dispute (Central) Rules, 1957 specify procedural guidelines for lock-outs, closures, lay-offs and retrenchment.

***Payment of Gratuity Act, 1972:***

The Payment of Gratuity Act is applicable to every factory, mine, oilfield, plantation, port, railway companies and to every shop and establishment in which 10 or more persons are employed or were employed at any time during the preceding twelve months. This Act applies to all employees irrespective of their salary.

The Payment of Gratuity Act, as amended, provides for a scheme for payment of gratuity to an employee on the termination of his employment after he has rendered continuous service for not less than 5 years:

- a) On his/her superannuation;
- b) On his/her retirement or resignation;
- c) On his/her death or disablement due to accident or disease
- d) (In this case the minimum requirement of five years does not apply)

***The Equal Remuneration Act, 1976:***

Equal Remuneration Act, 1976 was enacted with the aim of state to provide Equal Pay and Equal Work as envisaged under Article 39 of the Constitution. The Equal Remuneration Act, 1976 aims to provide for the payment of equal remuneration to men and women workers and for the prevention of discrimination, on the ground of sex, against women in the matter of employment and for matters connected therewith or incidental thereto. According to the Act, the term 'remuneration' means "the basic wage or salary and any additional emoluments whatsoever payable, either in cash or in kind, to a person employed in respect of employment or work done in such employment, if the terms of the contract of employment, express or implied, were fulfilled."

***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. Our Government further amended the Act which is known as 'The Maternity Benefit (Amendment) Act, 2017', effective from March 27, 2017 introducing more benefits for pregnant women in certain establishments.

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

The SHWWA is a legislative act in India that seeks to protect women from sexual harassment at their place of work. The SHWWA has been introduced in 2013 to provide a safe, secure and enabling environment, free from sexual harassment to every woman. Every employer is legally required to comply with the statutory requirements as mentioned in the Act.

**ENVIRONMENTAL LAWS:**

***The Environment (Protection) Act, 1986:***

The Environment (Protection) Act, 1986 was enacted as a general legislation to safeguard the environment from all sources of pollution by enabling coordination of the activities of the various regulatory agencies concerned. The Act prohibits persons carrying on business, operation or process from discharging or emitting any environmental pollutant in excess of such standards as may be prescribed.

***The Water (Prevention and Control of pollution) Act, 1981:***

The Water Act aims to prevent and control water pollution as well as restore water quality by establishing and empowering the Central Pollution Control Board and the State Pollution Control Boards. Under the Water Act, any person establishing any industry, operation or process, any treatment or disposal system, use of any new or altered outlet for the discharge of sewage or new discharge of sewage, must obtain the consent of the relevant State Pollution Control Board, who is empowered to establish standards and conditions that are required to be complied with.

***The Air (Prevention and Control of Pollution) Act, 1981:***

The Air (Prevention and Control of Pollution) Act, 1981 ("Air Act") has been enacted to provide for the prevention, control and abatement of air pollution. Pursuant to the provisions of the Air Act, any person, establishing or operating any industrial plant within an air pollution control area, must obtain the consent of the relevant State Pollution Control Board prior to establishing or operating such industrial plant. No person operating any industrial plant in any air pollution control area is permitted to discharge the emission of any air pollutant in excess of the standards laid down by the State Pollution Control Board.

***The Hazardous and Other Wastes (Management, Handling and Trans boundary Movement) Rules, 2016:***

Hazardous and Other Wastes (Management, Handling and Trans boundary Movement) Rules, 2016 came into force from April 04, 2016 superseding the Hazardous Wastes (Management, Handling and Trans boundary Movement) Rules, 2008.

Hazardous waste means any waste, which by reason of characteristics, such as physical, chemical, biological, reactive, toxic, flammable, explosive or corrosive, causes danger to health, or environment. It comprises the waste generated during the manufacturing processes of the commercial products such as industries involved in petroleum refining, production of pharmaceuticals, petroleum, paint, aluminum, electronic products etc. Hazardous Waste Management Rules are notified to ensure safe handling, generation, processing, treatment, package, storage, transportation, use reprocessing, collection, conversion, and offering for sale, destruction and disposal of Hazardous Waste.

**INTELLECTUAL PROPERTY RELATED LAWS:**

***The Trademarks Act, 1999:***

The Indian Law on trademarks is enshrined in the Trade Marks Act, 1999 (the "TM Act"). Under the existing Legislation, a trademark is a mark used in relation to goods so as to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. The TM Act provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and heading and obtaining relief in case of infringement for commercial purposes as a trade description. The TM Act prohibits any registration of deceptively similar trademarks or chemical

compounds among others. The right to use the mark can be exercised either by the registered proprietor or a registered user. The present term of registration of a trademark is ten years, which may be renewed for similar periods on payment of prescribed renewal fee.

### **STATUTORY AND COMMERCIAL LAWS:**

#### ***The Indian Contract Act, 1872:***

The Indian Contract Act occupies the most important place in the Commercial Law. Without contract Act, it would have been difficult to carry on trade or any other business activity and in employment law. It is not only the business community which is concerned with the Contract Act, but it affects everybody. The objective of the Contract Act is to ensure that the rights and obligations arising out of a contract are honoured and that legal remedies are made available to those who are affected.

#### ***Competition Act, 2002:***

The Competition Act, 2002 aims to anti-competitive practices that cause or are likely to cause an appreciable adverse effect on competition in the relevant market in India. The act deals with prohibition of agreements and Anti-competitive agreements. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Act. The prima facie duty of the Competition Commission established under the Act is to eliminate practices having adverse effect on competition, promote and sustain competition, protect interest of consumer and ensure freedom of trade.

#### ***The Information Technology Act, 2000:***

The Information Technology Act, 2000 was notified on October 17, 2000. It is the law that deals with cybercrime and electronic commerce in India. The Information Technology Act, 2000 provides legal recognition to the transaction done via an electronic exchange of data and other electronic means of communication or electronic commerce transactions.

#### ***Negotiable Instrument Act, 1881:***

Negotiable Instruments Act was enacted to legalize the system by which instruments contemplated by it could pass from hand to hand by negotiation like any other goods. The purpose of the act was to present an orderly and authoritative statement of leading rules of law relating to the negotiable instruments. To achieve the objective of the Act, the legislature thought it proper to make provision in the Act for conferring certain privileges to the mercantile instruments contemplated under it and provide special procedure in case the obligation under the instrument was not discharged

#### ***The Specific Relief Act, 1963:***

The Specific Relief Act is complimentary to the provisions of the Contract Act and the Transfer of Property Act, as the Act applies both to movable property and immovable property. The Act applies in cases where the Court can order specific performance of a contract. Specific relief can be granted only for purpose of enforcing individual civil rights and not for the mere purpose of enforcing a civil law. 'Specific performance' means Court will order the party to perform his part of agreement, instead of imposing on him any monetary liability to pay damages to other party.

#### ***Limitation Act, 1963:***

The law relating to Law of Limitation to India is the Limitation Act, 1859 and subsequently Limitation Act, 1963 which was enacted on 5th of October, 1963 and which came into force from 1st of January, 1964 for the purpose of consolidating and amending the legal principles relating to limitation of suits and other legal proceedings. The basic concept of limitation is relating to fixing or prescribing of the time period for barring legal actions. According to Section 2 (j) of the Limitation Act, 1963, 'period of limitation' means the period of limitation prescribed for any suit, appeal or application by the Schedule, and 'prescribed period' means the period of limitation computed in accordance with the provisions of this Act.

#### ***The Registration Act, 1908:***

Registration Act was introduced to provide a method of public registration of documents so as to give information to people regarding legal rights and obligations arising or affecting a particular property, and to perpetuate documents which may afterwards be of legal importance, and also to prevent fraud. Registration lends inviolability and importance to certain classes of documents.



In addition to regulations mention above, our Company may also require to comply with the provisions other applicable statutes imposed by the Central or the State for its day-to-day operations.

***The Transfer of Property Act, 1882:***

The Transfer of Property Act, 1882 (hereinafter referred to as the ‘T P Act, 1882’) was intended to define and amend the existing laws and not to introduce any new principle. It applies only to voluntary transfers. The Act provides a clear, systematic and uniform law for the transfer of immovable property. Transfer of property means an act by which a person conveys the property to one or more persons, or himself and one or more other persons. The act of transfer may be done in the present or for the future. The person may include an individual, company or association or body of individuals, and any kind of property may be transferred, including the transfer of immovable property.

***Consumer Protection Act, 1986:***

The Consumer Protection Act, 1986 seeks to provide better protection of interests of the consumers and for that purpose to make provision for establishment of consumer councils and other authorities for the settlement of consumer’s disputes and for matters connected therewith. It seeks to promote and protect the rights of consumers. To provide steady and simple redressal to consumers ‘disputes, quasi-judicial machinery is sought to be set up at the district, state and central levels. The quasi-judicial bodies will observe the principles of natural justices and have been empowered to give relieves of a specific nature and to award wherever appropriate compensation to consumers. Penalties for non-compliance of the orders given by the quasi-judicial bodies have also been provided.

***Shops and Establishment Acts in various states***

Under the provisions of local shops and establishments legislations applicable in the States in which establishments are set up, establishments are required to be registered under the respective legislations. Such legislations regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees. Different States have different penalties prescribed for contraventions of their respective legislations.

***Legal Metrology Act, 2009:***

“Legal Metrology” means that part of metrology which treats units of weight and measurement, methods of weight and measurement and weighing and measuring instruments, in relation to the mandatory technical and legal requirements which have the object of ensuring public guarantee from the point of view of security and accuracy of the weighments and measurements. It is an Act to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and for matters connected therewith or incidental thereto.

***Indian Evidence Act, 1872:***

The Indian Evidence Act, 1872 applies to all judicial proceedings in or before any Court including Courts Martial, but not to Affidavits presented to any Court or Officer, nor to proceedings before an Arbitrator. Evidence excluded by the Act will be inadmissible even if essential to ascertain the truth. The Act stipulates that evidence in a court must be given of facts in issue and relevant facts alone.

***The Sale of Goods Act, 1930:***

The contract of the sale of goods is governed by The Sale of Goods Act, 1930. A contract for the sale of goods has certain unusual features such as transfer of ownership of the goods, delivery of goods, rights and duties of the buyer and seller, remedies for breach of contract, conditions and warranties implied under a contract for the sale of goods, etc. The Act deals with the subject-matter of movable property. This Act does not deal with the sale of immovable property. The transaction relating to immovable properties, e.g., the sale, lease, gifts, etc., are governed by a separate Act known as the Transfer of Property Act, 1882. All essential elements of a valid contract must be present in the contract of the sale.

In addition to the above, our Company is also required to comply with other applicable provisions and statutes imposed by the Central or the State for its day-to-day operations.

***The Indian Stamp Act, 1899:***

Under the Indian Stamp Act, 1899, stamp duty is payable on instruments evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. Stamp duty must be paid on all instruments specified under the Stamp Act at the rates specified in the schedules to the Stamp Act. The applicable rates for stamp duty on instruments chargeable with duty vary from state to state.

***Arbitration and Conciliation Act, 1996***

The act was enacted with the objective of “to consolidate and amend the law relating to domestic arbitration, international commercial arbitration and enforcement of the foreign award, and also to define the law relating to the conciliation”.

The Arbitration and Conciliation Act, 1996 aims at streamlining the process of arbitration and facilitating conciliation in business matters. The Act recognizes the autonomy of parties in the conduct of arbitral proceedings by the arbitral tribunal and abolishes the scope of judicial review of the award and minimizes the supervisory role of Courts. The autonomy of the arbitral tribunal has further been strengthened by empowering them to decide on jurisdiction and to consider objections regarding the existence or validity of the arbitration agreement.

**FOREIGN REGULATIONS:*****The Foreign Trade (Development and Regulation) Act, 1992 (“FTA”):***

In India, the main legislation concerning foreign trade is FTA. The FTA read along with relevant rules provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and for matters connected therewith or incidental thereto. FTA read with the Indian Foreign Trade Policy provides that no export or import can be made by a company without an Importer-Exporter Code number unless such company is specifically exempt. An application for an Importer-Exporter Code number has to be made to the office of the Joint Director General of Foreign Trade, Ministry of Commerce.

***Foreign Exchange Management Act, 1999:***

Foreign investment in India is primarily governed by the provisions of FEMA and the rules and regulations promulgated there under. Foreign Exchange Management Act, 1999 (“FEMA”) was enacted to consolidate and amend the law relating to foreign exchange with the objective of facilitating external trade and for promoting the orderly development and maintenance of foreign exchange market in India. FEMA extends to whole of India. This Act also applies to all branches, offices and agencies outside India owned or controlled by a person resident in India and also to any contravention committed thereunder outside India by any person to whom the Act is applies. The Act has assigned an important role to the Reserve Bank of India (RBI) in the administration of FEMA.

***FEMA Regulations:***

As laid down by the FEMA Regulations, no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the automatic route within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIPB and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 (“FEMA Regulations”) to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India. Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India.

## HISTORY AND CORPORATE STRUCTURE

### Brief history of our Company:

Our Company was originally incorporated as a Private Limited Company under the name “Lloyds Luxuries Private Limited” on October 21, 2013 under the provisions of the Companies Act, 1956 with the Registrar of Companies, Maharashtra, Mumbai. Subsequently, pursuant to Special Resolution passed by the Shareholders at the Extra Ordinary General Meeting, held on December 14, 2013, our Company was converted into a Public Limited Company and consequently the name of our Company was changed from “Lloyds Luxuries Private Limited” to “Lloyds Luxuries Limited” vide a fresh certificate of incorporation dated January 29, 2014, issued by the Registrar of Companies Maharashtra, Mumbai bearing CIN U74999MH2013PLC249449.

Mr. Suresh Kumar Shriramlal Garg, Mr. Lalit Surajbhan Sharma, M/s. Aaren Educare Pvt. Ltd., M/s. Vidarbha Power Ltd., M/s. Babhari Properties Pvt. Ltd., M/s. Matrichaya Investments & Traders Pvt. Ltd. and M/s. Balavati Properties Pvt. Ltd. were the initial subscribers to the Memorandum of Association of our Company.

For information on our Company’s profile, activities, products, market, growth, technology, managerial competence, standing with reference to prominent competitors, major Vendors and suppliers, please refer the sections titled “*Our Business*”, “*Industry Overview*”, “*Our Management*”, “*Financial information of the Company*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 89, 81, 115, 135 and 181 respectively of this Draft Prospectus.

### Address of the Registered Office and Corporate Office:

<b>Registered Office</b>	Trade World, 'C' Wing, 16 <sup>th</sup> Floor, Kamala City, Senapati Bapat Marg, Lower Parel (W), Mumbai-400013, Maharashtra, India.
<b>Corporate Office</b>	B2, Unit No. 3, 2nd Floor, Madhu Estate, Pandurang Budhkar Marg, Lower Parel, Mumbai-400013, Maharashtra, India.

### Changes in the Registered Office of the Company since Incorporation:

There has not been any change in our Registered Office since inception till the date of the Draft Prospectus.

### Main Objects of our Company as per the Memorandum of Association:

The main objects of our Company, as set forth in our Memorandum of Association, are as follows:

- To carry on the business to prepare, promote, polish, alter, brand, mould, convert, commercialize, dismantle, design, develop, dress, discover, fit, establish, erect, equip, fabricate, finish, print, repair, recondition, remodel, stretch, stitch, import, export, buy, sell, resale, distribute, display, demonstrate, and to act as agent, broker, C & F agent, stockiest, franchiser, representative, advisor, service provider, consultant, liaisoner or otherwise to deal in all shapes, sizes, varieties, modalities, uses and description or other sorts of luxury goods, shapes, sizes varieties, modalities, uses and description or other sorts of luxury goods, articles or things, their components, parts, fittings, & accessories whether made of plastic, wood, paper, rubber, cloth, clay, ceramic, soil, plaster of paris, metal, glass, acrylic, fibre, or other natural or synthetic material or with any combination thereof and to take and give any Franchisee of any brand in India and abroad, open retail stores, shops in India and abroad which includes but not limited to products and services like salon, leather goods, tobacco items including cigars, cafeterias, restaurants, jewellery including artificial jewellery, garments, foods and beverages.

### Amendments to the Memorandum of Association:

Except as stated below there has been no change in the Memorandum of Association of our Company since its Incorporation:

Date of Meeting	Type of Meeting	Nature of Amendments
November 18, 2013	EGM	Increase in the authorized share capital of the Company from ₹ 5.00 Lakhs divided into 50,000 Equity Shares of ₹ 10/- each to ₹ 200.00 Lakhs divided into 20,00,000 Equity Shares of ₹ 10/- each.

December 14, 2013	EGM	Conversion of our Company from Private Limited to Public Limited Company. Consequently name of the Company was changed from “Lloyds Luxuries Private Limited” to “Lloyds Luxuries Limited” vide a Fresh Certificate of Incorporation dated January 29, 2014, bearing CIN: U74999MH2013PLC249449 issued by the Registrar of Companies, Maharashtra, Mumbai.
April 28, 2014	EGM	Sub Clause 1 of Clause III(A) of the Main Objects of the Company was deleted and substituted with the following Sub Clause 1 as under:  To carry on the business to prepare, promote, polish, alter, brand, mould, convert, commercialize, dismantle, design, develop, dress, discover, fit, establish, erect, equip, fabricate, finish, print, repair, recondition, remodel, stretch, stitch, import, export, buy, sell, resale, distribute, display, demonstrate, and to act as agent, broker, C & F agent, stockiest, franchiser, representative, advisor, service provider, consultant, liaisoner or otherwise to deal in all shapes, sizes, varieties, modalities, uses and description or other sorts of luxury goods, shapes, sizes varieties, modalities, uses and description or other sorts of luxury goods, articles or things, their components, parts, fittings, & accessories whether made of plastic, wood, paper, rubber, cloth, clay, ceramic, soil, plaster of paris, metal, glass, acrylic, fibre, or other natural or synthetic material or with any combination thereof and to take and give any Franchisee of any brand in India and abroad, open retail stores, shops in India and abroad which includes but not limited to products and services like salon, leather goods, tobacco items including cigars, cafeterias, restaurants, jewellery including artificial jewellery, garments, foods and beverages.
February 26, 2016	EGM	Increase in the authorized share capital of the Company from ₹ 200.00 Lakhs divided into 20,00,000 Equity Shares of ₹ 10/- each to ₹ 2500.00 Lakhs. (comprising 20,00,000 Equity Shares of Rs. 10/- each and 2,30,00,000 Preference Shares of Rs. 10/- each)
June 06, 2016	EGM	Sub-division of Face value of Equity Shares of the Company from Rs.10/- per Equity Share to Rs.1/- per Equity Share and consequent alteration to the Capital Clause i.e. Clause V of the Memorandum of Association.
February 05, 2019	EGM	Alteration to the Memorandum of Association (‘MOA’) was made as under: The Words “Companies Act, 1956” in the existing MOA were substituted with the words “Companies Act, 2013”, wherever required under the applicable provisions. The existing clauses I, II, III, IV & V were numbered as 1 <sup>st</sup> 2 <sup>nd</sup> 3 <sup>rd</sup> 4 <sup>th</sup> & 5 <sup>th</sup> respectively.
March 15, 2022	EGM	Re-classification of the Authorized Share Capital of the Company from Rs. 2500 Lakhs divided into 2,00,00,000 Equity Shares of Re. 1/- each and 2,30,00,000 Preference Shares of Rs. 10/- each to Rs. 2500 Lakhs divided into 25,00,00,000 Equity Shares of Re. 1/- each
March 22, 2022	EGM	Consolidation of Face value of Equity Shares of the Company from Rs.1/- per Equity Share to Rs.10/- per Equity Share and consequent alteration to the Capital Clause i.e. Clause V of the Memorandum of Association.

#### Adoption of new set of Articles of Association of the Company:

Our Company has adopted a new set of Articles of Association in accordance with the applicable provisions of the Companies Act 2013, at the Extra Ordinary General Meeting of the Company held on June 15, 2022.

#### Major events and milestones of our Company:

The Table below sets forth some of the major events in the history of our company:

Year/F.Y.	Key Events / Milestone / Achievements
2013	Incorporation of the Company in the name of “Lloyds Luxuries Private Limited”
2013	Execution of franchisee agreement with Truefitt & Hill (Gentlemen’s Grooming) Limited, UK.
2014	Conversion of the Company from Private Limited to Public Limited Company
2015	Won Indian Salon and Wellness Awards for Design for the Beauty Wellness Enterprise by the Wella Professionals.
2016	Won Indian Salon and Wellness Awards for Design for the Beauty Wellness Enterprise by the Wella Professionals.

Year/F.Y.	Key Events / Milestone / Achievements
2017-18	Won Times Retails Icon 2017 for Luxury Men's Salon for "Truefitt & Hill"
2019-20	Execution of franchisee agreement with Mary Cohr, France.
2019-20	Crossed Revenue of Rs. 25 crores

#### **Other details about our Company:**

For details of our Company's activities, products, growth, awards & recognitions, capacity, location of stores, technology, marketing strategy, competition and our customers, please refer section titled "**Our Business**", "**Management's Discussion and Analysis of Financial Conditions and Results of Operations**" and "**Basis for Issue Price**" on pages 89, 181 and 76 respectively of this Draft Prospectus. For details of our management and managerial competence and for details of shareholding of our Promoters, please refer to sections titled "**Our Management**" and "**Capital Structure**" beginning on page 115 and 49 of the Draft Prospectus respectively.

#### **Capital Raising (Debt / Equity):**

For details in relation to our capital raising activities through equity, please refer to the chapter titled "**Capital Structure**" beginning on page 49 of the Draft Prospectus. For details of our Company's debt facilities, see "**Statement of Financial Indebtedness**" on page 180 of the Draft Prospectus.

#### **Changes in activities of our Company during the last five (5) Years:**

There has not been any change in the activity of our Company during the last five (5) years preceding the date of this Draft Prospectus.

#### **Our Holding Company:**

As on the date of filing of this Draft Prospectus, Plutus Trading & Commodities LLP is our Holding Company. For further details on the Business and Capital contribution, please refer to the chapter titled "**Promoter and Promoter Group**" beginning on page 129 of the Draft Prospectus

#### **Our Subsidiaries, Associates, and Joint Ventures**

Our Company does not have any Subsidiaries, Associates or joint ventures as on the date of this Draft Prospectus.

#### **Details regarding Acquisition of Business/Undertakings, Mergers, Amalgamation, Revaluation of Assets etc.**

Except as disclosed in this Draft Prospectus, our Company has not made any material acquisitions or divestments of any business or undertakings, mergers, amalgamation or revaluation of assets in the last 10 years preceding the date of this Draft Prospectus.

#### **Injunction or Restraining Order:**

Except as disclosed in the section titled "**Outstanding Litigation and Material Developments**" beginning on page 188 of this Draft Prospectus, there are no injunctions/restraining orders that have been passed against the Company.

#### **Number of shareholders of our Company:**

Our Company has 7 (Seven) shareholders as on the date of this Draft Prospectus. For further details on the shareholding pattern of our Company, please refer to the chapter titled "**Capital Structure**" beginning on page 49 of the Draft Prospectus.

#### **Changes in the Management:**

For details of change in Management, please see chapter titled "**Our Management**" on page 115 of the Draft Prospectus.

#### **Agreement with key managerial personnel or Directors or Promoters or any other employee of the Company:**

There are no agreements entered into by key managerial personnel or Directors or Promoters or any other employee, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

**Shareholders Agreements:**

There are no subsisting shareholder's agreements among our shareholders in relation to our Company, to which our Company is a party or otherwise has notice of the same as on the date of the Draft Prospectus.

**Collaboration Agreements:**

As on date of this Draft Prospectus, Our Company is not a party to any collaboration agreements.

**Material Agreement:**

Our Company has not entered into any subsisting material agreements including with strategic partners, joint venture partners and/or financial partners, entered into, other than in the ordinary course of business of the Company.

**Strategic or Financial Partners:**

Except as disclosed in this Draft Prospectus, Our Company does not have any strategic or financial partners as on the date of this Draft Prospectus.

**Time and Cost Overruns in Setting up Projects:**

There has been no time / cost overrun in setting up projects by our Company.

**Defaults or Rescheduling of Borrowings with Financial Institutions/Banks:**

There have been no defaults or rescheduling of borrowings with any financial institutions/banks as on the date of the Draft Prospectus.

**Other Agreements:**

**i. Non-Compete Agreement:**

Our Company has not entered into any No- compete Agreement as on the date of filing of this Draft Prospectus.

**ii. Joint Venture Agreement:**

Our Company has not entered into any Joint Venture Agreement as on the date of filing of this Draft Prospectus.



### OUR MANAGEMENT

#### Board of Directors:

The following table sets forth the details regarding the Board of Directors of our Company as on the date of filing of this Draft Prospectus:

Name, Father's Name, Age, Date of Birth, Designation, Address, Experience, Occupation, Qualification, Nationality & DIN	Date & term of Appointment	No. of Equity Shares held & % of Shareholding (Pre Issue)	Other Directorships
<p><b>Mr. Prannay Dokkania</b>  <b>Father's Name:</b> Mr. Shiv Kumar Dokania  <b>Age:</b> 41 years  <b>Date of Birth:</b> July 07, 1981  <b>Designation:</b> Managing Director  <b>Address:</b> C/24 Ram Kutir, Pandit Guni Das Road, Near Victoria Church, Mahim, Mumbai 400016, Maharashtra, India  <b>Experience:</b> 18 years  <b>Occupation:</b> Service  <b>Qualification:</b> Post Graduate Diploma in Management (PGDM)  <b>Nationality:</b> Indian  <b>DIN:</b> 09621091</p>	<p>Originally Appointed as Manager w.e.f. March 01, 2021 for a period of 3 years.</p> <p>Further, Appointed as Managing Director w.e.f. July 05, 2022 for a period of 5 years.</p>	Nil	<p><b>Companies:</b> Nil</p> <p><b>LLP's:</b> Nil</p>
<p><b>Mr. Shree Krishna Mukesh Gupta</b>  <b>Father's Name:</b> Mr. Mukesh Rajnarayan Gupta  <b>Age:</b> 30 years  <b>Date of Birth:</b> August 21, 1992  <b>Designation:</b> Chairman &amp; Non-Executive Director  <b>Address:</b> Vandan CHSL, 17<sup>th</sup> Floor, 29 A, Dongersey Road, Near Elizabeth Hospital, Walkeshwar, Mumbai 400006 Maharashtra, India.  <b>Experience:</b> 7 years  <b>Occupation:</b> Business  <b>Qualification:</b> Bachelor of Science  <b>Nationality:</b> Indian  <b>DIN:</b> 06726742</p>	<p>Originally Appointed as Additional Non-Executive Director w.e.f. November 11, 2013</p> <p>Further, Regularise as Non-Executive Director w.e.f. September 30, 2014.</p> <p>Further, Change in Designation as Whole Time Director w.e.f. January 01, 2015 for a period of 5 years.</p> <p>Further, Change in Designation as Non-Executive Director w.e.f. January 01, 2019.</p> <p>Further, designated as Chairman w.e.f. June 13, 2022.</p>	1 Equity Share [0.00%]	<p><b>Companies:</b></p> <ul style="list-style-type: none"> <li>• Trofi Chain Factory Private Limited</li> </ul> <p><b>LLP's:</b></p> <ul style="list-style-type: none"> <li>• Plutus Trade &amp; Commodities LLP (Designated Partner)</li> <li>• Aeon Trading LLP (Designated Partner)</li> <li>• Lloyds Metals &amp; Minerals Trading LLP (Designated Partner)</li> <li>• Sky United LLP (Designated Partner)</li> <li>• Lloyds Palms SPA LLP (Body Corporate DP Partner)</li> <li>• Snowwhite Realty Developers LLP (Designated Partner)</li> </ul>

Name, Father's Name, Age, Date of Birth, Designation, Address, Experience, Occupation, Qualification, Nationality & DIN	Date & term of Appointment	No. of Equity Shares held & % of Shareholding (Pre Issue)	Other Directorships
<p><b>Mrs. Vandini Gupta</b>  <b>Father's Name:</b> Mr. Vimal Bhandari  <b>Age:</b> 30 years  <b>Date of Birth:</b> April 30, 1992  <b>Designation:</b> Non-Executive Director  <b>Address:</b> Vandan CHSL., 17th Floor, 29-A, Dongersey Road, Near Elizabeth Hospital, Walkeshwar, Mumbai 400006 Maharashtra, India  <b>Experience:</b> 6 years  <b>Occupation:</b> Service  <b>Qualification:</b> Chartered Financial Analyst (CFA)  <b>Nationality:</b> Indian  <b>DIN:</b> 09621161</p>	<p>Originally Appointed as Additional Non-Executive Director w.e.f. June 13, 2022.</p> <p>Further, Regularise as Non-Executive Director w.e.f. June 15, 2022</p>	<p>Nil</p>	<p><b>Companies:</b> Nil</p> <p><b>LLP's:</b> Nil</p>
<p><b>Mr. Kabir Malhotra</b>  <b>Father's Name:</b> Mr. Mohit Brij Malhotra  <b>Age:</b> 29 years  <b>Date of Birth:</b> November 28, 1992  <b>Designation:</b> Independent Director  <b>Address:</b> 202 Nav Karan, Plot No - 117, Lokhandwala Complex, Near Green Acres, Andheri (w), Mumbai 400053 Maharashtra, India.  <b>Experience:</b> 8 years  <b>Occupation:</b> Service  <b>Qualification:</b> Bachelor of Management Studies (B.M.S.)  <b>Nationality:</b> Indian  <b>DIN:</b> 09630236</p>	<p>Originally Appointed as Additional Independent Director w.e.f. June 13, 2022.</p> <p>Further, Regularise as Independent Director w.e.f. June 15, 2022 for a period of 5 years.</p> <p><i>(Not liable to retire by rotation)</i></p>	<p>Nil</p>	<p><b>Companies:</b> Nil</p> <p><b>LLP's:</b> Nil</p>
<p><b>Mr. Aashay Amish Choksi</b>  <b>Father's Name:</b> Mr. Amish Mishel Choksi  <b>Age:</b> 29 years  <b>Date of Birth:</b> October 20, 1992  <b>Designation:</b> Independent Director  <b>Address:</b> Flat No. 1402, C Wing, Rustomjee Seasons, Gandhi Nagar, Bandra East, Mumbai 400051 Maharashtra, India  <b>Experience:</b> 7 years  <b>Occupation:</b> Business  <b>Qualification:</b> Bachelor of Science in Business Administration  <b>Nationality:</b> Indian  <b>DIN:</b> 07223156</p>	<p>Originally Appointed as Additional Independent Director w.e.f. June 13, 2022.</p> <p>Further, Regularise as Independent Director w.e.f. June 15, 2022 for a period of 5 years</p> <p><i>(Not liable to retire by rotation)</i></p>	<p>Nil</p>	<p><b>Companies:</b></p> <ul style="list-style-type: none"> <li>• Trio Jewels Private Limited</li> </ul> <p><b>LLP's:</b> Nil</p>

### **Brief Profile of Directors:**

1. **Mr. Prannay Dokkania** is the Managing Director of our Company. He has been associated with the Company since 2020. He has completed his Post Graduate Diploma in Management [PGDM] from Sadhana Centre for Management and Leadership Development, Pune, Maharashtra in 2006. He has a work experience of around 18 years in the Retail, Salon and Beauty Industry. He primarily looks after the overall business operations of the Company including strategic, operational, finance and formulation of policies for the business development . He is a process driven person and has a hands on approach. Under his guidance our Company has witnessed continuous growth and has been instrumental in turning around the business. He has been awarded “*Rising entrepreneur of the year*” from Global Wellness Day Awards 2022.
2. **Mr. Shree Krishna Mukesh Gupta** is one of our Promoter and the Chairman and Non-Executive Director of our Company. He has been associated with the Company since 2013. He has completed his Bachelor of Science in International Business from Brunel University London, U.K in 2013. He has a work experience of over 7 years in the Salon and Beauty Industry. He is instrumental in formulating and implementing strategy and plays pivotal role in business development, sales, administration and finance functions of our Company. He has the vision to increase the outlets with ongoing healthy profitability in India and has a strong and robust e-commerce presence. He believes in improving skill of our workforce and ensuring they offer the best customer experience.
3. **Mrs. Vandini Gupta** is the Non-Executive Director of our Company. She has completed her Master of Business Administration (M.B.A) from IESE Business School, University of Navarra, Barcelona, Spain in 2018 and is a Chartered Financial Analyst (CFA) from CFA Institute, Charlottesville, Virginia in 2022. She has over 6 years of experience in various industries such as Financial Services, Hospitality and Retail. She also looks after the strategic and brand marketing operations of Truefitt & Hill as well as Mary Cohr.
4. **Mr. Kabir Malhotra** is an Independent Director of our Company. He has completed his Bachelor of Management Studies (B.M.S) from University of Mumbai in 2013. He has a rich experience of around 8 years across Investment Banking and Private Equity in India.
5. **Mr. Aashay Amish Choksi** is an Independent Director of our Company. He has completed his Bachelor of Science in Business Administration from Bryant University in 2014. He has a rich experience of around 7 years in Jewellery Manufacturing, Sales and Market operations.

### **Confirmations:**

As on the date of this Draft Prospectus:

- a) None of our Directors is or was a director of any listed company during the last five years preceding the date of this Draft Prospectus, whose shares have been or were suspended from being traded on the BSE or the NSE, during the term of their directorship in such company.
- b) None of our Directors is or was a director of any listed company which has been or was delisted from any stock exchange during the tenure of their directorship in such company.
- c) None of our Directors are categorized as a wilful defaulter or a fraudulent borrower, as defined under Regulation 2(1)(III) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 .
- d) None of our Directors is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018.

### **Arrangements with major Shareholders, Customers, Suppliers or Others:**

We have not entered into any arrangement or understanding with our major shareholders, customers, suppliers or others, pursuant to which any of our Directors were selected as Directors or members of the senior management.

### Service Contracts:

The Directors of our Company have not entered into any service contracts with our company which provides for benefits upon termination of their employment.

### Details of Borrowing Powers of Directors

Pursuant to a special resolution passed at an Annual General Meeting of our Company held on September 30, 2014 and pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Board of Directors of the Company have been authorized to borrow monies from time to time, any sum or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company may exceed in the aggregate, its paid up capital and free reserves and security premium (apart from temporary loans obtained / to be obtained from bankers in the ordinary course of business), provided that the outstanding principal amount of such borrowing at any point of time shall not exceed in the aggregate of ₹ 200 crores (Rupees Two Hundred Crores Only).

### Compensation of our Managing Director

The compensation payable to our Managing Director will be governed as per the terms of his appointment and shall be subject to the provisions of Sections 2(54), 188, 196, 197, 198 and 203 and any other applicable provisions, if any of the Companies Act, 2013 read with Schedule V thereto and the rules made there under (including any statutory modification(s) or re-enactment thereof).

### The following compensation has been approved for Managing Director

Particulars	Mr. Prannay Dokkania
Appointment/Change in Designation	Originally appointed as Manager w.e.f. March 01, 2021; Further, Appointed as "Managing Director" w.e.f. July 05, 2022
Current Designation	Managing Director
Terms of Appointment	5 years
Remuneration & Perquisites	Rs. 60,00,000 /- Per Annum
Compensation paid in the year 2021-22	Rs. 57,98,581/- Per Annum*

\*Mr. Prannay Dokkania shall also be entitled to the variable pay in form of incentives based on the achievement of the yearly budget as per the Company's policy;

### Bonus or Profit Sharing Plan for our Directors:

We have no bonus or profit sharing plan for our Directors.

### Sitting Fees:

The Articles of Association of our Company provides for the payment of sitting fees to the Directors (other than Managing Director & Whole-time Directors), not exceeding Rs. 1.00 Lakhs, as may be fixed by the Board of Directors from time to time, for attending a meetings of the Board and Committees thereof. Our Board of Directors have resolved at their meeting held on June 17, 2022 for the payment of an amount not exceeding Rs. 1.00 Lakhs as sitting fees to all the Non-executive Directors (including Independent Director) for attending each such meeting of the Board and Committee thereof.

### Shareholding of our Director as on the date of this Draft Prospectus:-

Sr. No.	Name of the Director	No. of Shares Held	Holding in %
1.	Mr. Shree Krishna Mukesh Gupta	1	0.00%
	<b>Total</b>	<b>1</b>	<b>0.00%</b>

None of the Independent Directors of the Company holds any Equity Shares of Company as on the date of this Draft Prospectus.

We do not have Subsidiary Company as defined under Section 2(87) of the Companies Act, 2013 as on the date of this Draft Prospectus.

Our Articles of Association do not require our Directors to hold any qualification Equity Shares in the Company.

### INTEREST OF DIRECTORS

All the Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses payable to them under the Articles, and to the extent of remuneration paid to them for services rendered as an officer or employee of the Company. For further details, please refer to Chapter titled **“Our Management”** beginning on page 115 of this Draft Prospectus.

Our Directors may also be regarded as interested to the extent of their shareholding and dividend payable thereon, if any, and to the extent of Equity Shares, if any held by them in our Company or held by their relatives. Further our Directors are also interested to the extent of unsecured loans, if any, given by them to our Company or by their relatives or by the companies/ firms in which they are interested as directors/Members/Partners. Further our Directors are also 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 and for the details of Personal Guarantee given by the Directors towards Financial facilities of our Company please refer to **“Statement of Financial Indebtedness”** on page 180 of this Draft Prospectus.

Except as stated otherwise in this Draft Prospectus, our Company has not entered into any Contract, Agreements or Arrangements during the preceding two years from the date of the Draft Prospectus in which the Directors are interested directly or indirectly and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be entered into with them.

Except as stated in this section **“Our Management”** or the section titled **“Financial information of the Company –Annexure - Y - Related Party Disclosure”** beginning on page 115 and 135 respectively of this Draft Prospectus, and except to the extent of shareholding in our Company, our Directors do not have any other interest in our business.

#### **Interest in the property of Our Company:**

Our Promoters do not have any other interest in any property acquired by our Company during the period of two years before filing of this Draft Prospectus or proposed to be acquired by us as on date of this Draft Prospectus.

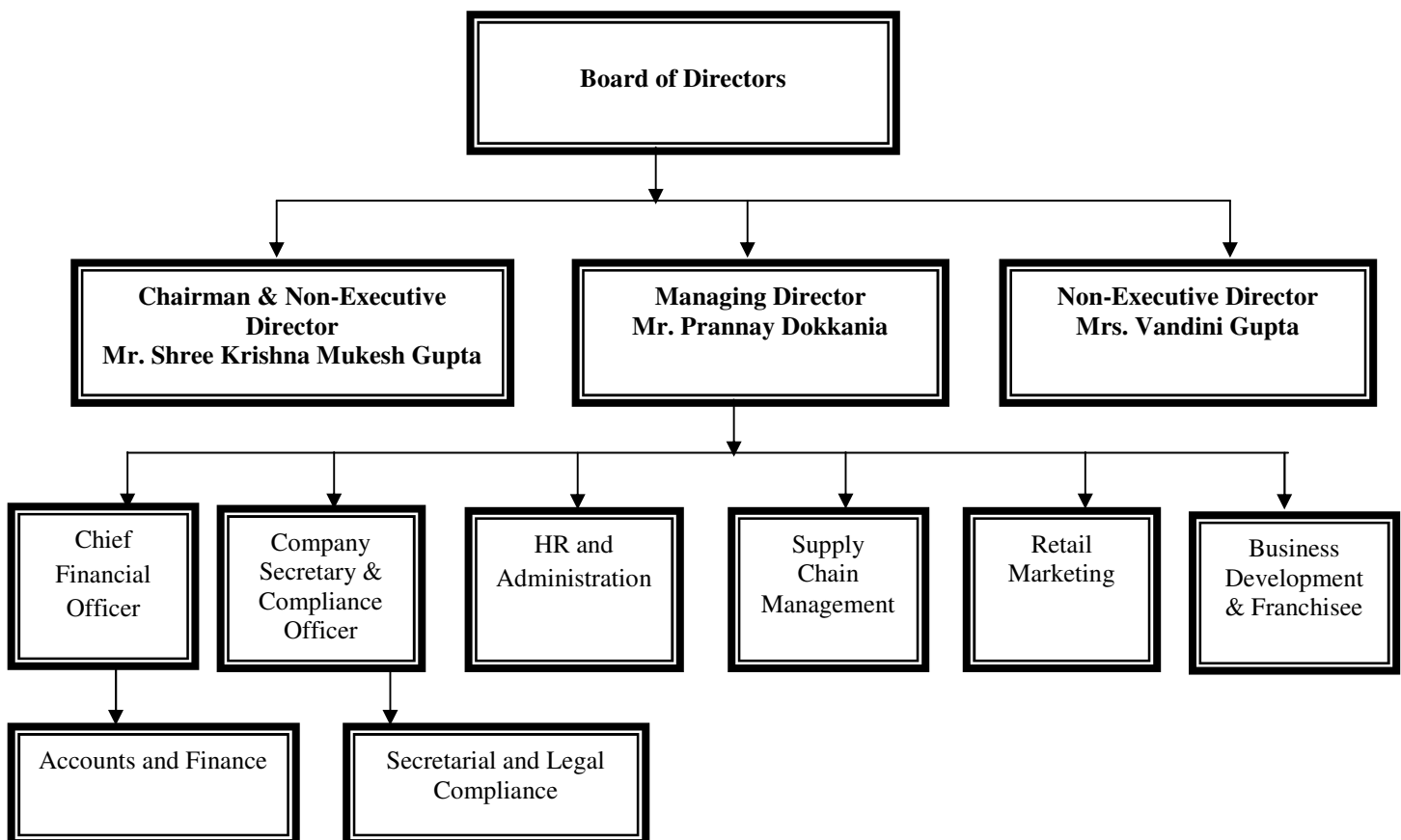
#### **Changes in Board of Directors in Last 3 Years**

Sr. No.	Name of Directors	Date of Appointment / Re- appointment	Reasons for Change
1.	Mr. Jayant Shinde	Cessation from the office of an Independent Director w.e.f. June 08, 2021	Due to personal reason
2.	Mr. Istayak Ahmed Ansari	Cessation from the office of the Director w.e.f. September 29, 2021	Due to personal reason
3.	Mr. Rajashekhar Mallikarjun Alegavi	Rajashekhar Mallikarjun Alegavi appointed as an Additional Non-Executive Independent Director w.e.f. June 08, 2021. Further, regularized as an Independent Director in the Annual General Meeting dated November 30, 2021	To ensure better Corporate Governance and compliance with the Companies Act, 2013
4.	Mr. Prannay Dokkania	Change in Designation as Managing Director of the Company w.e.f. June 13, 2022 for a term of 5 years. Further, in order to remove the technical error appearing on the MCA portal, he resigned on July 4, 2022 and fresh appointment as Managing Director w.e.f. July 5, 2022 for a term of 5 years.	To ensure better Corporate Governance and compliance with the Companies Act, 2013
5.	Mrs. Vandini Gupta	Appointed as an Additional Non-Executive Director w.e.f. June 13, 2022 and regularized as Non-Executive Director in the Extra-Ordinary General Meeting dated June 15, 2022.	To ensure better Corporate Governance and compliance with the Companies Act, 2013
6.	Mr. Kabir Malhotra	Appointed as an Additional Independent Director w.e.f. June 13, 2022 and regularized as an Independent Director in the Extra-Ordinary General Meeting dated June 15, 2022.	To ensure better Corporate Governance and compliance with the Companies Act, 2013
7.	Mr. Aashay Amish Choksi	Appointed as an Additional Independent Director w.e.f. June 13, 2022 and regularized as an Independent Director	To ensure better Corporate Governance and compliance with

		in the Extra-Ordinary General Meeting dated June 15, 2022.	the Companies Act, 2013
8.	Mr. Shyam Gendaram Dandriyal	Cessation from the office of an Independent Director w.e.f. June 13, 2022	Due to personal reason
9.	Mr. Rajashekhhar Mallikarjun Alegavi	Cessation from the office of an Independent Director w.e.f. June 13, 2022	Due to personal reason

### **MANAGEMENT ORGANISATION STRUCTURE**

The following chart depicts our Management Organization Structure:-





## **COMPLIANCE WITH CORPORATE GOVERNANCE**

In addition to the applicable provisions of the Companies Act, 2013, provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and SEBI (ICDR) Regulations, 2018 in respect of corporate governance will be applicable to our Company immediately upon the listing of our Company's Equity Shares on the SME Platform of NSE. The requirements pertaining to constitution of the committees such as the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committees have been complied with. Our Board undertakes to take all necessary steps to continue to comply with all the requirements of Listing Regulations and the Companies Act, 2013.

Our Board has been constituted in compliance with the Companies Act, 2013 and in accordance with the best practices in corporate governance. Our Board functions either as a full board or through various committees constituted to oversee specific operational areas. The executive management provides our Board detailed reports on its performance periodically.

Our Board of Directors consist of five (5) Directors of which two (2) are Independent Directors, and we have one women director on the Board. The constitution of our Board is in compliance with the provisions of section 149 of the Companies Act, 2013.

Our Company has constituted the following committees:

### **1. Audit Committee**

Our Company at its Board Meeting held on June 17, 2022, has re-constituted an Audit Committee ("Audit Committee") in compliance with the provisions of the Section 177 of the Companies Act, 2013 read with rule 6 of the companies (Meeting of board and its power) rules, 2014 and Regulation 18 of Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The re-constituted Audit Committee comprises following members:

<b>Name of the Director</b>	<b>Status in Committee</b>	<b>Nature of Directorship</b>
Mr. Aashay Amish Choksi	Chairman	Independent Director
Mr. Kabir Malhotra	Member	Independent Director
Mr. Prannay Dokkania	Member	Managing Director

The Company Secretary of the Company shall act as a Secretary to the Audit Committee. The Chairman of the Audit Committee shall attend the Annual General Meeting of the Company to furnish clarifications to the shareholders on any matter relating to accounts. The scope and function of the Audit Committee and its terms of reference shall include the following:

#### **A. Tenure:**

The Audit Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Audit Committee as approved by the Board.

#### **B. Meetings of the Committee:**

The committee shall meet at least four times in a year and not more than one hundred and twenty 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.

#### **C. Role and Powers:**

The Role of Audit Committee together with its powers as per Part C of Schedule II of SEBI Listing Regulation, 2015 and Companies Act, 2013 shall be as under:

#### **The Audit Committee shall have powers, including the following:**

- a) to investigate any activity within its terms of reference;
- b) to seek information from any employee;
- c) to obtain outside legal or other professional advice;
- d) to secure attendance of outsiders with relevant expertise, if it considers necessary as may be prescribed under the Companies Act, 2013 (together with the rules thereunder) and SEBI Listing Regulations; and

- e) To have full access to information contained in records of Company.

**The role of the Audit Committee shall include the following:**

- 1) Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;
- 2) Recommending to the Board for the appointment, re-appointment, replacement, remuneration and terms of appointment of the statutory auditors of the Company;
- 3) Reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;
- 4) Approving payments to the statutory auditors for any other services rendered by the statutory auditors;
- 5) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act;
  - b. Changes, if any, in accounting policies and practices and reasons for the same;
  - c. Major accounting entries involving estimates based on the exercise of judgment by management;
  - d. Significant adjustments made in the financial statements arising out of audit findings;
  - e. Compliance with listing and other legal requirements relating to financial statements;
  - f. Disclosure of any related party transactions; and
  - g. Qualifications and modified opinions in the draft audit report.
- 6) Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
- 7) Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/application of the funds raised through the proposed initial public offer by the Company;
- 8) Approval or any subsequent modifications of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;
- 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) Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;
- 13) Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;
- 14) 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;
- 15) Discussing with internal auditors on any significant findings and follow up thereon;
- 16) 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;
- 17) Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- 18) Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- 19) Reviewing the functioning of the whistle blower mechanism;
- 20) Approving the appointment of the chief financial officer or any other person heading the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate;
- 21) Reviewing the utilization of loans and/ or advances from/investment by the holding company in any subsidiary exceeding ₹1,000 million or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;

- 22) Considering and commenting on the rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;
- 23) Such roles as may be delegated by the Board and/or prescribed under the Companies Act, 2013 and SEBI Listing Regulations or other applicable law; and
- 24) Carrying out any other functions as is mentioned in the terms of reference of the audit committee or containing into SEBI (LODR) Regulations 2015.

Further, the Audit Committee shall mandatorily review the following information:

- 1) management discussion and analysis of financial condition and results of operations;
- 2) statement of significant related party transactions (as defined by the audit committee), submitted by management;
- 3) management letters / letters of internal control weaknesses issued by the statutory auditors;
- 4) internal audit reports relating to internal control weaknesses;
- 5) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee; and
- 6) statement of deviations:
  - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI ICDR Regulations;
  - b. Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI ICDR Regulations.

## 2. Nomination and Remuneration Committee

Our Company at its Board Meeting held on June 17, 2022, has re-constituted the Nomination and Remuneration Committee in compliance with the provisions of Section 178, Schedule V and all other applicable provisions of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of Board and its Power) Rules, 2014 and Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The re-constituted Nomination and Remuneration Committee comprises following members:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Kabir Malhotra	Chairman	Independent Director
Mr. Aashay Amish Choksi	Member	Independent Director
Mrs. Vandini Gupta	Member	Non-Executive Director

The Company Secretary of the Company shall act as a Secretary to the Nomination and Remuneration Committee. The scope and function of the Committee and its terms of reference shall include the following:

### A. Tenure:

The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

### B. Meetings:

The committee shall meet as and when the need arises, subject to at least one meeting in a year. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher.

### C. Scope and terms of reference:

The terms of reference of the Nomination and Remuneration Committee as per Regulation 19 and Part D of Schedule II of SEBI Listing Regulations and Companies Act, 2013 shall be as under:

- 1) formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;
- 2) For the appointment of an independent director, the committee shall evaluate the balance of skills, knowledge and

experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the board of directors of the Company for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- a. use the services of external agencies, if required;
  - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - c. Consider the time commitments of the candidates.
- 3) formulation of criteria for evaluation of the performance of independent directors and the Board;
  - 4) devising a policy on diversity of our Board;
  - 5) identifying persons, who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal and carrying out evaluation of every director's performance;
  - 6) determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
  - 7) recommending remuneration of executive directors and any increase therein from time to time within the limit approved by the members of our Company;
  - 8) recommending remuneration to non-executive directors in the form of sitting fees for attending meetings of the Board and its committees, remuneration for other services, commission on profits;
  - 9) recommending to the Board, all remuneration, in whatever form, payable to senior management;
  - 10) performing such functions as are required to be performed by the compensation committee under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended;
  - 11) engaging the services of any consultant/professional or other agency for the purpose of recommending compensation structure/policy;
  - 12) analyzing, monitoring and reviewing various human resource and compensation matters;
  - 13) reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
  - 14) framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
    - a. The SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended; or
    - b. The SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended; and
  - 15) Performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations, Companies Act, each as amended or other applicable law.

### 3. Stakeholders Relationship Committee

Our Company at its Board Meeting held on June 17, 2022, has approved the constitution of the Stakeholders Relationship Committee in compliance with the provisions of the Section 178(5) and all other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder and Regulation 20 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The constituted Stakeholders Relationship Committee comprises the following:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Aashay Amish Choksi	Chairman	Independent Director
Mr. Shree Krishna Mukesh Gupta	Member	Non-Executive Director
Mrs. Vandini Gupta	Member	Non-Executive Director

The Company Secretary of our Company shall act as a Secretary to the Stakeholder Relationship Committee. The scope and function of the Stakeholder Relationship Committee and its terms of reference shall include the following:

- A. Tenure:** The Stakeholder Relationship Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Stakeholder Relationship Committee as approved by the Board.
- B. Meetings:** The Stakeholder Relationship Committee shall meet at least once in a year, and shall report to the Board on a quarterly basis regarding the status of re-dressal of the complaints received from the shareholders of the Company. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher.
- C. Scope and terms of reference:** The terms of reference of the Stakeholders Relationship Committee as per Regulation 20 and Part D of Schedule II of SEBI Listing Regulations, 2015 and Companies Act, 2013 shall be as under:
- 1) Consider and resolve grievances of security holders of the Company, including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;
  - 2) Review of measures taken for effective exercise of voting rights by shareholders;
  - 3) Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent;
  - 4) Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
  - 5) Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
  - 6) To handle the grievances of the stakeholders in connection with the allotment and listing of shares;
  - 7) Ensure proper and timely attendance and redressal of investor queries and grievances;
  - 8) Carrying out any other functions contained in the Companies Act, 2013 and/or other documents (if applicable), as and when amended from time to time; and
  - 9) To perform such functions as may be delegated by the Board and to further delegate all or any of its power to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s); and
  - 10) Such terms of reference as may be prescribed under the Companies Act, 2013 and SEBI Listing Regulations or other applicable law.

#### **Policy on Disclosures & Internal procedure for prevention of Insider Trading:**

The provisions of Regulation 8 and 9 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the Stock Exchange. We shall comply with the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 on listing of our Equity Shares on stock exchange. Further, Board of Directors have approved and adopted the policy on insider trading in view of the proposed public issue. Our Board is responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct for Prevention of Insider Trading conduct under the overall supervision of the Board.

#### **KEY MANAGERIAL PERSONNEL**

Our Company is supported by a team of professionals having exposure to various operational aspects of our business. A brief detail about the Key Managerial Personnel of our Company is provided below:

Name, Designation & Educational Qualification	Age (Years)	Year of joining	Compensation paid for F.Y. ended 2021-22 (in Rs. Lacs)	Overall experience (in years)	Previous employment

<b>Mr. Prannay Dokkania</b> <b>Designation:</b> Managing Director <b>Educational Qualification:</b> Post Graduate Diploma in Management (PGDM) <b>Term of office:</b> 5 years w.e.f. July 05, 2022	41	2020	57.98	18	JCB Salons Private Limited
<b>Mr. Sushant Janardan Mishra</b> <b>Designation:</b> Chief Financial Officer <b>Educational Qualification:</b> Bachelor of Commerce	38	2015	13.83	18	India Business Solutions (IBS) Private Limited
<b>Ms. Shubhada Mahendra Shirke</b> <b>Designation:</b> Company Secretary and Compliance Officer <b>Educational Qualification -</b> Company Secretary	24	2021	0.72	1	Piramal Enterprises Limited

### BRIEF PROFILE OF KEY MANAGERIAL PERSONNEL

**Mr. Prannay Dokkania** - Please refer to section “**Brief Profile of our Directors**” beginning on page 115 of this Draft Prospectus for details.

**Mr Sushant Janardan Mishra** is the Chief Financial Officer of our Company. He has completed his Bachelor of Commerce from the University of Mumbai in 2004 and is associated with our Company since 2015. He has over 18 years of experience in Accounts, Finance, Taxation and Legal field. He has been designated as Chief Financial Officer of our Company with effect from March 01, 2017. He is currently responsible for the Accounting, Financial, Taxation and Legal operations of the Company.

**Ms. Shubhada Mahendra Shirke** is the Company Secretary and Compliance Officer of our Company. She is a qualified Company Secretary and an associate member of the Institute of Company Secretaries of India. She has experience of a year in the field of secretarial and corporate law compliances. She is currently responsible for the overall Corporate Governance and secretarial Compliance and functions of our Company.

#### We confirm that:

- All the persons named as our Key Managerial Personnel above are the permanent employees of our Company.
- There is no understanding with major shareholders, customers, suppliers or any others pursuant to which any of the above mentioned Key Managerial Personnel have been recruited.
- None of our KMPs except Mr. Prannay Dokkania is also part of the Board of Directors.
- In respect of all above mentioned Key Managerial Personnel there has been no contingent or deferred compensation accrued for the financial year ended March 31, 2022.
- Except for the terms set forth in the appointment letters, the Key Managerial Personnel have not entered into any other contractual arrangements or service contracts (including retirement and termination benefits) with the issuer.
- Our Company does not have any bonus/profit sharing plan for any of the Key Managerial Personnel.
- None of the Key Managerial Personnel hold any shares of our Company as on the date of filing of this Draft Prospectus.
- Presently, we do not have Employee Stock Option Plan (ESOP)/ Employee Stock Purchase Scheme (ESPS) for our employees.
- The turnover of KMPs is not high, compared to the Industry to which our company belongs.

#### Nature of any family relationship between our Directors and Key Managerial Personnel (KMP)

Except as detailed below, none of our other Key Management Personnel or Directors are related to each other, within the meaning of section 2(77) of the Companies Act, 2013

Sr. No.	Name of the Director/KMPs	Relationship
1.	Mr. Shree Krishna Mukesh Gupta	Husband of Mrs. Vandini Gupta
2.	Mrs. Vandini Gupta	Wife of Mr. Shree Krishna Mukesh Gupta



### Payment of benefits to officers of Our Company (*non-salary related*)

Except as disclosed in this Draft Prospectus and any statutory payments made by our Company to its officers, our Company has not paid any sum, any non-salary related amount or benefit to any of its officers or to its employees including amounts towards super-annuation, ex-gratia/rewards.

Except statutory benefits upon termination of employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of such officer's employment in our Company or superannuation. Contributions are made by our Company towards the Provident fund, Gratuity fund and Employee State Insurance

### Changes in the Key Managerial Personnel in last three years:

There have been no changes in the Key Managerial Personnel of our Company during the last 3 (three) year except as stated below:

Sr. No.	Name of Directors/ KMP's	Designation and period	Appointment/Cessation/Re-designation	Reasons
1.	Mrs. Sanyogita Tushar Ramanan	Appointment as Manager w.e.f. January 01, 2019	Appointment	To comply with the provisions of the Companies Act 2013 and to ensure better Corporate Governance
2.	Mrs. Sanyogita Tushar Ramanan	Resignation as Manager w.e.f. November 10, 2020	Cessation	Due to Personal Reason
3.	Mr. Prannay Dokkania	Appointment as Manager w.e.f. March 01, 2021	Appointment	To comply with the provisions of the Companies Act 2013 and to ensure better Corporate Governance
4.	Ms. Priyanka Agarwal	Resignation as Company Secretary and Compliance Officer w.e.f. October 31, 2021	Cessation	Due to Personal Reason
5.	Ms. Shubhada Mahendra Shirke	Appointment as Company Secretary and Compliance Officer w.e.f. January 11, 2022	Appointment	To comply with the provisions of the Companies Act 2013 and to ensure better Corporate Governance
6.	Mr. Prannay Dokkania	Resignation as Manager w.e.f. June 13, 2022	Cessation	Due to change in Designation
7.	Mr. Prannay Dokkania	Appointment as Managing Director w.e.f. June 13, 2022 for a period of 5 years Further, in order to remove the technical error appearing on the MCA portal, he resigned on July 4, 2022 and fresh appointment as Managing Director w.e.f. July 5, 2022 for a term of 5 years.	Appointment	To comply with the provisions of the Companies Act 2013 and to ensure better Corporate Governance

### Interest of our Key Managerial Personnel

Apart to the extent of remuneration allowed and reimbursement of expenses incurred by them for or on behalf of the Company, none of our Key Managerial Personal are interested in our Company. For details, please refer section titled "*Financial information of the Company – Annexure - Y - Related Party Disclosures*" beginning on page 135 of this Draft Prospectus.

### Interest in the property of our Company

Our KMPs do not have any interest in any property acquired by our Company in a period of two years before the filing of this Draft Prospectus or proposed to be acquired by us as on the date of filing the Draft Prospectus with RoC.

**Details of the Service Contracts of the Key Managerial Personnel**

Except for the terms set forth in the appointment letters, the Key Managerial Personnel have not entered into any other contractual arrangements with our Company for provision of benefits or payments of any amount upon termination of employment.

**Loans given/availed by Directors / Key Managerial Personnel of our Company**

For details of unsecured loan taken from or given to our Directors/KMPs and for details of transaction entered by them in the past please refer to “*Annexure - Y – Related Party Disclosure*” page 135 of this Draft Prospectus.

**Employee Stock Option Plan (‘ESOP’)/ employee stock purchase scheme (‘ESPS Scheme’) to Employees**

Presently, we do not have any ESOP/ESPS Scheme for our employees.

## OUR PROMOTERS & PROMOTER GROUP

### A. OUR PROMOTERS:


The Promoters of our Company are:

1. Mr. Shree Krishna Mukesh Gupta;
2. Plutus Trade & Commodities LLP;

As on date of this Draft Prospectus, the Promoters, in aggregate, hold 1,64,99,995 Equity shares of our Company, representing 100% of the pre-issue paid-up Equity Share capital of our Company. For details of the build-up of the Promoters' shareholding in our Company, see "*Capital Structure – History of the Equity Share Capital held by our Promoters*", on pages 49 of this Draft Prospectus.

#### Details of our Promoters:

##### (a) Individual Promoters:

	<b>Mr. Shree Krishna Mukesh Gupta – Chairman - Non-Executive Director</b>	
	<b>Qualification</b>	Bachelor of Science
	<b>Age</b>	30 years
	<b>Date of Birth</b>	August 21, 1992
	<b>Address</b>	Vandan CHSL, 17 <sup>th</sup> Floor, 29 A, Dongersey Road, Near Elizabeth Hospital, Walkeshwar, Mumbai 400006 Maharashtra, India.
	<b>Experience</b>	7 years
	<b>Occupation</b>	Business
	<b>PAN No.</b>	AKPPG3031Q
	<b>No. of Equity Shares &amp; % of Shareholding (Pre Issue)</b>	1 Equity Share aggregating to 0.00% of Pre Issue Paid up Share Capital of the Company.
	<b>Other Ventures</b>	<p><b>Companies:</b></p> <ul style="list-style-type: none"> <li>• Trofi Chain Factory Private Limited</li> </ul> <p><b>LLP's:</b></p> <ul style="list-style-type: none"> <li>• Plutus Trade &amp; Commodities LLP (Designated Partner)</li> <li>• Aeon Trading LLP (Designated Partner)</li> <li>• Lloyds Metals &amp; Minerals Trading LLP (Designated Partner)</li> <li>• Sky United LLP (Designated Partner)</li> <li>• Lloyds Palms SPA LLP (Body Corporate DP Partner)</li> <li>• Snowwhite Realty Developers LLP (Designated Partner)</li> </ul> <p><b>HUF's:</b> Nil <b>Partnership Firm:</b> Nil</p>

For brief biography of our Individual Promoters, please refer to Chapter titled "*Our Management*" beginning on page 115 of this Draft Prospectus.

**(b) Corporate Promoters:**

- Plutus Trade & Commodities LLP

**Corporate Information:**

Plutus Trade & Commodities LLP (“Plutus”) was registered as a Limited Liability Partnership under the Limited Liability Partnership Act, 2008 (“LLP Act”) in the name and style of “Plutus Trade & Commodities LLP” (LLPIN: AAE-1921). There has been no change in activities since the incorporation of Plutus Trade & Commodities LLP

<b>Brief Description of Business</b>	To carry on in India and elsewhere the business of buying, selling, re-selling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading and to act as broker, trader, agent, C & F agent, shipper, commission agent, distributor, representative, franchiser, consultant, collaborator, stockiest, liasioner, job worker, export house of goods, merchandise and services of all grades, specifications, descriptions, applications, modalities, fashions, including by-products, spares or accessories thereof, on retail as well as on wholesale basis, exhibitors of various goods, services and merchandise and to undertake the necessary activities to promote sales of goods, services and merchandise manufactured/dealt with/provided by the LLP and other ancillary business activities for achieving the main object of the LLP.
<b>PAN</b>	AARFP3461B
<b>Registered Office</b>	35 Ashok Chambers, Broach Street, Devji Ratensey Marg, Majid Bunder, Mumbai - 400009 Maharashtra, India.

**Change in control**

There has been no change in the control of Plutus Trade & Commodities LLP in the last three years from the date of this Draft Prospectus.

**Designated Partner as on the date of the Draft Prospectus is as follows:**

Sr. No.	Name of the Designated Partner	Designation	DPIN
1.	Mr. Ravi B Agarwal	Designated Partner	00017424
2.	Mr. Shree Krishna Mukesh Gupta	Designated Partner	06726742
3.	Mr. Madhur Rajesh Gupta	Designated Partner	06735907

**Capital Contribution as on the date of the Draft Prospectus is as follows:**

Sr. No.	Name of the Designated Partner	Capital contribution (Amt in Rs)	Capital contribution (in %)
1.	Mr. Shree Krishna Mukesh Gupta	37,00,000	33.33
2.	Mr. Madhur Rajesh Gupta	37,00,000	33.33
3.	Mr. Ravi B Agarwal	37,00,000	33.34
	<b>Total</b>	<b>1,11,00,000</b>	<b>100.00</b>

**Confirmations/Declarations:**

In relation to our Individual Promoters, our Company confirms that the PAN, Bank Account Numbers, Passport Number, Aadhaar Card Number and Driving License number shall be submitted to NSE at the time of filing of this Draft Prospectus.

In relation to our Corporate Promoters, our Company confirms that the PAN, Bank Account Numbers, the LLP registration number and address of the registrar of companies where our Corporate Promoters are registered, shall be submitted to the NSE at the time of filing of this Draft Prospectus.

### **Undertaking/ Confirmations**

None of our Promoters or Promoter Group or Group Company or person in control of our Company has been:

- prohibited or debarred from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority or
- refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.
- No material regulatory or disciplinary action is taken by any by a stock exchange or regulatory authority in the past one year in respect of our Promoters, Group Company and Company promoted by the promoters of our company.
- There are no defaults in respect of payment of interest and principal to the debenture / bond / fixed deposit holders, banks, FIs by our Company, our Promoters, Group Company and Company promoted by the promoters during the past three years.
- The litigation record, the nature of litigation, and status of litigation of our Company, Promoters, Group company and Company promoted by the Promoters are disclosed in chapter titled “Outstanding Litigations and Material Developments” beginning on page 188 of this Draft Prospectus.
- None of our Promoters, person in control of our Company are or have ever been a promoter, director or person in control of any other company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

### **Interest of our Promoters:**

#### ***i. Interest in promotion and shareholding of Our Company:***

Our Promoters are interested in the promotion of our Company and also to the extent of their shareholding and shareholding of their relatives, from time to time, for which they are entitled to receive dividend payable, if any, and other distribution in respect of the Equity Shares held by them and their relatives. As on the date of this Draft Prospectus, our Promoters, Mr. Shree Krishna Mukesh Gupta and M/s Plutus Trade & Commodities LLP collectively holds 1,64,99,995 Equity Shares in our Company i.e. 100% of the pre issue paid up Equity Share Capital of our Company. Our Promoters may also be deemed to be interested to the extent of the remuneration, as per the terms of their appointment and reimbursement of expenses payable to them for the rent, purchase and sale transactions. For details, please refer to Annexure - Y – “**Related Party Transactions**” beginning on page 135 of this Draft Prospectus.

For details regarding the shareholding of our Promoters in our Company, please see “**Capital Structure**” on page 49 of this Draft Prospectus.

#### ***ii. Interest in the property of Our Company:***

Our Promoters do not have any other interest in any property acquired by our Company in a period of two years before filing of this Draft Prospectus or proposed to be acquired by us as on date of this Draft Prospectus.

#### ***iii. In transactions for acquisition of land, construction of building and supply of machinery***

None of our Promoters or Directors is interested in any transaction for the acquisition of land, construction of building or supply of machinery.

#### ***iv. Other Interests in our Company***

For transactions in respect of loans and other monetary transactions entered in past please refer **Annexure - Y** on “**Related Party Transactions**” on page 135 forming part of “**Financial Information of the Company**” of this Draft Prospectus.

Further, our promoters may be interested to the extent of personal guarantees given by them in favour of the Company, for the details of Personal Guarantee given by Promoters towards Financial facilities of our Company please refer to “*Statement of Financial Indebtedness*” and “*Financial Information of Our Company*” on page 180 and 135 respectively of this Draft Prospectus.

**Payment or Benefits to our Promoter and Promoter Group during the last 2 years:**

For details of payments or benefits paid to our Promoter and promoter group, please refer to the paragraph “*Compensation of our Managing Director*” in the chapter titled “*Our Management*” beginning on page 115 also refer Annexure - Y on “*Related Party Transactions*” on page 135 forming part of “*Financial Information of the Company*” and Paragraph on “*Interest of Promoter*” in chapter titled “*Our Promoter and Promoter Group*” on page 129 of this Draft Prospectus.

**Companies/Firms with which our Promoters have disassociated in the last (3) three years**

Except Lloyds Health & Beauty Pvt Ltd, none of our promoters have disassociated themselves from any of the Company, Firms or other entities during the last three years preceding the date of this Draft Prospectus.

**Other ventures of our Promoter**

Save and except as disclosed in this section titled “*Our Promoter & Promoter Group*” beginning on page 129 of this Draft Prospectus, there are no ventures promoted by our Promoters in which they have any business interests/ other interests.

**Litigation details pertaining to our Promoter**

For details on litigations and disputes pending against the Promoters and defaults made by the Promoters please refer to the section titled “*Outstanding Litigations and Material Developments*” beginning on page 188 of this Draft Prospectus.

**Experience of Promoters in the line of business**

Our Promoter, Mr. Shree Krishna Mukesh Gupta has an experience of around 7 years in the Salon and Beauty industry. The Company shall also endeavor to ensure that relevant professional help is sought as and when required in the future.

**Related Party Transactions**

Except as stated in “*Annexure - Y Related Party Transactions*” beginning on page 135 of this Draft Prospectus, and as stated therein, our Promoter or any of the Promoter Group Entities do not have any other interest in our business.

**B. OUR PROMOTER GROUP**

As per regulation 2(1)(pp) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, we confirm that following persons are part of promoter group:

**(a) Promoter:**

S. No.	Name of the Promoters
1.	Mr. Shree Krishna Mukesh Gupta
2.	M/s Plutus Trade & Commodities LLP

**(b) Natural persons i.e., an immediate relative of the promoter (i.e., any spouse of that person, or any parent, brother, sister or child of the person or of the spouse);**

Relationship	Name of the Relatives
	Mr. Shree Krishna Mukesh Gupta
Father	Mr. Mukesh Rajnarayan Gupta
Mother	Mrs. Abha Gupta
Spouse	Mrs. Vandini Gupta



Brother	-
Sister	Mrs. Dipti Mundhra
Son	-
Daughter	-
Spouse's Father	Mr. Vimal Bhandari
Spouse's Mother	Mrs. Vibha Bhandari
Spouse's Brother	Mr. Vatsal Bhandari
Spouse's Sister	-

**(c) In case promoter is a Body Corporate:**

S. No.	Nature of Relationship	Name of Entities
A.	Subsidiary or holding company of Promoter Company.	<b>Subsidiary Company:-</b> Trofi Chain Factory Private Limited ASP Technologies Private Limited Triumph Trade & Properties Developers Pvt. Ltd
B.	Any Body Corporate in which the Promoter (Body Corporate) holds 20% or more of the Equity Share Capital; and/or any Body Corporate which holds 20% or more of the Equity Share Capital of the Promoter (Body Corporate);	-

**(d) In case the promoter is an Individual:**

As per Regulation 2(1)(pp)(iv) of the SEBI (ICDR) Regulations, 2018, the following entities would form part of our Promoter Group:

S. No.	Nature of Relationship	Name of Entities
A.	Any Body Corporate in which 20% or more of the Equity Share Capital is held by Promoter or an immediate relative of the Promoter or a firm or Hindu Undivided Family (HUF) in which Promoter or any one or more of his immediate relatives are a member.	1) Plutus Trade & Commodities LLP 2) Snowwhite Realty Developers LLP 3) Lloyds Metals & Minerals Trading LLP 4) Aeon Trading LLP 5) Lloyds Palms Spa LLP 6) Hemdil Estates Private Limited 7) Reliable Trade & Realty Developers Private Limited 8) Cheerful Trade & Realty Developers Pvt. Ltd. 9) Teamwork Properties Development LLP 10) Blossom Trade & Interchange LLP
B.	Any Body Corporate in which a body corporate as provided in (A) above holds twenty per cent. or more, of the equity share capital; and	1) Babhari Properties Private Limited 2) Aristo Realty Developers Limited 3) Indrajit Properties Pvt. Ltd 4) Shree Global Tradefin Limited
C.	Any Hindu Undivided Family or firm in which the aggregate share of the promoter and their relatives is equal to or more than twenty per cent. of the total capital;	-

**(e) All persons whose shareholding is aggregated under the heading "shareholding of the Promoter Group":**

None of other persons forms part of promoter group for the purpose of shareholding of the Promoter Group under Regulation 2(1)(pp)(v) of SEBI (ICDR) Regulations 2018.

### **DIVIDEND POLICY**

Under the Companies Act, 2013 our Company can pay dividends upon a recommendation by our Board of Directors and approval by a majority of the shareholders at the General Meeting and as per provisions of Articles of Association of our Company. The shareholders of the Company have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends. All Dividends upon recommendation by our Board of Directors and approved by the shareholders at the General Meeting will be paid to credit of registered shareholders by way of cheque or warrant or in any electronic mode.

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.

Our Company has not paid / declared any dividend in last three years from date of this Draft Prospectus. Our Company's corporate actions pertaining to payment of dividends in the past are not to be taken as being indicative of the payment of dividends by our Company in the future.

**SECTION VI**  
**FINANCIAL INFORMATION OF THE COMPANY**

**INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED [STANDALONE] FINANCIAL INFORMATION**

To,

**The Board of Directors,  
Lloyds Luxuries Limited,**

Trade World, 'C' Wing, 16th Floor, Kamala City,  
Senapati Bapat Marg, Lower Parel (W), Mumbai 400013,  
Maharashtra, India

**Dear Sir,**

**Reference:** - Proposed Public Issue of Equity Shares of **Lloyds Luxuries Limited**

We have examined the attached Restated Standalone Financial Statement of **Lloyds Luxuries Limited** (hereunder referred to "the Company", "Issuer") comprising the Restated Statement of Assets and Liabilities as at March 31, 2022, March 31, 2021, and March 31, 2020, the Restated Statement of Profit & Loss, the Restated Cash Flow Statement for the year ended March 31, 2022, March 31, 2021, and March 31, 2020, the statement of Significant Accounting Policies and other explanatory Information (Collectively the Restated Standalone Financial Statement) as approved by the Board of Directors in their meeting held on 12<sup>th</sup> August, 2022 for the purpose of inclusion in the Draft Prospectus / Prospectus ("Offer Document") in connection with its proposed Initial Public Offering (IPO) of equity shares, prepared by the Company in connection with its Initial Public Offer of Equity Shares (IPO) prepared in terms of the requirement of:-

- a) Section 26 of Part I of Chapter III of the Companies Act, 2013 as amended (the "Act");
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 as amended ("ICDR Regulations"); and
- c) The Guidance Note on Reports in Company Prospectuses (Revised 2020) issued by the Institute of Chartered Accountants of India as amended from time to time. ("The Guidance Note")

The Company's Board of Directors is responsible for the preparation of the Restated Standalone Financial Statement for the purpose of inclusion in the offer document to be filed with Stock Exchange, Securities and Exchange Board of India, and Registrar of Companies, Mumbai in connection with the proposed IPO. The Restated Standalone Financial Statements have been prepared by the management of the Company for the year ended on March 31, 2022, March 31, 2021, and March 31, 2020 on the basis of notes to restatement in note IV to the Restated Standalone Financial Statement. 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 Standalone Financial Statement.

We have examined such Restated Standalone Financial Statement taking into consideration:

- a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 06th May, 2022 in connection with the proposed IPO of equity shares of the Company;
- b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
- c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Standalone Financial Statements; and
- d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

This Restated Standalone Financial Statements have been compiled by the management from:

- a) Audited financial statements of the company as at and for the year ended on March 31, 2022, March 31, 2021, and March 31, 2020 prepared in accordance with the Accounting Standards as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, and other accounting principles generally accepted in India.

Audit of the Standalone Financial Statement of the Company for the year ended March 31, 2022, March 31, 2021, and March 31, 2020 have been prepared by the Company in accordance with the generally accepted accounting policies and as approved by board of the Company and Audited by M/s Todarwal & Todarwal LLP vide their Audit Report dated 17<sup>th</sup> May, 2022, 01<sup>st</sup> November, 2021 and 25<sup>th</sup> November, 2020 respectively.

For the purpose of our examination, we have relied on:

- a) Auditors' Report issued by the Previous Auditor M/s Todarwal & Todarwal LLP (the "Previous Auditors") dated 17<sup>th</sup> May, 2022, 01<sup>st</sup> November, 2021 and 25<sup>th</sup> November, 2020, for the financial year ended 31<sup>st</sup> March 2022, 31<sup>st</sup> March 2021 and 31<sup>st</sup> March 2020 respectively.

The modification in restated financials were carried out based on the modified reports, if any, issued by Previous Auditor which is giving rise to modifications on the financial statements as at and for the years ended 31<sup>st</sup> March 2022, 31<sup>st</sup> March 2021 and 31<sup>st</sup> March 2020.

- a) The Restated Standalone Financial Statement have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial period/years to reflect the same accounting treatment as per the changed accounting policy for all reporting periods, if any;
- b) The Restated Standalone Financial Statement have been made after incorporating adjustments for prior period and other material amounts in the respective financial year to which they relate;
- c) Extra-ordinary items that need to be disclosed separately in the accounts has been disclosed wherever required;
- d) Profits and losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Polices and Notes to Accounts as set out in Annexure IV to this report;
- e) Adjustments in Restated Standalone Financial Statement have been made in accordance with the correct accounting policies,
- f) There was no change in accounting policies, which needs to be adjusted in the Restated Standalone Financial Statement, except as mentioned in notes to Restatement;
- g) There are no revaluation reserves, which need to be disclosed separately in the Restated Standalone Financial Statement
- h) The Company has not paid any dividend during FY 2019-20 to FY 2021-22.

In accordance with the requirements of Part I of Chapter III of Act including rules made there under, ICDR Regulations, Guidance Note and Engagement Letter, we report that:

- a) The "Restated Statement of Assets and Liabilities" as set out in Annexure I to this report, of the Company as at March 31, 2022, March 31, 2021, and March 31, 2020 is prepared by the Company and approved by the Board of Directors. These Restated Standalone Statement of Assets and Liabilities, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure IV to this Report.
- b) The "Restated Statement of Profit and Loss" as set out in Annexure II to this report, of the Company for Financial year ended March 31, 2022, March 31, 2021, and March 31, 2020 is prepared by the Company and approved by the Board of Directors. These Restated Standalone Statement of Profit and Loss have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure IV to this Report.

- c) The “Restated Statement of Cash Flow” as set out in Annexure III to this report, of the Company for Financial year ended March 31, 2022, March 31, 2021, and March 31, 2020 is prepared by the Company and approved by the Board of Directors. These 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 IV to this Report.

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 Financial year ended March 31, 2022, March 31, 2021, and March 31, 2020 proposed to be included in the Offer Document for the proposed IPO.

Restated Standalone Statement of Share Capital, Reserves And Surplus	Annexure-A
Restated Standalone Statement of Long Term And Short Term Borrowings/ Statement of principle Term of Secured loan and Assets charges as security and Statement of term & Condition of unsecured Loans.	Annexure-B, B(A) and B(B)
Restated Standalone Statement of Deferred Tax (Assets) / Liabilities	Annexure-C
Restated Standalone Statement of Long Term Provisions	Annexure-D
Restated Standalone Statement of Trade Payables	Annexure-E
Restated Standalone Statement of Other Current Liabilities And Short Term Provisions	Annexure-F
Restated Standalone Statement of Property, Plant and Equipment and Intangible Assets	Annexure-G
Restated Standalone Statement of Non-Current Investments	Annexure-H
Restated Standalone Statement of Long-Term Loans And Advances	Annexure-I
Restated Standalone Statement of Non-Current Assets	Annexure-J
Restated Standalone Statement of Inventory	Annexure-K
Restated Standalone Statement of Trade Receivables	Annexure-L
Restated Standalone Statement of Cash & Cash Equivalents	Annexure-M
Restated Standalone Statement of Short-Term Loans And Advances	Annexure-N
Restated Standalone Statement of Other Current Assets	Annexure-O
Restated Standalone Statement of Turnover	Annexure-P
Restated Standalone Statement of Non- Operating Income	Annexure-Q
Restated Standalone Statement of Cost Of Material Consumed And Purchases Of Stock In Trade	Annexure-R
Restated Standalone Statement of Change in Inventories	Annexure-S
Restated Standalone Statement of Employee Benefits Expenses	Annexure-T
Restated Standalone Statement of Finance Cost	Annexure-U
Restated Standalone Statement of Depreciation & Amortization	Annexure-V
Restated Standalone Statement of Other Expenses	Annexure-W
Restated Standalone Statement of Mandatory Accounting Ratios	Annexure-X
Restated Standalone Statement of Related Party Transaction	Annexure-Y
Restated Standalone Statement of Capitalization	Annexure-Z
Restated Standalone Statement of Tax Shelter	Annexure-AA
Restated Standalone Statement of Contingent Liabilities	Annexure-AB
Significant Accounting Policy And Notes To The Restated Standalone financial Statements	Annexure IV
Material Adjustment to the Restated Standalone Financial	Annexure V

In our opinion and to the best of information and explanation provided to us, the Restated Standalone Financial Statement of the Company, read with significant accounting policies and notes to accounts as appearing in Annexure IV are prepared after providing appropriate adjustments and regroupings as considered appropriate.

We, M/s. R K Jagetiya & Co, Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and our peer Review Certificate is valid as on the date of signing of this report.

The preparation and presentation of the Financial Statements referred to above are based on the Audited financial statements of the Company and are in accordance with the provisions of the Act and ICDR Regulations. The Financial Statements and information referred to above is the responsibility of the management of the Company.

The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other Firm of Chartered Accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.

We have no responsibility to update our report for events and circumstances occurring after the date of the report.

In our opinion, the above Standalone Financial Statements along with Annexure A to AB of this report read with the respective Significant Accounting Policies and Notes to Accounts as set out in Annexure IV and V are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Companies Act, ICDR Regulations, Engagement Letter and Guidance Note.

Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the Proposed SME IPO of Equity Shares of the Company and our report should not be used, referred to or distributed for any other purpose without our prior consent in writing.

**For, R K Jagetiya & CO.**

Chartered Accountant

**FRN:** 146264W

Sd/-

**(Ravi K Jagetiya)**

Proprietor

**M. No.** 134691

**Place:** Mumbai

**Date:** 12<sup>th</sup> August, 2022

**UDIN:** 22134691APNWTL9251



**ANNEXURE I**  
**RESTATED STANDALONE STATEMENT OF ASSETS AND LIABILITIES**

(Amount in Rs. Lakhs)

PARTICULARS		Annexure No.	As at the Year ended		
			31-03-22	31-03-21	31-03-20
<b>A)</b>	<b>EQUITY AND LIABILITIES</b>				
<b>1.</b>	<b>Shareholders' Funds</b>				
(a)	Share Capital	A	1,650.00	2,500.00	2,500.00
(b)	Reserves & Surplus		(298.98)	(3,732.21)	(3,429.13)
			<b>1,351.02</b>	<b>(1,232.21)</b>	<b>(929.13)</b>
<b>2.</b>	<b>Non-Current Liabilities</b>				
(a)	Long Term Borrowings	B, B(A) and B(B)	-	3,260.50	2,768.35
(b)	Deferred Tax Liabilities (Net)	C	-	-	-
(c)	Long Term Provisions	D	33.77	21.63	29.52
			<b>33.77</b>	<b>3,282.13</b>	<b>2,797.87</b>
<b>3.</b>	<b>Current Liabilities</b>				
(a)	Short Term Borrowings	B, B(A) and B(B)	802.00	47.56	66.37
(b)	Trade Payables	E			
(i)	total outstanding dues of micro enterprises and small enterprises; and		-	-	-
(ii)	total outstanding dues of creditors other than micro enterprises and small enterprises.		279.50	268.58	359.73
(c)	Other Current Liabilities	F	98.11	105.15	177.88
(d)	Short Term Provisions		80.71	53.74	88.78
			<b>1,260.31</b>	<b>475.03</b>	<b>692.76</b>
	<b>Total</b>		<b>2,645.10</b>	<b>2,524.96</b>	<b>2,561.49</b>
<b>B)</b>	<b>ASSETS</b>				
<b>1.</b>	<b>Non-Current Assets</b>				
(a)	Property, Plant & Equipment and Intangible Assets				
	<b>i) Tangible Assets</b>				
(i)	Gross Block	G	2,873.41	2,477.05	2,443.55
(ii)	Depreciation		1,351.49	1,110.88	876.33
(iii)	Net Block		1,521.92	1,366.18	1,567.21
	<b>ii) Intangible Assets</b>				
(i)	Gross Block		284.32	264.35	221.49
(ii)	Depreciation		173.06	143.77	118.39
(iii)	Net Block		111.26	120.58	103.10
	iii) Capital Work in Progress		26.41	234.78	44.51
			<b>1,659.59</b>	<b>1,721.53</b>	<b>1,714.82</b>
(b)	Non-Current Investment	H	-	0.50	0.50
(c)	Deferred Tax Assets (Net)	C	87.26	63.57	51.68
(d)	Long Term Loans and Advances	I	39.28	18.84	10.07
(e)	Other Non-Current Assets	J	249.86	259.68	289.78
			<b>376.41</b>	<b>342.59</b>	<b>352.03</b>
<b>2.</b>	<b>Current Assets</b>				
(a)	Inventories	K	326.11	236.50	264.75
(b)	Trade Receivables	L	54.90	84.03	74.22
(c)	Cash and Cash equivalents	M	69.73	10.73	21.18
(d)	Short-Term Loans and Advances	N	91.51	88.14	65.25
(e)	Other Current Assets	O	66.86	41.44	69.24
			<b>609.10</b>	<b>460.84</b>	<b>494.64</b>
	<b>Total</b>		<b>2,645.10</b>	<b>2,524.96</b>	<b>2,561.49</b>

The accompanying summary of significant accounting policies, restated notes to accounts and notes on adjustments for restated standalone financial Statement (Annexure IV & V) are an integral part of this statement.

## ANNEXURE II

## RESTATED STANDALONE STATEMENT OF PROFIT AND LOSS

(Amount in Rs. Lakhs)

PARTICULARS		Annexure No	For the Year ended on		
			31-03-22	31-03-21	31-03-20
1	Revenue From Operation	P	2,065.62	1,813.02	2,751.23
2	Other Income	Q	20.43	42.55	50.40
3	<b>Total Income (1+2)</b>		<b>2,086.05</b>	<b>1,855.58</b>	<b>2,801.63</b>
4	Expenditure				
(a)	Cost of Material Consumed	R	475.18	293.54	431.91
(b)	Changes in Inventory of WIP, Finished Goods and Stock in Trade	S	(89.61)	28.25	(96.05)
(c)	Employee Benefit Expenses	T	743.50	522.82	979.79
(d)	Finance Cost	U	180.46	146.57	114.67
(e)	Depreciation and Amortisation Expenses	V	275.68	267.47	291.01
(f)	Other Expenses	W	1,441.29	911.90	1,431.21
5	<b>Total Expenditure 4(a) to 4(f)</b>		<b>3,026.51</b>	<b>2,170.54</b>	<b>3,152.53</b>
6	Profit/(Loss) Before Exceptional & extraordinary items & Tax (3-5)		(940.46)	(314.96)	(350.90)
7	Exceptional item		0	0	-
8	<b>Profit/(Loss) Before Tax (6-7)</b>		<b>(940.46)</b>	<b>(314.96)</b>	<b>(350.90)</b>
9	Tax Expense:				
(a)	Tax Expense for Current Year		0.00	0.00	0.00
(b)	Short/(Excess) Provision of Earlier Year		0.00	0.00	0.00
(c)	Deferred Tax		(23.69)	(11.89)	(27.09)
(d)	MAT Credit Entitlement		-	0.00	0.00
	Net Current Tax Expenses		(23.69)	-11.89	(27.09)
10	<b>Profit/(Loss) for the Year (8-9)</b>		<b>(916.78)</b>	<b>(303.07)</b>	<b>(323.80)</b>

The accompanying summary of significant accounting policies, restated notes to accounts and notes on adjustments for restated standalone financial Statement (Annexure IV & V ) are an integral part of this statement.

**ANNEXURE III  
RESTATED STANDALONE CASH FLOW STATEMENT**

(Amount in Rs. Lakhs)

PARTICULARS		For the Year ended on		
		31-03-22	31-03-21	31-03-20
<b>A) Cash Flow From Operating Activities :</b>				
Net Profit before tax		(940.46)	(314.96)	(350.90)
Adjustment for :				
Depreciation		275.68	267.47	291.01
Interest Paid		180.46	146.57	114.67
Provision of Gratuity		14.04	(4.44)	11.36
Loss/(Profit) on Sale of Asset		7.03	(24.44)	(40.81)
Interest Income		(10.95)	(0.12)	(0.11)
Dividend Income		-	-	(0.002)
Adjustment with the Retained earnings		-	-	(2,008.97)
<b>Operating profit before working capital changes</b>		<b>(474.19)</b>	<b>70.07</b>	<b>(1,983.75)</b>
Changes in Working Capital				
(Increase)/Decrease in Inventories		(89.61)	28.25	(96.05)
(Increase)/Decrease in Trade Receivables		29.13	(9.82)	12.02
Increase)/Decrease in Short Term Loans & Advances and Provisions		(3.37)	(22.89)	(61.82)
(Increase)/Decrease in Other Current Assets		(25.42)	27.80	66.29
Increase/(Decrease) in Trade Payables		10.92	(91.15)	(224.19)
Increase/(Decrease) in Other Current Liabilities		(7.04)	(72.73)	(56.37)
Increase/(Decrease) in Short Term Provisions		26.47	(34.89)	21.96
<b>Cash generated from operations</b>		<b>(533.11)</b>	<b>(105.35)</b>	<b>(2,321.92)</b>
Less:- Income Taxes paid		-	-	-
<b>Net cash flow from operating activities</b>	<b>A</b>	<b>(533.11)</b>	<b>(105.35)</b>	<b>(2,321.92)</b>
<b>B) Cash Flow From Investing Activities :</b>				
Purchase of Fixed Assets including of CWIP		(220.79)	(249.72)	(247.48)
Investment made/Sold during the year		<b>0.50</b>	-	0.00
Increase/(Decrease) in Long Term Loans and Advances		<b>(20.44)</b>	<b>(8.77)</b>	242.95
Increase/(Decrease) in Other Non-Current Assets		<b>9.82</b>	<b>30.10</b>	1,713.21
Interest Income		10.95	0.12	0.11
Dividend Income		-	-	0.00
<b>Net cash flow from investing activities</b>	<b>B</b>	<b>(219.97)</b>	<b>(228.27)</b>	<b>1,708.79</b>
<b>C) Cash Flow From Financing Activities :</b>				
Proceeds from Issue of Share Capital		5,800.00	-	-
Conversion of Preference share Capital to Equity		(2,300.00)	-	-
Increase/(Decrease) in Short Term Borrowings		754.44	(18.81)	66.37
Increase/(Decrease) in Long Term Borrowings and Provisions		(3,261.90)	488.56	666.17
Interest Paid		(180.46)	(146.57)	(114.67)
<b>Net cash flow from financing activities</b>	<b>C</b>	<b>812.07</b>	<b>323.17</b>	<b>617.87</b>
<b>Net Increase/(Decrease) In Cash &amp; Cash Equivalents</b>	<b>(A+B+C)</b>	<b>59.00</b>	<b>(10.45)</b>	<b>4.74</b>
<b>Cash equivalents at the beginning of the year</b>		<b>10.73</b>	<b>21.18</b>	<b>16.44</b>
<b>Cash equivalents at the end of the year</b>		<b>69.73</b>	<b>10.73</b>	<b>21.18</b>

**Notes:**

Sr. No	PARTICULARS	For the Year ended on		
		31-03-22	31-03-21	31-03-20
1.	Component of Cash and Cash equivalents			
	Cash on hand	2.03	3.66	3.01
	Balance With banks	65.70	5.07	16.17
	Other Bank Balance	2.00	2.00	2.00
		<b>69.73</b>	<b>10.73</b>	<b>21.18</b>

2.	Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, financing and investing activities of the company are segregated.
The accompanying summary of significant accounting policies, restated notes to accounts and notes on adjustments for restated standalone financial Statement (Annexure IV & V ) are an integral part of this statement.	

## ANNEXURE-IV

### SIGNIFICANT ACCOUNTING POLICY AND NOTES TO THE RESTATED STANDALONE FINANCIAL STATEMENTS

#### A. BACKGROUND

Lloyds Luxuries Limited was originally incorporated as a private limited company in the name of “Lloyds Luxuries Private Limited” on October 21, 2013 under the provisions of the Companies Act, 1956 with the Registrar of Companies, Maharashtra, Mumbai. The Company was converted into a Public Limited Company and consequently the name of the Company was changed from “Lloyds Luxuries Private Limited” to “Lloyds Luxuries Limited” vide a fresh certificate of incorporation dated January 29, 2014, issued by the Registrar of Companies Maharashtra, Mumbai bearing CIN U74999MH2013PLC249449.

#### B. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

##### **1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

The Restated Standalone Statement of Assets and Liabilities of the Company as on March 31, 2022, March 31, 2021, and March 31, 2020 and the Restated Standalone Statement of Profit and Loss and Restated Standalone Statements of Cash Flows for the year ended on March 31, 2022, March 31, 2021, and March 31, 2020 and the annexure thereto (collectively, the “**Restated Standalone Financial Statements**”) have been extracted by the management from the Audited Financial Statements of the Company for the year ended on March 31, 2022, March 31, 2021, and March 31, 2020.

The financial statements are prepared and presented under the historical cost convention and evaluated on a going-concern basis using the accrual system of accounting in accordance with the accounting principles generally accepted in India (Indian GAAP) and the requirements of the Companies Act, including the Accounting Standards as prescribed by the Section 133 of the Companies Act, 2013 (“the Act”) read with Rule 7 of Companies (Accounts) Rules, 2014.

##### **2. USE OF ESTIMATES**

The preparation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities, if any, as at the date of the financial statements and reported amounts of income and expenses during the year. The difference between the actual results and estimates are recognized in the period in which results are known or materialized.

##### **3. PROPERTY, PLANT AND EQUIPMENTS**

Fixed assets are carried at cost of acquisition less depreciation. The cost includes the expenditure incurred till the date of commencement of business which is directly attributable to fixed assets.

Subsequent expenditures related to an item of tangible asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

##### **4. DEPRECIATION**

- i. Depreciation on fixed assets is provided on the straight-line method as per the useful life decided by the management, which is as follows:

Sr.	Nature of Asset	Useful life
1.	Leasehold Property	Initial Lease Term
2.	Service Machinery	20 years
3.	Office Equipment's	10 years
4.	Computers	5 years
5.	Electrical Fittings	10 years
6.	Furniture & fixtures	10 years

- ii. Leasehold improvements are amortized over the period of initial term lease.
- iii. Individual assets having life of less than one year are entirely depreciated in the year of acquisition.

- iv. Depreciation on addition/deletion to fixed assets during the year is provided on pro-rata basis from the date of such addition/deletion as the case may be.
- v. The fixtures which form part of leasehold premises are depreciated over the lease period as per the lease contract entered into by the company.
- vi. The assets having value of Rs. 5,000 or less are fully depreciated in the year of purchase.
- vii. Residual Value for fixed assets has been calculated at 2% of purchase value.
- viii. Service Equipments are fully depreciated in the year of purchase.

#### **5. FOREIGN EXCHANGE TRANSACTIONS:**

- i. Transactions in foreign currency are recorded at exchange rates prevailing on the dates of respective transactions.
- ii. The difference in translation and realized gains and losses on foreign exchange transactions are recognized in the Profit and Loss Account.
- iii. The transactions that are due at the end of financial year are revalued at closing rate and the difference of realized gains and losses on foreign exchange transactions are recognized in the Profit and Loss Account.

#### **5. BORROWING COSTS**

Borrowing cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

#### **6. IMPAIRMENT OF ASSETS**

Wherever events or changes in circumstances indicate that the carrying value of fixed assets may be impaired, such assets are subject to a test of recoverability, based on discounted cash flows expected from use or disposal thereof. If the assets are impaired, loss is recognized.

#### **7. INVESTMENTS**

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

#### **8. INVENTORIES**

- i. Inventories, including those held by consignment agents, are valued at lower of cost and net realizable value.
- ii. Cost of inventories is determined on first-in-first out (FIFO) method of inventory valuation.
- iii. Cost of inventories comprises costs of purchase and other costs incurred in bringing them to their respective operating location.
- iv. The saleable products are classified under stock-in-trade and as traded goods.
- v. Consumption products and packing material are classified under spares and material.

#### **9. REVENUE RECOGNITION**

- i) Income from services rendered is recognized once the services are provided to the customer.
- ii) Membership sales are recognized on as and when they occur i.e. when the same is purchased by the customer and for the services which can be availed within a period of one year from the date of purchase.
- iii) Revenue on sale of gift card is recognized when gift card is sold/issued to customer instead of when redeemed.
- iv) Sale of product are recognized as below:

Sr. No	Type of Sale	Method of recognition
1	Outlet sale	At the time of POS *
2.	Channel sale	At the time of POS *
3	E- Commerce	At the time when the product is ready for dispatch.

\*Point of Sale (POS):- the point at which the customer makes the payment to the merchant in exchange for product.

- v) Sales for product sent on consignment are recognized when actual sales takes place.
- vi) Franchisee fees received from the franchisee is recognized as income based on the contractual agreement.

#### Other Operating Revenue

- i) Other Operating revenue comprises of income from ancillary activities incidental to the operation of the Company and is recognized when the right to receive the income is established as per the terms of the contract.
- ii) Interest on fixed deposits, Commission Income, and other Incentives etc. are recognized on time proportion basis.
- iii) Other income is accounted for on accrual basis in accordance with Accounting Standards (AS) 9- "Revenue Recognition".

#### 10. EMPLOYEE BENEFITS

##### i. Short term Employee Benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries and other incentives are recognized at the undiscounted amount in the Profit and Loss Account in the period in which the employee renders the related service.

##### ii. Long term Employee benefits:

The provision for gratuity is recognized on full liability basis and calculated as per the Payment of Gratuity Act, 1972 i.e. in the case of monthly rated employees, fifteen days salary is divided by the monthly rate of salary last drawn by the employee on twenty six day basis. Gratuity is payable to employees only if they serve the company for a minimum period of five years.

Provident Fund benefit to employees is provided for on accrual basis and charged to Profit and Loss Account.

#### 11. SEGMENT ACCOUNTING

The Company is engaged in the sale & services of men's groom care products which, in the context of Accounting Standard 17 on Segment Reporting constitutes a single reportable business segment. Therefore no separate segment disclosures are made by the Company.

#### 13. ACCOUNTING FOR TAXES ON INCOME

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

- a. Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.
- b. Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

The carrying amount of deferred tax assets are reviewed at each reporting date. The company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient



future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

#### **14. AMORTIZATION OF INTANGIBLE ASSETS:**

- i. The license amount is amortized over the license term i.e. 10 years.
- ii. The company amortizes the amount of software of a period of 5 years.

#### **15. CONTINGENT LIABILITIES AND PROVISIONS**

Provisions are recognized when the company has a legal and constructive present obligation as a result of a past event, for which it is probable that outflow of resources will be required and a reliable estimate can be made of the amount of the obligation.

Contingent liabilities are disclosed when there is a possible obligation that may result in an outflow of resources. Contingent assets are neither recognized nor disclosed.

#### **16. ACCOUNTING FOR OPERATING LEASE:**

The Company has various operating leases for premises; the leases are renewable on fixed periodic basis and are cancellable in nature after lock in period.

#### **16. EARNINGS PER SHARE:**

In determining the Earnings Per share, the company considers the net profit after tax which does not include any post tax effect of any extraordinary / exceptional item. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period. Subdivision/Consolidation of Shares has been considered in Restatement period as per AS 20 "Earnings per Share".

#### **17. CASH FLOW:**

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. Cash flows from operating, investing and financing activities of the Company are segregated, accordingly.

#### **C. CHANGES IN ACCOUNTING POLICIES IN THE YEARS COVERED IN THE RESTATED FINANCIALS**

There is no change in significant accounting policies during the period under restatement.

#### **D. NOTES ON RESTATEMENTS MADE IN THE RESTATED FINANCIALS**

1. The financial statements including other financial information have been prepared after making such regroupings and adjustments, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial statements/information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.
2. Amount due to entities covered under Micro, Small and Medium Enterprises as defined in the Micro, Small, Medium Enterprises Development Act, 2006, have been reported basis of the information memorandum received from the suppliers.

### 3. Employee benefits:

The Company has adopted the Accounting Standard 15 (revised 2005) on Employee Benefits as per an actuarial valuation carried out by an independent actuary. The disclosures as envisaged under the standard are as under:-

(Amount in Rs. Lakhs)

Particulars	31-03-2022	31-03-2021	31-03-2020
<b>1.The amounts recognized in the Balance Sheet are as follows:</b>			
Present value of unfunded obligations Recognized	34.67	22.03	30.07
<b>Net Liability</b>	<b>34.67</b>	<b>22.03</b>	<b>30.07</b>
<b>2.The amounts recognized in the Profit &amp; Loss A/c are as follows:</b>			
Current Service Cost	10.70	7.57	11.67
Interest on Defined Benefit Obligation	1.50	2.05	1.27
Expected Return on Plan Assets	-	-	-
Net actuarial losses (gains) recognised in the year	1.84	(17.66)	(1.58)
Total, Included in "Salaries, Allowances & Welfare"	<b>14.04</b>	<b>(8.04)</b>	<b>11.36</b>
<b>3.Changes in the present value of defined benefit obligation:</b>			
Defined benefit obligation as at the beginning of the year/period Net of Fair Value of Opening Plan Assets	22.03	30.07	18.71
Service cost	10.70	7.57	11.67
Interest cost	1.50	2.05	1.27
Expected Return on Plan Assets	-	-	-
Net actuarial losses (gains) recognised in the year	1.84	(17.66)	(1.58)
Benefit paid by the Company	(1.40)	-	-
<b>Defined benefit obligation as at the end of the year/period</b>	<b>34.67</b>	<b>22.03</b>	<b>30.07</b>
<b>Benefit Description</b>			
Benefit type:	Gratuity Valuation as per Act		
Retirement Age:	<b>58 years</b>	<b>58 years</b>	<b>58 years</b>
Vesting Period:	<b>5 years</b>	<b>5 years</b>	<b>5 years</b>
<b>The principal actuarial assumptions for the above are:</b>			
Future Salary Rise:	<b>7.00% P.A</b>	<b>7.00% P.A</b>	<b>7.00% P.A</b>
Discount rate per annum:	<b>6.80% P.A</b>	<b>6.80% P.A</b>	<b>6.80% P.A</b>
Attrition Rate:	5% at younger ages and reducing to 1% at older ages according to graduated scale		
Mortality Rate:	<b>IALM 2012-14 Ultimate</b>	<b>IALM 2012-14 Ultimate</b>	<b>IALM 2006-08 Ultimate</b>

4. **Provisions, Contingent Liabilities and Contingent Assets (AS 29)**

Contingent liabilities and commitments (to the extent not provided for). There are no contingent liabilities as on the end of respective period except as mentioned in Annexure -AB, for any of the years covered by the statements.

5. **Related Party Disclosure (AS 18)**

Related party transactions are reported as per AS-18 of Companies (Accounting Standards) Rules, 2006, as amended, in the Annexure – Y of the enclosed financial statements.

6. **Accounting For Taxes on Income (AS 22)**

Deferred Tax liability/Asset in view of Accounting Standard – 22: “Accounting for Taxes on Income” as at the end of the year/period is reported as under:

(Amount in Lakhs Rs.)

Particulars	As at		
	31-03-2022	31-03-2021	31-03-2020
Major Components of deferred tax arising on account of timing differences are:			
Timing Difference Due to Depreciation	301.84	222.88	169.25
Deferred Tax Assets/(Liabilities) (A)	78.48	57.95	44.01
Provision of Gratuity as at the end of year	33.77	21.63	29.52
Timing Difference Due to Gratuity Expenses	33.77	21.63	29.52
Deferred Tax Assets/(Liabilities) (B)	8.78	5.62	7.67
<b>Cumulative Balance of Deferred Tax Assets/(Liability) (Net) (A+B)</b>	<b>87.26</b>	<b>63.57</b>	<b>51.68</b>

7. **Earnings Per Share (AS 20):**

Earnings per Share have been calculated is already reported in the Annexure –X of the enclosed financial statements.

8. **Realizations:**

The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of property, plant and equipment, investments, inventories, receivables and other current assets. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company, as at the date of approval of these Restated financials has used internal and external sources on the expected future performance of the Company and management expects the carrying amount of these assets will be recovered and sufficient liquidity is available to fund the business operations for at least another 12 months. Given the uncertainty because of COVID-19, the final impact on the Company’s assets in future may differ from that estimated as at the date of approval of these restated Financials.

9. **Contractual liabilities**

All other contractual liabilities connected with business operations of the Company have been appropriately provided for.

10. **Amounts in the financial statements**

Amounts in the financial statements are reported in Indian Rupees in lakhs and rounded off to second digit of decimal. Figures in brackets indicate negative values.

### 11. Auditors Qualifications –

Details of Auditors qualifications and their impact on restated financial statement is given below.

a) Qualification which required adjustment in restated financial statements

Financial Year	Audit Qualifications	Remark
2019-20	The Statutory Auditors of the Company has issued qualified opinion on account of manner of accounting for Branding, marketing and initial set up costs incurred aggregating to Rs 384.37 Lakhs which has been accounted under the head Non-Current Assets in the Balance sheet. According to Auditors the manner of such accounting is not in accordance with the AS-26 “Intangible Assets” and further stated that had the correct accounting been followed by the Company, profit as declared in Audited financials would have been lower to the extent of Rs. 384.37 Lakhs and would have resulted in Loss of Rs 339.22 Lakhs.	We have considered the same in restatement, and effect of the same has been given in Restated financials.
2020-21	The Statutory Auditors of the Company has issued qualified opinion on account of manner of accounting for Branding, marketing and initial set up costs incurred aggregating to Rs 272.07 Lakhs which has been accounted under the head Non-Current Assets in the Balance sheet. According to Auditors the manner of such accounting is not in accordance with the AS-26 “Intangible Assets” and further stated that had the correct accounting been followed by the Company, profit as declared in Audited financials would have been lower to the extent of Rs. 272.07 Lakhs and would have resulted in Loss of Rs 259.04 Lakhs.	
2021-22	The Statutory Auditors of the Company has issued qualified opinion on account of manner of accounting for Branding, marketing and initial set up costs incurred aggregating to Rs 938.01 Lakhs which has been accounted under the head Non-Current Assets in the Balance sheet. According to Auditors the manner of such accounting is not in accordance with the AS-26 “Intangible Assets” and further stated that had the correct accounting been followed by the Company, profit as declared in Audited financials would have been lower to the extent of Rs. 938.01 Lakhs and would have resulted in Loss of Rs 930.66 Lakhs.	

b) Qualification which does not require adjustment in restated financial statements – Details given below

Financial Year	Audit Qualifications
2019-20	a) Company has not maintained Fixed assets register with details of all individual assets and their costs. b) The Company was unable to carry out the physical verification exercise of its fixed assets due to Covid -19 Pandemic lockdown.
2020-21	a) Company has not maintained Fixed assets register with details of all individual assets and their costs. b) The Company was unable to carry out the physical verification exercise of its fixed assets due to Covid -19 Pandemic lockdown.
2021-22	The Company was unable to carry out the physical verification exercise of its fixed assets.

**ANNEXURE-V****MATERIAL ADJUSTMENTS [AS PER THE ICDR) REGULATION]**

Appropriate adjustments have been made in the restated financial statements, whenever required, by reclassification of the corresponding items of assets, liabilities and cash flow statement, in order to ensure consistency and compliance with requirement of Company Act 2013, and Accounting Standards.

The Summary of results of restatements made in the audited financial statements of the Company for the respective years and their impact on the profit /(losses) of the Company is as under.

**Statement of adjustments in the Financial Statements****Statement of Surplus in Profit and Loss Account****(Amount in Lakhs Rs.)**

<b>Particulars</b>	<b>31-Mar-22</b>	<b>31-Mar-21</b>	<b>31-Mar-20</b>
Reserves and Surplus as per audited accounts but before adjustments for restated accounts:	(936.16)	(950.71)	(964.35)
Add: Cumulative Adjustment made in Statement of Profit and Loss Account	(1,615.90)	(684.57)	(367.86)
Adjustment with the Opening Reserves as on 01-04-2019	(2,096.93)	(2,096.93)	(2,096.93)
Net Adjustment in Profit and Loss Account	(3,712.83)	(2,781.50)	(2,464.78)
<b>Reserves and Surplus as per Restated Accounts:</b>	<b>(4,648.98)</b>	<b>(3,732.21)</b>	<b>(3,429.13)</b>

**Statement of Profit and Loss after Tax**

The reconciliation of Profit/(loss) after tax as per audited results and the Profit/(loss) after tax as per Restated accounts is presented below in Table-1. This summarizes the results of restatements made in the audited accounts for the respective years and its impact on the respective year profit & losses of the company.

**(Amount in Lakhs Rs.)**

<b>Particulars</b>	<b>31-03-2022</b>	<b>31-03-2021</b>	<b>31-03-2020</b>
Net Profit/(loss) after Tax as per audited accounts but before adjustments for restated accounts:	14.54	13.64	44.05
(Short)/Excess Provision of Salary for the FY 2020-21	-	(1.35)	-
Short/(Excess) Provision for Deferred Tax Assets	15.34	9.24	19.16
Wrong Creation of Intangible Assets as per AS- 26 (Restatement of Auditor Qualification)	(938.01)	(272.07)	(371.34)
Refund to customer not reduced from revenue and accounted as advance to creditor	(2.11)	(2.70)	-
(Short)/Excess Provision for Income Tax	1.15	2.03	9.03
Accrued Interest on Fixed Deposit not accounted, rectified in Restatement	0.07		
Software Expenses wrongly capitalized, now charged to Statement of Profit and loss	-	(0.54)	(16.74)
Adjustment for non-booking of expenses for FY 2020-21	-	(0.85)	-
Short/(Excess) Provision for Depreciation	(8.00)	(38.44)	(50.40)
Disposal of Leasehold premises due to closure of outlet	-	(7.16)	-
Sundry Balances Written off	-	0.36	(0.36)

Adjustment of Reversal of Excess booking of Expenses	-	(5.00)	0.14
Adjustment of Prior period Expenses in respective year	0.24	(0.24)	3.87
Booking of Revenue as per Franchisee Agreement	-	-	38.78
Net Adjustment in Profit and Loss Account	(931.33)	(316.72)	(367.86)
<b>Net Profit/(Loss) After Tax as per Restated Accounts:</b>	<b>(916.78)</b>	<b>(303.07)</b>	<b>(323.80)</b>

**a) Adjustment on account of Short Provision of Expenses**

During the restatement, Company has observed that Salary provision for the FY 2020-21 has is short by Rs. 1.35 Lakhs and accordingly the same has been provided in Restated Statement of Profit and Loss for FY 2020-21. The payment of salary took place in FY 2021-22.

**b) Adjustment on account of Provision of Deferred Tax Assets:**

Due to Provision for Gratuity (Employee benefits), Change in depreciation and WDV of Fixed Assets as per Books during the period of restatement, The Company has recalculated the deferred tax liability and deferred tax assets at the end of respective year ended at the rate of normal Tax rate applicable at the end of relevant year. Further in view of management, Deferred Tax assets has not been created on unabsorbed business losses and depreciation in absence of virtual certainty of future taxable income as on 31.03.2022. Due to same deferred tax assets has been recognized in the Restated Statement of Profit and Loss of the respective year. For more details refer table of Reconciliation of Statement of Profit and loss as above.

**c) Adjustment on account of AS -26**

During the restatement, Company has observed that Miscellaneous Assets recorded in the books as on 31.03.2022 of Rs. 3578.32 Lakhs does not meet the asset recognition criteria as specified in AS -26 "Intangible Assets", and therefore the management has charged the expenses of respective year to its Restated Statement of Profit and loss Account during the FY 2019-20, FY 2020-21 and FY 2021-22. Further the expenses related to period prior to 01-04-2019 has been adjusted with the opening retained earnings as on 01-04-2019. For more details refer table of Reconciliation of Statement of Profit and loss as above.

**d) Adjustment on account of Refund to Customers**

During the restatement, Company has observed that certain debit balances (Assets) is on account of refund made to customers towards sales/service credit note/refund which has not been reduced from revenue from operation, therefore the same has been reduced from revenue from operation of respective Restated Statement of Profit and Loss. For more details refer table of Reconciliation of Statement of Profit and loss as above.

**e) Provision of Income Tax (Current/Prior Period):**

During the restatement, the Income tax provision was recalculated on restated Profit/(Loss) of respective year as per the prevailing tax rates, accordingly the effect of revised income tax provision has been made in the Restated Statement of Profit and Loss account. Short/(Excess) provision has adjusted in respective year/period. For More details, refer Annexure AA enclosed with the Restated Financial Statement.

**f) Adjustment on account of Non-accrual of Interest Income on Fixed Deposit**

During the restatement, Company has observed that in FY 2021-22 Interest on Fixed deposit has not been accounted in the books basis of mercantile system of accounting and accordingly the same has been given effect in Restated Statement of Profit and Loss for FY 2021-22.

**g) Adjustment on account of wrong accounting of revenue nature expenses**

During the restatement, Company has observed that in FY 2019-20 and FY 2020-21, Software subscription expenses of revenue nature were wrongly recognized as Fixed Assets. Therefore, the same has been given effect in Restated Statement of Profit and Loss of respective year and necessary effect also given in Schedule of Fixed assets, and related depreciation during the period of restatement.

**h) Adjustment on account of non-booking of revenue nature expenses**



During the restatement, Company has observed that in FY 2020-21, Few expenses were not booked and due to the same payment thereof resulted in debit balance (Assets), which has been rectified during the restatement and accordingly the same has been given effect in Restated Statement of Profit and Loss for the respective years.

**i) Accounting of Depreciation (AS -6)**

During the restatement of Accounts, the Company has Identified that depreciation on leasehold premises were not calculated basis of the policy of the Company i.e. Useful life – initial lease term, therefore the revised depreciation was calculated since beginning of the Company. The revised WDV and correction in leasehold depreciation also resulted changes in depreciation during the period of restatement. Further few leasehold premises which were vacated/surrendered was not given the effect of disposal in fixed assets schedule. During the restatement wrongly accounted fixed assets like software also removed and charged to Restated Statement of Profit and loss account. Therefore, the management has charged the short depreciation/disposal of fixed assets of respective year to its Restated Statement of Profit and loss Account during the FY 2019-20, FY 2020-21 and FY 2021-22. Further the depreciation/disposal related to period prior to 01-04-2019 has been adjusted with the opening retained earnings as on 01-04-2019. For more details refer table of Reconciliation of Statement of Profit and loss as above.

**j) Accounting of Prior Period Expenses:**

During the restatement of Expenses booking has been reconsidered basis of the year to which expenses is pertaining to and accordingly all prior period expenses has been charged to Restated Statement of Profit and Loss account of respective years. It also includes sundry balances written off, excess booking of expenses.

**k) Accounting of Franchisee Fee:**

During the restatement, the management has identified that advance franchisee fee of Rs 36.78 Lakhs received in FY 2019-20, was required to be booked in revenue as per the franchise agreement, therefore the same has been considered as FY 2019-20 income and necessary effect has been given advance received from customers in restated financials

**For, R K Jagetiya & CO.**

Chartered Accountant

FRN: 146264W

Sd/-

**(Ravi K Jagetiya)**

Proprietor

M. No. 134691

Place: Mumbai

Date: 12<sup>th</sup> August, 2022

UDIN: 22134691APNWTL9251

## ANNEXURE – A

## RESTATED STANDALONE STATEMENT OF SHARE CAPITAL, RESERVES AND SURPLUS

(Amt. in Rs. Lakhs, Except Share Data)

Particulars	As at		
	31-03-22	31-03-21	31-03-20
<b>Share Capital</b>			
<b>Authorised Share Capital</b>			
Equity shares of Rs.10 each	25,000,000	-	-
Equity shares of Rs. 1 each	-	20,000,000	20,000,000
Equity Share Capital in Rs.	2,500.00	200.00	200.00
Preference shares of Rs.10 each	-	-	-
Preference shares of Rs.1 each	-	230,000,000	230,000,000
Preference Share Capital in Rs.	-	2,300.00	2,300.00
<b>Issued, Subscribed and Paid up Share Capital</b>			
Equity Shares of Rs. 10 each fully paid up	16,500,000	-	-
Equity Shares of Rs. 1 each fully paid up	-	20,000,000	20,000,000
Equity Share Capital (in Rs.)	1,650.00	200.00	200.00
Non-Convertible, non-cumulative and Redeemable Preference Shares of Rs.10/- each	-	23,000,000	23,000,000
Preference Share Capital (in Rs.)	0	2,300.00	2,300.00
<b>Total</b>	<b>1,650.00</b>	<b>2,500.00</b>	<b>2,500.00</b>
<b>Reserves and Surplus</b>			
<b>Surplus in Profit and Loss account</b>			
Opening Balance	(3,732.21)	(3,429.13)	(3,105.33)
Profit for the Year	(916.78)	(303.07)	(323.80)
Less: Adjustment on Account of prior period Income Tax	-	-	-
Less: Deletion on account of Bonus Issue	-	-	-
<b>Closing Balance</b>	<b>(4,648.98)</b>	<b>(3,732.21)</b>	<b>(3,429.13)</b>
<b>Securities Premium Reserve</b>			
Opening Balance	-	-	-
Addition during the year	4,350.00	-	-
Deletion on account of Bonus Issue	-	-	-
<b>Closing Balance</b>	<b>4,350.00</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>(298.98)</b>	<b>(3,732.21)</b>	<b>(3,429.13)</b>

## 1. Terms/rights attached to equity shares:

- i. The company has only one class of shares referred to as equity shares having a par value of Rs. 10/- as on 31st March, 2022. Each holder of equity shares is entitled to one vote per share. During the FY 2021-22, on March 14, 2022, variation to the existing nature and terms of Preference Share Capital was done from 2,30,00,000, 7% Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs. 10/- each amounting to Rs. 23,00,00,000/- issued by the Company to 2,30,00,000, 7% Non-Cumulative Optionally Convertible Redeemable Preference Shares. Further on March 22, 2022, the Nominal value of Equity Shares of the Company was consolidated from Rs. 1/- per Equity Shares Share to Rs. 10/- per Equity Shares Share. Therefore, 25,00,00,000 Equity Shares of the Company of Nominal value of ₹ 1/- each was consolidated into 2,50,00,000 Equity Shares of Nominal value of ₹10 each. Further On March 22, 2022, the face value of Equity Shares of the Company was consolidated from Rs. 1.00 per Equity Shares Share to Rs. 10/- per Equity Shares Share. Therefore, 16,50,00,000 Equity Shares of the Company of face value of ₹ 1/- each was consolidated into 1,65,00,000 Equity Shares of face value of ₹10/- each.
- ii. In the event of liquidation of the Company, the holders of equity shares shall be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The amount distributed will be in proportion to the number of equity shares held by the shareholders.

2. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
3. Company does not have any Revaluation Reserve.

## 4. The reconciliation of the number of Equity shares outstanding as at: -

Particulars	31-03-22	31-03-21	31-03-20
Number of shares (Face value Rs 1) at the beginning	20,000,000	20,000,000	20,000,000
Number of shares (Face value Rs 10) at the beginning	-	-	-
Add: Issue of Shares (Face value Rs 10)	14,500,000	-	-
Add: Bonus Shares	-	-	-
Number of shares (Face value Rs 1) at the beginning	-	20,000,000	20,000,000
Number of shares (Face value Rs 10) at the beginning	16,500,000	-	-
5. The reconciliation of the number of Preference shares outstanding as at: -			
Particulars	31-03-22	31-03-21	31-03-20
Number of shares (Face value Rs 10) at the beginning	23,000,000	23,000,000	23,000,000
Add: Fresh Issue of Shares	-	-	-
Less: Conversion into Equity	(23,000,000)	-	-
Number of shares (Face value Rs 10) at the end	-	23,000,000	23,000,000
6. The detail of shareholders holding more than 5% of Total Equity Shares: -			
Name of Shareholders	31-03-22	31-03-21	31-03-20
Plutus Trade & Commodities LLP (Face value of Rs.1)	-	18,999,950	18,999,950
Plutus Trade & Commodities LLP (Face value of Rs.10)	16,399,995	-	-
7. The detail of shareholders holding more than 5% of Total Preference Shares: -			
Name of Shareholders	31-03-22	31-03-21	31-03-20
Lloyds Metals & Minerals Trading LLP - (Face value of Rs.10)	-	23,000,000	23,000,000
8. Shares held by promoters at the end of the respective year is as under			
<b>8a) Shares held by promoters at the end of the year 31st March 2022</b>			
Promoter Name	No. of Shares (Face Value Rs. 10/- each)	% of total shares	% Change during the year
Plutus Trade & Commodities LLP	16,399,995	99.39%	4.39%
Shree Krishna Mukesh Gupta	1	0.00%	0.00%
<b>Total</b>	<b>16,399,996</b>	<b>99.39%</b>	<b>4.39%</b>
<b>8b) Shares held by promoters at the end of the year 31st March 2021</b>			
Promoter Name	No. of Shares (Face Value Rs. 1/- each)	% of total shares	% Change during the year
Plutus Trade & Commodities LLP	18,999,950	95.00%	0.00%
Shree Krishna Mukesh Gupta	10	0.00%	0.00%
<b>Total</b>	<b>18,999,960</b>	<b>95.00%</b>	<b>0.00%</b>
<b>8c) Shares held by promoters at the end of the year 31st March 2020</b>			
Promoter Name	No. of Shares (Face Value Rs. 1/- each)	% of total shares	% Change during the year
Plutus Trade & Commodities LLP	18,999,950	95.00%	0.00%
Shree Krishna Mukesh Gupta	10	0.00%	0.00%
<b>Total</b>	<b>18,999,960</b>	<b>95.00%</b>	<b>0.00%</b>
7. The above statement should be read with the significant accounting policies and notes to restated Standalone statements of assets and liabilities, Standalone Statement of profits and losses and Standalone Statement of cash flows appearing in Annexures IV, I, II and III.			

**ANNEXURE – B**  
**RESTATED STANDALONE STATEMENT OF LONG TERM AND SHORT TERM BORROWINGS**

(Amount in Rs. Lakhs)

Particulars	As at		
	31-03-22	31-03-21	31-03-20
<b>(Secured)</b>			
<b>(a) Term loans</b>			
From Bank & Financial Institutions	-	1,061.78	933.68
Sub-total (a)	-	<b>1,061.78</b>	<b>933.68</b>
<b>(Unsecured)</b>			
<b>(b) Term loans</b>			
From Bank & Financial Institutions	-	-	-
From Others	-	-	-
Sub-total (b)	-	-	-
<b>(c) Loans and advances from related parties &amp; shareholders (Unsecured)</b>			
From Directors	-	-	-
From Relatives	-	-	-
From Body Corporate	-	297.34	-
Sub-total (c)	-	<b>297.34</b>	-
<b>(d) Loans and advances from others (Unsecured)</b>			
From Intercorporate deposits	-	1,901.39	1,834.67
Sub-total (d)	-	<b>1,901.39</b>	<b>1,834.67</b>
<b>Total (a+b+c+d)</b>	-	<b>3,260.50</b>	<b>2,768.35</b>
Short Term Borrowings			
<b>Secured</b>			
<b>Loan Repayable on Demand</b>			
From Banks and Financial Institution	-	30.00	30.00
From Other Parties	-	-	-
Sub total (a)	-	<b>30.00</b>	<b>30.00</b>
<b>Unsecured</b>			
Intercorporate Loan from related parties		-	22.02
Intercorporate Loan from other body corporate	802.00	-	-
Sub Total (b)	<b>802.00</b>	-	<b>22.02</b>
Current Maturities of Long Term Debt	-	17.55	14.35
Sub Total (c)	-	<b>17.55</b>	<b>14.35</b>
<b>Total (a+b+c)</b>	<b>802.00</b>	<b>47.56</b>	<b>66.37</b>

**Note:**

- The above statement should be read with the significant accounting policies and notes to restated Standalone statements of assets and liabilities, Standalone Statement of profits and losses and Standalone Statement of cash flows appearing in Annexures IV, I, II and III.
- List of persons/entities classified as 'Promoters' and 'Promoter Group' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.
- The terms and conditions and other information in respect of Secured Loans are given in Annexure -B (A)
- The terms and conditions and other information in respect of Unsecured Loans are given in Annexure - B (B)

**ANNEXURE – B(A)**  
**RESTATED STANDALONE STATEMENT OF PRINCIPAL TERMS OF SECURED TERMS LOANS AND ASSETS CHARGED AS SECURITY**

Name of Lender	Purpose of Credit Facility	Sanctioned Amount (Lakhs Rs.)	Rate of interest	Prime offered Securities	Re-Payment Schedule		Moratorium (In Months)	Outstanding amount as on (as per Books) (Rs. Lakhs)		
					No of EMI (No of Months)	EMI Amount (Rs. In Lakhs)		31-03-22	31-03-21	31-03-20
Citizencredit Bank - 0002 FITL	Restructured Interest (Term Loan)	116.00	12%	Hyp. Of Equipments/Machinery, Fittings, Softwares, Electrical Fittings, Façade Signage, Computers, and Furnitures and Fixtures	87.00	21.40	16.00	-	66.14	-
Citizencredit Bank - 0007	Restructured - Term Loan 1	549.00	12%		90.00	19.00	-	554.81	537.96	
Citizencredit Bank - 0008	Restructured - Term Loan 2	419.00	12%		90.00	19.00	-	421.50	377.42	
HDFC Bank Ltd	Term Loan - Guaranteed Emergency Credit line	12.73	8.25%	Second ranking charge over existing primary and collateral securities including mortgages created in favour of the Bank. Further secured by personal guarantee of Mr. Shree krishna M Gupta. Mr Madhur Rajesh Gupta Mr Ravi Agarwal.	48	0.40	12	-	12.09	-
<b>Total</b>								-	<b>1,054.54</b>	<b>915.38</b>

**Note:**

- The Company has availed Term loan Credit capital facility from Citizencredit Bank. Loan is primarily secured by way of Exclusive Charge on Stock and Book debts of the Company. Further the loan is also having collateral security as under - :
  - Office no. 402, 4th floor, Om Chambers, Plot No T-29,30 and 31, Pimpri Industrial Area, Pune – 411026
 Further the above loan is secured by way of irrevocable personal/Corporate guarantee of followings
  - Mr. Mukesh Gupta
  - Mr. Shree krishna Gupta (Director)
  - Pune IT Space Solutions Pvt Ltd
  - Plutus Trade & Commodities LLP
  - Lloyds Metals & Minerals Trading LLP

**ANNEXURE – B(B)**  
**RESTATED STANDALONE STATEMENT OF TERMS & CONDITIONS OF UNSECURED LOANS**

A) Details of Unsecured Loans outstanding as at the end of the latest Reporting period from Directors/Promoters/Promoter Group /Associates/Relatives of Directors/Group Companies/other entities

Unsecured Loans from Promoters/Directors are interest free and all are taken without any preconditions attached towards repayments.

Name of Lender	Purpose	Rate of interest	Re-Payment Schedule	Moratorium	Outstanding amount as on (as per Books) Rs. In Lakhs		
					31-03-22	31-03-21	31-03-20
Aaren Trade Realty Developers Pvt Ltd	Business Loan	NIL	Demand Loan	NA	-	1,850.02	1,782.58
Lloyds Steels Industries Ltd - Loan	Business Loan	NIL	Demand Loan	NA	-	297.33	-
Plutus Trade And Commodities LLP	Business Loan	NIL	Demand Loan	NA	-	0.01	-
Shiv Shankar Resources Limited	Business Loan	NIL	Demand Loan	NA	-	41.09	-
Suyash Mercantile Private Limited	Business Loan	NIL	Demand Loan	NA	-	10.27	-
Halan Investments	Business Loan	NIL	Demand Loan	NA	-	-	52.09
Lloyed Metals and Energy Ltd	Business Loan	NIL	Demand Loan	NA	-	-	22.02
Duli Trade and Commodities Pvt Ltd	Business Loan	9.00%	Demand Loan	NA	802.00	-	-
HDFC Business Loan -2690	Business Loan	8.08%	Working Capital Term Loan, repayable in 41 no of EMI of 1.20 Lakhs each, starting from Jan-2020 to May-2023	NA	-	24.79	32.65
HDFC ME OD	Business Loan	8.70%	Demand Loan	NA	-	30.00	30.00
<b>Total</b>					<b>802.00</b>	<b>2,253.52</b>	<b>1,919.34</b>

**ANNEXURE – C**  
**RESTATED STANDALONE STATEMENT OF DEFERRED TAX (ASSETS) / LIABILITIES**

(Amount in Rs. Lakhs)

Particulars	As at		
	31-03-22	31-03-21	31-03-20
Major Components of deferred tax arising on account of timing differences are:			
Timing Difference Due to Depreciation	301.84	222.88	169.25
Deferred Tax Assets/(Liabilities) (A)	78.48	57.95	44.01
Provision of Gratuity as at the year end	33.77	21.63	29.52
Timing Difference Due to Gratuity Expenses	33.77	21.63	29.52
Deferred Tax Assets/(Liabilities) (B)	8.78	5.62	7.67
<b>Cumulative Balance of Deferred Tax Assets/(Liability) (Net) (A+B)</b>	<b>87.26</b>	<b>63.57</b>	<b>51.68</b>

Note: The above statement should be read with the significant accounting policies and notes to restated Standalone statements of assets and liabilities, Standalone Statement of profits and losses and Standalone Statement of cash flows appearing in Annexures IV, I, II and III.

**ANNEXURE – D**  
**RESTATED STANDALONE STATEMENT OF LONG TERM PROVISIONS**

(Amount in Rs. Lakhs)

Particulars	As at		
	31-03-22	31-03-21	31-03-20
<b>Provision for Employee Benefits</b>			
Provision for Gratuity	33.77	21.63	29.52
Others	-	-	-
<b>Total</b>	<b>33.77</b>	<b>21.63</b>	<b>29.52</b>

**ANNEXURE – E**  
**RESTATED STANDALONE STATEMENT OF TRADE PAYABLES**

(Rs. in Lakhs)

Particulars	As at		
	31-03-22	31-03-21	31-03-20
<b>Trade Payables</b>			
<b>For Goods &amp; Services</b>			
Micro, Small and Medium Enterprises	-	-	-
Others	279.50	268.58	359.73
<b>Total</b>	<b>279.50</b>	<b>268.58</b>	<b>359.73</b>
Trade Payable Includes Dues to Related Party	4.56	9.40	7.08
Notes:			

- The above statement should be read with the significant accounting policies and notes to restated Standalone statements of assets and liabilities, Standalone Statement of profits and losses and Standalone Statement of cash flows appearing in Annexures IV, I, II and III.
- Amount due to entities covered under Micro, Small and Medium Enterprises as defined in the Micro, Small, Medium Enterprises Development Act, 2006, have been identified on the basis of information available with the Company.
- Ageing of the Supplier, alongwith any amount involved in disputes as required by Schedule III of Companies Act, 2013 is disclosed below after it becomes due for payment. In case of no credit terms defined the break-up of agewise supplier balance is given below after consiering from the date of transactions.



## Trade Payables ageing schedule: As at 31st March, 2022

(Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	252.12	23.83	3.56	-	279.50
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

## Trade Payables ageing schedule: As at 31st March, 2021

(Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	258.31	10.26	-	-	268.58
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

## Trade Payables ageing schedule: As at 31st March, 2020

(Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	348.48	10.19	1.06	-	359.73
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

## ANNEXURE – F

**RESTATED STANDALONE STATEMENT OF OTHER CURRENT LIABILITIES AND SHORT TERM PROVISIONS**  
 (Amount in Rs. Lakhs)

Particulars	As at		
	31-03-22	31-03-21	31-03-20
<b>Other Current Liabilities</b>			
<b>Accrued Interest but not due</b>	-	-	-
Statutory Payables	28.32	29.62	26.83
Advances Received from Customers	69.78	75.53	156.05
Provision for expenses	-	-	(5.00)
<b>Total</b>	<b>98.11</b>	<b>105.15</b>	<b>177.88</b>
<b>Short Term Provisions</b>			
<b>Provision for Employee Benefits</b>	77.30	50.60	86.22
Provision for Gratuity	0.90	0.41	0.56
Other Provisions	2.50	2.73	2.01
	<b>80.71</b>	<b>53.74</b>	<b>88.78</b>
<b>Other Provisions</b>			
Income tax Provisions net of Advance tax and TDS	-	-	-
<b>Total</b>	<b>80.71</b>	<b>53.74</b>	<b>88.78</b>

**Notes:** The above statement should be read with the significant accounting policies and notes to restated Standalone statements of assets and liabilities, Standalone Statement of profits and losses and Standalone Statement of cash flows appearing in Annexures IV, I, II and III.

**ANNEXURE – G**  
**RESTATED STANDALONE STATEMENT OF PROPERTY, PLANT & EQUIPMENT AND INTANGIBLE ASSETS**

Financial Year 2019-20

(In Lakhs Rs.)

Sr. No.	Particulars	Useful life no. of years	Gross Block				Accumulated Depreciation And Impairment				Net block	
			As on 01.04.2019	Additions for the year	Sale/ adjustment for the year	As At 31.03.2020	As on 01.04.2019	For The Year	Adjustment for sale / transfer	As At 31.03.2020	As at 31.03.2020	As at 31.03.2019
			INR	INR	INR	INR	INR	INR	INR	INR	INR	INR
	<b>TANGIBLE ASSETS:</b>											
<b>A</b>	Leasehold Property	Lease Term	634.88	10.94	9.58	636.23	264.12	107.34	2.68	368.78	267.45	370.76
<b>B</b>	Plant & Machinery :		-	-	-	-	-	-	-	-	-	-
(i)	Service Equipments	1	70.75	32.94	2.25	101.43	70.75	32.94	2.25	101.43	0.00	0.00
(ii)	Service Machinery	15	298.38	0.53	22.27	276.63	33.85	13.53	1.37	46.01	230.62	264.53
<b>C</b>	Office equipments	5	95.44	17.34	7.66	105.11	30.28	7.68	0.94	37.02	68.09	65.16
<b>D</b>	Computers	3	15.83	1.54	-	17.37	11.65	1.35	-	13.01	4.36	4.18
<b>E</b>	Furniture & Fixtures	7	1,003.50	265.84	16.01	1,253.34	190.59	101.89	3.15	289.33	964.01	812.92
<b>F</b>	Electrical Fittings	10	56.31	3.80	6.67	53.43	16.38	5.19	0.82	20.75	32.68	39.93
	<b>Sub Total</b>		<b>2,175.07</b>	<b>332.92</b>	<b>64.45</b>	<b>2,443.55</b>	<b>617.61</b>	<b>269.92</b>	<b>11.20</b>	<b>876.33</b>	<b>1,567.21</b>	<b>1,557.46</b>
	<b>INTANGIBLE ASSETS:</b>											
<b>G</b>	Software	3	-	-	-	-	-	-	-	-	-	-
<b>H</b>	License Rights	10	201.92	19.57	-	221.49	97.30	21.09	-	118.39	103.10	104.62
	<b>Sub Total</b>		<b>201.92</b>	<b>19.57</b>	<b>-</b>	<b>221.49</b>	<b>97.30</b>	<b>21.09</b>	<b>-</b>	<b>118.39</b>	<b>103.10</b>	<b>104.62</b>
<b>J</b>	Capital work-in-progress		55.45	3.36	14.31	44.51				-	44.51	55.45
	<b>TOTAL</b>		<b>2,432.45</b>	<b>355.85</b>	<b>78.76</b>	<b>2,709.54</b>	<b>714.91</b>	<b>291.01</b>	<b>11.20</b>	<b>994.72</b>	<b>1,714.82</b>	<b>1,717.53</b>

Financial Year 2020-21

(In Lakhs Rs.)

Sr. No.	Particulars	Useful life no. of years	gross block				accumulated depreciation and impairment				Net block	
			As on 01.04.2020	Additions for the year	Sale/ adjustment for the year	As at 31.03.2021	As on 01.04.2020	For the year	Adjustment for sale / transfer	As at 31.03.2021	As at 31.03.2021	As at 31.03.2020
			INR	INR	INR	INR	INR	INR	INR	INR	INR	INR
	<b>TANGIBLE ASSETS:</b>											
<b>A</b>	Leasehold Property	Lease Term	636.23	28.60	14.71	650.12	368.78	99.04	7.55	460.27	189.85	267.45

<b>B</b>	Plant & Machinery :-			0.00				0.00				
(i)	Service Equipments	1	101.43	2.57		104.00	101.43	2.57		104.00	0.00	0.00
(ii)	Service Machinery	15	276.63	0.00		276.63	46.01	13.24		59.26	217.37	230.62
<b>C</b>	Office equipments	5	105.11	0.12		105.24	37.02	8.65		45.67	59.56	68.09
<b>D</b>	Computers	3	17.37	1.42		18.79	13.01	1.59		14.60	4.19	4.36
<b>E</b>	Furniture & Fixtures	7	1,253.34	10.44		1,263.78	289.33	111.62		400.94	862.84	964.01
<b>F</b>	Electrical Fittings	10	53.43	5.06		58.49	20.75	5.39		26.14	32.35	32.68
	<b>Sub Total</b>		<b>2,443.55</b>	<b>48.22</b>	<b>14.71</b>	<b>2,477.05</b>	<b>876.33</b>	<b>242.09</b>	<b>7.55</b>	<b>1,110.88</b>	<b>1,366.18</b>	<b>1,567.21</b>
	<b>INTANGIBLE ASSETS:</b>											
<b>G</b>	Software	3	0.00	0.00		0.00	0.00	0.00		0.00	0.00	0.00
<b>H</b>	License Rights	10	221.49	42.86		264.35	118.39	25.38		143.77	120.58	103.10
	<b>Sub Total</b>		<b>221.49</b>	<b>42.86</b>	<b>0.00</b>	<b>264.35</b>	<b>118.39</b>	<b>25.38</b>	<b>0.00</b>	<b>143.77</b>	<b>120.58</b>	<b>103.10</b>
<b>J</b>	Capital work-in-progress		44.51	269.60	79.33	234.78	0.00			0.00	234.78	44.51
	<b>TOTAL</b>		<b>2,709.54</b>	<b>360.68</b>	<b>94.04</b>	<b>2,976.18</b>	<b>994.72</b>	<b>267.47</b>	<b>7.55</b>	<b>1,254.64</b>	<b>1,721.53</b>	<b>1,714.82</b>

## Financial Year 2021-22

(In Lakhs Rs.)

Sr. No.	Particulars	Useful life no. of years	Gross block				Accumulated depreciation and impairment				Net block	
			As on 01.04.2021	Additions for the year	Sale/adjustment for the year	As at 31.03.2022	As on 01.04.2021	For the year	Adjustment for sale / transfer	As at 31.03.2022	As at 31.03.2022	As at 31.03.2021
			INR	INR	INR	INR	INR	INR	INR	INR	INR	INR
	<b>TANGIBLE ASSETS:</b>											
<b>A</b>	Leasehold Property	Lease Term	650.12	98.60	0.00	748.72	460.27	75.27	0.00	535.54	213.18	189.85
<b>B</b>	Plant & Machinery :-			0.00	0.00			0.00	0.00			
(i)	Service Equipment's	1	104.00	2.40	0.00	106.40	104.00	2.40	0.00	106.40	0.00	0.00
(ii)	Service Machinery	15	276.63	32.48	42.34	266.77	59.26	12.77	5.24	66.78	199.99	217.37
<b>C</b>	Office equipment's	5	105.24	48.18	2.60	150.82	45.67	13.51	0.53	58.65	92.17	59.56
<b>D</b>	Computers	3	18.79	7.42	0.00	26.21	14.60	2.82	0.00	17.42	8.79	4.19
<b>E</b>	Furniture & Fixtures	7	1,263.78	219.76	0.00	1,483.54	400.94	130.55	0.00	531.49	952.06	862.84
<b>F</b>	Electrical Fittings	10	58.49	32.46	0.00	90.95	26.14	9.08	0.00	35.22	55.74	32.35
	<b>Sub Total</b>		<b>2,477.05</b>	<b>441.29</b>	<b>44.94</b>	<b>2,873.41</b>	<b>1,110.88</b>	<b>246.39</b>	<b>5.77</b>	<b>1,351.49</b>	<b>1,521.92</b>	<b>1,366.18</b>
	<b>INTANGIBLE ASSETS:</b>											
<b>G</b>	Software	3	0.00	19.97		19.97	0.00	3.91		3.91	16.06	0.00
<b>H</b>	License Rights	10	264.35			264.35	143.77	25.38		169.14	95.21	120.58

	<b>Sub Total</b>		<b>264.35</b>	<b>19.97</b>	<b>0.00</b>	<b>284.32</b>	<b>143.77</b>	<b>29.29</b>	<b>0.00</b>	<b>173.06</b>	<b>111.26</b>	<b>120.58</b>
<b>J</b>	Capital work-in-progress		234.78	5.47	213.84	26.41	0.00			0.00	26.41	234.78
	<b>TOTAL</b>		<b>2,976.18</b>	<b>466.73</b>	<b>258.77</b>	<b>3,184.14</b>	<b>1,254.64</b>	<b>275.68</b>	<b>5.77</b>	<b>1,524.55</b>	<b>1,659.59</b>	<b>1,721.53</b>

**Notes:** The above statement should be read with the significant accounting policies and notes to restated Standalone statements of assets and liabilities, Standalone Statement of profits and losses and Standalone Statement of cash flows appearing in Annexures IV, I, II and III.

**ANNEXURE – H**  
**RESTATED STANDALONE STATEMENT OF NON-CURRENT INVESTMENTS**

(Amount in Rs. Lakhs)

Particulars	As at		
	31-03-22	31-03-21	31-03-20
<b>Non-Current Investment (At Cost)</b>			
Investment In Equity Share of Body Corporate	-	0.50	0.50
Investment in Joint Venture	-	-	-
<b>Total</b>	<b>-</b>	<b>0.50</b>	<b>0.50</b>

Notes: The above statement should be read with the significant accounting policies and notes to restated Standalone statements of assets and liabilities, Standalone Statement of profits and losses and Standalone Statement of cash flows appearing in Annexures IV, I, II and III.

**ANNEXURE – I**  
**RESTATED STANDALONE STATEMENT OF LONG-TERM LOANS AND ADVANCES**

(Amount in Rs. Lakhs)

Particulars	As at		
	31-03-22	31-03-21	31-03-20
<b>Unsecured, Considered Good unless otherwise stated</b>			
Capital Advance	10.81	9.81	10.09
Loans and Advances to Related Parties	-	-	-
Loans and Advances to Other Parties	-	-	-
Advance Tax & TDS (Net of Provisions) (Unsecured, Considered Good)	28.48	9.04	(0.02)
<b>Total</b>	<b>39.28</b>	<b>18.84</b>	<b>10.07</b>

Notes:

- The above statement should be read with the significant accounting policies and notes to restated Standalone statements of assets and liabilities, Standalone Statement of profits and losses and Standalone Statement of cash flows appearing in Annexures IV, I, II and III.
- Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are repayable on demand or without specifying any terms or period of repayment

**Outstanding balance of loans and advances as on 31st march 2022**

(Amount in Rs. Lakhs)

Type of Borrower	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans
Promoters	0	0
Directors	0	0
KMPs	0	0
Related Parties	0	0
Total	-	-

**Outstanding balance of loans and advances as on 31st march 2021**

(Amount in Rs. Lakhs)

Type of Borrower	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans
Promoters	0	0
Directors	0	0
KMPs	0	0
Related Parties	0	0
Total	-	-

## Outstanding balance of loans and advances as on 31st march 2020

(Amount in Rs. Lakhs)

Type of Borrower	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans
Promoters	0	0
Directors	0	0
KMPs	0	0
Related Parties	0	0
Total	-	-

**ANNEXURE – J**  
**RESTATED STANDALONE STATEMENT OF NON CURRENT ASSETS**

(Amount in Rs. Lakhs)

Particulars	As at		
	31-03-22	31-03-21	31-03-20
<b>Unsecured, Considered Good unless otherwise stated</b>			
Security Deposit	249.86	244.48	252.92
Other Non current Assets	0	15.20	36.86
<b>Total</b>	<b>249.86</b>	<b>259.68</b>	<b>289.78</b>

**Notes:**

- The above statement should be read with the significant accounting policies and notes to restated Standalone statements of assets and liabilities, Standalone Statement of profits and losses and Standalone Statement of cash flows appearing in Annexures IV, I, II and III.

**ANNEXURE – K**  
**RESTATED STANDALONE STATEMENT OF INVENTORIES**

(Amount in Rs. Lakhs)

Particulars	As at		
	31-03-22	31-03-21	31-03-20
Raw Materials	-	-	-
Stock in Transit	-	-	-
Stock in Trade	326.11	236.50	264.75
<b>Total</b>	<b>326.11</b>	<b>236.50</b>	<b>264.75</b>

**Note-:**

- Inventory has been physically verified by the management of the Company at the end of respective year except March 31, 2020 due to nationwide lockdown.
- The above statement should be read with the significant accounting policies and notes to restated Standalone statements of assets and liabilities, Standalone Statement of profits and losses and Standalone Statement of cash flows appearing in Annexures IV, I, II and III.

**ANNEXURE – L**  
**RESTATED STANDALONE STATEMENT OF TRADE RECEIVABLES**

(Amount in Rs. Lakhs)

Particulars	As at		
	31-03-22	31-03-21	31-03-20
<b>Outstanding for a period exceeding six months (Unsecured and considered Good)</b>			
From Directors/Promoters/Promoter Group/Associates/ Relatives of Directors/ Group Companies.	-	3.14	-
Others	28.54	26.59	19.58
<b>Outstanding for a period not exceeding 6 months (Unsecured and considered Good)</b>			
From Directors/Promoters/Promoter Group/Associates/ Relatives of Directors/ Group Companies.	-	20.00	11.95
Others	26.36	34.31	42.69
<b>Total</b>	<b>54.90</b>	<b>84.03</b>	<b>74.22</b>

- The above statement should be read with the significant accounting policies and notes to restated Standalone statements of assets and liabilities, Standalone Statement of profits and losses and Standalone Statement of cash flows appearing in Annexures IV, I, II and III.
- List of persons/entities classified as 'Promoters' and 'Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.
- Ageing of the Trade receivable, along with any amount involved in disputes, if any as required by Schedule III of Companies Act, 2013 is disclosed as below. Ageing of debtors is based on the date of transaction in case there is no credit period agreed at the time of Supply.

**Trade Receivables ageing schedule as at 31st March, 2022****(Rs. in Lakhs)**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables -considered good	26.36	2.43	8.89	17.23	-	54.90
(i) Undisputed Trade receivables -considered doubtful	-	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-

**Trade Receivables ageing schedule as at 31st March, 2021****(Rs. in Lakhs)**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables -considered good	54.31	11.29	18.44	-	-	84.03
(i) Undisputed Trade receivables -considered doubtful	-	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-

**Trade Receivables ageing schedule as at 31st March, 2020****(Rs. in Lakhs)**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables -considered good	54.64	18.35	0.12	1.11	-	74.22
(i) Undisputed Trade receivables -considered doubtful	-	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-

**ANNEXURE – M**  
**RESTATED STANDALONE STATEMENT OF CASH & CASH EQUIVALENTS**

**(Amount in Rs. Lakhs)**

Particulars	As at		
	31-03-22	31-03-21	31-03-20
<b>Cash and Cash Equivalents:</b> <b>(as per Accounting Standard 3: Cash flow Statements)</b>			
Balances with Banks in Current Accounts	65.70	5.07	16.17



Cash on Hand	2.03	3.66	3.01
Other Bank Balances (Margin Money against Bank Facility)			
Fixed Deposits	2.00	2.00	2.00
<b>Total</b>	<b>69.73</b>	<b>10.73</b>	<b>21.18</b>
Fixed deposits under lien with Banks/Financial Institution	2.00	2.00	2.00

I. The above statement should be read with the significant accounting policies and notes to restated Standalone statements of assets and liabilities, Standalone Statement of profits and losses and Standalone Statement of cash flows appearing in Annexures IV, I, II and III.

**ANNEXURE – N**  
**RESTATED STANDALONE STATEMENT OF SHORT-TERM LOANS AND ADVANCES**

(Amount in Rs. Lakhs)

Particulars	As at		
	31-03-22	31-03-21	31-03-20
<b>Unsecured, Considered Good unless otherwise stated</b>			
Security Deposit	-	-	-
Advances to Vendors	85.08	<b>82.41</b>	57.85
Balance With Revenue Authorities	-	-	-
Loans and advances to related parties	-	<b>2.04</b>	1.81
Loans and Advances to Employees	3.63	<b>2.38</b>	5.07
Other Loans and Advances	2.80	<b>1.31</b>	0.52
<b>Total</b>	<b>91.51</b>	<b>88.14</b>	<b>65.25</b>

- The above statement should be read with the significant accounting policies and notes to restated Standalone statements of assets and liabilities, Standalone Statement of profits and losses and Standalone Statement of cash flows appearing in Annexures IV, I, II and III.
- List of persons/entities classified as 'Promoters' and 'Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.
- Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are repayable on demand or without specifying any terms or period of repayment.

**Outstanding balance of loans and advances as on 31st march 2022**

(Amount in Rs. Lakhs)

Type of Borrower	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans
Promoters	-	-
Directors	-	-
KMPs	-	-
Related Parties	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**Outstanding balance of loans and advances as on 31st march 2021**

(Amount in Rs. Lakhs)

Type of Borrower	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans
Promoters	-	-
Directors	-	-
KMPs	-	-
Related Parties	2.04	100%
<b>Total</b>	<b>2.04</b>	<b>100%</b>

**Outstanding balance of loans and advances as on 31st march 2020**

(Amount in Rs. Lakhs)

Type of Borrower	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans
------------------	---	---

Promoters	-	-
Directors	-	-
KMPs	-	-
Related Parties	1.81	100%
<b>Total</b>	<b>1.81</b>	<b>1.00</b>

**ANNEXURE – O**  
**RESTATED STANDALONE STATEMENT OF OTHER CURRENT ASSETS**

(Amount in Rs. Lakhs)

Particulars	As at		
	31-03-22	31-03-21	31-03-20
Interest accrued on Fixed Deposit	0.07	-	-
Other Current Assets	66.79	41.44	69.24
<b>Total</b>	<b>66.86</b>	<b>41.44</b>	<b>69.24</b>

The above statement should be read with the significant accounting policies and notes to restated Standalone statements of assets and liabilities, Standalone Statement of profits and losses and Standalone Statement of cash flows appearing in Annexures IV, I, II and III.

**ANNEXURE – P**  
**RESTATED STANDALONE STATEMENT OF TURNOVER**

(Amount in Rs. Lakhs)

Particulars	for the year ended on		
	31-03-22	31-03-21	31-03-20
(i) turnover of products manufactured by the issuer (net of excise Duty)	-	-	-
(ii) turnover of products traded in by the issuer; and	559.85	684.47	436.40
*(iii) turnover in respect of products not normally dealt in by the issuer but included in (ii) above	-	-	-
(iv) turnover in respect of Services supplied by the issuer	1,505.77	1,128.55	2,314.83
<b>Total</b>	<b>2,065.62</b>	<b>1,813.02</b>	<b>2,751.23</b>

\*As per information provided to us by the Issuer, there is no such item.

1. The above statement should be read with the significant accounting policies and notes to restated Standalone statements of assets and liabilities, Standalone Statement of profits and losses and Standalone Statement of cash flows appearing in Annexures IV, I, II and III..

**ANNEXURE – Q**  
**RESTATED STANDALONE STATEMENT OF OTHER NON OPERATING INCOME**

(Amount in Rs. Lakhs)

Particulars	for the year ended on		
	31-03-22	31-03-21	31-03-20
<b>Related and Recurring Income:</b>			
(i) Interest income	10.95	0.12	0.11
(ii) Misc Income	0.03	4.52	0.95
(iii) Foreign Exchange Gain	9.45	0.00	0.77
<b>Sub Total (a)</b>	<b>20.43</b>	<b>4.64</b>	<b>1.83</b>
<b>Non-related and Non-Recurring Income:</b>			
(i) Sundry Balances written back	0.00	1.87	7.75
(ii) Gratuity Gain	0.00	4.44	0.00
(iii) Profit on sale of Assets	0.00	31.60	40.81
(iv) Dividend Income	0.00	0.00	0.00
<b>Sub Total (b)</b>	<b>-</b>	<b>37.91</b>	<b>48.57</b>
<b>Related and Non-Recurring Income:</b>			
(i) Rent Income	0.00	0.00	0.00
<b>Sub Total (c)</b>	<b>-</b>	<b>-</b>	<b>-</b>

<b>Total (A+b+C)</b>	<b>20.43</b>	<b>42.55</b>	<b>50.40</b>
% of Other Income with Profit Before Tax	-2.17%	-13.51%	-14.36%

- The classification of other income as recurring/not-recurring, related/not-related to business activity is based on the current operations and business activity of the Company as determined by the management.
- The above statement should be read with the significant accounting policies and notes to restated Standalone statements of assets and liabilities, Standalone Statement of profits and losses and Standalone Statement of cash flows appearing in Annexures IV, I, II and III.

## ANNEXURE – R

**RESTATED STANDALONE STATEMENT OF COST OF MATERIAL CONSUMED AND PURCHASE OF STOCK IN TRADE**

(Amount in Rs. Lakhs)

Particulars	for the year ended on		
	31-03-22	31-03-21	31-03-20
<b>Cost of Material Consumed</b>			
Opening Stock of Raw Material	-	-	-
Add: Purchases of Raw Material	475.18	293.54	431.91
Less: Closing Stock of Raw Material	-	-	-
<b>Total</b>	<b>475.18</b>	<b>293.54</b>	<b>431.91</b>

- The above statement should be read with the significant accounting policies and notes to restated Standalone statements of assets and liabilities, Standalone Statement of profits and losses and Standalone Statement of cash flows appearing in Annexures IV, I, II and III.

## ANNEXURE – S

**RESTATED STANDALONE STATEMENT OF CHANGES IN INVENTORIES**

(Amt. in Lakh Rs.)

Particulars	for the year ended on		
	31-03-22	31-03-21	31-03-20
<b>Closing Inventories</b>			
Stock in Transit	-	-	-
Stock in Trade	326.11	236.50	264.75
<b>Sub Total (A)</b>	<b>326.11</b>	<b>236.50</b>	<b>264.75</b>
<b>Opening Inventories</b>			
Stock in Transit	-	-	-
Stock in Trade	236.50	264.75	168.70
<b>Sub Total (B)</b>	<b>236.50</b>	<b>264.75</b>	<b>168.70</b>
<b>Changes in Inventories</b>	<b>(89.61)</b>	<b>28.25</b>	<b>(96.05)</b>

- The Inventory has been physically verified on periodic basis by the management.
- The above statement should be read with the significant accounting policies and notes to restated Standalone statements of assets and liabilities, Standalone Statement of profits and losses and Standalone Statement of cash flows appearing in Annexures IV, I, II and III.

## ANNEXURE – T

**RESTATED STANDALONE STATEMENT OF EMPLOYEE BENEFITS EXPENSES**

(Amount in Rs. Lakhs)

Particulars	for the year ended on		
	31-03-22	31-03-21	31-03-20
Salary and Wages	690.11	486.66	884.01
Contribution to Provident Fund and Other Fund	44.80	27.53	64.97
Staff Welfare Expenses	8.59	8.62	30.81
<b>Total</b>	<b>743.50</b>	<b>522.82</b>	<b>979.79</b>

## ANNEXURE – U

**RESTATED STANDALONE STATEMENT OF FINANCE COST**

(Amount in Rs. Lakhs )

Particulars	for the year ended on		
	31-03-22	31-03-21	31-03-20
Interest expense	180.46	146.57	114.67
Other Borrowing cost	-	-	-
<b>Total</b>	<b>180.46</b>	<b>146.57</b>	<b>114.67</b>

**ANNEXURE – V**  
**RESTATED STANDALONE STATEMENT OF DEPRECIATION & AMORTISATION**

(Amount in Rs. Lakhs )

Particulars	for the year ended on		
	31-03-22	31-03-21	31-03-20
Depreciation and Amortization Expenses	275.68	267.47	291.01
<b>Total</b>	<b>275.68</b>	<b>267.47</b>	<b>291.01</b>

**ANNEXURE – W**  
**RESTATED STANDALONE STATEMENT OF OTHER EXPENSES**

(Amount in Rs. Lakhs)

Particulars	for the year ended on		
	31-03-22	31-03-21	31-03-20
Rent	685.67	430.20	699.24
Insurance Expenses	4.47	2.31	8.74
Payment Auditors	2.50	1.70	-
Miscellaneous Expenses	748.66	477.68	723.22
<b>Miscellaneous Expenses</b>			
<b>Selling and Administrative Expenses</b>			
Royalty	123.52	47.54	122.37
Customer service	30.01	20.80	45.13
Electricity	54.47	35.20	69.47
Housekeeping Expenses	55.10	39.90	65.39
Laundry Expenses	6.76	1.36	16.56
Store Management	43.22	26.09	51.93
Water Charges	4.47	2.66	-
Revenue Share	41.93	-	26.52
Packing Charges	0.68	-	0.02
Printing & Stationery	2.65	1.61	1.42
Travelling & Conveyance Expense	57.29	28.79	55.83
Postage & Communications	12.88	11.85	14.04
Legal & Professional Fees	67.86	61.34	52.62
Repairs and maintenance	16.16	7.98	9.07
Recruitment expenses	3.42	4.71	14.58
General Expenses	9.65	6.57	(3.34)
Rates & Taxes	3.64	19.77	-
Late fee/ Interest on Indirect Tax delay payment	-	-	2.79
Interest on Direct Tax delay payment	1.36	0.31	4.28
Professional Tax - Company	-	-	0.03
Loading and unloading expenses TRANS	3.62	4.10	-
Sales Promotion Expenses	117.13	86.35	81.49
Membership & Subscription	3.04	1.43	1.45
Sales Commission	-	3.82	-
Ineligible ITC / Swatch Bharat Cess Tax Expenses	10.77	5.66	0.06
Bank charges & Commissions	31.51	24.01	35.28
Brokerage & Commission	2.50	9.72	33.64
Export Service & Shipping Charges	-	-	0.57

Foreign Exchange Loss	-	5.60	0.00
Other Expenses	5.17	8.70	-
Software Expenses	19.03	-	16.80
Sundry Balance/off	13.79	4.64	5.22
Loss on sale of Fixed Assets	7.03	-	-
Disposal of Leasehold premises due to closure of outlet	-	7.16	-
<b>Sub Total</b>	<b>748.66</b>	<b>477.68</b>	<b>723.22</b>

**ANNEXURE – X**  
**RESTATED STANDALONE STATEMENT OF MANDATORY ACCOUNTING RATIOS**  
**(Amount in Lakhs Rs. Except Per Share Data)**

Particulars	As at		
	31-03-22	31-03-21	31-03-20
Net Worth (A)	1,351.02	(3,532.21)	(3,229.13)
Restated Profit after tax	(916.78)	(303.07)	(323.80)
Less: Prior Period Item	-	-	-
Adjusted Profit after Tax (B)	(916.78)	(303.07)	(323.80)
Number of Equity shares (Face Value Rs 10) outstanding as on the of Year	16,500,000	2,000,000	2,000,000
Weighted Average Number of Equity shares (Face Value Rs 10) (c)	2,579,452	2,000,000	2,000,000
Current Assets (D)	609.10	460.84	494.64
Current Liabilities (E)	1,260.31	475.03	692.76
Face Value per Share (Refer Note 6 below)	10.00	10.00	10.00
Restated Basic and Diluted Earnings Per Share (Rs.) (B/C)	(35.54)	(15.15)	(16.19)
Return on Net worth (%) (B/A)	-67.86%	NA	NA
Net asset value per share (A/C) (Face Value of Rs. 10 Each)	8.19	(176.61)	(161.46)
Current Ratio (D/E)	0.48	0.97	0.71
Restated Earnings Before Interest Tax Depreciation and Amortisation (EBITDA)	(504.74)	56.52	4.39

**Note:**

1) The ratios have been computed as below:

- (a) Basic earnings per share (Rs. ) : Net profit after tax as restated for calculating basic EPS / Weighted average number of equity shares outstanding at the end of the period or year
  - (b) Diluted earnings per share (Rs. ) : Net profit after tax as restated for calculating diluted EPS / Weighted average number of equity shares outstanding at the end of the period or year for diluted EPS
  - (c) Return on net worth (%) :- Net profit after tax (as restated) / Net worth at the end of the period or year
  - (d) Net assets value per share :- Net Worth at the end of the period or year / Total number of equity shares outstanding at the end of the period or year
  - (e) EBITDA has been calculated as Profit before Tax+ Depreciation+ Interest Expenses
- 2) Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period/year adjusted by the number of equity shares issued during period/year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period/year.
- 3) 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).
- 4) The figures disclosed above are based on the standalone restated summary statements.

5) 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 IV, I, II and III.

6. During the FY 2021-22, on March 14, 2022, variation to the existing nature and terms of Preference Share Capital was done from 2,30,00,000, 7% Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs. 10/- each amounting to Rs. 23,00,00,000/- issued by the Company to 2,30,00,000, 7% Non-Cumulative Optionally Convertible Redeemable Preference Shares and converted into equity shares and 5,75,00,000 Equity shares of face value of Rs 1 allotted against conversion of optionally convertible Redeemable Preference shares. Further On March 19, 2022, Company made further preferential allotment of 8,75,00,000 number of equity shares having face value of Rs. 1 each. Further on March 22, 2022, the Nominal value of Equity Shares of the Company was consolidated from Rs. 1/- per Equity Shares Share to Rs. 10/- per Equity Shares Share.

(Amount in Rs. Lakhs)

	Ratio Analysis	Numerator	31-Mar-22	31-Mar-21	31-Mar-20	Denominator	31-Mar-22	31-Mar-21	31-Mar-20	31-Mar-22	31-Mar-21	31-Mar-20
<b>1</b>	<b>Current Ratio</b>	<b>Current Assets</b>				<b>Current Liabilities</b>						
	(Current Assets/Current Liabilities)	Inventories	326.11	236.50	264.75	Creditors for goods and services	279.50	268.58	359.73			
		Trade Receivables	54.90	84.03	74.22	Short term loans	802.00	47.56	66.37			
		Cash and Bank balances	69.73	10.73	21.18	Any other current liabilities	98.11	105.15	177.88			
		Short Term Loans and Advances	91.51	88.14	65.25	Short Term Provisions	80.71	53.74	88.78			
		Any other current assets	66.86	41.44	69.24							
			<b>609.10</b>	<b>460.84</b>	<b>494.64</b>		1,260.31	475.02	692.76	<b>0.48</b>	<b>0.97</b>	<b>0.71</b>
<b>2</b>	<b>Debt Equity Ratio</b>	<b>Total Liabilities</b>				<b>Shareholder's Equity</b>						
	(TOL/NW)	Total Outside Liabilities	1,294.08	3,757.16	3,490.62	Total Shareholders Equity	1,351	(1,232)	(929)	<b>0.96</b>	<b>(3.05)</b>	<b>(3.76)</b>
<b>3</b>	<b>Debt Service Coverage Ratio</b>	<b>Net Operating Income</b>				<b>Debt Service</b>						
		Net Profit after tax + non-cash operating expenses like depreciation and other amortizations + Interest + other adjustments	(477.29)	74.63	13.97	Current Debt Obligation (Interest & Principal Repayment.	180.46	164.13	129.03	<b>(2.64)</b>	<b>0.45</b>	<b>0.11</b>

		like loss on sale of fixed assets, etc.										
<b>4</b>	<b>Return on Equity Ratio</b>	<b>Profit for the period</b>				<b>Avg. Shareholders Equity</b>						
	<b>(Profit for Equity/Average NW)</b>	Net Profit after taxes - preference dividend (if any)	(916.78)	(303.07)	(323.80)	(Beginning shareholders' equity + Ending shareholders' equity) ÷ 2	59.40	(1,080.67)	(767)	- 1543.27 %	28.04%	42.20%
<b>5</b>	<b>Inventory Turnover Ratio (In Days)</b>	<b>Cost of Goods sold</b>				<b>Average Inventory</b>						
	<b>(COGS/Average Inventory)</b>	(Opening Stock + Purchases) - Closing Stock	385.57	321.79	335.85	(Opening Stock + Closing Stock)/2	281.30	250.63	216.73	266	284	236
<b>6</b>	<b>Trade Receivables Turnover Ratio(In Days)</b>	<b>Net Credit Sales</b>				<b>Average Trade Receivables</b>						
	<b>(Credit Sales/Average AR)</b>	Credit Sales	406.49	334.26	534.38	(Beginning Trade Receivables + Ending Trade Receivables) / 2	69.47	79.12	80.22	62	86	55
<b>7</b>	<b>Trade Payables Turnover Ratio (In Days)</b>	<b>Total Purchases</b>				<b>Average Trade Payables</b>						
	<b>(Credit Purchases/Average AP)</b>	Annual Net Credit Purchases	475.18	293.54	431.91	(Beginning Trade Payables + Ending Trade Payables) / 2	79	66	52	61	81	44
<b>8</b>	<b>Net Capital</b>	<b>Net Sales</b>				<b>Average</b>						



	<b>Turnover Ratio</b>					<b>Working Capital</b>						
	(Net Sales/Average Working Capital Gap)	Total Sales - Sales Return	<b>2,065.62</b>	<b>1,813.02</b>	<b>2,751.23</b>	Current Assets - Current Liabilities	(333)	(106)	(485)	<b>-6.21</b>	<b>-17.08</b>	<b>-5.67</b>
<b>9</b>	<b>Net Profit Ratio</b>	<b>Net Profit</b>				<b>Net Sales</b>						
	(NP after Tax/Net Sales)	Profit After Tax	<b>(916.78)</b>	<b>(303.07)</b>	<b>(323.80)</b>	Sales	2,065.62	1,813.02	2,751.23	<b>-44.38%</b>	<b>-16.72%</b>	<b>-11.77%</b>
<b>10</b>	<b>Return on Capital employed</b>	<b>EBIT</b>				<b>Capital Employed*</b>						
		<b>Profit Before Tax + Finance Cost</b>	<b>(760.00)</b>	<b>(168.39)</b>	<b>(236.23)</b>	Total Equity Less Intangible Assets	1,240	(1,353)	(1,032)	<b>-61.30%</b>	<b>12.45%</b>	<b>22.88%</b>
<b>11</b>	<b>Return on Investment</b>	<b>Profit Before Tax + Finance Cost</b>	<b>(760.00)</b>	<b>(168.39)</b>	<b>(236.23)</b>	<b>Total Assets</b>	<b>2,645.10</b>	<b>2,524.96</b>	<b>2,561.49</b>	<b>-28.73%</b>	<b>-6.67%</b>	<b>-9.22%</b>

**ANNEXURE – Y**  
**RESTATED STATEMENT OF RELATED PARTY TRANSACTION**

**List of Related Parties as per AS – 18**

Particulars	Names of Related Parties	Nature of Relationship
<b>Directors and Key Management Personnel (KMP)</b>	Shree Krishna Mukesh Gupta	Non-Executive Director, and Promoter
	Istayak Ansari	Non-Executive Director (Resigned w.e.f. 29.09.2021)
	Prannay Dokkania	Managing Director
	Sushant Mishra	Chief Financial Officer
	Vandini Gupta	Non-Executive Director (w.e.f. 13.06.2022)
	Priyanka M Agarwal	Company Secretary (Resigned w.e.f. 31.10.2021)
	Shubhada Shirke	Company Secretary (w.e.f. 11.01.2022)
<b>Enterprises in which KMP/Relatives of KMP can exercise significant influence</b>	Trofi Chain Factory Private Limited	Shree Krishna Gupta is Director/Member
	Lloyds Health & Beauty Pvt. Ltd.	Control over Board of Directors
	Jasper Brands Pvt. Ltd	Control over Board of Directors
	Lloyds Steels Industries Ltd.	Control over Board of Directors
	Aristo Realty Developers Limited	Control over Board of Directors
	Lloyds Palms Spa LLP	Control over Board of Directors
<b>Holding Company/Subsidiary</b>	Plutus Trade & Commodities LLP	Promoter and Holding Company of Issuer

(Amount in Rs. Lakhs)

(i) Transactions with Director and KMP	FY 2021-22	FY 2020-21	FY 2019-20
<b>A) Remuneration/Professional fee Paid</b>			
Istayak Ansari	-	3.20	18.00
Prannay Dokkania	57.98	-	-
Sushant Mishra	11.68	9.13	12.57
Shubhada Shirke	1.42	-	-
Priyanka M Agarwal	0.98	1.28	1.70
Vandini Gupta	19.10	20.84	17.37
<b>b) Commission paid to</b>			
Istayak Ansari	37.22	12.78	33.05
<b>c) Outstanding Balance of Imprest Advances given</b>			
Sushant Mishra	0.60	2.61	1.46
<b>(ii) Transactions with Entities where Director/ KMP or their Relatives hold substantial Interest</b>			
<b>a) Lloyds Health &amp; Beauty Pvt. Ltd.</b>			
<b>Opening Balance</b>	<b>2.04</b>	<b>1.81</b>	<b>1.80</b>
Loan given by the Company	0.02	0.23	0.01
Loan Received by the Company	2.06	0.00	0.00
Interest Paid	0.00	0.00	0.00
<b>Closing Balances Dr/(Cr)</b>	<b>0.00</b>	<b>2.04</b>	<b>1.81</b>
<b>b) Jasper Brands Pvt. Ltd</b>			
Purchases of Consumables	17.76	12.94	32.41
Outstanding Balance Cr/(Dr)	4.56	9.40	7.08
<b>c) Trofi Chain Factory Pvt. Ltd</b>			
Purchases made by the Company	0.44	2.41	
Outstanding Balance Cr/(Dr)	0.00	2.41	
Revenue Share (Rent) Recovery by the Company		17.02	37.83
Sale of Fixed Assets by the Company		2.13	0.34
Outstanding Balance Dr/(Cr)	0.00	23.14	11.95
Loans and advances given	26.40	1.39	
Loans and advances Received back	26.40	1.39	
<b>d) Lloyds Steels Industries Ltd.</b>			

Sales Made by the Company	0.00	0.00	0.06
<b>Opening Balance</b>	297.33	0.00	0.00
Loan Repaid by the Company	782.70	10.00	0.00
Loan Received by the Company	441.00	290.00	0.00
Interest Paid	44.37	17.33	0.00
<b>Closing Balances Cr/(Dr)</b>	0.00	297.33	0.00
<b>e) Aristo Realty Developers Limited</b>			
<b>Opening Balance</b>	0.00	0.00	0.00
Loan Repaid by the Company	2,195.02	0.00	0.00
Loan Received by the Company	2,195.02	0.00	0.00
Interest Paid	0.00	0.00	0.00
<b>Closing Balances Cr/(Dr)</b>	0.00	0.00	0.00
<b>f) Plutus Trade &amp; Commodities LLP</b>			
<b>Opening Balance</b>	0.01	0.00	0.00
Loan Repaid by the Company	227.01	0.00	0.00
Loan Received by the Company	227.00	0.01	0.00
Interest Paid	0.00	0.00	0.00
<b>Closing Balances Cr/(Dr)</b>	0.00	0.01	0.00
<b>g) Lloyds Palms Spa LLP</b>			
<b>Opening Balance</b>	-0.52	-0.53	-0.50
Loan Repaid by the Company	0.02	0.00	0.03
Loan Received by the Company	0.54	0.01	0.00
Interest Paid	0.00	0.00	0.00
<b>Closing Balances Cr/(Dr)</b>	0.00	-0.52	-0.53

**Note:**

- List of Related parties has been identified by the management and relied upon by the Auditor.
- In case there is no transaction with any of the above related parties, only name of such related parties has been disclosed as required by AS- 18.

**ANNEXURE – Z**  
**RESTATED STANDALONE STATEMENT OF CAPITALISATION**

(Amount in Rs. Lakhs)

Particulars	Pre Issue	Post Issue*
	31-03-22	
<b>Debt</b>		
Short Term Debt	802.00	
Long Term Debt	-	
<b>Total Debt</b>	<b>802.00</b>	
<b>Shareholders' Fund (Equity)</b>		
Share Capital	1,650.00	
Reserves & Surplus	(298.98)	
Less: Miscellaneous Expenses not w/off	-	
Total Shareholders' Fund (Equity)	1,351.02	
<b>Long Term Debt/Equity</b>	-	
<b>Total Debt/Equity</b>	0.59	

**Notes:**

- Short term Debts represent which are expected to be paid/payable within 12 months and excludes installment of term loans repayable within 12 months.
- Long term Debts represent debts other than Short term Debts as defined above but includes installment of term loans repayable within 12 months grouped under other current liabilities.

3. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 31/03/2022.
4. \*The corresponding post issue figures are not determinable at this stage pending the completion of public issue and hence have not been furnished.

**ANNEXURE – AA**  
**RESTATED STANDALONE STATEMENT OF TAX SHELTER**

(Amount in Rs. Lakhs)

	Particulars	for the period/year ended on		
		31-03-22	31-03-21	31-03-20
A	Profit before taxes as restated	(940.46)	(314.96)	(350.90)
B	Tax Rate Applicable %	26.00	26.00	26.00
C	Tax Impact (A*B)	(244.52)	(81.89)	(91.23)
	Adjustments:			
D	<b>Permanent Differences</b>			
	Expenses disallowed due to non-deduction of TDS	-	1.15	0.17
	Interest on delay payment of TDS	1.36	0.31	4.28
	Amounts disallowable under Section 43b of Income Tax Act	14.04	-	11.36
	Capital Nature Expenses disallowed under Section 37	7.03	7.16	0.00
	<b>Total Permanent Differences</b>	22.43	8.62	15.81
E	<b>Timing Difference</b>			
	Difference between tax depreciation and book depreciation	42.19	48.50	75.30
	Expenses Disallowed Under Section 43 B	14.04	-	11.36
	Amount Disallowed u/s 43 B in preceding Previous Year, Now Allowed as per Section 43B	(1.40)	-	-
	<b>Total Timing Differences</b>	54.83	48.50	86.66
F	Net Adjustment (F) = (D+E)	77.26	57.11	102.47
G	Tax Expenses/ (Saving) thereon (F*B)	20.09	14.85	26.64
H	Tax Liability, After Considering the effect of Adjustment (C +G)	-	-	-
I	Book Profit as per MAT *	(940.46)	(314.96)	(350.90)
J	MAT Rate	15.60	15.60	19.24
K	Tax liability as per MAT (I*J)	-	-	-
L	Current Tax being Higher of H or K	-	-	-
M	Interest U/s 234A, B and C of Income Tax Act	-	-	-
N	Total Tax expenses (L+M+N)	-	-	-
P	Tax Paid Under (Normal/MAT) in Income Tax Return Filed by Company	Normal	Normal	Normal

\* MAT refers to Minimum Alternative Tax as referred to in section 115 JB of the Income Tax Act, 1961

**Notes:**

1. The aforesaid statement of tax shelters has been prepared as per the restated Summary statement of profits and losses of the Company. The permanent/timing differences have been computed considering the acknowledged copies of the income-tax returns/Provisional computation of total income of respective years as stated above.
2. As per ITR Filed by the Company for the FY 2020-21, Company has shown carried forwarded loss mainly due to Amortisation of pre-operative expenses, however during Restatement, Company rectified the mistake and charged the same to Statement of Profit and Loss account/adjusted with retained earning balance as on 31.03.2019, therefore no such carried forwarded losses reported by the Company.
3. The above statement should be read with the significant accounting policies and notes to restated Standalone statements of assets and liabilities, Standalone Statement of profits and losses and Standalone Statement of cash flows appearing in Annexures IV, I, II and III.

**ANNEXURE – AB**  
**RESTATED STANDALONE STATEMENT OF CONTINGENT LIABILITIES**

(Amount in Rs. Lakhs)

Particulars	As at		
	31-03-22	31-03-21	31-03-20
Contingent liabilities in respect of:	-	-	-
Claims against the company not acknowledged as debts	-	-	-
Guarantees given on Behalf of the Company	-	-	-
VAT Liability for the FY 2015-16	25.28	25.28	-
VAT/CST Liability for the FY 2016-17	37.59	37.59	-
Guarantees given on Behalf of the Subsidiary Company	-	-	-
Other moneys for which the company is contingently liable	-	-	-
Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-	-
Uncalled liability on shares and other investments partly paid	-	-	-
<b>Total</b>	<b>62.87</b>	<b>62.87</b>	<b>-</b>

- The above statement should be read with the significant accounting policies and notes to restated Standalone statements of assets and liabilities, Standalone Statement of profits and losses and Standalone Statement of cash flows appearing in Annexures IV, I, II and III.
- As per the Income Tax portal, Company has been issued notice for the AY 2020-21, but the same has not been made available to us, therefore we are unable to comment on any contingent liability arising pursuant to such notice, if any.

### OTHER FINANCIAL INFORMATION

The audited financial statements of our Company for the year ended March 31, 2022, 2021 and March 31, 2020 and their respective Audit reports thereon (Audited Financial Statements) are available at [www.lloydsluxuries.in](http://www.lloydsluxuries.in)

Our Company is providing a link to this website solely to comply with the requirements specified in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018. The Audited Financial Statements do not constitute, (i) a part of this Draft Prospectus; or (ii) Prospectus, a statement in lieu of a Prospectus, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, or any other applicable law in India or elsewhere in the world. The Audited Financial Statements should not be considered as part of information that any investor should consider subscribing for or purchase any securities of our Company and should not be relied upon or used as a basis for any investment decision. Neither our Company, nor LM, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI (ICDR) Regulations, 2018 are given below:-

Particulars	For the year ended		
	March 31, 2022	March 31, 2021	March 31, 2020
Basic & Diluted Earnings per Share	(35.54)	(15.15)	(16.19)
Return on Net Worth (%)	(67.86%)	NA	NA
Net Asset Value Per Share (Rs.) (based on Weighted Average Number of Shares)	8.19	(176.61)	(161.46)
Earnings before interest, tax, depreciation and amortization (EBITDA)	(504.74)	56.52	4.39

**STATEMENT OF FINANCIAL INDEBTEDNESS**

To,  
**The Board of Directors**  
**Lloyds Luxuries Limited,**  
 Trade World, 'C' Wing, 16th Floor, Kamala City, Senapati Bapat Marg, Lower Parel (W), Mumbai 400013, Maharashtra, India

Based on the independent examination of Books of Accounts, Audited Financial Statements, Re-stated Financial Statements and other documents of **Lloyds Luxuries Limited** and further explanations and information provided by the management of the Company, which we believe to be true and correct to the best of our information and belief, the sanction amount of financial indebtedness, principal terms of security for loan and other related details as on 31<sup>st</sup> March, 2022 are mentioned below.

**A. Secured Loan****STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS CHARGED AS SECURITY***(Amount Rs. in Lakhs)*

Name of Lender	Purpose of Credit Facility	Date of Sanction/Renewal	Sanctioned Amount	Rate of interest	Prime Securities offered	Re-Payment Schedule				Moratorium	Outstanding amount as on (as per Books)
						No of EMI (No of Months)	EMI Amount	EMI Start	EMI End		31-03-2022
NIL											
<b>Total</b>										<b>NIL</b>	

**B. Unsecured Loan***(Amount Rs.in Lakhs)*

Name of Lender	Purpose	Rate of interest	Re-payment	Outstanding amount as on 31-03-2022 as per Books
Duli Trade and Commodities Pvt. Ltd.	Business Loan	9.00%	On Demand	802.00
<b>Total</b>				<b>802.00</b>

**For, R K Jagetiya & Co.**Chartered Accountant  
FRN: 146264W

Sd/-

**(Ravi K Jagetiya)**

Proprietor

M. No. 134691

Place: Mumbai

Date: 12<sup>th</sup> August, 2022

UDIN: 22134691APNVKZ7398



## **MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS**

*You should read the following discussion in conjunction with our restated financial statements attached in the chapter titled “Financial Information of the Company” beginning on page 135. You should also read the section titled “Risk Factors” on page 23 and the section titled “Forward Looking Statements” on page 16 of this Draft Prospectus, which discusses a number of factors and contingencies that could affect our financial condition and results of operations. The following discussion relates to us, and, unless otherwise stated or the context requires otherwise, is based on our Restated financial Statements.*

*Our financial statements have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations and restated as described in the report of our auditor dated August 12, 2022 which is included in this Draft 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.*

### **Business Overview**

Lloyds Luxuries Limited was originally incorporated as a private limited company in the name of “Lloyds Luxuries Private Limited” on October 21, 2013 under the provisions of the Companies Act, 1956 with the Registrar of Companies, Maharashtra, Mumbai. Our Company was converted into a Public Limited Company and consequently the name of our Company was changed from “Lloyds Luxuries Private Limited” to “Lloyds Luxuries Limited” vide a fresh certificate of incorporation dated January 29, 2014, issued by the Registrar of Companies Maharashtra, Mumbai bearing CIN U74999MH2013PLC249449.

Incorporated in 2013, we are amongst the organized player of salon services and beauty products in India, focused on grooming men to perfection. We own exclusive franchisee of Truefitt & Hill, which is an international brand offering a wide range of beauty products and salon services for men through the luxury barbershops operating across many countries. The brand is exclusively owned by Truefitt & Hill (Gentlemen’s Grooming) Limited, a company registered under the law of England and Wales and having its office in London, United Kingdom.

We began our relationship with Truefitt & Hill in 2013, when we commenced operations of our luxury barber store in Mumbai. We have subsequently continued to expand our operations and as of March 31, 2022, we operate 14 barber stores under the brand Truefitt & Hill across 7 cities in India. The Company holds the Master Franchise Agreement of “Truefitt & Hill” upto 2043. Under the franchisee agreement, we own exclusive rights to open stores in the brand name of “Truefitt & Hill” either directly or through sub franchisee arrangements in India, Nepal, Sri Lanka, Bhutan, Vietnam, Myanmar and Bangladesh. As of March 31, 2022, we have assigned sub-franchisee of Truefitt & Hill to 12 barber stores operating in 11 cities of India, through which we earn royalty and franchisee income. In 2017, we were successful in expanding our reach internationally through opening of first barber store in Dhaka, Bangladesh as sub-franchisee store. We provide sub-franchise with a comprehensive system of business training, stylist education, professional marketing, promotion, and advertising programs, and other forms of on-going support designed to help franchisees build successful businesses.

In addition, we have obtained exclusive franchise for MARY COHR in 2019 for 10 years, a French Beauty Salon which has presence across the Globe. Under the exclusive master franchise agreement, we own exclusive rights to open stores in the brand name of “MARY COHR” either directly or through sub franchisee arrangements in India. Currently, we are operating a MARY COHR store at Santacruz, Mumbai.

Our retail operations in respect of men grooming products are carried out through our owned stores, sub-franchisees as well as through online channels. As of March 31, 2022, we sell the men grooming products through 27 stores, of which 14 are run by us directly and 13 through sub-franchisee. We provide an Omni-channel experience to customers through our websites, various online marketplaces, as well as, social media platforms. Total Online Product Sales amounted to Rs. 27.80 Lakhs, Rs. 76.33 Lakhs and Rs 118.43 lakhs, in Fiscal 2020, 2021 and 2022 respectively, and represented 4.41%, 11.15%, and 21.49% of our revenue from product sales for such periods, respectively.

### **STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES**

For details in respect of Statement of Significant Accounting Policies, please refer to Annexure IV of Restated Financial Statements beginning on page 135 of this Draft Prospectus.

### **Factors Affecting our Results of Operations**

1. General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;

2. The cumulative cost of the total number of stores opened by our Company across regions may not be indicative of the market capitalization of our Company after the Issue.
3. Inability to promptly identify and respond to changing customer preferences or evolving trends
4. Failure to successfully upgrade our product portfolio, from time to time;
5. Any change in government policies resulting in increases in taxes payable by us;
6. Our ability to retain our key managements persons and other employees;
7. Changes in laws and regulations that apply to the industries in which we operate.
8. Possibility that new store openings and existing locations may be impacted by developer or co-tenant issues
9. Our ability to grow our business;
10. We are dependent on third-parties for the manufacturing of all the products we sell
11. General economic, political and other risks that are out of our control;
12. Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
13. Company's ability to successfully implement its growth strategy and expansion plans ;
14. Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
15. Inability to successfully obtain registrations in a timely manner or at all;
16. Occurrence of Environmental Problems & Uninsured Losses;
17. Conflicts of interest with affiliated companies, the promoter group and other related parties;
18. Any adverse outcome in the legal proceedings in which we are involved; and
19. Concentration of ownership among our Promoters.
20. We depend on our brand recognition and reputation and our failure to maintain or enhance our brand image could have a material adverse effect on our business, financial condition, and results of operations.

### Discussion on Result of Operations

The following discussion on results of operations should be read in conjunction with the Restated Financial Statements for the financial years ended on March 31, 2022, 2021 and 2020.

(Rs. in Lakhs)

Particulars	FY 2021-22	% of Total Income	FY 2020-21	% of Total Income	FY 2019-20	% of Total Income
<b>Revenue From Operation</b>	2,065.62	99.02%	1,813.02	97.71%	2,751.23	98.20%
Other Income	20.43	0.98%	42.55	2.29%	50.40	1.80%
<b>Total Income</b>	<b>2,086.05</b>	<b>100.00%</b>	<b>1,855.58</b>	<b>100.00%</b>	<b>2,801.63</b>	<b>100.00%</b>
<b>Expenditure</b>						
Cost of Material Consumed	475.18	22.78%	293.54	15.82%	431.91	15.42%
Changes in Inventory of WIP, Finished Goods and Stock in Trade	(89.61)	-4.30%	28.25	1.52%	(96.05)	-3.43%
Employee Benefit Expenses	743.50	35.64%	522.82	28.18%	979.79	34.97%
Finance Cost	180.46	8.65%	146.57	7.90%	114.67	4.09%
Depreciation and Amortisation Expenses	275.68	13.22%	267.47	14.41%	291.01	10.39%
Other Expenses	1,441.29	69.09%	911.90	49.14%	1,431.21	51.08%
<b>Total Expenditure</b>	<b>3,026.51</b>	<b>145.08%</b>	<b>2,170.54</b>	<b>116.97%</b>	<b>3,152.53</b>	<b>112.52%</b>
<b>Profit/(Loss) Before Tax</b>	<b>(940.46)</b>	<b>-45.08%</b>	<b>(314.96)</b>	<b>-16.97%</b>	<b>(350.90)</b>	<b>-12.52%</b>
<b>Tax Expense:</b>						
Tax Expense for Current Year	0.00	0.00%	0.00	0.00%	0.00	0.00%
Short/(Excess) Provision of Earlier Year	0.00	0.00%	0.00	0.00%	0.00	0.00%
Deferred Tax	(23.69)	-1.14%	(11.89)	-0.64%	(27.09)	-0.97%
MAT Credit Entitlement	-	0.00%	0.00	0.00%	0.00	0.00%
Net Current Tax Expenses	(23.69)	-1.14%	-11.89	-0.64%	(27.09)	-0.97%
<b>Profit/(Loss) for the Year</b>	<b>(916.78)</b>	<b>-43.95%</b>	<b>(303.07)</b>	<b>-16.33%</b>	<b>(323.80)</b>	<b>-11.56%</b>

### Revenue from operations:

Revenue from operations mainly consists of revenue from salon services and sale of products franchise fee and royalty.

**Other Income:**

Our other income primarily comprises of Interest Income, Net gain on foreign currency transactions etc.

**Total Expenses:**

Company's expenses consist of operating cost like purchase, cost of material consumed, Employee benefits expense, Finance costs, Depreciation and amortization expenses and other expenses.

**Employee benefits expense:**

Our employee benefits expense primarily comprises of Salaries, wages & bonus expenses, Staff welfare expenses etc.

**Finance Costs:**

Our finance cost includes Interest expense on borrowings, other borrowing costs and Interest on statutory Dues.

**Depreciation and Amortization Expenses:**

Depreciation includes depreciation on Furniture & Fixtures, Vehicles, Office Equipment, and Computer Equipment etc.

**Other Expenses:**

Our Other Expenses consists of rent, royalty, sales promotion exp., Travelling and Conveyance, Legal & Professional Charges, repair and maintenance charges, Insurance and Miscellaneous Expenses etc.

**Financial Year 2022 Compared to Financial Year 2021 (Based on Restated Financial Statements)**

**Total Income:**

Total income for the financial year 2021-22 stood at Rs. 2086.05 Lakhs whereas in Financial Year 2020-21 the same stood at Rs. 1855.58 Lakhs representing an increase of 12.42%. The main reason of increase was increase in the business operations of the company.

**Revenue from Operations**

During the financial year 2021-22 the net revenue from operation of our Company increased to Rs. 2065.62 Lakhs as against Rs. 1813.02 Lakhs in the Financial Year 2020-21 representing an increase of 13.93%. The main contribution was due to expansion in the business.

**Other Income:**

During the financial year 2021-22 the other income of our Company decreased to Rs. 20.43 Lakhs as against Rs. 42.55 lakhs in the Financial Year 2020-21 representing a decrease of 52.00%.

**Total Expenses**

The total expense for the financial year 2021-22 increased to Rs. 3026.51 Lakhs from Rs. 2170.54 lakhs in the Financial Year 2020-21 representing an increase of 39.44%. Such increase was due to increase in business operations of the Company.

**Cost of material consumed:**

The cost of material consumed for the financial year 2021-22 increased to Rs. 475.18 Lakhs from Rs. 293.54 lakhs in the Financial Year 2020-21 representing an increase of 61.88%. Such increase was due to increase in business operations of the Company

**Employee benefits expense:**

Our Company has incurred Rs. 743.50 Lakhs as Employee benefits expense during the financial year 2021-22 as compared to Rs. 522.82 Lakhs in the financial year 2020-21. The increase of 42.21% was due to increase in salaries and increase in staff welfare expenses.

**Finance costs:**

These costs were for the financial Year 2021-22 increased to Rs. 180.46 Lakhs as against Rs 146.57 Lakhs during the financial year 2020-21. The increase of 23.12% was due to increase in interest expenses and borrowing cost.

**Depreciation and Amortization Expenses:**

Depreciation for the financial year 2021-22 stood at Rs. 275.68 Lakhs as against Rs. 267.47 Lakhs during the financial year 2020-21. The increase in depreciation was around 3.07% in comparison to the previous year.

**Other Expenses:**

Our Company has incurred Rs. 1441.29 Lakhs during the Financial Year 2021-22 on other expenses as against Rs. 911.90 Lakhs during the financial year 2020-21. There was an increase of 58.05% was mainly due to increase in rent, sales promotion exp, travelling & conveyance expense.

**Restated loss before tax:**

Net loss before tax for the financial year 2021-22 increased to Rs. 940.46 Lakhs as compared to Rs. 314.96 Lakhs in the financial year 2020-21, which was majorly due to factors as mentioned above.

**Restated loss for the year:**

The Company reported Restated loss after tax for the financial year 2021-22 of Rs. 916.78 Lakhs in comparison to Rs. 303.07 lakhs in the financial year 2020-21 majorly due to factors mentioned above. The increase of 202.50% was mainly due to increase in the cost as mentioned above.

**Financial Year 2021 Compared to Financial Year 2020 (Based on Restated Financial Statements)****Total Income:**

Total income for the financial year 2020-21 stood at Rs. 1855.58 Lakhs whereas in Financial Year 2019-20 the same stood at Rs. 2801.63 Lakhs representing a decrease of 33.77%.

**Revenue from Operations**

During the financial year 2020-21 the net revenue from operation of our Company increased to Rs. 1813.02 Lakhs as against Rs. 2751.23 Lakhs in the Financial Year 2019-20 representing a decrease of 34.10%. Such decrease was due to decrease in sales due to COVID-19.

**Other Income:**

During the financial year 2020-21 the other income of our Company decreased to Rs. 42.55 Lakhs as against Rs. 50.40 lakhs in the Financial Year 2019-20 representing a decrease of 15.58%.

**Total Expenses**

The total expense for the financial year 2020-21 decreased to Rs. 2170.54 Lakhs from Rs. 3152.53 lakhs in the Financial Year 2019-20 representing a decrease of 31.15%.

**Cost of material consumed:**

The cost of material consumed for the financial year 2020-21 decreased to Rs. 293.54 Lakhs from Rs. 431.91 lakhs in the Financial Year 2019-20 representing a decrease of 32.04%.

**Employee benefits expense:**

Our Company has incurred Rs. 522.82 Lakhs as Employee benefits expense during the financial year 2020-21 as compared to Rs. 979.79 Lakhs in the financial year 2019-20. The decrease of 46.64% was due to decrease in salaries.

**Finance costs:**

These costs were for the financial Year 2020-21 increased to Rs. 146.57 Lakhs as against Rs 114.67 Lakhs during the financial year 2019-20. The increase of 27.82% was due to increase in interest expenses and borrowing cost.

### **Depreciation and Amortization Expenses:**

Depreciation for the financial year 2020-21 stood at Rs. 267.47 Lakhs as against Rs. 291.01 Lakhs during the financial year 2019-20. The decrease in depreciation was around 8.09% in comparison to the previous year.

### **Other Expenses:**

Our Company has incurred Rs. 911.90 Lakhs during the Financial Year 2020-21 on other expenses as against Rs. 1431.21 Lakhs during the financial year 2019-20. There was a decrease of 36.28% was mainly due to decrease in rent, royalty, electricity.

### **Restated loss before tax:**

Net loss before tax for the financial year 2020-21 decreased to Rs. 314.96 Lakhs as compared to Rs. 350.90 Lakhs in the financial year 2019-20, which was majorly due to factors as mentioned above.

### **Restated loss for the year:**

The Company reported Restated loss after tax for the financial year 2020-21 of Rs. 303.07 Lakhs in comparison to Rs. 323.80 lakhs in the financial year 2019-20 majorly due to factors mentioned above.

### **Information required as per Item (II)(C)(iv) of Part A of Schedule VI to the SEBI Regulations:**

**An analysis of reasons for the changes in significant items of income and expenditure is given hereunder:**

#### ***1. Unusual or infrequent events or transactions***

There has not been any unusual trend on account of our business activity. Except as disclosed in this Draft Prospectus, there are no unusual or infrequent events or transactions in our Company.

#### ***2. Significant economic changes that materially affected or are likely to affect income from continuing operations.***

There are no significant economic changes that may materially affect or likely to affect income from continuing operations.

#### ***3. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.***

Apart from the risks as disclosed under Section “*Risk Factors*” beginning on page 23 of the Draft Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

#### ***4. Future changes in relationship between costs and revenues***

Other than as described in the sections “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 23, 89 and 181 respectively, to our knowledge, no future relationship between expenditure and income is expected to have a material adverse impact on our operations and finances.

#### ***5. Segment Reporting***

Our business activity primarily falls within a single business and geographical segment, i.e. salon services, other than as disclosed in “*Restated Financial Statements – Segment Reporting*” on page 135, we do not follow any other segment reporting

#### ***6. Status of any publicly announced New Products or Business Segment***

Except as disclosed in the Chapter “*Our Business*”, our Company has not announced any new product or service.

#### ***7. Seasonality of business***

Our business is not subject to seasonality. For further information, see “*Industry Overview*” and “*Our Business*” on pages 81 and 89, respectively

#### 8. *Dependence on single or few customers*

Given the nature of our business operations, we do not believe our business is dependent on any single or a few customers

#### 9. *Competitive conditions*

Competitive conditions are as described under the Chapters “*Industry Overview*” and “*Our Business*” beginning on pages 81 and 89 respectively of this Draft Prospectus.

#### 10. *Details of material developments after the date of last balance sheet i.e. March 31, 2022*

After the date of last Balance sheet i.e. March 31, 2022, the following material events have occurred after the last audited period –

- 1) Our Company has approved the Audited Financial Statements for financial year ended March 31, 2022 at Board Meeting dated May 17, 2022.
- 2) Mrs. Vandini Gupta was appointed as an Additional Non-Executive Director of the Company with effect from June 13, 2022. Further, she was regularized from Additional Non-Executive Director to Non-Executive Director of the Company vide Extra Ordinary General Meeting held on June 15, 2022.
- 3) Mr. Prannay Dokkania appointed as Managing Director of the Company for a term of 5 year with effect from June 13, 2022 by board in its meeting held on June 13, 2022 and approved by shareholders vide Extra Ordinary General Meeting held on June 15, 2022, Further, in order to remove the technical error appearing on the MCA portal, he resigned on July 4, 2022 and fresh appointment as Managing Director w.e.f. July 5, 2022 for a term of 5 years and approved by shareholders vide Extra Ordinary General Meeting held on July 05, 2022.
- 4) Further, for removal technical error on MCA portal, has resigned on July 04, 2022 and appoint again as Managing Director of the Company for a term of 5 year with effect from July 05, 2022 and approved by shareholders vide Extra Ordinary General Meeting held on July 05, 2022.
- 5) Mr. Shree Krishna Mukesh Gupta was designated as Chairman of the Company vide Board Resolution dated June 13, 2022.
- 6) Mr. Kabir Malhotra and Mr. Aashay Amish Choksi were appointed as Additional Independent Director of the Company with effect from June 13, 2022. Further, regularized from Additional Independent Director to Independent Director of the Company vide Extra Ordinary General Meeting held on June 15, 2022.
- 7) We have passed a Board resolution in the meeting of Board of Directors dated June 13, 2022 authorizing the Board of Directors to raise funds by making an Initial Public Offering.
- 8) We have passed a special resolution in the Extra Ordinary General meeting dated June 15, 2022 authorizing the Board of Directors to raise funds by making an Initial Public Offering.
- 9) Our Company has re-constituted the Audit Committee vide Board Resolution dated June 17, 2022.
- 10) Our Company has re-constituted the Nomination and Remuneration Committee vide Board Resolution dated June 17, 2022.
- 11) Our Company has formed the Stakeholders Relationship Committee vide Board Resolution dated June 17, 2022.
- 12) Our Company has approved the Restated Financial Statements for the financial year ended March 31, 2022, 2021 and 2020 in the Board meeting dated August 12, 2022
- 13) Our Company has approved the Draft Prospectus vide resolution in the Board Meeting dated August 24, 2022.

**CAPITALISATION STATEMENT**

(Amount in Rs. Lakhs)

Particulars	Pre Issue	Post Issue*
	31-03-22	
<b>Debt</b>		
Short Term Debt	802.00	
Long Term Debt	-	
<b>Total Debt</b>	<b>802.00</b>	
<b>Shareholders' Fund (Equity)</b>		
Share Capital	1,650.00	
Reserves & Surplus	(298.98)	
Less: Miscellaneous Expenses not w/off	-	
Total Shareholders' Fund (Equity)	1,351.02	
<b>Long Term Debt/Equity</b>	-	
<b>Total Debt/Equity</b>	<b>0.59</b>	

**Notes:**

1. Short term Debts represent which are expected to be paid/payable within 12 months and excludes installment of term loans repayable within 12 months.
2. Long term Debts represent debts other than Short term Debts as defined above but includes installment of term loans repayable within 12 months grouped under other current liabilities
3. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 31/03/2022.
4. \*The corresponding post issue figures are not determinable at this stage pending the completion of public issue and hence have not been furnished.



## SECTION VII – LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated below there are no outstanding (i) criminal proceedings involving our Company, Subsidiaries, Directors, or Promoters; (ii) actions by statutory or regulatory authorities involving the Company, Subsidiaries, Directors, or Promoters; (iii) outstanding claims relating to direct and indirect taxes involving the Company, Subsidiaries, Directors, or Promoters and (iv) other pending litigation as determined to be material by our Board pursuant to the Materiality Policy (as disclosed herein below); or (v) litigation involving our Group Company which has a material impact on our Company. Further, except as stated in this section, there are no disciplinary actions including penalties imposed by SEBI or stock exchanges against our Promoters in the last five Financial Years including any outstanding action.

For the purposes of (iv) above in terms of the Materiality Policy adopted by a resolution of our Board dated June 17, 2022:

Any pending litigation or arbitration proceedings (other than litigations mentioned in point (i) to (iii) above) involving our Company, Directors, Group companies and Promoters shall be considered “material” for the purposes of disclosure in this Draft Prospectus, if:

- a) the aggregate monetary claim made by or against the Company, Directors, Group Companies or Promoters, as the case may be, in any such pending litigation or arbitration proceeding is in excess of 1% of the revenue from operations of the Company, in the most recently completed Financial Year as per the Restated Financial Statements; or
- b) in such litigation the monetary liability is not quantifiable, or which does not fulfill the threshold specified in (a) above, but the outcome of which could, nonetheless, have a material adverse effect on the Business, Operations, Performance, Prospects, Financial position or reputation of our Company,

have been considered “material” and accordingly have been disclosed in this Draft Prospectus.

For the purposes of the above, pre-litigation notices received (excluding those notices issued by statutory or regulatory or taxation authorities or notices threatening criminal action) have not and shall not, unless otherwise decided by our Board, be considered material until such time, as the case may be, is impleaded as a defendant in litigation before any judicial or arbitral forum. Except as stated in this section, there are no outstanding material dues to creditors of our Company. Further, in accordance with the Materiality Policy, our Company has considered such creditors ‘material’ to whom the amount due is equal to or in excess of 5% of the total trade payables of our Company as of the end of the most recent period covered in the Restated Financial Statements. Unless stated to the contrary, the information provided below is as of the date of this Draft Prospectus.

#### **PART 1: LITIGATION RELATING TO OUR COMPANY:**

##### **A. FILED AGAINST OUR COMPANY:**

1. **Litigation Involving Criminal Laws-** Nil
2. **Litigation involving Actions by Statutory/Regulatory Authorities-**Nil
3. **Litigation involving Tax Liabilities:-**
  1. **Direct Tax:** Nil
  2. **Indirect Tax :**

##### a) **VAT**

##### **For the financial year 2015-16**

The Government passed assessment Order under section 32 of Maharashtra Value Added Tax Act-2002 dated 5th March, 2021 thereby directing company to pay balance of Rs. 25.27 lakhs due to reconciliation issue. However, the amount was not reduced and the Company is liable to pay a sum of Rs. 25.27 lakhs even after making an appeal. The status of the same is pending as on date.

#### For the financial year 2016-17

The Government passed assessment Order under section 32 of Maharashtra Value Added Tax Act-2002 dated 24th March, 2021 thereby directing company to pay balance of Rs. 36.90 lakhs due to reconciliation issue. The Company made an appeal stating that the sales officer has erred in levying interest and also has not given credit. However, the amount was not reduced and the Company is liable to pay a sum of Rs. 36.90 lakhs. The status of the same is pending as on date.

#### b) Central Tax

#### For the financial year 2016-17

The Government passed assessment Order under section 9 of Central Sales Tax Act, 1956 dated 24th March, 2021 thereby directing company to pay balance of Rs. 0.68 lakhs due to reconciliation issue and delay in submission of certain forms. The status of the same is pending as on date.

#### 4. Other Pending Litigation-

- a) Legal Metrology Officer has filed a case against Lloyds Luxuries Limited under The Legal Metrology Act, 2009 and related rules in the year 2021 as there were irregularities noticed in respect to Packaged commodities such as The name and complete address of the importer is not declared on the package, The common or generic name of the commodity contained in the package is not declared on the package, For consumer complaints, e-mail address of the person/office is not declared on the package thus violating various sections and Rules of the Legal Metrology Act, 2009. The violations are compoundable in nature and the Company is yet to reply on the matter.
- b) A Public Interest Litigation (PIL) is filed against the Company by Mr. Yusuf Iqbal Yusuf (hereinafter referred to as Petitioner) on 16th April, 2020 against the Union of India and Others, Lloyds Luxuries Limited (Company), Director, Chief Financial Officer (CFO), Company Secretary (CS) and Truefitt & Hill (Gentlemen's Grooming) Limited (hereinafter collectively referred to as Respondents) in the High Court of Judicature at Bombay (High Court). The PIL was filed because of non-payment of salaries by the Company to its employees for the month of March and April 2020 when the country was in lockdown due to COVID-19 pandemic. The petitioner has prayed to the High Court that the salaries of the employees be paid in full for the entire lockdown period and that the employment of none of the employees be terminated. Also, that strict action is taken against the Company in case salaries are not paid by the Company. The Company alleges through its reply that the Company had communicated to its staff that salary for the month of March 2020 will be paid in instalments. Further, for the remaining lockdown days, 50% of the days will be considered for the payment of the salary. The remaining days will be adjusted against paid leaves. The Company also alleges that the Petitioner has filed the PIL to gain cheap publicity. The current status of case is pending.
- c) In the District Consumer Dispute Redressal Forum, Central Mumbai, a Complaint is filed against Lloyds Luxuries Limited (the Company) and Truefitt & Hill (Gentlemen's Grooming) Limited (hereinafter collectively referred to as Respondents) by Mr. Ajay Bhartiya on 19<sup>th</sup> March, 2018 for deficiency in services and gross negligence on the part of one the saloon outlet located at Peddar Road, Mumbai. The Company has filed the written statement District Consumer Dispute Redressal Forum, Central Mumbai. The Respondent claims that the complaint filed is false, fake and baseless. Also that there is no deficiency in service as alleged by Mr. Ajay Bhartiya. The current status of case is pending

#### B. CASES FILED BY OUR COMPANY:

1. **Litigation Involving Criminal Laws -Nil**
2. **Litigation involving Actions by Statutory/Regulatory Authorities -Nil**
3. **Litigation involving Tax Liabilities –**
  - a) **Direct Tax: Nil**
  - b) **Indirect Tax: Nil**
4. **Other Pending Litigation –Nil**

**PART 2: LITIGATION RELATING TO DIRECTORS AND PROMOTERS OF OUR COMPANY:**

**A. LITIGATION AGAINST TO DIRECTORS AND PROMOTERS OF OUR COMPANY:**

1. **Litigation Involving Criminal Laws Nil**
2. **Litigation involving Actions by Statutory/Regulatory Authorities-Nil**
3. **Litigation involving Tax Liabilities:-**
  - a) **Direct Tax: Nil**
  - b) **Indirect Tax: Nil**
4. **Other Pending Litigation- Nil**

**B. LITIGATION FILED BY DIRECTORS AND PROMOTERS OF OUR COMPANY:**

1. **Litigation Involving Criminal Laws Nil**
2. **Litigation involving Actions by Statutory/Regulatory Authorities-Nil**
3. **Litigation involving Tax Liabilities:-**
  - c) **Direct Tax: Nil**
  - d) **Indirect Tax: Nil**
4. **Other Pending Litigation- Nil**

**PART 3: LITIGATION RELATING TO GROUP COMPANY:**

**A. LITIGATION AGAINST OUR GROUP COMPANY:**

**1. Litigation Involving Criminal Laws**

**Aristo Realty Developers Limited (“Aristo”)**

1. Ramesh Karade has filed a case against Aristo Realty Developers Limited (Aristo) alleging that Aristo did not maintain separate accounts nor did the Aristo maintained separate bank accounts. Further, Mr. Ramesh Karade also alleged that the flat that was sold to him was also sold to other Bank as well. Also, Aristo has been asked to submit various receipts of expenses with regards to maintenance made and return the deposit amount but Aristo has not done the same. Aristo is yet to revert on the matter
2. Ankit Anil Lohia and others have filed a case against Aristo Reality Developers (Aristo) and 19 others stating that Siesta Hospitality Services Limited and others are running a Hotel business in a residential building and that the other residents of the building who are closely related to Promoters of Aristo. Mr. Ankit Anil Lohia filed the case under the law of tort of nuisance and for seeking compensation
3. Rajesh Gopal Chawan and others filed a case against Aristo Reality Developers and others due to a property dispute matter wherein Aristo had entered into an agreement with Mr. Rajesh Chawan regarding allotment of certain areas of four floors in a new building to be constructed as a permanent alternate accommodation. However, on death of Mr. Gopal Chawan, dispute arose on the distribution mentioned in the will. The case is pending in the court

**2. Litigation involving Actions by Statutory/Regulatory Authorities -Nil**

**3. Litigation involving Tax Liabilities:-**

- i. **Direct Tax –**

**Lloyds Steel Industries Limited (Lloyds Steel)****1. For the assessment year 2015-16**

Lloyds Steel received a Demand Notice from Income Tax department, Mumbai under section 153C of the Income Tax Act, 1961 for a sum of Rs. 1134.02 Lakhs on 31<sup>st</sup> March 2022.

A search and seizure under section 132 of the Income Tax Act, 1961 was conducted in Jatia Group on 17<sup>th</sup> April, 2018 wherein it was claimed that Lloyd Group along with two other Companies (Topworth Group and Uttam Group) formed shell company, who raised bogus sales invoices to the second company (Vinod Jatia group of companies). Second company made payment to shell company through the L/C issued by the Bank. Therefore, the shell company received money without selling any goods but only for generating bogus invoices. Summons u/s 131 of the I.T. Act, 1961 were issued to these bogus as well all related companies asking to produce the sales & purchases bills, proofs of delivery of goods, details of transporters, Inward & Outward register etc. None of the entities have produced these supporting. A show cause notice was issued to Lloyds Steel for the same.

In view of the above, a demand notice has been issued after making cross adjustments in the income tax computation made by the Lloyds Steel. As per the demand notice, Lloyds Steel defaulted in making payment of advance tax and hence, interest payable on payment of advance tax and deferment of advance tax was added in the total income tax computation. Lloyds Steel is yet to respond to the concerned authorities.

**2. For the assessment year 2016-17**

Lloyds Steel received a Demand Notice from Income Tax department, Mumbai under section 153C of the Income Tax Act, 1961 for a sum of Rs. 10.05 lakhs on 31<sup>st</sup> March 2022.

A search and seizure under section 132 of the Income Tax Act, 1961 was conducted in Jatia Group on 17<sup>th</sup> April, 2018 wherein it was claimed that Lloyd Group along with two other Companies (Topworth Group and Uttam Group) formed shell company, who raised bogus sales invoices to the second company (Vinod Jatia group of companies). Second company made payment to shell company through the L/C issued by the Bank. Therefore, the shell company received money without selling any goods but only for generating bogus invoices. Summons u/s 131 of the I.T. Act, 1961 were issued to these bogus as well all related companies asking to produce the sales & purchases bills, proofs of delivery of goods, details of transporters, Inward & Outward register etc. None of the entities have produced these supporting. A show cause notice was issued to Lloyds Steel for the same.

In view of the above, a demand notice has been issued after making cross adjustments in the income tax computation made by the Lloyds Steel. As per the demand notice, Lloyds Steel defaulted in making payment of advance tax and hence, interest payable on payment of advance tax and deferment of advance tax was added in the total income tax computation. Lloyds Steel is yet to respond to the concerned authorities.

**3. For the assessment year 2019-20**

Lloyds Steel received a Demand Notice from Income Tax department, Mumbai under section 153C of the Income Tax Act, 1961 for a sum of Rs. 2.20 lakhs on 31<sup>st</sup> March 2022.

A search and seizure under section 132 of the Income Tax Act, 1961 was conducted in Jatia Group on 17<sup>th</sup> April, 2018 wherein it was claimed that Lloyd Group along with two other Companies (Topworth Group and Uttam Group) formed shell company, who raised bogus sales invoices to the second company (Vinod Jatia group of companies). Second company made payment to shell company through the L/C issued by the Bank. Therefore, the shell company received money without selling any goods but only for generating bogus invoices. Summons u/s 131 of the I.T. Act, 1961 were issued to these bogus as well all related companies asking to produce the sales & purchases bills, proofs of delivery of goods, details of transporters, Inward & Outward register etc. None of the entities have produced these supporting. A show cause notice was issued to Lloyds Steel for the same.

In view of the above, a demand notice has been issued after making cross adjustments in the income tax computation made by the Lloyds Steel. As per the demand notice, Lloyds Steel defaulted in making payment of advance tax and hence, interest payable on payment of advance tax and deferment of advance tax was added in the total income tax computation. Lloyds Steel is yet to respond to the concerned authorities.

ii. **Indirect Tax – Nil**

4. **Other Pending Litigation –**

**Lloyds Steel Industries Limited**

1. Indian Oil Corporation Limited, Mathura has invoked Arbitration against Lloyds Steels Industries Limited (LSIL) in 2001 claiming Rs.815 Lakhs with interest by invoking Risk Purchase Clause of the contract. Arbitration matter is pending at Delhi. Further, LSIL has made counter claims of Rs.16 Crores. Arbitration is in progress. Next hearing date is 26<sup>th</sup> August 2022.
2. Transparent Energy, Pune has invoked Arbitration against Lloyds Steels Industries Limited (LSIL) in 2012 for refund of encashed Bank Guarantee amount of Rs. 24 Lakhs plus interest. Arbitration is completed. However, award is pending.
3. Omkar Heavy Engineers Limited has invoked Arbitration against Lloyds Steels Industries Limited (LSIL) in 2022 claiming Rs. 2.07 Crores with interest. LSIL has made counter claims of Rs. 5.07 Crores. Arbitration is in progress. Next hearing date is 8<sup>th</sup> September 2022.

**Trofi Chain Factory Private Limited (Formerly known as The Pizza Chain Factory Private Limited)**

4. Chetan Mansen Seth (Mr. Seth) has filed a case against Trofi Chain Factory Private Limited (“Trofi”) through its Directors Mr. Sureshkumar Garg, Mr. Istayak Ansari, Mr. Shreekrishna Gupta and Mr. Madhur Gupta in the Court of Small causes at Bomaby in the year 2021. Mr. Seth has claimed that Trofi has failed to pay licence fees of Rs. 1.85 lakhs for two premises since April 2020 till April 2021. Mr. Seth had made several calls and send messages to Trofi but no revert was received. Mr. Seth also offered to waive off 50% of the license fees for the month of April and May 2020 and 10% of the licence fees for June 2020. On asking to vacate the premises on 18<sup>th</sup> October 2020 through email, Trofi replied stating that they have vacated the premises on 9<sup>th</sup> November 2020 which Mr. Seth believes to be incorrect Therefore, Mr. Seth has filed suit relating to recovery of amount due along with interest and for the outstanding bills. The value of the suit is Rs. 23.28 lakhs. The matter is still pending.

**Aristo Realty Developers Limited (Aristo)**

5. Oakwood Management Services India Private Limited (Oakwood) had filed a case against Aristo Realty Developers Limited (Aristo) in Bombay High Court. Oakwood and Aristo had entered into a Management agreement where Oakwood was to provide management and operating services to the five star hotel that Aristo was supposed to build. However, Aristo could not construct the said property on the grounds that there were constant changes in designs, plans and specifications. Thereafter, Aristo terminated the contract. As per the management agreement. Aristo was to pay 4 times of Annual fees but failed to do so. Aristo has made section 11 proceeding in the Supreme Court. Matter is still pending in the court.

**B. LITIGATION FILED BY OUR GROUP COMPANY:**

1. **Litigation Involving Criminal Laws- Nil**
2. **Litigation involving Actions by Statutory/Regulatory Authorities-Nil**
3. **Litigation involving Tax Liabilities:-**

i. **Direct Tax-**

**Aristo Realty Developers Limited**

1. Aristo Realty Developers Limited (Appellant) has filed an appeal in the High Court of Judicature (Respondent) at Bombay against the I.T.O Ward. The appellant case is selected for scrutiny assessment proceedings wherein appellant had claimed deduction in travelling expenses incurred of Rs. 29.91 lakhs. However, Respondent passed an order disallowing the entire travelling expenses incurred for foreign tour of its Managing Directors on 18<sup>th</sup> April 2018. The Commissioner of Income Tax (Appeal) passed an order disallowing the foreign travel expenses. The disputed amount of Income Tax in the appeal for assessment year 2011-12 is Rs. 9.24 lakhs. Further, appellant filed a miscellaneous application. However, the same was rejected. Appellant had filed second miscellaneous application before Tribunal which was again rejected. -Appellant has filed the appeal pleading the Hon’ble Court to admit the present appeal and grant a stay on recovery proceedings till disposal of the said appeal. The matter is pending in the Court of law.

**ii. Indirect Tax-Nil**

**4. Other Pending Litigation-**

**Lloyds Steel Industries Limited**

1. Lloyds Steels Industries Limited (LSIL) has invoked arbitration against Oil and Natural Gas Incorporation (ONGC), Ankleshwar, for recovering certain withheld amounts (L.D) and other amounts by ONGC. Arbitration award was passed in favour of LSIL in 2017 for payment of Rs. 176 lakhs by ONGC in addition to interest of 9% from the year 2001. However, ONGC appeal is pending before Ankleshwar District Court. Next hearing date is 20<sup>th</sup> September 2022.
2. Lloyds Steels Industries Limited (LSIL) has invoked arbitration against Bharat Petroleum Corporation Limited (BPCL), Kochi for recovering certain withheld amounts (L.D). The value involved in the said matter is Rs. 135 lakhs plus interest. Arbitration award was passed in favour of LSIL in 2021 for payment of Rs. 132 lakhs by BPCL in addition to interest of 8% from the 28<sup>th</sup> August, 2015. However, BPCL has appealed before Ernakulam's Commercial Court. LSIL has also filed an execution application for payment of money. The matter is pending and the next hearing date is 3<sup>rd</sup> November 2022.
3. Lloyds Steels Industries Limited (LSIL) has filed suit against Oil India Limited, Assam in 1991 for recovery of encashed Bank Guarantee amount of Rs. 100 Lakhs plus interest. Matter is pending before Bombay City Civil Court. Next date of hearing is 20<sup>th</sup> September 2022.

**PART 4: AMOUNTS OWED TO SMALL SCALE UNDERTAKINGS AND OTHER CREDITORS:**

The Board of Directors of our Company considers dues exceeding 5% of our Company's total Trade payables as per Restated Financial statements, to small scale undertakings and other creditors as material dues for our Company.

Our Board of Directors considers dues owed by our Company to the creditors exceeding 5% of the Company's trade payables as per the last audited financial statements as material dues for the Company. The trade payables of our Company as on March 31, 2022 were Rs. 279.50 lakhs. Accordingly, a creditor has been considered 'material' if the amount due to such creditor exceeds Rs. 13.98 lakhs as on March 31, 2022. This materiality threshold has been approved by our Board of Directors pursuant to the resolution passed on June 17, 2022. As on March 31, 2022, there are 2 creditors to each of whom our Company owes amounts exceeding 5% of our Company's Trade Payables and the aggregate outstanding dues to them being approximately Rs. 126.12 lakhs. The details pertaining to amounts due towards material creditors are available on the website of our Company.

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, in relation to amount unpaid together with interest payable have not been furnished.

Therefore, as on March 31, 2022, our Company owes amounts aggregating to Rs. 279.50 lakhs approximately towards 161 trade creditors, which may or may not include small scale undertakings. There are no disputes with such entities in relation to payments to be made to them.

**PART 5: MATERIAL DEVELOPMENTS OCCURING AFTER LAST BALANCE SHEET DATE:**

Except as disclosed in Chapter titled "*Management's Discussion & Analysis of Financial Conditions & Results of Operations*" beginning on page 181 of this Draft Prospectus, there have been no material developments that have occurred after the Last Balance Sheet date.



## GOVERNMENT AND OTHER APPROVALS

*Our Company has received the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/regulatory authorities/certification bodies required to undertake the issue or continue our business activities and except as mentioned below, no further approvals are required for carrying on our present or proposed business activities.*

*In view of the approvals listed below, we can undertake this issue and our current 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 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 of our Company and the objects incidental, enable our Company to carry out its activities.*

*The Company has got following licenses / registrations / approvals /consents / permissions from the Government and various other Government agencies required for its present business.*

*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. 102 of this Draft Prospectus.*

### **I. Approvals for the Issue:**

The following approvals have been obtained or will be obtained in connection with the Issue

#### **Corporate Approvals:**

1. Our Board has pursuant to a resolution passed at its meeting dated on June 13, 2022, under Section 62(1)(c) of the Companies Act 2013, authorized the 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 June 15, 2022 under Section 62(1)(c) and other applicable provisions of the Companies Act 2013, authorized the Issue of Equity Shares.
3. Our Board approved this Draft Prospectus pursuant to its resolution dated August 24, 2022.

#### **Approval from the Stock Exchange:**

4. Our Company has received in- principle listing approval from the NSE Emerge dated [●] for listing of Equity Shares issued pursuant to the issue.

#### **Agreements with NSDL and CDSL:**

5. Agreement dated August 13, 2020 between CDSL, the Company and the Registrar to the Issue;
6. Agreement dated June 17, 2022 between NSDL, the Company and the Registrar to the Issue;
7. The Company's International Securities Identification Number (“ISIN”) is INE0DTQ01028.

### **II. Incorporation related Approvals:**

Sr. No	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
1.	Certificate of Incorporation	U74999MH2013PTC249449	Companies Act, 1956	Registrar of Companies, Maharashtra, Mumbai	October 21, 2013	Valid till cancelled
2.	Fresh Certificate of	U74999MH2013PLC249449	Companies	Registrar of	January 29,	Valid till



Incorporation consequent upon change of name on Conversion to Public Limited Company.		Act, 2013	Companies, Maharashtra, Mumbai	2014	cancelled
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**III. Corporate/General Authorizations:**

Sr. No	Nature of Registration/License	Registration/License No.	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
1.	Permanent Account Number (PAN)	AACCL5762B	Income Tax Act 1961	Commissioner of Income Tax	October 21, 2013	Valid till cancelled
2.	Tax Deduction Account Number (TAN)	MUML09115B	Income Tax Act 1961	Income Tax Department	October 29, 2013	Valid till cancelled
3.	GST Registration Certificate –Mumbai	27AACCL5762B1ZO	Central Goods and Services Tax Act, 2017	Government of India	January 27, 2022	Valid till cancelled
4.	GST Registration Certificate- Hyderabad	36AACCL5762B2ZO	Central Goods and Services Tax Act, 2017	Government of India	September 22, 2017	Valid till cancelled
5.	GST Registration Certificate- Kolkata	19AACCL5762B1ZL	Central Goods and Services Tax Act, 2017	Government of India	January 18, 2018	Valid till cancelled
6.	GST Registration Certificate- Delhi	07AACCL5762B1ZQ	Central Goods and Services Tax Act, 2017	Government of India	September 26, 2017	Valid till cancelled
7.	GST Registration Certificate- Gurgaon	06AACCL5762B1ZS	Central Goods and Services Tax Act, 2017	Government of India	September 23, 2017	Valid till cancelled
8.	GST Registration Certificate- Bangalore	29AACCL5762B1ZK	Central Goods and Services Tax Act, 2017	Government of India	September 23, 2017	Valid till cancelled
9.	GST Registration Certificate- Chandigarh*	04AACCL5762B1ZW	Central Goods and Services Tax Act, 2017	Government of India	March 19, 2018	Valid till cancelled
10.	GST Registration Certificate- Hyderabad*	36AACCL5762B1ZP	Central Goods and Services Tax Act, 2017	Government of India	September 22, 2017	Valid till cancelled
11.	GST Registration Certificate- Indore	23AACCL5762B1ZW	Central Goods and Services Tax Act, 2017	Government of India	February 03, 2019	Valid till cancelled
12.	GST Registration Certificate- Jaipur	08AACCL5762B1ZO	Central Goods and Services Tax Act, 2017	Government of India	February 02, 2018	Valid till cancelled
13.	GST Registration Certificate- Chennai	33AACCL5762B1ZV	Central Goods and Services Tax Act, 2017	Government of India	May 15, 2018	Valid till cancelled
14.	Certificate of Importer –Exporter Code (IEC)	0313057893	Foreign Trade (Development & Regulation) Act, 1992	Add. Director General of Foreign Trade, Directorate General of Foreign Trade, Ministry of Commerce and Industry	November 28, 2013	Valid till cancelled

\*Inactive

**IV. Business Related Certifications:**

Sr. No	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
1.	Registration Certificate under Shops & Establishments Act- (Hughes Road)	820239195 / D Ward /COMMERCIAL II	Maharashtra shop and Establishments (Regulations of Employment and conditions of Service) Act, 2017	Maharashtra Shop and Establishments	August 12, 2022	Valid till Cancelled
2.	Registration Certificate under Shops & Establishments Act- (Juhu)	820239225 / KW Ward /COMMERCIAL II	Maharashtra shop and Establishments (Regulations of Employment and conditions of Service) Act, 2017	Maharashtra Shop and Establishments	August 12, 2022	Valid till Cancelled
3.	Registration Certificate under Shops & Establishments Act- (Khar)	820238775 / HW Ward /COMMERCIAL II	Maharashtra shop and Establishments (Regulations of Employment and conditions of Service) Act, 2017	Maharashtra Shop and Establishments	August 09, 2022	Valid till Cancelled
4.	Registration Certificate under Shops & Establishments Act- (Powai)	820209529 / S Ward /COMMERCIAL II	Maharashtra shop and Establishments (Regulations of Employment and conditions of Service) Act, 2017	Maharashtra Shop and Establishments	February 17, 2022	Valid till Cancelled
5.	Registration Certificate under Shops & Establishments Act- (Prabhadevi)	820239235 / GS Ward /COMMERCIAL II	Maharashtra shop and Establishments (Regulations of Employment and conditions of Service) Act, 2017	Maharashtra Shop and Establishments	August 12, 2022	Valid till Cancelled
6.	Registration Certificate under Shops & Establishments Act- (Shastri Nagar-Lokhandwala)	820163374 / KW Ward /COMMERCIAL II	Maharashtra shop and Establishments (Regulations of Employment and conditions of Service) Act, 2017	Maharashtra Shop and Establishments	June 12, 2021	Valid till Cancelled
7.	Registration Certificate under Shops & Establishments Act- (Lower Parel)	760434474/SHOP I	Maharashtra shop and Establishments Act, 1948	Maharashtra Shop and Establishments	January 09, 2015	Valid till Cancelled
8.	Registration Certificate under Shops & Establishments Act- (Kalaghoda fort)	820174673 / A Ward /COMMERCIAL II	Maharashtra shop and Establishments (Regulations of Employment and conditions of Service) Act, 2017	Maharashtra Shop and Establishments	August 20, 2021	Valid till Cancelled
9.	Registration Certificate under Shops & Establishments Act- (Khar-Mary Chor)	820175975 / HW Ward /SHOP I	Maharashtra shop and Establishments (Regulations of Employment and conditions of Service) Act, 2017	Maharashtra Shop and Establishments	August 26, 2021	Valid till Cancelled
10.	Registration Certificate	RC/COS-002097	Drugs and Cosmetics	Central Drugs	October	October

	issued for import of cosmetics into India		Rules, 1945 (“DCA Rules”) and Drugs Control Act, 1950	Standard Control Organisation Ministry of Health & Family Welfare	21, 2020	19, 2023
11.	Udhyog Aadhar Registration Certificate (Small scale)	MH19F0109851	Micro, Small and Medium Enterprises Development Act, 2006	Ministry of Micro, Small and Medium Enterprises	-	Valid till Cancelled
12.	UDYAM Registration Certificate (Micro Services)	UDYAM-MH-19-0026589	Micro, Small and Medium Enterprises Development Act, 2006	Ministry of Micro, Small and Medium Enterprises	December 11, 2020	Valid till Cancelled
13.	Certificate of Enrolment for Professional Tax	99632198228P	Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975	Government of Maharashtra	July 11, 2016	Valid till Cancelled
14.	Certificate of Registration for Professional Tax	27131052375P	Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975	Maharashtra Sales Tax department	Not Available *	Valid till Cancelled
15.	Certificate of Registration for packaging of Cosmetics and Accessories	GOI/MH/2022/762	The Legal Metrology Act, 2009 and rule 27 of the Legal Metrology (Packaged Commodities) Rules, 2011	Deputy Director Legal Metrology, Weights and Measures Unit, Ministry of Consumer Affairs, Food & P.D., D/o Consumer Affairs, Govt. of India	March 03, 2022	Valid till Cancelled
16.	Certificate of Registration for packaging of Cosmetics and Accessories	GOI/MH/2022/763	The Legal Metrology Act, 2009 and rule 27 of the Legal Metrology (Packaged Commodities) Rules, 2011	Deputy Director Legal Metrology, Weights and Measures Unit, Ministry of Consumer Affairs, Food & P.D., D/o Consumer Affairs, Govt. of India	March 03, 2022	Valid till Cancelled


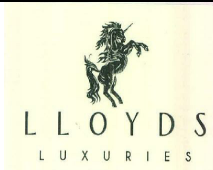
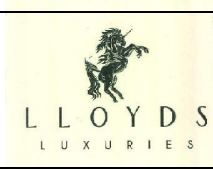
\*Not available on certificate

#### V. Labour Related Licenses

Sr. No.	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
1	Registration under Employees’ Provident Funds And Miscellaneous Provisions Act, 1952	MHBAN1026932	Employees’ Provident Funds & Miscellaneous Provisions Act, 1952	Employee Provident Fund Organisation	January 31, 2015	Valid till Cancelled
2	Registration under Employees’ State Insurance Corporation (ESIC)	31001058590000999	Employee’s State Insurance Act, 1948	Regional Office, Employees State Insurance Corporation, Mumbai	Not Available*	Valid till Cancelled

\*Company is unable to trace the physical certificate in relation to Registration under Employee's State Insurance Act, 1948

#### VI. Intellectual Property related approvals: -

Sr. No.	Brand Name/Logo/ Trademark	Class	TM Category	Owner	Trademark Number/ Application No./ Registration Certificate Number	Issuing Authority	Date of Application	Current Status
1.		21	Trade Mark	Lloyds Luxuries Limited	Application No. 2910734 Certificate No. 2020160	Registrar of Trademarks	February 26, 2015	Registered
2.		35	Trade Mark	Lloyds Luxuries Limited	Application No. 2910735 Certificate No. 1749864	Registrar of Trademarks	February 26, 2015	Registered
3.		44	Trade Mark	Lloyds Luxuries Limited	Application No. 2910736 Certificate No. 2020159	Registrar of Trademarks	February 26, 2015	Registered

#### Domain Name

Sr. No.	Domain Name and ID	Sponsoring Registrar and IANA ID	Registrant Name	Creation Date	Registry Expiry Date
1.	<a href="http://www.lloydsluxuries.in">www.lloydsluxuries.in</a>	Registrar: Endurance Digital Domain Technology LLP and Registrar IANA ID 801217	Registrar URL: <a href="https://publicdomainregistry.com/">https://publicdomainregistry.com/</a>	May 05, 2015	May 05, 2024

#### VII. Licenses / approvals which are yet to be applied by Company:

- Our Company yet to apply for registration under Shops & Establishment License for our registered office, corporate office and stores situated at Pune, Delhi, Gurugram, Kolkata, Hyderabad and Bangalore. For further details please see "Risk Factor" beginning on page 23 of this Draft Prospectus.

#### VIII. Licenses/ Approvals for which applications have been made by our Company and are pending: Nil

## OUR GROUP COMPANIES

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 with which there were related party transactions as per the Restated Financial Statements of our Company in any of the last three financial years and stub period (if any) and other Companies as considered material by our Board. Further, pursuant to a resolution of our Board dated June 17, 2022 for the purpose of disclosure in relation to Group companies in connection with the Issue, a company shall be considered material and disclosed as a Group companies if such company fulfills both the below mentioned conditions:-

- i. Such company that forms part of the Promoter Group of our Company in terms of Regulation 2(1)(pp) of the SEBI (ICDR) Regulations; and
- ii. Our Company has entered into one or more transactions with such company in preceding fiscal or audit period as the case may be exceeding 10% of total revenue of the company as per Restated Financial Statements.

Except as stated, there are no companies/entities falling under definition of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 which are to be identified as group companies/entities.

1. Trofi Chain Factory Private Limited
2. Aristo Realty Developers Limited
3. Lloyds Steels Industries Limited

### Details of our Group Companies:

#### 1. Trofi Chain Factory Private Limited (“TCFPL”)

Trofi Chain Factory Private Limited (formerly known as The Pizza Chain Factory Private limited) was incorporated on July 30, 2014 under the Companies Act, 2013 pursuant to a certificate of incorporation issued by the Registrar of Companies, Maharashtra.

<b>CIN</b>	U55204MH2014PTC256704
<b>PAN</b>	AAFCT0734N
<b>Registered Office</b>	A2, 2nd Floor, Madhu Estate, Pandurang Budhkar Marg, Lower Parel, Mumbai, Maharashtra 400013 India.

#### 2. Aristo Realty Developers Limited (“ARDL”)

Aristo Realty Developers Limited (formerly known as Lloyds Realty Limited) was incorporated on January 06, 1987 as a limited company under the Companies Act, 1956 pursuant to a certificate of incorporation issued by the Registrar of Companies, Maharashtra.

<b>CIN</b>	U45200MH1987PLC042112
<b>PAN</b>	AAACL0593J
<b>Registered Office</b>	A2, 2nd Floor, Madhu Estate, Pandurang Budhkar Marg, Lower Parel, Mumbai, Maharashtra 400013 India.

#### 3. Lloyds Steels Industries Limited (“LSIL”)

Lloyds Steels Industries Limited was incorporated on September 19, 1994 under the Companies Act, 1956 pursuant to a certificate of incorporation issued by the Registrar of Companies, Maharashtra. The Equity Shares of the Company got listed on BSE Limited, (“BSE”) and National Stock Exchange of India Limited (“NSE”) on July 18, 2016.

<b>CIN</b>	L28900MH1994PLC081235
<b>PAN</b>	AAACE9285C
<b>Registered Office</b>	Plot No A-5/5 MIDC Industrial Area Murbad Road Thane Maharashtra 421401 India.

### **Financial Information**

In accordance with the SEBI ICDR Regulations, details of reserves (excluding revaluation reserves), sales, profit after tax, earnings per share, basis/diluted earnings per share and Net Asset Value, derived from the latest audited financial statements available on a standalone basis of our group companies are available on the website of our company at <https://www.lloydsluxuries.in/>.

It is clarified that such details available on our group companies' websites do not form a part of this Draft Prospectus. Anyone placing reliance on any other source of information, including our Group Companies' website, as mentioned above, would be doing so at their own risk.

**Other Confirmations:**

- a) Except Lloyds Steels Industries Limited, none of our Group Companies who's Securities is listed on any stock exchange nor any of the Group Companies has made any public and/or rights issue of securities in the preceding three years.
- b) None of the above-mentioned Group Companies is in defaults in meeting any Statutory/bank/institutional dues and no proceedings have been initiated for economic offences against any of the Group Companies.
- c) None of the above-mentioned Group Companies is a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1985 or is under winding up/insolvency proceedings.
- d) Our Group Companies has not been debarred from accessing the capital market for any reasons by the SEBI or any other authorities.

**Common pursuits among Group Companies**

There are no common pursuits among any of our Group Companies and our Company:

**Nature and extent of interest of our Group Companies**

**a) Interest in the promotion of our Company**

None of our Group Companies have any interest in the promotion of our Company.

**b) Interest in the property acquired or proposed to be acquired by the Company**

None of our Group Companies are interested, directly or indirectly, in the properties acquired by our Company in the preceding three years or proposed to be acquired by our Company.

**c) Interest in transactions for acquisition of land, construction of building, or supply of machinery**

None of our Group Companies are interested, directly or indirectly, in any transactions for acquisition of land, construction of building, supply of machinery, with our Company.

**Related business transactions and their significance on the financial performance of our Company**

Other than the transactions disclosed in the section "Other Financial Information –Related Party Transactions" on page 135, there are no related business transactions between the Group Companies and our Company.

**Business interest of our Group Companies in our Company**

Except as disclosed in the section "Other Financial Information –Related Party Transactions" on page 135, our Group Companies have no business interests in our Company.

**Litigations**

Except as disclosed in the section "Outstanding litigations and material developments" on page 188.

**Undertaking / Confirmations by our Group Companies**

None of our Promoters or Promoter Group or Group companies or person in control of our Company has been

- i. Prohibited from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority; or
- ii. Refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.

None of our Promoters, person in control of our Company or have ever been a Promoter, Director or person in control of any other Company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

Further, neither our Promoters, the relatives of our individual Promoters (as defined under the Companies Act) nor our Group companies /Promoter Group entities have been declared as a willful defaulter or economic offender by the RBI or any other government authority and there are no violations of securities laws committed by them or any entities they are connected with in the past and no proceedings for violation of securities laws are pending against them.

*The information as required by the SEBI ICDR Regulations with regards to the Group companies, are also available on the website of our company i.e. <https://www.lloydsluxuries.in/>.*



## **OTHER REGULATORY AND STATUTORY DISCLOSURES**

### **Authority for the Issue:**

#### **Corporate Approvals:**

The Board of Directors, pursuant to a resolution passed at their meeting held on June 13, 2022 authorized the Issue, subject to the approval of the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013, and such other authorities as may be necessary. The shareholders of our Company have, pursuant to a special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra-Ordinary General Meeting held on June 15, 2022 authorized the Issue.

#### **In-principle Approval:**

Our Company has obtained in-principle approval from the NSE Emerge for using its name in the Draft Prospectus/Prospectus pursuant to an approval letter dated [●] NSE is the Designated Stock Exchange.

#### **Prohibition by SEBI or other Governmental Authorities:**

We confirm that there is no prohibition on our Company, our Promoters, our Promoter Group, our Directors, or the person(s) in control of our Company from accessing or operating in the Capital Markets or debarment from buying, selling or dealing in securities under any order or direction passed by the Board (SEBI) or any securities market regulator in any other jurisdiction or any other authority/court.

The listing of any securities of our Company has never been refused by any of the Stock Exchanges in India.

Neither of our Promoters, Promoter Group, Directors or the person(s) in control of our Company, has ever been part of Promoters, Promoter Group, Directors or the person(s) in control of any other Company which is debarred from accessing the capital market under any order or directions made by the SEBI or any other regulatory or governmental authority.

There has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided in the chapter "*Outstanding Litigations and Material Development*" beginning on page 188 of this Draft Prospectus.

#### **Association with Securities Market:**

None of our Directors are associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our Directors are associated as promoters or directors in the past 5 years.

#### **Prohibition by RBI:**

Neither our Company, our Promoters, our Directors, relatives (as per Companies Act, 2013) of Promoters or the person(s) in control of our Company have been identified as a wilful defaulter or a fugitive economic offender or a fraudulent borrower and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided in the chapter "*Outstanding Litigations and Material Development*" beginning on page 188 of this Draft Prospectus.

#### **Prohibition with respect to wilful defaulters or a fraudulent borrower**

Neither our Company, our Promoters, our Directors, Group companies, relatives (as per Companies Act, 2013) of Promoters or the person(s) in control of our Company have been identified as wilful defaulters or a fraudulent borrower as defined by the SEBI ICDR Regulations, 2018.

#### **Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018**

Our Company, our Directors, our Promoters and members of Promoter Group are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent applicable, as on the date of this Draft Prospectus.

### **Eligibility for the Issue:**

Our Company has complied with the conditions of Regulation 230 of SEBI (ICDR) Regulations, 2018 for this 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 paid up capital is more than 10 crore rupees but less than 25 crore rupees and we may hence issue Equity Shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the "NSE Emerge").

**We confirm that:**

- a) In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this issue will be 100% underwritten and that the LM to the Issue shall underwrite minimum 15% of the Total Issue Size. For further details pertaining to said underwriting please refer to section titled "**General Information – Underwriting**" beginning on page 45 of this Draft Prospectus.
- b) In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue shall be greater than or equal to fifty (50), otherwise, the entire application money will be unblocked forthwith. If such money is not repaid within eight (8) Working Days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight (8) Working Days, be liable to repay such application money, with an interest at the rate as prescribed under the Companies Act 2013.
- c) In terms of Regulation 246(5) of the SEBI (ICDR) Regulations, we shall ensure that our Lead Manager submits a copy of the Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies. Further, in terms of Regulation 246(2), SEBI shall not issue observation on the Prospectus.
- d) In accordance with Regulation 261 (1) of the SEBI (ICDR) Regulations, we hereby confirm that we shall enter into an agreement with the Lead Manager and with Market Maker to ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of Equity Shares on the NSE Emerge of NSE. For further details of the arrangement of market making please refer to section titled "**General Information – Details of the Market Making Arrangements for this Issue**" beginning on page 46 of this Draft Prospectus.

We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter IX of SEBI (ICDR) Regulations, 2018 as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

1. Our Company shall mandatorily facilitate trading in Demat securities for which we have entered into an agreement with the Central Depository Services Limited (CDSL) dated June 17, 2022 and National Securities Depository Limited dated August 13, 2020 for establishing connectivity.
2. Our Company has a website i.e. [www.lloydsluxuries.in](http://www.lloydsluxuries.in)
3. There has been no change in the promoters of the Company in the preceding one year from date of filing application to NSE for listing on SME segment.

We confirm that we comply with all the below requirements / conditions so as to be eligible to be listed on the NSE Emerge of the NSE: -

1. Our Company was originally incorporated as a Private Limited Company under the name “Lloyds Luxuries Private Limited” on October 21, 2013 under the provisions of the Companies Act, 1956 with the Registrar of Companies, Maharashtra, Mumbai. Subsequently, pursuant to Special Resolution passed by the Shareholders at the Extra Ordinary General Meeting, held on December 14, 2013, our Company was converted into a Public Limited Company and consequently the name of our Company was changed from “Lloyds Luxuries Private Limited” to “Lloyds Luxuries Limited” vide a fresh certificate of incorporation dated January 29, 2014, issued by the Registrar of Companies, Maharashtra, Mumbai bearing CIN U74999MH2013PLC249449.
2. As on the date of this Draft Prospectus, the Company has a Paid-up Capital of Rs. 1650.00 Lakhs and the Post Issue Capital will be of Rs. 2250.00 Lakhs which is less than Rs. 25 Crores.
3. The Company confirms that it has track record of more than 3 years.

4. The company/entity has operating profit (earnings before interest, depreciation and tax) from operations for atleast any 2 out of 3 financial years preceding the application and its net-worth should be positive.

(In Rs. Laacs)

Particulars	March 31, 2022	March 31, 2021	March 31, 2020
Net Worth	1,351.02	(1,232.21)	(929.13)
Operating profit (earnings before interest, depreciation, Profit/(loss) from sale of Fixed Assets and tax)	(504.74)	56.52	4.39

5. Our Company confirms that there is no material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoters, Group Companies, companies promoted by the promoters of the Company;
6. Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR);
7. There is no winding up petition against our Company that has been admitted by the Court or a liquidator has not been appointed of competent Jurisdiction against the Company.
8. No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the company.
9. The directors of the issuer are not associated with the securities market in any manner, and there is no outstanding action against them initiated by the Board in the past five years

#### **DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MERCHANT BANKER, HEM SECURITIES LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE OFFER DOCUMENT, THE LEAD MERCHANT BANKER, HEM SECURITIES LIMITED IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKER HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED AUGUST 24, 2022.**

The filing of this Draft Prospectus does not, however, absolve our Company from any liabilities under Section 34, Section 35, Section 36 and Section 38 (1) of the Companies Act, 2013 or from the requirement of obtaining such statutory and / or other clearances as may be required for the purpose of the proposed Issue. SEBI further reserves the right to take up at any point of time, with the LM any irregularities or lapses in the Prospectus.

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the Registrar of Companies, Mumbai in terms of sections 26, 32 and 33 of the Companies Act, 2013.

#### **Statement on Price Information of Past Issues handled by Hem Securities Limited:**

Sr. No.	Company Name	Issue size (Rs in Cr.)	Issue Price (Rs.)	Listing date	Opening Price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]-	+/- % change in closing price, [+/- % change in closing	+/- % change in closing price, [+/- % change in closing
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						30 <sup>th</sup> calendar days from listing	benchmark]-90 <sup>th</sup> calendar days from listing	benchmark]-180 <sup>th</sup> calendar days from listing
1.	Knowledge Marine & Engineering Works Limited	10.12	37.00	March 22, 2021	38.00	0.68% [-3.40%]	31.08% [5.63%]	14.59% [17.52%]
2.	EKI Energy Services Limited	18.60	102.00	April 07, 2021	140.00	225.20% [-0.92%]	608.48% [6.44%]	3029.41% [19.41%]
3.	DU Digital Technologies Limited	4.485	65.00	August 26, 2021	60.00	53.85% [7.32%]	113.85% [4.68%]	257.85% [2.74%]
4.	Prevest Denpro Limited	26.61	84.00	September 27, 2021	180.55	186.61% [1.77%]	270.83% [-4.92%]	323.51% [-4.13%]
5.	Jainam Ferro Alloys (I) Limited	19.61	70.00	October 08, 2021	73.00	3.57% [0.97%]	21.43% [-0.83%]	137.86% [-0.49%]
6.	Shri Venkatesh Refineries Ltd.	11.71	40.00	October 11, 2021	42.00	9.50% [0.36%]	47.88% [-0.65%]	215.00% [-1.94%]
7.	KN Agri Resources Limited	49.38	75.00	March 28, 2022	153.65	212.40% [-1.07%]	83.60% [-9.70%]	N.A.
8.	Krishna Defence and Allied Industries Limited	11.89	39.00	April 06, 2022	75.00	112.82% [-7.84%]	30.54% [-12.63%]	N.A.
9.	Eighty Jewellers Limited	11.07	41.00	April 13, 2022	42.00	0.49% [-9.51%]	-3.02% [-8.26%]	N.A.
10.	Kesar India Limited	15.82	170.00	July 12, 2022	172.50	46.47% [10.11%]	N.A.	N.A.

Source: Price Information [www.bseindia.com](http://www.bseindia.com) & [www.nseindia.com](http://www.nseindia.com), Issue Information from respective Prospectus.

#### 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%
2020-21	2 <sup>(1)</sup>	17.02	-	-	-	-	-	2	-	-	-	1	-	1
2021-22	6 <sup>(2)</sup>	130.40	-	-	-	4	-	2	-	-	-	5	-	-
2022-23	3 <sup>(3)</sup>	38.78	-	-	-	1	-	1	-	-	-	-	-	-

- 1) The scrip of Suratwala Business Group Limited and Knowledge Marine & Engineering Works Limited was listed on August 13, 2020 and March 22, 2021 respectively.
- 2) The scrip of EKI Energy Services Limited, DU Digital Technologies Limited, Prevest Denpro Limited, Jainam Ferro Alloys (I) Limited, Shri Venkatesh Refineries Ltd. and KN Agri Resources Limited was listed on April 7, 2021, August 26, 2021, September 27, 2021, October 08, 2021, October 11, 2021 and March 28, 2022 respectively. The scrip of KN Agri Resources Limited has not completed its 180th day from the date of its listing.
- 3) The scrip of Krishna Defence and Allied Industries Limited and Eighty Jewellers Limited was listed on April 06, 2022 and April 13, 2022 respectively. The scrip of Krishna Defence and Allied Industries Limited and Eighty Jewellers Limited has not completed its 180th days from the date of its listing. Further, the scrip of Kesar India Limited has not completed its 90th day from the date of listing.

**Note:**

- a) Based on date of listing.
- b) BSE SENSEX and CNX NIFTY have been considered as the benchmark index.
- c) Prices on BSE/NSE are considered for all of the above calculations.
- d) In case 30<sup>th</sup> /90<sup>th</sup> /180<sup>th</sup> day is not a trading day, closing price on BSE/NSE of the next trading day has been considered.
- e) In case 30<sup>th</sup> /90<sup>th</sup> /180<sup>th</sup> day, scrips are not traded then last trading price has been considered.
- f) N.A. – Period not completed.
- g) As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect max. 10 issues (initial public offerings managed by the lead manager. Hence, disclosures pertaining to recent 10 issues handled by lead manager are provided.

**Track Record of past issues handled by Hem Securities Limited:**

For details regarding track record of LM to the Issue as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the LM at: [www.hemsecurities.com](http://www.hemsecurities.com)

**Disclaimer from our Company and the Lead Manager:**

Our Company, its Directors and the Lead Manager accept no responsibility for statements made otherwise than those contained in this Draft Prospectus or, in case of the Company, in any advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information would be doing so at his or her own risk.

The LM accept no responsibility, save to the limited extent as provided in the agreement entered between the LM (Hem securities Limited) and our Company on June 17, 2022 and the Underwriting Agreement dated [●] entered into between the Underwriters and our Company and the Market Making Agreement dated [●] entered into among the Market Maker and our Company.

All information shall be made available by our Company and the Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at collection centres or elsewhere.

The Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, and our affiliates or associates, for which they have received and may in future receive compensation.

**Note:**

Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the Issue.

**Disclaimer in Respect of Jurisdiction:**

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are majors, HUFs, companies, corporate bodies and societies registered under applicable laws in India and authorized to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, cooperative 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 the Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with a minimum corpus of Rs. 2,500.00 Lakhs and pension funds with a minimum corpus of Rs.2,500.00 Lakhs, and permitted non-residents including FIIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India provided that they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. This Draft Prospectus does not, however, constitute an offer to sell or an invitation to subscribe for Equity 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 this Issue will be subject to jurisdiction of the competent court(s) in Jaipur, Rajasthan only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

**Disclaimer Clause of the NSE Emergence of NSE:**

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 [●] 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 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 Promoter, its management or any scheme or project of this Issuer. Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

**Disclaimer Clause under Rule 144A of the U.S. Securities Act:**

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and 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.

**Filing**

The Draft Prospectus is being filed with National Stock Exchange of India Limited, Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai 400051, Maharashtra, India.

The Draft Prospectus will not be filed with SEBI, nor will SEBI issue any observation on the Offer Document in terms of Regulation 246(2) of SEBI (ICDR) Regulations, 2018. Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018 and SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of 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/2019/000000154 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 at Plot No.C4-A, 'G' Block Bandra-Kurla Complex, Bandra (East), Mumbai - 400051 Maharashtra, India.

A copy of the Prospectus, along with the material contracts and documents referred elsewhere in the Prospectus, will be delivered for filing to the Registrar of Companies, Mumbai, 100, Everest, Marine Drive, Mumbai 400002 Maharashtra, India

**Listing:**

The Equity Shares of our Company are proposed to be listed on NSE Emerge. Our Company has obtained in-principle approval from NSE by way of its letter dated [●] for listing of equity shares on NSE Emerge (NSE SME platform).

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 NSE Emerge is not granted by NSE, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of this Draft Prospectus. If such money is not repaid within the prescribed time then our Company becomes liable to repay it, then our Company and every officer in default shall, shall be liable to repay such application money, with interest, as prescribed under the applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the NSE Emerge of 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-

- i. Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- ii. 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
- iii. Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

Shall be liable to action under section 447 of the Companies, Act 2013

**Consents:**

Consents in writing of (a) Our Directors, Our Company Secretary & Compliance Officer, Chief Financial Officer, Our Statutory Auditor, Banker to the Company; (b) Lead Manager, Registrar to the Issue, Banker to the Issue (Sponsor Bank)\*, Legal Advisor to the Issue, Underwriter to the Issue\* and Market Maker to the Issue\* to act in their respective capacities have been obtained and shall be filed along with a copy of the Prospectus with the RoC, as required under Sections 26 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of filing of the Prospectus with the RoC.

*\*The aforesaid will be appointed prior to filing of Prospectus with RoC and their consents as above would be obtained prior to the filing of the Prospectus with RoC.*

In accordance with the Companies Act and the SEBI (ICDR) Regulations, M/s. Tadarwal & Tadarwal LLP, Chartered Accountants, Statutory Auditor and M/s. R.K Jagetiya & Co., Chartered Accountants, Peer Review Auditor of the Company has agreed to provide their written consent to the inclusion of their respective reports on Statement of Possible Tax Benefits relating to the possible tax benefits and Restated financial statements as included in this Draft Prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of this Draft Prospectus.

**Experts Opinion:**

Except for the reports in the section “*Financial Information of the Company*” and “*Statement of Special Tax Benefits*” on page 135 and page 180, Our company has not obtained any expert opinions except we have received consent from the Peer review Auditors of the Company to include their name as an expert in this draft prospectus in relation to the (a) Peer review Auditors' reports on the restated Audited financial statements; and (b) Statement of Tax Benefits (c) Statement of Financial Indebtedness and such consent has not been withdrawn as on the date of this Draft Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act 1933.



**Fees, Brokerage and Selling Commission payable:**

The total fees payable to the Lead Manager will be as per the (i) Lead manager Agreement dated June 17, 2022 with the Lead Manager Hem Securities Limited, (ii) the Underwriting Agreement dated [●] with Underwriter and (iii) the Market Making Agreement dated [●] with Market Maker, a copy of which is available for inspection at our Registered Office from 10.00 am to 5.00 pm on Working Days from the date of the Prospectus until the Issue Closing Date.

**Fees Payable to the Registrar to the Issue:**

The fees payable to the Registrar to the Issue for processing of applications, data entry, printing of CAN, tape and printing of bulk mailing register will be as per the agreement between our Company and the Registrar to the Issue dated June 28, 2022 a copy of which is available for inspection at our Company's corporate 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 to the Registrar to the Issue to enable it to send allotment advice by registered post/speed post.

**Particulars regarding Public or Rights Issues during the last five (5) years:**

Our Company has not made any previous public or rights issue in India or Abroad the five (5) years preceding the date of this Draft Prospectus.

**Previous issues of Equity Shares otherwise than for cash:**

For detailed description please refer to section titled "*Capital Structure*" beginning on page 49 of this Draft Prospectus.

**Underwriting Commission, brokerage and selling commission on Previous Issues:**

Since this is the initial public offering of our Company's Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing for or procuring or agreeing to procure subscription for any of the Equity Shares in last five (5) years.

**Particulars in regard to our Company and other listed subsidiaries/ associates under the same management within the meaning of Section 186 of the Companies Act, 2013 which made any capital issue during the last three years:**

Neither our Company nor any other companies under the same management within the meaning of Section 186 of the Companies Act, 2013, had made any public issue or rights issue during the last three years.

**Performance vis-a-vis objects – Public/right issue of our Company:**

Except as stated in the chapter titled "*Capital Structure*" beginning on page 49 our Company has not undertaken any previous public or rights issue.

**Performance vis-a-vis objects - Last Issue of Subsidiary Companies:**

As on the date of this Draft Prospectus, our Subsidiary Companies have not undertaken any public issue.

**Option to Subscribe:**

- a) Investors will get the allotment of specified securities in dematerialization form only.
- b) The equity shares, on allotment, shall be traded on stock exchange in Demat segment only.

**Outstanding Debentures or Bond Issues or Redeemable Preference Shares:**

Our Company does not have any outstanding debentures or bonds or Preference Redeemable Shares as on the date of filing this Draft Prospectus.

**Partly Paid-Up Shares**

As on the date of this 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.

### **Stock Market Data of the Equity Shares:**

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Thus there is no stock market data available for the Equity Shares of our Company.

### **Mechanism for Redressal of Investor Grievances:**

The agreement between the Registrar to the Issue and our Company provides for retention of records with the Registrar to the Issue for a period of at least three (3) years from the last date of dispatch of the letters of allotment and demat credit to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

We hereby confirm that there are no investor complaints received during the three years preceding the filing of this Draft Prospectus. Since there is no investor complaints received, none are pending as on the date of filing of this Draft Prospectus.

Investors may contact the LM for any complaint pertaining to the Issue. All grievances, may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary, where the Application Form was submitted, quoting the full name of the sole or first Applicant, Application Form number, Applicants’ DP ID, Client ID, PAN, address of the Applicant, number of Equity Shares applied for, date of Application Form, name and address of the relevant Designated Intermediary, where the Bid was submitted and ASBA Account number in which the amount equivalent to the Bid Amount was blocked. Further, the Applicant shall enclose the Acknowledgement Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the documents/information mentioned hereinabove. Our Company, LM 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.

### **Disposal of Investor Grievances by our Company:**

Our Company estimates that the average time required by our Company or the Registrar to the Issue for the redressal of routine investor grievances shall be fifteen (15) Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Ms. Shubhada Mahendra Shirke, Company Secretary, as the Compliance Officer to redress complaints, if any, of the investors participating in the Issue. Contact details for our Company Secretary and Compliance Officer are as follows:

**Ms. Shubhada Mahendra Shirke**  
**Company Secretary & Compliance Officer**

#### **Lloyds Luxuries Limited**

**Address:** B2, Unit No. 3, 2nd Floor, Madhu Estate,  
Pandurang Budhkar Marg, Lower Parel, Mumbai-400013,  
Maharashtra, India.

**Tel. No.:** +91-022-68238888

**Email:** [cs@lloydsluxuries.in](mailto:cs@lloydsluxuries.in)

**Website:** [www.lloydsluxuries.in](http://www.lloydsluxuries.in)

Investors can contact the Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, 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 Board by a resolution on June 17, 2022 constituted a Stakeholders Relationship Committee. For further details, please refer to section titled “*Our Management*” beginning on page 115 of this Draft Prospectus.

**Status of Investor Complaints:**

We confirm that we have not received any investor complaint during the three years preceding the date of this Draft Prospectus and hence there are no pending investor complaints as on the date of this Draft Prospectus.

**Disposal of investor grievances by listed companies under the same management as our Company:**

We do not have any listed company under the same management.

**Tax Implications:**

Investors who are allotted Equity Shares in the Issue will be subject to capital gains tax on any resale of the Equity Shares at applicable rates, depending on the duration for which the investors have held the Equity Shares prior to such resale and whether the Equity Shares are sold on the Stock Exchanges. For details, please refer the section titled "*Statement of Special Tax Benefits*" beginning on page 78 of this Draft Prospectus.

**Purchase of Property:**

Other than as disclosed in Section "*Our Business*" beginning on page 89 there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of this Draft Prospectus.

Except as stated elsewhere in this Draft Prospectus, our Company has not purchased any property in which the Promoters and/or Directors have any direct or indirect interest in any payment made there under.

**Capitalization of Reserves or Profits:**

Except as disclosed under section titled "*Capital Structure*" beginning on page 49 of this Draft Prospectus, our Company has not capitalized its reserves or profits at any time during the last five (5) years.

**Revaluation of Assets:**

Our Company has not revalued its assets in five (5) years preceding the date of this Draft Prospectus.

**Servicing Behavior:**

Except as stated in this Draft, there has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

**Payment or benefit to officers of our Company:**

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company or superannuation.

Except as disclosed in chapter titled "*Our Management*" beginning on page 115 and chapter titled "*Financial Information*" beginning on page 135 none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company.

**Exemption from complying with any provisions of securities laws, if any:**

Not Applicable

**SECTION VIII: ISSUE RELATED INFORMATION**  
**TERMS OF THE ISSUE**

*The Equity Shares being Issued are subject to the provisions of the Companies Act, SCRA, SCRR, SEBI (ICDR) Regulations, the SEBI Listing Regulations, our Memorandum and Articles of Association, the terms of the Draft Prospectus, Prospectus, Application Form, any Confirmation of Allocation Note (“CAN”), the Revision Form, Allotment advices, and other terms and conditions as may be incorporated in the Allotment advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the GoI, the Stock Exchange, the RoC, the RBI and/or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by SEBI, RBI, the GoI, the Stock Exchange, the RoC and/or any other authorities while granting its approval for the 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 issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019 and circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 and any subsequent circulars issued by SEBI in this regard, SEBI 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, with respect to Application by retail individual investors through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Applicants 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, the final reduced timeline will be made effective using the UPI Mechanism for applications by retail individual investors (“UPI Phase III”), as may be prescribed by SEBI.*

*Further vide the said circular Registrar to the Issue and Depository Participants have been also authorized to collect the Application forms. Investor may visit the official website of the concerned for any information on operationalization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.*

**Authority for the Issue**

The present Public Issue of upto 60,00,000 Equity Shares has been authorized by a resolution of the Board of Directors of our Company at their meeting held on June 13, 2022 and was approved by the Shareholders of the Company by passing Special Resolution at the Extra Ordinary General Meeting held on June 15, 2022 in accordance with the provisions of Section 62(1)(c) of the Companies Act, 2013.

**Ranking of Equity Shares**

The Equity Shares being issued shall be subject to the provisions of the Companies Act, 2013 and our MOA and AOA and shall rank pari-passu in all respects with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees, upon Allotment of Equity Shares under this Issue, will be entitled to receive dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, please refer to section titled, ‘*Main Provisions of Article of Association*’, beginning on page 244 of this Draft Prospectus.

**Mode of Payment of Dividend**

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other rules, regulations or guidelines as may be issued by the Government of India in connection thereto and as per the recommendation by the Board of Directors and the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act and our Articles of Association. Further Interim Dividend (if any declared) will be approved by the Board of Directors. For further details, please refer to section titled “*Dividend Policy*” and “*Main Provisions of Article of Association*” beginning on page 134 and 244 respectively of this Draft Prospectus.

### Face Value and Issue Price

The Equity Shares having a Face Value of Rs. 10.00 each are being offered in terms of this Draft Prospectus at the price of Rs. [●] per Equity Share (including premium of Rs.[●] per share).

The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under section titled "*Basis for Issue Price*" beginning on page 76 of this Draft Prospectus. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

### Compliance with SEBI ICDR Regulations, 2018

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

### Compliance with Disclosure and Accounting Norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

### Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the equity shareholders shall have the following rights:

- a) Right to receive dividend, if declared;
- b) Right to receive Annual Reports and notices to members;
- c) Right to attend general meetings and exercise voting rights, unless prohibited by law;
- d) Right to vote on a poll either in person or by proxy;
- e) Right to receive offer for rights shares and be allotted bonus shares, if announced;
- f) Right to receive surplus on liquidation; subject to any statutory or preferential claims being satisfied;
- g) Right of free transferability of the Equity Shares; and
- h) Such other rights, as may be available to a shareholder of a listed Public Limited Company under the Companies Act, terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provision of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/ or consolidation/ splitting, etc., please refer to section titled "*Main Provisions of the Articles of Association*" beginning on page 244 of this Draft Prospectus.

### Allotment only in Dematerialized Form

As per the provisions of the Depositories Act, 1996 and the regulations made under and Section 29(1) of the Companies Act, 2013 the Equity Shares to be allotted must be in Dematerialized form i.e. not in the form of physical certificates but be fungible and be represented by the statement issued through electronic mode. Hence, the Equity Shares being offered can be applied for in the dematerialized form only.

In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Issue:

- Tripartite Agreement dated August 13, 2020 between NSDL, our Company and Registrar to the Issue; and
- Tripartite Agreement dated June 17, 2022 between CDSL, our Company and Registrar to the Issue.

### Market Lot and Trading Lot

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the NSE Emerge (SME platform of NSE) from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of [●] Equity Shares is subject to a minimum allotment of [●] Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

### Minimum Number of Allottees

In accordance with Regulation 268 of SEBI (ICDR) Regulations, 2018 the minimum number of allottees in the Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies collected shall be unblocked forthwith.

### Jurisdiction

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Jaipur, Rajasthan.

**The Equity Shares have not been and will not be registered under the Securities Act or any state securities laws in the United States, and may not be offered or sold within the United States, except pursuant to an exemption from or in a transaction not subject to, registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered or sold outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.**

**The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.**

### Joint Holders

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

### Nomination Facility to Investor

In accordance with Section 72 of the Companies Act, 2013 the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013 be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Corporate Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Section 72 of the Companies Act, 2013 any Person who becomes a nominee by virtue of 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 90 (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 is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

### Period of Subscription List of Public Issue

Event	Indicative Dates
Issue Opening Date	[●]
Issue Closing Date	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	On or about [●]



Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI Id Linked Bank Account*	On or about [●]
Credit of Equity Shares to Demat Accounts of Allottees	On or about [●]
Commencement of Trading of The Equity Shares on the Stock Exchange	On or about [●]

Application Forms and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (IST) during the Issue Period (except for the Issue Closing Date). On the Issue Closing Date, the Application Forms will be accepted only between 10.00 a.m. to 3.00 p.m. (IST) for retail and non-retail Applicants. The time for applying for Retail Individual Applicants on Issue Closing Date maybe extended in consultation with the LM, RTA and NSE Emerge taking into account the total number of applications received up to the closure of timings.

Due to the limitation of time available for uploading the Application Forms on the Issue Closing Date, Applicants are advised to submit their applications one (1) day prior to the Issue Closing Date and, in any case, not later than 3.00 p.m. (IST) on the Issue Closing Date. Any time mentioned in this Draft Prospectus is IST.

Applicants are cautioned that, in the event a large number of Application Forms are received on the Issue Closing Date, as is typically experienced in public issues, some Application Forms may not get uploaded due to the lack of sufficient time. Such Application Forms that cannot be uploaded will not be considered for allocation under this Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the LM is liable for any failure in uploading the Application Forms due to faults in any software/hardware system or otherwise.

In accordance with SEBI (ICDR) Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their Application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Retail Individual Applicants can revise or withdraw their Application Forms prior to the Issue Closing Date. Allocation to Retail Individual Applicants, in this Issue will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Application Form, for a particular Applicant, the details as per the file received from Stock may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Application Form, for a particular ASBA Applicant, the Registrar to the Issue shall ask the relevant SCSBs / RTAs / DPs / stock brokers, as the case may be, for the rectified data.

\*In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled/ withdrawn/ deleted ASBA Forms, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges Applying platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Applicant shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Application Amount, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Application, exceeding four Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Issue Closing Date by the SCSB responsible for causing such delay in unblocking. The post Issue LM shall be liable for compensating the Applicant at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher from the date of receipt of the Investor grievance until the date on which the blocked amounts are unblocked. For the avoidance of doubt, the provisions of the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs to the extent applicable

### Minimum Subscription and Underwriting

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. If the Issuer does not receive the subscription of 100% of the Issue through this offer document including devolvement of Underwriter within sixty days from the date of closure of the Issue, the Issuer shall forthwith refund the entire subscription amount received within the time limit as prescribed under the SEBI (ICDR) Regulations and Companies Act, 2013.

In terms of Regulation 272(2) of SEBI ICDR Regulations, in case the Company fails to obtain listing or trading permission from the



stock exchanges where the specified securities are proposed to be listed, it shall refund through verifiable means the entire monies received within four days of receipt of intimation from stock exchange(s) rejecting the application for listing of specified securities, and if any such money is not repaid within four days after the issuer becomes liable to repay it, the issuer and every director of the company who is an officer in default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum.

In terms of Regulation 260 of the SEBI (ICDR) Regulations, 2018, the Issue is 100% underwritten. For details of underwriting arrangement, kindly refer the chapter titled **“General Information - Underwriting”** on page 45 of this Draft Prospectus.

Further, in accordance with Regulation 267 of the SEBI (ICDR) Regulations, 2018, the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

### **Migration to Main Board**

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018, our Company may migrate to the main board of NSE from the SME Exchange on a later date subject to the following:

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 promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), 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.

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 promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

### **Market Making**

The shares offered through this Issue are proposed to be listed on the SME Platform of NSE (NSE Emerge), wherein the Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Makers of the SME Exchange for a minimum period of 3 (three) years from the date of listing on the SME platform of NSE.

For further details of the agreement entered into between the Company, the Lead Manager and the Market Maker please refer to section titled **“General Information - Details of the Market Making Arrangements for this Issue”** on page 46 of this Draft Prospectus.

### **Arrangements for disposal of odd lots**

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME platform of National Stock Exchange of India Limited.

### **As per the extent Guideline 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, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

### **Allotment of Equity Shares in Dematerialized Form**

Pursuant to Section 29 of the Companies Act, 2013, the Equity Shares in the Issue shall be allotted only in dematerialized form. Further, as per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialized form on the Stock Exchange.

### **New Financial Instruments**

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company through this Issue.

### **Application by Eligible NRI's, FPI's, VCF's, AIF's registered with SEBI**

It is to be understood that there is no reservation for Eligible NRIs, FPIs or VCF registered with SEBI. Such Eligible NRIs, FPIs or VCF registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

### **Restrictions on transfer and transmission of shares or debentures and on their consolidation or splitting**

Except for lock-in of the Pre- Issue Equity Shares and Promoters minimum contribution in the Issue as detailed under section titled "**Capital Structure**" beginning on page 49 of this Draft Prospectus, and except as provided in the Articles of Association of our Company, there are no restrictions on transfers of Equity Shares. There are no restrictions on transfer and transmission of shares/ debentures and on their consolidation/ splitting except as provided in the Articles of Association. For further details, please refer to section titled "**Main Provisions of the Articles of Association**" beginning on page 244 of this Draft Prospectus.

### **Pre-Issue Advertisement**

Subject to Section 30 of the Companies Act, 2013 our Company shall, after registering the Prospectus with the RoC publish a pre-Issue advertisement, in the form prescribed by the SEBI (ICDR) Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation where the Registered Office of our Company is situated.

*The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws and regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws and regulations.*

### ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229 (2) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up capital is more than or equal to ten Crore rupees but less than twenty five crore rupees, 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 NSE Emerge i.e. SME platform of NSE). For further details regarding the salient features and terms of such an issue please refer chapter titled "**Terms of the Issue**" and "**Issue Procedure**" on page 212 and 221 of this Draft Prospectus.

#### Issue Structure:

Initial Public Issue of upto 60,00,000 Equity Shares of Rs. 10 each (the "Equity Shares") for cash at a price of Rs. [●] per Equity Share (including a Share Premium of Rs. [●] per Equity Share), aggregating up to Rs. [●] Lakhs ("the Issue") by the issuer Company (the "Company").

The Issue comprises a reservation of upto [●] Equity Shares of Rs. 10 each for subscription by the designated Market Maker ("the Market Maker Reservation Portion") and Net Issue to Public of upto [●] Equity Shares of Rs. 10 each ("the Net Issue"). The Issue and the Net Issue will constitute 26.67% and [●]%, respectively of the post Issue paid up equity share capital of the Company. The Issue is being made through the Fixed Price Process.

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
<b>Number of Equity Shares available for allocation<sup>(1)</sup></b>	Upto [●] Equity Shares	[●] Equity Shares
<b>Percentage of Issue Size available for allocation</b>	[●] % of the Issue Size	[●] % of the Issue Size
<b>Basis of Allotment</b>	Proportionate subject to minimum allotment of [●] Equity Shares and further allotment in multiples of [●] Equity Shares each. For further details please refer to " <b>Issue Procedure - Basis of Allotment</b> " on page 221 of this Draft Prospectus.	Firm Allotment
<b>Mode of Application</b>	All the applicants shall make the application (Online or Physical) through ASBA Process (for Non-Retails Investors) and through UPI Mechanism (for retail Investors).	Through ASBA Process Only.
<b>Mode of Allotment</b>	Compulsorily in dematerialized form.	Compulsorily in dematerialized form.
<b>Minimum Application Size</b>	<b>For Other than Retail Individual Investors:</b> Such number of Equity Shares in multiples of [●] Equity Shares at an Issue price of Rs. [●] each, such that the Application Value exceeds Rs. 2,00,000/-  <b>For Retail Individuals Investors:</b> [●] Equity Shares at an Issue price of Rs. [●] each.	[●] Equity Shares
<b>Maximum Application Size</b>	<b>For Other than Retails Individual Investors:</b> The maximum application size is the Net Issue to public subject to limits the investor has to adhere under the relevant laws and regulations applicable.  <b>For Retail Individuals Investors:</b> Such number of Equity Shares in multiples of [●] Equity Shares such that the Application Value does not exceed Rs. 2,00,000/-.	[●] Equity Shares
<b>Trading Lot</b>	[●] Equity Shares	[●] Equity Shares, However the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.
<b>Terms of Payment<sup>(2)</sup></b>	Full Application Amount shall be blocked by the SCSBs in the bank account of the ASBA Applicant that is specified in the Application Form at the time of submission of the Application Form.	

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
	In case of UPI as an alternate mechanism, application amount shall be blocked at the time of confirmation of mandate collection request by applicant.	
<b>Application Lot Size</b>	[●] Equity Share and in multiples of [●] Equity Shares thereafter	

This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details, please refer to “**Issue Structure**” on page 218 of this Draft Prospectus.

<sup>1)</sup> Since present issue is a fixed price issue, the allocation in the net Issue to the public category in terms of Regulation 253(2) of the SEBI (ICDR) Regulations, 2018 shall be made as follows:

- a) Minimum fifty per cent to retail individual investors; and
- b) Remaining to:
  - (i) individual applicants other than retail individual investors; and
  - (ii) other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;

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

<sup>2)</sup> In case of ASBA Applicants, the SCSB shall be authorised to block such funds in the bank account of the ASBA Applicant (including retail applicants applying through UPI mechanism) that are specified in the Application Form. SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB.

**Note: If the retail individual investor category is entitled to more than the allocated portion on proportionate basis, accordingly the retail individual investors shall be allocated that higher percentage.**

#### Withdrawal of the Issue

In accordance with SEBI (ICDR) Regulations, 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.

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 Draft Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) registration of the Prospectus with ROC.

#### Issue Programme

<b>ISSUE OPENING DATE</b>	[●]
<b>ISSUE CLOSING DATE</b>	[●]

Applications and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centers mentioned in the Application Form.

Standardization of cut-off time for uploading of applications on the Issue Closing Date:

- a) A standard cut-off time of 3.00 p.m. for acceptance of applications.
- b) A standard cut-off time of 4.00 p.m. for uploading of applications received from other than retail individual applicants.

- c) 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 NSE after taking into account the total number of applications received up to the closure of timings and reported by LM to NSE within half an hour of such closure.

Due to limitation of time available for uploading the application on the Issue Closing Date, Applicants are advised to submit their applications one day prior to the Issue Closing Date and, in any case, not later than 1:00 p.m. IST on the Issue Closing Date. Any time mentioned in this draft prospectus is IST. Applicants are cautioned that, in the event a large number of applications are received on the Issue Closing Date, as is typically experienced in public Issues, some applications may not get uploaded due to lack of sufficient time. Such applications that cannot be uploaded will not be considered for allocation under this Issue.

It is clarified that Applications not uploaded would be rejected. In case of discrepancy in the data entered in the electronic form vis-à-vis the data contained in the physical Application form, for a particular applicant, the details as per physical application form of that Applicant may be taken as the final data for the purpose of allotment.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding bank holidays)

## ISSUE PROCEDURE

All Applicants should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 as amended and modified by the circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, and SEBI Circular bearing number (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and Circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 01, 2018, notified by SEBI (“General Information Document”) and SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, included below under Section “PART B – 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, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the ICDR Regulations. The General Information Document is available on the websites of the Stock Exchanges and the Lead Manager. Please refer to the relevant portions of the General Information Document which are applicable to this Issue.

All Designated Intermediaries in relation to the Issue should ensure compliance with the SEBI circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, as amended and modified by the SEBI circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, in relation to clarifications on streamlining the process of public issue of equity shares and convertibles as amended and modified by the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019.

Additionally, all Applicants may refer to the General Information Document for information, in addition to what is stated herein, in relation to (i) category of Applicants eligible to participate in the Issue; (ii) maximum and minimum Application size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Applicants and Retail Individual Investors applying through the United Payments Interface channel; (v) issuance of Confirmation of Allocation Note (“CAN”) and Allotment in the Issue; (vi) general instructions (limited to instructions for completing the Application Form); (vii) Designated Date; (viii) disposal of Applications; (ix) submission of Application Form; (x) other instructions (limited to joint Applications in cases of individual, multiple Applications and instances when an Application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious Applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.

With effect from July 1, 2019, with respect to Applications by RIIs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Applications 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”), Further pursuant to SEBI Circular SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 UPI Phase II was extended till March 31, 2020. Subsequently, the final reduced timeline will be made effective using the UPI Mechanism for applications by RIBs (“UPI Phase III”), as may be prescribed by SEBI

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 Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company and Lead Manager would not be able to include any amendment, modification or change in applicable law, which may occur after the date of the Draft Prospectus. Applicants are advised to make their independent investigations and ensure that their Application 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 Draft 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 circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 (collectively the “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 until March 31, 2019 or floating of five main board public issues, whichever is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a Retail Individual Applicant had 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 continued to be six Working Days.

**Phase II:** This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. Subsequently, it was decided to extend the timeline for implementation of Phase II until March 31, 2020. Further, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the current Phase II of Unified Payments Interface with Application Supported by Blocked Amount is continued till further notice. Under this phase, submission of the ASBA Form by RIIs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI payment mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase.

**Phase III:** The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing is proposed to be reduced to three Working Days.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Issuers will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Applicants into the UPI mechanism.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Lead Manager.

## **PART A**

### **Fixed Price Issue Procedure**

The Issue is being made in compliance with the provisions of Reg. 229(2) of Chapter IX of the SEBI (ICDR) Regulations, 2018 and through the Fixed Price Process wherein 50% of the Net Issue to Public is being offered to the Retail Individual Applicants and the balance shall be offered to Non-Retail Category i.e. QIBs and Non-Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject compliance with Regulation 253(2) of the SEBI ICDR Regulations and subject to valid Applications being received from them at or above the Issue Price.

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 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 Stock Exchange.

**Investors should note that according to Section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialized form. It is mandatory to furnish the details of Applicant's depository account along with Application Form. The Application Forms which do not have the details of the Applicants' depository account, including the DP ID Numbers and the beneficiary account number shall be treated as incomplete and rejected. Application Forms which do not have the details of the Applicants' PAN, (other than Applications made on behalf of the Central and the State Governments, residents of the state of Sikkim and official appointed by the courts) shall be treated as incomplete and are liable to be rejected. Applicants will not have the option of being Allotted Equity Shares in physical form. The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchanges. However, investors may get the specified securities rematerialized subsequent to allotment.**



## **Application Form**

Retail Individual Applicants can submit their Applications by submitting Application Forms, in physical form or in electronic mode, to the members of the Syndicate, the sub-Syndicate, the SCSBs, the Registered Brokers, Registrars to an Issue and Share Transfer Agents and Depository Participants.

Application Forms will be available with the Syndicate/sub-Syndicate members, SCSBs and at our Corporate Office. In addition, the Application Forms will also be available for download on the website of the Company, Lead Manager and Stock Exchange, Emerge (www1.nseindia.com), at least one day prior to the Issue Opening Date.

All Applicants shall mandatorily participate in the Issue only through the ASBA process. ASBA Applicants must provide bank account details and authorization to block funds in the relevant space provided in the Application Form 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. For further details on the UPI Channel please refer SEBI circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018.

Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of a member of the Syndicate or the Registered Broker or the SCSBs or Registrars to an Issue and Share Transfer Agents or Depository Participants, as the case may be, 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.

Pursuant to SEBI Circular dated January 1, 2016 and bearing no. CIR/CFD/DIL/1/2016, the Application Form has been standardized. Also, please note that pursuant to SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 investors in public issues can only invest through ASBA mode. The prescribed colours of the Application Form for various investors applying in the Issue are as follows:

<b>Category</b>	<b>Colour*</b>
Indian Public / eligible NRI's applying on a non-repatriation basis (ASBA)	White
Non-Residents including eligible NRI's, FPI's, FIIs, FVCIs, etc. applying on a repatriation basis (ASBA)	Blue

*\*Excluding Electronic Application Form*

Designated Intermediaries (other than SCSBs) after accepting application form submitted by RIIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Application Forms to respective SCSBs where the Applicants has a bank account and shall not submit it to any non-SCSB Bank.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the 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 making an Application in terms of the 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’)

<b>Sr. No.</b>	<b>Designated Intermediaries</b>
1.	An 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') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

5.	A registrar to an issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
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Retails investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as "Intermediaries"), and intending to use UPI, shall also enter their UPI ID in the application form.

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

<b>For Applications submitted by Investors to SCSB:</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For applications submitted by investors to intermediaries other than SCSBs:</b>	After accepting the application form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
<b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:</b>	After accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.

Stock exchange shall validate the electronic bid 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 shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants are deemed to have authorized our Company to make the necessary changes in the Draft Prospectus, without prior or subsequent notice of such changes to the Applicants. Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorizing blocking of funds that are available in the bank account specified in the Application Form used by ASBA Applicants. Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms/ Application Forms to the respective SCSB, where the Applicant has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

#### **Availability of Draft Prospectus and Application Forms**

The Application Forms and copies of the Draft Prospectus may be obtained from the Corporate 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. [www1.nseindia.com](http://www1.nseindia.com).

#### **Who can apply?**

Each Applicant should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies.

Subject to the above, an illustrative list of Applicants is as follows:

- a) 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);
- b) 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;
  - c) 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;
  - d) Mutual Funds registered with SEBI;
  - e) 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;
  - f) 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);
  - g) 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;
  - h) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
  - i) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional applicant 's category;
  - j) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
  - k) Foreign Venture Capital Investors registered with the SEBI;
  - l) 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;
  - m) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
  - n) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
  - o) Provident Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
  - p) Pension Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
  - q) 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;
  - r) Insurance funds set up and managed by army, navy or air force of the Union of India;
  - s) Multilateral and bilateral development financial institution;
  - t) Eligible QFIs;
  - u) Insurance funds set up and managed by army, navy or air force of the Union of India;
  - v) Insurance funds set up and managed by the Department of Posts, India;
  - w) Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

#### **Applications not to be made by:**

1. Minors (except through their Guardians)
2. Partnership firms or their nominations
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

**As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation.**

#### **MAXIMUM AND MINIMUM APPLICATION SIZE**

##### **1. For Retail Individual Applicants**

The Application must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed Rs. 2,00,000. In case of revision of Applications, the Retail Individual Applicants have to ensure that the Application Price does not exceed Rs. 2,00,000.

## 2. For Other than Retail Individual Applicants (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds Rs. 2,00,000 and in multiples of [●] Equity Shares thereafter. An Application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional 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 LMs 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.**

### BASIS OF ALLOTMENT

Allotment will be made in consultation with the Stock Exchange. In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category X number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).

For applications where the proportionate allotment works out to less than [●] Equity shares the allotment will be made as follows:

1. Each successful applicant shall be allotted [●] Equity shares; and
2. The successful applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.

If the proportionate allotment to an applicant works out to a number that is not a multiple of [●] Equity shares, the applicant would be allotted Shares by rounding off to the nearest multiple of [●] Equity shares subject to a minimum allotment of [●] Equity shares.

If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the offer specified under the Capital Structure mentioned in this Draft Prospectus.

The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for small individual applicants as described below:

1. As the retail individual investor category is entitled to more than fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
2. The balance net offer of shares to the public shall be made available for allotment to
  - a. Individual applicants other than retails individual investors and
  - b. Other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.
3. The unsubscribed portion of the net offer to any one of the categories specified in a) or b) shall/may be made available for allocation to applicants in the other category, if so required.

Retail Individual Investor' means an investor who applies for shares of value of not more than Rs. 2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with Stock Exchange. The Executive Director / Managing Director of Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

### **Participation by Associates /Affiliates of LM and the Syndicate Members**

The LM, Market Maker and the Underwriter, if any shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting and market making obligations. However, associates/affiliates of the LM and Syndicate Members, if any may subscribe for Equity Shares in the Issue, either in the QIB Category or in the Non- Institutional Category as may be applicable to the 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 made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.
- b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
- c. A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

### **Information for the Applicants:**

1. Our Company and the Lead Manager shall declare the Issue Opening Date and Issue Closing Date in the Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.
2. Our Company will file the Prospectus with the RoC at least 3 (three) days before the Issue Opening Date.
3. Copies of the Application Form along with Abridge Prospectus and copies of the offer document will be available with the, the Lead Manager, the Registrar to the Issue, and at the Corporate Office of our Company. Electronic Application Forms will also be available on the websites of the Stock Exchange.
4. Any applicant who would like to obtain the offer documents and/or the Application Form can obtain the same from our Corporate Office.
5. Applicants who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
6. Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.
7. The Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Retail Individual Applicants has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such 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. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the 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 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 person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such 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.

#### **Application by Indian Public including eligible NRIs applying on Non-Repatriation Basis**

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 Indian (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 HUFs, application shall be made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public. Eligible NRIs applying on a non-repatriation basis should authorize their SCSB to block their NRE/FCNR accounts as well as NRO accounts.

#### **Applications by eligible NRIs on Repatriation Basis**

Application Forms have been made available for eligible NRIs at our corporate office.

Eligible NRIs applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment under reserved category. The Eligible NRIs who intend to get the amount blocked in the Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians and shall not use the forms meant for reserved category.

Under FEMA, general permission is granted to companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRIs subject to the terms and conditions stipulated therein. Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 (thirty) days from the date of issue of shares of allotment to NRIs on repatriation basis.

Allotment of Equity shares to Non-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 the 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 recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with 'know your client' norms. 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 re-registered as an AIF under the SEBI Regulations shall continue to be regulated by the VCF Regulations.

### **Application by Mutual Funds**

As per the current regulations, the following restrictions are applicable for investments by Mutual fund:

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any Company's paid up share capital carrying voting rights.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

The Application made by Asset Management Companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

### **Applications by Limited Liability Partnerships**

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the LLP Act, 2008 must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof.

### **Applications by Insurance Companies**



In case of applications made by insurance companies registered with IRDA, certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company in consultation with the LM, reserves the right to reject any application, without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment Scheme) (5th Amendment) Regulations, 2010, as amended (the "IRDA Investment Regulations"), are broadly set forth below:

- i. Equity shares of a company: The lesser 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;
- ii. The entire group of the investee company: at least 10% of the respective fund in case of a life insurer or 10% of investment assets in case of general insurer or reinsurer (25% in case of Unit Linked Insurance Plans); and
- iii. The industry sector in which the investee company operates: 10% of the insurer's total investment exposure to the industry sector (25% in case of Unit Linked Insurance Plans).

### **Applications under Power of Attorney**

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FIIs, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of Rs. 2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2,500 Lakhs, a certified copy of the power of attorney or the relevant Resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

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 be, along 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, our 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 this Draft 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 this Draft Prospectus.

### **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 Systemically 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 by SCSBs**

SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such 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.

### **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. The Designated Intermediaries shall accept applications from the Applicants during the Issue Period.
2. The Issue Period shall be for a minimum of three Working Days and shall not exceed 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 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. Designated Intermediaries accepting the application forms shall be responsible for uploading the application along with other relevant details in application forms on the electronic bidding system of stock exchange and submitting the form to SCSBs for blocking of funds (except in case of SCSBs, where blocking of funds will be done by respective SCSBs only). All applications shall be stamped and thereby acknowledged by the Designated Intermediaries at the time of receipt.

<b>For Applications submitted by investors to SCSB:</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For applications submitted by investors to intermediaries other than SCSBs:</b>	After accepting the application form, respective Designated 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 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. [●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Applicants.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The applicants should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Applicants.

### **Payment mechanism**

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. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Retail 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 have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

#### **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 stream line 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 Lloyds Luxuries Limited
- 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 of 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

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.

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:

Home >> Intermediaries/Market Infrastructure Institutions >> Recognised Intermediaries >>Self Certified Syndicate Banks eligible as Issuer Banks for UPI

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).

## Electronic Registration of Applications

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Issue Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
  - a) the applications accepted by them,
  - b) the applications uploaded by them
  - c) the applications accepted but not uploaded by them or
  - d) With respect to applications by Applicants, 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 our Company nor the Registrar to the Issue, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to,
  - (i) The applications accepted by any Designated Intermediaries
  - (ii) The applications uploaded by any Designated Intermediaries or
  - (iii) The applications accepted but not uploaded by any Designated Intermediaries
5. The Stock Exchange will offer an electronic facility for registering applications for the Issue. This facility will be available at the terminals of Designated Intermediaries and their authorized agents during the Issue Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the 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:

S. No.	Details*
1.	Symbol
2.	Intermediary Code
3.	Location Code
4.	Application No.
5.	Category
6.	PAN
7.	DP ID
8.	Client ID
9.	Quantity
10	Amount

*\*Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields*

7. With respect to applications by Applicants, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Applicants into the on-line system:
  - Name of the Applicant;
  - IPO Name;
  - Application Form Number;
  - Investor Category;
  - PAN (of First Applicant, if more than one Applicant);
  - DP ID of the demat account of the Applicant;
  - Client Identification Number of the demat account of the Applicant;
  - Number of Equity Shares Applied for;
  - Bank Account details;
  - Locations of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
  - Bank account number.
8. In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Application Form number which shall be system generated.
9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
11. In case of Non-Retail Applicants and Retail Individual Applicants, applications would not be rejected except on the technical grounds as mentioned in the Draft Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our 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, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
13. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
14. The SCSBs shall be given one day after the Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.



15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

#### **Allocation of Equity shares**

- 1) The Issue is being made through the Fixed Price Process wherein [●] Equity Shares shall be reserved for Market Maker and [●] Equity shares will be allocated on a proportionate basis to Retail Individual Applicants, subject to valid applications being received from Retail Individual Applicants at the Issue Price. The balance of the Net Issue will be available for allocation on 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, Eligible QFIs, 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.

#### **Signing of Underwriting Agreement and Filing of Prospectus with ROC**

- a) Our company has entered into an Underwriting Agreement dated [●].
- b) A copy of Prospectus will be filed with the ROC in terms of Section 26 of Companies Act, 2013.

#### **Pre-Issue Advertisement**

Subject to Section 30 of the Companies Act 2013, our Company shall, after registering the Draft Prospectus with the ROC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in (i) English National Newspaper; (ii) Hindi National Newspaper and (iii) Regional Newspaper each with wide circulation.

#### **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 transfer the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

The Company will issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 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 Draft 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 authorization 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'ts:**

- 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;
- Do not submit applications on plain paper or incomplete or illegible Application Forms in a colour prescribed for another category of Applicant; and
- Do not make Applications if you are not competent to contract under the Indian Contract Act, 1872, as amended.
- The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

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.

For details of grounds for technical rejections of a Bid cum Application Form, please see the General Information Document.

Further, helpline details of the Lead Manager pursuant to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 see “General Information –Lead Managers” on page 37 of this Draft Prospectus

### **Names of entities responsible for finalising the basis of allotment in a fair and proper manner**

The authorised employees of the Stock Exchange, along with the 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 Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e. [www.bseindia.com](http://www.bseindia.com) and 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 from January 01, 2016. The List of ETA and DPs centres for collecting the application shall be disclosed is available on the websites of BSE i.e. [www.bseindia.com](http://www.bseindia.com) and NSE i.e. [www.nseindia.com](http://www.nseindia.com).

### **Applicant's Depository Account and Bank Details**

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the application form is mandatory and applications that do not contain such details are liable to be rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants 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 Issue, 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 Application and Application Moneys and Interest in Case of Delay**

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at NSE Emerge (SME platform of NSE) where the Equity Shares are proposed to be listed are taken within 6 (Six) working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 6 (Six) days of the Issue Closing Date;
2. 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
3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

#### **Right to Reject Applications**

In case of QIB Applicants, the Company in consultation with the LM 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.

#### **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."*

#### **Undertakings by Our Company**

We undertake as follows:

- 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 (six) Working days of Issue Closing Date.

- 3) That if the Company do not proceed with the Issue, the reason thereof shall be given as a public notice to be issued by our Company within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
- 4) That our Promoters' contribution in full has already been brought in;
- 5) That no further issue of Equity Shares shall be made till the Equity Shares offered through the Draft Prospectus are listed or until the Application monies are unblocked on account of non-listing, under subscription etc. and
- 6) That if the Company withdraws the Issue after the Issue Closing Date, our Company shall be required to file a fresh offer document with the ROC/ SEBI, in the event our Company subsequently decides to proceed with the Issue;
- 7) That funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by us;
- 8) That where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the specified period of closure of the Issue giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- 9) 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;
- 10) Adequate arrangements shall be made to collect all Application Forms from the Applicants;
- 11) That the certificates of the securities/refund orders to Eligible NRIs shall be dispatched within specified time; and
- 12) That none of the promoters or directors of the company is willful defaulter under Section 5(c) of SEBI (ICDR) Regulations, 2018.

**Utilization of Issue Proceeds:**

The Board of Directors of our Company certifies that:

- 1) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;
- 2) Details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the issue proceeds remains unutilized, under an appropriate head in our balance sheet of our company indicating the purpose for which such monies have been utilized;
- 3) Details of all unutilized monies out of the Issue, if any shall be disclosed under the appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested and
- 4) Our Company shall comply with the requirements of SEBI Listing Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.
- 5) Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
- 6) The Lead Manager undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactorily.

**Equity Shares in Dematerialized Form with NSDL or CDSL**

To enable all shareholders of our Company to have their shareholding in electronic form, the Company has signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a) Tripartite Agreement dated August 13, 2020 between NSDL, the Company and the Registrar to the Issue;
- b) Tripartite Agreement dated June 17, 2022 between CDSL, the Company and the Registrar to the Issue;

The Company's equity shares bear an ISIN No. INE0DTQ01028

## **RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES**

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and Foreign Exchange Management Act, 1999 ("FEMA"). While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are the Reserve Bank of India ("RBI") and Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("DIPP").

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated Foreign Direct Investment Policy notified by the DPIIT File No. 5(2)/2020-FDI Policy dated October 15, 2020, with effect from October 15, 2020 (the "FDI Policy"), which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT or the DPIIT that were in force and effect prior to October 15, 2020. The Government of India proposes to update the consolidated circular on FDI Policy once every year and therefore, the FDI Policy will be valid until the DPIIT issues an updated circular.

In terms of the FEMA NDI Rules, a person resident outside India may make investments into India, subject to certain terms and conditions, and provided that an entity of a country, which shares land border with India or the beneficial owner of an investment into India who is situated in or is a citizen of any such country, shall invest only with government approval.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI / RBI.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country ("Restricted Investors"), will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India. Each Bidder should seek independent legal advice about its ability to participate in the 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 Offer Period.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of our Company. Investors will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

### **Investment conditions/restrictions for overseas entities**

Under the current FDI Policy 2020, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FPI, NRI/OCI, LLPs, FVCI, Investment Vehicles and DRs under Foreign Exchange Management. (Non-debt Instruments) Rules, 2019. Any equity holding by a person resident outside India resulting from conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap.



Portfolio Investment upto aggregate foreign investment level of 49% or sectoral/statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral/statutory cap.

#### **Investment by FPIs under Portfolio Investment Scheme (PIS)**

With regards to purchase/sale of capital instruments of an Indian company by an FPI under PIS the total holding by each FPI or an investor group as referred in SEBI (FPI) Regulations, 2014 shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24% of paid-up equity capital on fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10% and 24% will be called the individual and aggregate limit, respectively. However, this limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body.

#### **Investment by NRI or OCI on repatriation basis:**

The purchase/sale of equity shares, debentures, preference shares and share warrants issued by an Indian company (hereinafter referred to as "Capital Instruments") of a listed Indian company on a recognised stock exchange in India by Non-Resident Indian (NRI) or Overseas Citizen of India (OCI) on repatriation basis is allowed subject to certain conditions under Foreign Exchange Management (Non-debt Instruments) Rules, 2019.

The total holding by any individual NRI or OCI shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

#### **Investment by NRI or OCI on non-repatriation basis**

As per current FDI Policy 2020, Foreign Exchange Management (Non-debt Instruments) Rules, 2019, Purchase/ sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non- repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("US Securities Act") or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of "US Persons" as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

Further, no offer to the public (as defined under Directive 2003/71/EC, together with any amendments) and implementing measures thereto, (the "Prospectus Directive") has been or will be made in respect of the Issue in any member State of the European Economic Area which has implemented the Prospectus Directive except for any such offer made under exemptions available under the Prospectus Directive, provided that no such offer shall result in a requirement to publish or supplement a prospectus pursuant to the Prospectus Directive, in respect of the Issue.

Any forwarding, distribution or reproduction of this document in whole or in part may be unauthorised. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions. Any investment decision should be made on the basis of the final terms and conditions and the information contained in this Draft Prospectus.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.



### SECTION IX - MAIN PROVISIONS OF ARTICLES OF ASSOCIATION OF OUR COMPANY

Pursuant to Schedule I of the Companies Act, and the SEBI ICDR Regulations, the Main provisions of the Articles of Association relating to voting rights, dividend, lien, forfeiture, restrictions on transfer and Transmission of equity shares or debentures, their consolidation or splitting are as provided below. Each provision below is numbered as per the corresponding article number in the articles of association and defined terms herein have the meaning given to them in the Articles of Association.

Article No.	Particulars	
1.	No regulation contained in Table "F" in the First Schedule to Companies Act, 2013 shall apply to this Company but the regulations for the Management of the Company and for the observance of the Members thereof and their representatives shall be as set out in the relevant provisions of the Companies Act, 2013 and subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of or addition to its regulations by Special Resolution as prescribed by the said Companies Act, 2013 be such as are contained in these Articles unless the same are repugnant or contrary to the provisions of the Companies Act, 2013 or any amendment thereto.	<b>Table F Applicable</b>
<b>Interpretation Clause</b>		
2.	In the interpretation of these Articles the following expressions shall have the following meanings unless repugnant to the subject or context:	
	(a) "The Act" means the Companies Act, 2013 and includes any statutory modification or re-enactment thereof for the time being in force.	<b>Act</b>
	(b) "These Articles" means Articles of Association for the time being in force or as may be altered from time to time vide Special Resolution.	<b>Articles</b>
	(c) "Auditors" means and includes those persons appointed as such for the time being of the Company.	<b>Auditors</b>
	(d) "Capital" means the share capital for the time being raised or authorized to be raised for the purpose of the Company.	<b>Capital</b>
	(e) "The Company" shall mean <b>LLOYDS LUXURIES LIMITED</b> .	<b>The Company</b>
	(f) "Executor" or "Administrator" means a person who has obtained a probate or letter of administration, as the case may be from a Court of competent jurisdiction and shall include a holder of a Succession Certificate authorizing the holder thereof to negotiate or transfer the Share or Shares of the deceased Member and shall also include the holder of a Certificate granted by the Administrator General under section 31 of the Administrator General Act, 1963.	<b>Executor or Administrator</b>
	(g) "Legal Representative" means a person who in law represents the estate of a deceased Member.	<b>Legal Representative</b>
	(h) Words importing the masculine gender also include the feminine gender.	<b>Gender</b>
	(i) "In Writing" and "Written" includes printing lithography and other modes of representing or reproducing words in a visible form.	<b>In Writing and Written</b>
	(j) The marginal notes hereto shall not affect the construction thereof.	<b>Marginal notes</b>
	(k) "Meeting" or "General Meeting" means a meeting of members.	<b>Meeting or General Meeting</b>
	(l) "Month" means a calendar month.	<b>Month</b>
	(m) "Annual General Meeting" means a General Meeting of the Members held in accordance with the provision of section 96 of the Act.	<b>Annual General Meeting</b>
	(n) "Extra-Ordinary General Meeting" means an Extraordinary General Meeting of the Members duly called and constituted and any adjourned holding thereof.	<b>Extra-Ordinary General Meeting</b>

	(o) "National Holiday" means and includes a day declared as National Holiday by the Central Government.	<b>National Holiday</b>
	(p) "Non-retiring Directors" means a director not subject to retirement by rotation.	<b>Non-retiring Directors</b>
	(q) "Office" means the registered Office for the time being of the Company.	<b>Office</b>
	(r) "Ordinary Resolution" and "Special Resolution" shall have the meanings assigned thereto by Section 114 of the Act.	<b>Ordinary and Special Resolution</b>
	(s) "Person" shall be deemed to include corporations and firms as well as individuals.	<b>Person</b>
	(t) "Proxy" means an instrument whereby any person is authorized to vote for a member at General Meeting or Poll and includes attorney duly constituted under the power of attorney.	<b>Proxy</b>
	(u) "The Register of Members" means the Register of Members to be kept pursuant to Section 88(1) (a) of the Act.	<b>Register of Members</b>
	(v) "Seal" means the common seal for the time being of the Company.	<b>Seal</b>
	(w) Words importing the Singular number include where the context admits or requires the plural number and vice versa.	<b>Singular number</b>
	(x) "The Statutes" means the Companies Act, 2013 and every other Act for the time being in force affecting the Company.	<b>Statutes</b>
	(y) "These presents" means the Memorandum of Association and the Articles of Association as originally framed or as altered from time to time.	<b>These presents</b>
	(z) "Variation" shall include abrogation; and "vary" shall include abrogate.	<b>Variation</b>
	(aa) "Year" means the calendar year and "Financial Year" shall have the meaning assigned thereto by Section 2(41) of the Act.	<b>Year and Financial Year</b>
	Save as aforesaid any words and expressions contained in these Articles shall bear the same meanings as in the Act or any statutory modifications thereof for the time being in force.	<b>Expressions in the Act to bear the same meaning in Articles</b>
<b>CAPITAL</b>		
<b>3.</b>	The Authorized Share Capital of the Company shall be such amount as may be mentioned in Clause V of Memorandum of Association of the Company from time to time.	<b>Authorized Capital</b>
<b>4.</b>	The Company may in General Meeting from time to time by Ordinary Resolution increase its capital by creation of new Shares which may be unclassified and may be classified at the time of issue in one or more classes and of such amount or amounts as may be deemed expedient. The new Shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe and in particular, such Shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at General Meeting of the Company in conformity with Section 47 of the Act. Whenever the capital of the Company has been increased under the provisions of this Article the Directors shall comply with the provisions of Section 64 of the Act.	<b>Increase of capital by the Company how carried into effect</b>
<b>5.</b>	Except so far as otherwise provided by the conditions of issue or by these Presents, any capital raised by the creation of new Shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.	<b>New Capital same as existing capital</b>
<b>6.</b>	The Board shall have the power to issue a part of authorized capital by way of non-voting Shares at price(s) premia, dividends, eligibility, volume, quantum, proportion and other terms and conditions as they deem fit, subject however to provisions of law, rules,	<b>Non-Voting Shares</b>

	regulations, notifications and enforceable guidelines for the time being in force.	
7.	Subject to the provisions of the Act and these Articles, the Board of Directors may issue redeemable preference shares to such persons, on such terms and conditions and at such times as Directors think fit either at premium or at par, and with full power to give any person the option to call for or be allotted shares of the company either at premium or at par, such option being exercisable at such times and for such consideration as the Board thinks fit.	<b>Redeemable Preference Shares</b>
8.	The holder of Preference Shares shall have a right to vote only on Resolutions, which directly affect the rights attached to his Preference Shares.	<b>Voting rights of preference shares</b>
9.	On the issue of redeemable preference shares under the provisions of Article 7 hereof, the following provisions shall take effect: <ol style="list-style-type: none"> <li>No such Shares shall be redeemed except out of profits of which would otherwise be available for dividend or out of proceeds of a fresh issue of shares made for the purpose of the redemption;</li> <li>No such Shares shall be redeemed unless they are fully paid;</li> <li>Subject to section 55(2)(d)(i) the premium, if any payable on redemption shall have been provided for out of the profits of the Company or out of the Company's security premium account, before the Shares are redeemed;</li> <li>Where any such Shares are redeemed otherwise then out of the proceeds of a fresh issue, there shall out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the Capital Redemption Reserve Account", a sum equal to the nominal amount of the Shares redeemed, and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55 of the Act apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company; and</li> <li>Subject to the provisions of Section 55 of the Act, the redemption of preference shares hereunder may be effected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf, in such manner as the Directors may think fit. The reduction of Preference Shares under the provisions by the Company shall not be taken as reducing the amount of its Authorized Share Capital</li> </ol>	<b>Provisions to apply on issue of Redeemable Preference Shares</b>
10.	The Company may (subject to the provisions of sections 52, 55, 66, both inclusive, and other applicable provisions, if any, of the Act) from time to time by Special Resolution reduce <ol style="list-style-type: none"> <li>the share capital;</li> <li>any capital redemption reserve account; or</li> <li>any security premium account</li> </ol> In any manner for the time being, authorized by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power the Company would have, if it were omitted.	<b>Reduction of capital</b>
11.	Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.	<b>Debentures</b>
12.	The Company may exercise the powers of issuing sweat equity shares conferred by Section 54 of the Act of a class of shares already issued subject to such conditions as may be specified in that sections and rules framed thereunder.	<b>Issue of Sweat Equity Shares</b>

13.	The Company may issue shares to Employees including its Directors other than independent directors and such other persons as the rules may allow, under Employee Stock Option Scheme (ESOP) or any other scheme, if authorized by a Special Resolution of the Company in general meeting subject to the provisions of the Act, the Rules and applicable guidelines made there under, by whatever name called.	<b>ESOP</b>
14.	Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.	<b>Buy Back of shares</b>
15.	Subject to the provisions of Section 61 of the Act, the Company in general meeting may, from time to time, sub-divide or consolidate all or any of the share capital into shares of larger amount than its existing share or sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum; subject nevertheless, to the provisions of clause (d) of sub-section (1) of Section 61; Subject as aforesaid the Company in general meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.	<b>Consolidation, Sub-Division And Cancellation</b>
16.	Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue depository receipts in any foreign country.	<b>Issue of Depository Receipts</b>
17.	Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue any kind of securities as permitted to be issued under the Act and rules framed thereunder.	<b>Issue of Securities</b>
<b>MODIFICATION OF CLASS RIGHTS</b>		
18.	<p>(a) If at any time the share capital, by reason of the issue of Preference Shares or otherwise is divided into different classes of shares, all or any of the rights privileges attached to any class (unless otherwise provided by the terms of issue of the shares of the class) may, subject to the provisions of Section 48 of the Act and whether or not the Company is being wound-up, be varied, modified or dealt, with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. The provisions of these Articles relating to general meetings shall mutatis mutandis apply to every such separate class of meeting.</p> <p>Provided that if variation by one class of shareholders affects the rights of any other class of shareholders, the consent of three-fourths of such other class of shareholders shall also be obtained and the provisions of this section shall apply to such variation.</p>	<b>Modification of rights</b>
	(b) The rights conferred upon the holders of the Shares including Preference Share, if any) of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the issue of shares of that class, be deemed not to be modified, commuted, affected, abrogated, dealt with or varied by the creation or issue of further shares ranking pari passu therewith.	<b>New Issue of Shares not to affect rights attached to existing shares of that class.</b>
19.	Subject to the provisions of Section 62 of the Act and these Articles, the shares in the capital of the company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit and with the sanction of the company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the company on payment in full or part of any property sold and transferred or for any services rendered to the company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid	<b>Shares at the disposal of the Directors.</b>

	shares.	
20.	The Company may issue shares or other securities in any manner whatsoever including by way of a preferential offer, to any persons whether or not those persons include the persons referred to in clause (a) or clause (b) of sub-section (1) of section 62 subject to compliance with section 42 and 62 of the Act and rules framed thereunder.	<b>Power to issue shares on preferential basis.</b>
21.	The shares in the capital shall be numbered progressively according to their several denominations, and except in the manner hereinbefore mentioned no share shall be sub-divided. Every forfeited or surrendered share shall continue to bear the number by which the same was originally distinguished.	<b>Shares should be Numbered progressively and no share to be subdivided.</b>
22.	An 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 accepts any shares and whose name is on the Register shall for the purposes of these Articles, be a Member.	<b>Acceptance of Shares.</b>
23.	Subject to the provisions of the Act and these Articles, the Directors may allot and issue shares in the Capital of the Company as payment or part payment for any property (including goodwill of any business) sold or transferred, goods or machinery supplied or for services rendered to the Company either in or about the formation or promotion of the Company or the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than in cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares as aforesaid.	<b>Directors may allot shares as fullpaid-up</b>
24.	The money (if any) which the Board shall on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them shall become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him, accordingly.	<b>Deposit and call etc. to be a debt payable immediately.</b>
25.	Every Member, or his heirs, executors, administrators, or legal representatives, shall pay to the Company the portion of the Capital represented by his share or shares which may, for the time being, remain unpaid thereon, in such amounts at such time or times, and in such manner as the Board shall, from time to time in accordance with the Company's regulations, require on date fixed for the payment thereof.	<b>Liability of Members.</b>
26.	Shares may be registered in the name of any limited company or other corporate body but not in the name of a firm, an insolvent person or a person of unsound mind.	<b>Registration of Shares.</b>
<b>RETURN ON ALLOTMENTS TO BE MADE OR RESTRICTIONS ON ALLOTMENT</b>		
27.	The Board shall observe the restrictions as regards allotment of shares to the public, and as regards return on allotments contained in Sections 39 of the Act	
<b>CERTIFICATES</b>		
28.	(a) Every member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as provided in the relevant laws) to several certificates, each for one or more of such shares and the company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application for registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the company and shall specify the number and distinctive numbers of shares in respect	<b>Share Certificates</b>

	<p>of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe or approve, provided that in respect of a share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one of several joint holders shall be sufficient delivery to all such holder. Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save incases of issues against letter of acceptance or of renunciation or in cases of issue of bonus shares. Every such certificate shall be issued under the seal of the Company, which shall be affixed in the presence of two Directors or persons acting on behalf of the Directors under a duly registered power of attorney and the Secretary or some other person appointed by the Board for the purpose and two Directors or their attorneys and the Secretary or other person shall sign the share certificate, provided that if the composition of the Board permits of it, at least one of the aforesaid two Directors shall be a person other than a Managing or whole-time Director. Particulars of every share certificate issued shall be entered in the Register of Members against the name of the person, to whom it has been issued, indicating the date of issue.</p> <p>(b) Any two or more joint allottees of shares shall, for the purpose of this Article, be treated as a single member, and the certificate of any shares which may be the subject of joint ownership, may be delivered to anyone of such joint owners on behalf of all of them. For any further certificate the Board shall be entitled, but shall not be bound, to prescribe a charge not exceeding Rupees Fifty. The Company shall comply with the provisions of Section 39 of the Act.</p> <p>(c) A Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means, such as engraving in metal or lithography, but not by means of a rubber stamp provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.</p> <p>(d) When a new Share certificate has been issued in pursuance of the preceding clause of this Article, it shall state on the face of it and against the stub or counterfoil to the effect that it is —"Issued in lieu of Share Certificate No..... sub-divided/replaced/on consolidation of Shares".</p>	
29.	<p>If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new Certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, being given, a new Certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every Certificate under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.50/- for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer. Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956, or any other Act, or rules applicable in this behalf.</p> <p>The provisions of this Article shall mutatis mutandis apply to debentures of the Company.</p>	<p><b>Issue of new certificates in place of those defaced, lost or destroyed.</b></p>



30.	(a) If any share stands in the names of two or more persons, the person first named in the Register shall as regard receipts of dividends or bonus or service of notices and all or any other matter connected with the Company except voting at meetings, and the transfer of the shares, be deemed sole holder thereof but the joint- holders of a share shall be severally as well as jointly liable for the payment of all calls and other payments due in respect of such share and for all incidentals thereof according to the Company's regulations.	<b>The first named joint holder deemed Sole holder.</b>
	(b) The Company shall not be bound to register more than three persons as the joint holders of any share.	<b>Maximum number of joint holders.</b>
31.	Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognise any equitable, contingent, future or partial interest in any share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as the holder thereof but the Board shall be at liberty at its sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.	<b>Company not bound to recognise any interest in share other than that of registered holders.</b>
32.	If by the conditions of allotment of any share the whole or part of the amount or issue price thereof shall be payable by installment, every such installment shall when due be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative.	<b>Installment on shares to be duly paid.</b>
<b>UNDERWRITING AND BROKERAGE</b>		
33.	Subject to the provisions of Section 40 (6) of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing, to subscribe (whether absolutely or conditionally) for any shares or debentures in the Company, or procuring, or agreeing to procure subscriptions (whether absolutely or conditionally) for any shares or debentures in the Company but so that the commission shall not exceed the maximum rates laid down by the Act and the rules made in that regard. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.	<b>Commission</b>
34.	The Company may pay on any issue of shares and debentures such brokerage as may be reasonable and lawful.	<b>Brokerage</b>
<b>CALLS</b>		
35.	(1) The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board and not by a circular resolution, make such calls as it thinks fit, upon the Members in respect of all the moneys unpaid on the shares held by them respectively and each Member shall pay the amount of every call so made on him to the persons and at the time and places appointed by the Board. (2) A call may be revoked or postponed at the discretion of the Board. (3) A call may be made payable by installments.	<b>Directors may make calls</b>
36.	Fifteen days' notice in writing of any call shall be given by the Company specifying the time and place of payment, and the person or persons to whom such call shall be paid.	<b>Notice of Calls</b>
37.	A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorising such call was passed and may be made payable by the members whose names appear on the Register of Members on such date or at the discretion of the Directors on such subsequent date as may be fixed by Directors.	<b>Calls to date from resolution.</b>
38.	Whenever any calls for further share capital are made on shares, such calls shall be made on uniform basis on all shares falling under the same class. For the purposes of	<b>Calls on uniform basis.</b>



	this Article shares of the same nominal value of which different amounts have been paid up shall not be deemed to fall under the same class.	
39.	The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the members who on account of the residence at a distance or other cause, which the Board may deem fairly entitled to such extension, but no member shall be entitled to such extension save as a matter of grace and favour.	<b>Directors may extend time.</b>
40.	If any Member fails to pay any 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 not exceeding 21% per annum but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such member.	<b>Calls to carry interest.</b>
41.	If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by installments at fixed time (whether on account of the amount of the share or by way of premium) every such amount or installment shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or installment accordingly.	<b>Sums deemed to be calls.</b>
42.	On the trial or hearing of any action or suit brought by the Company against any Member or his representatives for the recovery of any money claimed to be due to the Company in respect of his shares, if it shall be sufficient to prove that the name of the Member in respect of whose shares the money is sought to be recovered, appears entered on the Register of Members as the holder, at or subsequent to the date at which the money is sought to be recovered is alleged to have become due on the share in respect of which such money is sought to be recovered in the Minute Books: and that notice of such call was duly given to the Member or his representatives used in pursuance of these Articles: and that it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum of Directors was present at the Board at which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.	<b>Proof on trial of suit for money due on shares.</b>
43.	Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereunder nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member of the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce forfeiture of such shares as hereinafter provided.	<b>Judgment, decree, partial payment motto proceed for forfeiture.</b>
44.	(a) The Board may, if it thinks fit, receive from any Member willing to advance the same, all or any part of the amounts of his respective shares beyond the sums, actually called up and upon the moneys so paid in advance, or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made the Board may pay or allow interest, at such rate as the member paying the sum in advance and the Board agree upon. The Board may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to the Member three months' notice in writing: provided that moneys paid in advance of calls on shares may carry interest but shall not confer a right to dividend or to participate in profits. (b) No Member paying any such sum in advance shall be entitled to voting rights in	<b>Payments in Anticipation of calls may carry interest</b>

	respect of the moneys so paid by him until the same would but for such payment become presently payable. The provisions of this Article shall mutatis mutandis apply to calls on debentures issued by the Company.	
<b>LIEN</b>		
<b>45.</b>	<p>The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect. And such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. Unless otherwise agreed the registration of a transfer of shares/debentures shall operate as a waiver of the Company's lien if any, on such shares/debentures. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this clause.</p> <p>Provided that the fully paid shares shall be free from all lien, while in the case of partly paid shares, the company's lien, if any, shall be restricted to moneys called or payable at a fixed time in respect of such shares.</p>	<b>Company to have Lien on shares.</b>
<b>46.</b>	<p>For the purpose of enforcing such lien the Directors may sell the shares subject thereto in such manner as they shall think fit, but no sale shall be made until such period as aforesaid shall have arrived and until notice in writing of the intention to sell shall have been served on such member or the person (if any) entitled by transmission to the shares and default shall have been made by him in payment, fulfillment of discharge of such debts, liabilities or engagements for seven days after such notice. To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof and purchaser shall be registered as the holder of the shares comprised in any such transfer. Upon any such sale as the Certificates in respect of the shares sold shall stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new Certificate or Certificates in lieu thereof to the purchaser or purchasers concerned.</p>	<b>As to enforcing lien by sale.</b>
<b>47.</b>	<p>The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.</p>	<b>Application of proceeds of sale.</b>
<b>FORFEITURE AND SURRENDER OF SHARES</b>		
<b>48.</b>	<p>If any Member fails to pay the whole or any part of any call or installment or any moneys due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same, the Directors may, at any time thereafter, during such time as the call or installment or any part thereof or other moneys as aforesaid remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such Member or on the person (if any) entitled to the shares by transmission, requiring him to pay such call or installment of such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all reasonable expenses (legal or otherwise) that may have been accrued by the Company by reason of such non-payment. Provided that no such shares shall be forfeited if any moneys shall remain unpaid in respect of any call or installment or any part thereof as aforesaid by reason of the delay occasioned in payment due to the necessity of complying with the provisions contained in the relevant exchange control</p>	<b>If call or installment not paid, notice may be given.</b>

	laws or other applicable laws of India, for the time being in force.	
<b>49.</b>	The notice shall name a day (not being less than fourteen days from the date of notice) and a place or places on and at which such call or installment and such interest thereon as the Directors shall determine from the day on which such call or installment ought to have been paid and expenses as aforesaid are to be paid. The notice shall also state that, in the event of the non-payment at or before the time and at the place or places appointed, the shares in respect of which the call was made or installment is payable will be liable to be forfeited.	<b>Terms of notice.</b>
<b>50.</b>	If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given, may at any time thereafter but before payment of all calls or installments, interest and expenses, due in respect thereof, be forfeited by resolution of the Board to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited share and not actually paid before the forfeiture.	<b>On default of payment, shares to be forfeited.</b>
<b>51.</b>	When any shares have been forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof shall forthwith be made in the Register of Members.	<b>Notice of forfeiture to a Member</b>
<b>52.</b>	Any shares so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted, or otherwise disposed of, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board in their absolute discretion shall think fit.	<b>Forfeited shares to be property of the Company and may be sold etc.</b>
<b>53.</b>	Any Member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, on demand all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon from the time of the forfeiture until payment, at such rate as the Board may determine and the Board may enforce the payment of the whole or a portion thereof as if it were a new call made at the date of the forfeiture, but shall not be under any obligation to do so.	<b>Members still liable to pay money owing at time of forfeiture and interest.</b>
<b>54.</b>	The forfeiture shares shall involve extinction at the time of the forfeiture, of all interest in all claims and demand against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.	<b>Effect of forfeiture.</b>
<b>55.</b>	A declaration in writing that the declarant is a Director or Secretary of the Company and that shares in the Company have been duly forfeited in accordance with these articles on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares.	<b>Evidence of Forfeiture.</b>
<b>56.</b>	The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposition thereof and the person to whom such share is sold, re-allotted or disposed of may be registered as the holder of the share and he shall not be bound to see to the application of the consideration: if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the shares.	<b>Title of purchaser and allottee of Forfeited shares.</b>
<b>57.</b>	Upon any sale, re-allotment or other disposal under the provisions of the preceding Article, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a duplicate certificate or certificates in respect of the said shares to the person or persons entitled thereto.	<b>Cancellation of share certificate in respect of forfeited shares.</b>
<b>58.</b>	In the meantime and until any share so forfeited shall be sold, re-allotted, or otherwise dealt with as aforesaid, the forfeiture thereof may, at the discretion and by a resolution of	<b>Forfeiture may be remitted.</b>

	the Directors, be remitted as a matter of grace and favour, and not as was owing thereon to the Company at the time of forfeiture being declared with interest for the same unto the time of the actual payment thereof if the Directors shall think fit to receive the same, or on any other terms which the Director may deem reasonable.	
59.	Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the Shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the Shares sold, and the purchasers shall not be bound to see to the regularity of the proceedings or to the application of the purchase money, and after his name has been entered in the Register of Members in respect of such Shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.	<b>Validity of sale</b>
60.	The Directors may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering on such terms the Directors may think fit.	<b>Surrender of shares.</b>
<b>TRANSFER AND TRANSMISSION OF SHARES</b>		
61.	(a) The instrument of transfer of any share in or debenture of the Company shall be executed by or on behalf of both the transferor and transferee. The transferor shall be deemed to remain a holder of the share or debenture until the name of the transferee is entered in the Register of Members or Register of Debenture holders in respect thereof.	<b>Execution of the instrument of shares</b>
62.	The instrument of transfer of any share or debenture shall be in writing and all the provisions of Section 56 and statutory modification thereof including other applicable provisions of the Act shall be duly complied with in respect of all transfers of shares or debenture and registration thereof. Provided that the company shall use a common form of transfer;	<b>Transfer Form.</b>
63.	The Company shall not register a transfer in the Company other than the transfer between persons both of whose names are entered as holders of beneficial interest in the records of a depository, unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee and specifying the name, address and occupation if any, of the transferee, has been delivered to the Company along with the certificate relating to the shares or if no such share certificate is in existence along with the letter of allotment of the shares: Provided that where, on an application in writing made to the Company by the transferee and bearing the stamp, required for an instrument of transfer, it is proved to the satisfaction of the Board of Directors that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee has been lost, the Company may register the transfer on such terms as to indemnity as the Board may think fit, provided further that nothing in this Article shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares in the Company has been transmitted by operation of law.	<b>Transfer not to be registered except on production of instrument of transfer.</b>
64.	Subject to the provisions of Section 58 of the Act and Section 22A of the Securities Contracts (Regulation) Act, 1956, the Directors may, decline to register— (a) any transfer of shares on which the company has a lien. That registration of transfer shall however not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever;	<b>Directors may refuse to register transfer.</b>
65.	If the Company refuses to register the transfer of any share or transmission of any right therein, the Company shall within one month from the date on which the instrument of	<b>Notice of refusal to be given to</b>

	transfer or intimation of transmission was lodged with the Company, send notice of refusal to the transferee and transferor or to the person giving intimation of the transmission, as the case may be, and thereupon the provisions of Section 56 of the Act or any statutory modification thereof for the time being in force shall apply.	<b>transferor and transferee.</b>
<b>66.</b>	No fee shall be charged for registration of transfer, transmission, Probate, Succession Certificate and letter of administration, Certificate of Death or Marriage, Power of Attorney or similar other document with the Company.	<b>No fee on transfer.</b>
<b>67.</b>	The Board of Directors shall have power on giving not less than seven days previous notice in accordance with section 91 and rules made thereunder close the Register of Members and/or the Register of debentures holders and/or other security holders at such time or times and for such period or periods, not exceeding thirty days at a time, and not exceeding in the aggregate forty five days at a time, and not exceeding in the aggregate forty five days in each year as it may seem expedient to the Board.	<b>Closure of Register of Members or debenture holder or other security holders.</b>
<b>68.</b>	The instrument of transfer shall after registration be retained by the Company and shall remain in its custody. All instruments of transfer which the Directors may decline to register shall on demand be returned to the persons depositing the same. The Directors may cause to be destroyed all the transfer deeds with the Company after such period as they may determine.	<b>Custody of transfer Deeds.</b>
<b>69.</b>	Where an application of transfer relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.	<b>Application for transfer of partly paid shares.</b>
<b>70.</b>	For this purpose the notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post/speed post/ courier to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.	<b>Notice to transferee.</b>
<b>71.</b>	<p>(a) On the death of a Member, the survivor or survivors, where the Member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only person recognized by the Company as having any title to his interest in the shares.</p> <p>(b) Before recognising any executor or administrator or legal representative, the Board may require him to obtain a Grant of Probate or Letters Administration or other legal representation as the case may be, from some competent court in India.</p> <p>Provided nevertheless that in any case where the Board in its absolute discretion thinks fit, it shall be lawful for the Board to dispense with the production of Probate or letter of Administration or such other legal representation upon such terms as to indemnity or otherwise, as the Board in its absolute discretion, may consider adequate</p> <p>Nothing in clause (a) above shall release the estate of the deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.</p>	<b>Recognition of legal representative.</b>
<b>72.</b>	The Executors or Administrators of a deceased Member or holders of a Succession Certificate or the Legal Representatives in respect of the Shares of a deceased Member (not being one of two or more joint holders) shall be the only persons recognized by the Company as having any title to the Shares registered in the name of such Members, and the Company shall not be bound to recognize such Executors or Administrators or holders of Succession Certificate or the Legal Representative unless such Executors or Administrators or Legal Representative shall have first obtained Probate or Letters of Administration or Succession Certificate as the case may be from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in	<b>Titles of Shares of deceased Member</b>



	its absolute discretion thinks fit, the Board upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register Shares standing in the name of a deceased Member, as a Member. However, provisions of this Article are subject to Sections 72 of the Companies Act.	
73.	Where, in case of partly paid Shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Act.	<b>Notice of application when to be given</b>
74.	Subject to the provisions of the Act and these Articles, any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy, insolvency of any member or by any lawful means other than by a transfer in accordance with these presents, may, with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of this title as the Director shall require either be registered as member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as Member in respect of such shares; provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favour of his nominee an instrument of transfer in accordance so he shall not be freed from any liability in respect of such shares. This clause is hereinafter referred to as the 'Transmission Clause'.	<b>Registration of persons entitled to share otherwise than by transfer. (Transmission clause).</b>
75.	Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse or suspend register a person entitled by the transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration.	<b>Refusal to register nominee.</b>
76.	Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity.	<b>Board may require evidence of transmission.</b>
77.	The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made, or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register or Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or require to regard or attend or give effect to any notice which may be given to them of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto, if the Directors shall so think fit.	<b>Company not liable for disregard of a notice prohibiting registration of transfer.</b>
78.	In the case of any share registered in any register maintained outside India the instrument of transfer shall be in a form recognized by the law of the place where the register is maintained but subject thereto shall be as near to the form prescribed in Form no. SH-4 hereof as circumstances permit.	<b>Form of transfer Outside India.</b>
79.	No transfer shall be made to any minor, insolvent or person of unsound mind.	<b>No transfer to insolvent etc.</b>

**NOMINATION**

80.	<p>Notwithstanding anything contained in the articles, every holder of securities of the Company may, at any time, nominate a person in whom his/her securities shall vest in the event of his/her death and the provisions of Section 72 of the Companies Act, 2013 shall apply in respect of such nomination.</p> <p>No person shall be recognized by the Company as a nominee unless an intimation of the appointment of the said person as nominee has been given to the Company during the lifetime of the holder(s) of the securities of the Company in the manner specified under Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014</p> <p>The Company shall not be in any way responsible for transferring the securities consequent upon such nomination.</p> <p>If the holder(s) of the securities survive(s) nominee, then the nomination made by the holder(s) shall be of no effect and shall automatically stand revoked.</p>	<b>Nomination</b>
81.	<p>A nominee, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either-</p> <p>(i) to be registered himself as holder of the security, as the case may be; or</p> <p>(ii) to make such transfer of the security, as the case may be, as the deceased security holder, could have made;</p> <p>(iii) if the nominee elects to be registered as holder of the security, himself, as the case may be, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased security holder as the case may be;</p> <p>(iv) a nominee shall be entitled to the same dividends and other advantages to which he would be entitled to, if he were the registered holder of the security except that he shall not, before being registered as a member in respect of his security, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.</p> <p>Provided further that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share or debenture, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable or rights accruing in respect of the share or debenture, until the requirements of the notice have been complied with.</p>	<b>Transmission of Securities by nominee</b>
<b>DEMATERIALIZATION OF SHARES</b>		
82.	Subject to the provisions of the Act and Rules made thereunder the Company may offer its members facility to hold securities issued by it in dematerialized form.	<b>Dematerialisation of Securities</b>
<b>JOINT HOLDER</b>		
83.	Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint Shareholders with benefits of survivorship subject to the following and other provisions contained in these Articles.	<b>Joint Holders</b>
84.	(a) The Joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.	<b>Joint and several liabilities for all payments in respect of shares.</b>
	(b) on the death of any such joint holders the survivor or survivors shall be the only person recognized by the Company as having any title to the share but the Board may require such evidence of death as it may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability of	<b>Title of survivors.</b>



	shares held by them jointly with any other person;	
	(c) Any one of two or more joint holders of a share may give effectual receipts of any dividends or other moneys payable in respect of share; and	<b>Receipts of one sufficient.</b>
	(d) only the person whose name stands first in the Register of Members as one of the joint holders of any share shall be entitled to delivery of the certificate relating to such share or to receive documents from the Company and any such document served on or sent to such person shall deemed to be service on all the holders.	<b>Delivery of certificate and giving of notices to first named holders.</b>
<b>SHARE WARRANTS</b>		
<b>85.</b>	The Company may issue warrants subject to and in accordance with provisions of the Act and accordingly the Board may in its discretion with respect to any Share which is fully paid upon application in writing signed by the persons registered as holder of the Share, and authenticated by such evidence (if any) as the Board may, from time to time, require as to the identity of the persons signing the application and on receiving the certificate (if any) of the Share, and the amount of the stamp duty on the warrant and such fee as the Board may, from time to time, require, issue a share warrant.	<b>Power to issue share warrants</b>
<b>86.</b>	(a) The bearer of a share warrant may at any time deposit the warrant at the Office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for call in a meeting of the Company, and of attending and voting and exercising the other privileges of a Member at any meeting held after the expiry of two clear days from the time of deposit, as if his name were inserted in the Register of Members as the holder of the Share included in the deposit warrant. (b) Not more than one person shall be recognized as depositor of the Share warrant. (c) The Company shall, on two day's written notice, return the deposited share warrant to the depositor.	<b>Deposit of share warrants</b>
<b>87.</b>	(a) Subject as herein otherwise expressly provided, no person, being a bearer of a share warrant, shall sign a requisition for calling a meeting of the Company or attend or vote or exercise any other privileges of a Member at a meeting of the Company, or be entitled to receive any notice from the Company. (b) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the Register of Members as the holder of the Share included in the warrant, and he shall be a Member of the Company.	<b>Privileges and disabilities of the holders of share warrant</b>
<b>88.</b>	(a) The Board may, from time to time, make bye-laws as to terms on which (if it shall think fit), a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.	<b>Issue of new share warrant coupons</b>
<b>CONVERSION OF SHARES INTO STOCK</b>		
<b>89.</b>	The Company may, by ordinary resolution in General Meeting. (a) convert any fully paid-up shares into stock; and (b) re-convert any stock into fully paid-up shares of any denomination.	<b>Conversion of shares into stock or reconversion.</b>
<b>90.</b>	The holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulation under which the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit, provided that, the Board may, from time to time, fix the minimum amount of stock transferable so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose.	<b>Transfer of stock.</b>
<b>91.</b>	The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, participation in profits, voting at meetings of the Company, and other matters, as if they hold the shares for which the	<b>Rights of stock holders.</b>

	stock arose but no such privilege or advantage shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.	
92.	Such of the regulations of the Company (other than those relating to share warrants), as are applicable to paid up share shall apply to stock and the words “share” and “shareholders” in those regulations shall include “stock” and “stockholders” respectively.	<b>Regulations.</b>
<b>BORROWING POWERS</b>		
93.	Subject to the provisions of the Act and these Articles, the Board may, from time to time at its discretion, by a resolution passed at a meeting of the Board generally raise or borrow money by way of deposits, loans, overdrafts, cash credit or by issue of bonds, debentures or debenture-stock (perpetual or otherwise) or in any other manner, or from any person, firm, company, co-operative society, any body corporate, bank, institution, whether incorporated in India or abroad, Government or any authority or any other body for the purpose of the Company and may secure the payment of any sums of money so received, raised or borrowed; provided that the total amount borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) shall not without the consent of the Company in General Meeting exceed the aggregate of the paid up capital of the Company and its free reserves that is to say reserves not set apart for any specified purpose.	<b>Power to borrow.</b>
94.	Subject to the provisions of the Act and these Articles, any bonds, debentures, debenture-stock or any other securities may be issued at a discount, premium or otherwise and with any special privileges and conditions as to redemption, surrender, allotment of shares, appointment of Directors or otherwise; provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.	<b>Issue of discount etc. or with special privileges.</b>
95.	The payment and/or repayment of moneys borrowed or raised as aforesaid or any moneys owing otherwise or debts due from the Company may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit, and in particular by mortgage, charter, lien or any other security upon all or any of the assets or property (both present and future) or the undertaking of the Company including its uncalled capital for the time being, or by a guarantee by any Director, Government or third party, and the bonds, debentures and debenture stocks and other securities may be made assignable, free from equities between the Company and the person to whom the same may be issued and also by a similar mortgage, charge or lien to secure and guarantee, the performance by the Company or any other person or company of any obligation undertaken by the Company or any person or Company as the case may be.	<b>Securing payment or repayment of Moneys borrowed.</b>
96.	Any bonds, debentures, debenture-stock or their securities issued or to be issued by the Company shall be under the control of the Board who may issue them upon such terms and conditions, and in such manner and for such consideration as they shall consider to be for the benefit of the Company.	<b>Bonds, Debentures etc. to be under the control of the Directors.</b>
97.	If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors shall subject to the provisions of the Act and these Articles make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.	<b>Mortgage of uncalled Capital.</b>
98.	Subject to the provisions of the Act and these Articles if the Directors or any of them or any other person shall incur or be about to incur any liability whether as principal or surely for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such	<b>Indemnity may be given.</b>

	liability.	
<b>MEETINGS OF MEMBERS</b>		
<b>99.</b>	All the General Meetings of the Company other than Annual General Meetings shall be called Extra-ordinary General Meetings.	<b>Distinction between AGM &amp; EGM.</b>
<b>100.</b>	(a) The Directors may, whenever they think fit, convene an Extra-Ordinary General Meeting and they shall on requisition of Members made in compliance with Section 100 of the Act, forthwith proceed to convene Extra-Ordinary General Meeting of the members	<b>Extra-Ordinary General Meeting by Board and by requisition</b>
	(b) If at any time there are not within India sufficient Directors capable of acting to form a quorum, or if the number of Directors be reduced in number to less than the minimum number of Directors prescribed by these Articles and the continuing Directors fail or neglect to increase the number of Directors to that number or to convene a General Meeting, any Director or any two or more Members of the Company holding not less than one-tenth of the total paid up share capital of the Company may call for an Extra-Ordinary General Meeting in the same manner as nearly as possible as that in which meeting may be called by the Directors.	<b>When a Director or any two Members may call an Extra Ordinary General Meeting</b>
<b>101.</b>	No General Meeting, Annual or Extraordinary shall be competent to enter upon, discuss or transfer any business which has not been mentioned in the notice or notices upon which it was convened.	<b>Meeting not to transact business not mentioned in notice.</b>
<b>102.</b>	The Chairman (if any) of the Board of Directors shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary. If there is no such Chairman of the Board of Directors, or if at any meeting he is not present within fifteen minutes of the time appointed for holding such meeting or if he is unable or unwilling to take the chair, then the Members present shall elect another Director as Chairman, and if no Director be present or if all the Directors present decline to take the chair then the Members present shall elect one of the members to be the Chairman of the meeting.	<b>Chairman of General Meeting</b>
<b>103.</b>	No business, except the election of a Chairman, shall be discussed at any General Meeting whilst the Chair is vacant.	<b>Business confined to election of Chairman whilst chair is vacant.</b>
<b>104.</b>	a) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. c) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.	<b>Chairman with consent may adjourn meeting.</b>
<b>105.</b>	In the case of an equality of votes the Chairman shall both on a show of hands, on a poll (if any) and e-voting, have casting vote in addition to the vote or votes to which he may be entitled as a Member.	<b>Chairman's casting vote.</b>
<b>106.</b>	Any poll duly demanded on the election of Chairman of the meeting or any question of adjournment shall be taken at the meeting forthwith.	<b>In what case poll taken without adjournment.</b>
<b>107.</b>	The demand for a poll except on the question of the election of the Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.	<b>Demand for poll not to prevent transaction of other</b>

		<b>business.</b>
<b>VOTES OF MEMBERS</b>		
<b>108.</b>	No Member shall be entitled to vote either personally or by proxy at any General Meeting or Meeting of a class of shareholders either upon a show of hands, upon a poll or electronically, or be reckoned in a quorum in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised, any right or lien.	<b>Members in arrears not to vote.</b>
<b>109.</b>	Subject to the provision of these Articles and without prejudice to any special privileges, or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the company, every Member, not disqualified by the last preceding Article shall be entitled to be present, and to speak and to vote at such meeting, and on a show of hands every member present in person shall have one vote and upon a poll the voting right of every Member present in person or by proxy shall be in proportion to his share of the paid-up equity share capital of the Company, Provided, however, if any preference shareholder is present at any meeting of the Company, save as provided in sub-section (2) of Section 47 of the Act, he shall have a right to vote only on resolution placed before the meeting which directly affect the rights attached to his preference shares.	<b>Number of votes each member entitled.</b>
<b>110.</b>	On a poll taken at a meeting of the Company a member entitled to more than one vote or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.	<b>Casting of votes by a member entitled to more than one vote.</b>
<b>111.</b>	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, or a minor may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.	<b>Vote of member of unsound mind and of minor</b>
<b>112.</b>	Notwithstanding anything contained in the provisions of the Companies Act, 2013, and the Rules made there under, the Company may, and in the case of resolutions relating to such business as may be prescribed by such authorities from time to time, declare to be conducted only by postal ballot, shall, get any such business/ resolutions passed by means of postal ballot, instead of transacting the business in the General Meeting of the Company.	<b>Postal Ballot</b>
<b>113.</b>	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.	<b>E-Voting</b>
<b>114.</b>	In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. If more than one of the said persons remain present than the senior shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint holders shall be entitled to be present at the meeting. Several executors or administrators of a deceased Member in whose name share stands shall for the purpose of these Articles be deemed jointsholders thereof. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.	<b>Votes of joint members.</b>
<b>115.</b>	Votes may be given either personally or by attorney or by proxy or in case of a company, by a representative duly Authorised as mentioned in Articles	<b>Votes may be given by proxy or by representative</b>
<b>116.</b>	A body corporate (whether a company within the meaning of the Act or not) may, if it is member or creditor of the Company (including being a holder of debentures) authorise such person by resolution of its Board of Directors, as it thinks fit, in accordance with the provisions of Section 113 of the Act to act as its representative at	<b>Representation of a Body Corporate.</b>

	any Meeting of the members or creditors of the Company or debentures holders of the Company. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate as if it were an individual member, creditor or holder of debentures of the Company.	
<b>117.</b>	(a) A member paying the whole or a part of the amount remaining unpaid on any share held by him although no part of that amount has been called up, shall not be entitled to any voting rights in respect of the moneys paid until the same would, but for this payment, become presently payable.	<b>Members paying money in advance.</b>
	(b) A member is not prohibited from exercising his voting rights on the ground that he has not held his shares or interest in the Company for any specified period preceding the date on which the vote was taken.	<b>Members not prohibited if share not held for any specified period.</b>
<b>118.</b>	Any person entitled under Article 73 (transmission clause) to transfer any share may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least forty-eight hours before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares and give such indemnify (if any) as the Directors may require or the directors shall have previously admitted his right to vote at such meeting in respect thereof.	<b>Votes in respect of shares of deceased or insolvent members.</b>
<b>119.</b>	No Member shall be entitled to vote on a show of hands unless such member is present personally or by attorney or is a body Corporate present by a representative duly Authorised under the provisions of the Act in which case such members, attorney or representative may vote on a show of hands as if he were a Member of the Company. In the case of a Body Corporate the production at the meeting of a copy of such resolution duly signed by a Director or Secretary of such Body Corporate and certified by him as being a true copy of the resolution shall be accepted by the Company as sufficient evidence of the authority of the appointment.	<b>No votes by proxy on show of hands.</b>
<b>120.</b>	The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.	<b>Appointment of a Proxy.</b>
<b>121.</b>	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.	<b>Form of proxy.</b>
<b>122.</b>	A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the Member, or revocation of the proxy or of any power of attorney which such proxy signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death or insanity, revocation or transfer shall have been received at the office before the meeting or adjourned meeting at which the proxy is used.	<b>Validity of votes given by proxy notwithstanding death of a member.</b>
<b>123.</b>	No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.	<b>Time for objections to votes.</b>
<b>124.</b>	Any such objection raised to the qualification of any voter in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.	<b>Chairperson of the Meeting to be the judge of validity of any vote.</b>



<b>DIRECTORS</b>		
<b>125.</b>	<p>The following are the First Directors of the Company:</p> <ol style="list-style-type: none"> <li>1. Mr. Lalit Surajbhan Sharma</li> <li>2. Mr. Sureshkumar Shriramlal Garg</li> </ol> <p>Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors (including Debenture and Alternate Directors) shall not be less than three and not more than fifteen. Provided that a company may appoint more than fifteen directors after passing a special resolution</p>	<b>Number of Directors</b>
<b>126.</b>	A Director of the Company shall not be bound to hold any Qualification Shares in the Company.	<b>Qualification shares.</b>
<b>127.</b>	<p>(a) Subject to the provisions of the Companies Act, 2013 and notwithstanding anything to the contrary contained in these Articles, the Board may appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement</p> <p>(b) The Nominee Director/s so appointed shall not be required to hold any qualification shares in the Company nor shall be liable to retire by rotation. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s so appointed. The said Nominee Director/s shall be entitled to the same rights and privileges including receiving of notices, copies of the minutes, sitting fees, etc. as any other Director of the Company is entitled.</p> <p>(c) If the Nominee Director/s is an officer of any of the financial institution the sitting fees in relation to such nominee Directors shall accrue to such financial institution and the same accordingly be paid by the Company to them. The Financial Institution shall be entitled to depute observer to attend the meetings of the Board or any other Committee constituted by the Board.</p> <p>(d) The Nominee Director/s shall, notwithstanding anything to the Contrary contained in these Articles, be at liberty to disclose any information obtained by him/them to the Financial Institution appointing him/them as such Director/s.</p>	<b>Nominee Directors.</b>
<b>128.</b>	The Board may appoint an Alternate Director to act for a Director (hereinafter called "The Original Director") during his absence for a period of not less than three months from India. An Alternate Director appointed under this Article shall not hold office for period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India. If the term of Office of the Original Director is determined before he so returns to India, any provision in the Act or in these Articles for the automatic re- appointment of retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director.	<b>Appointment of alternate Director.</b>
<b>129.</b>	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint any other person to be an Additional Director. Any such Additional Director shall hold office only upto the date of the next Annual General Meeting.	<b>Additional Director</b>
<b>130.</b>	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint a Director, if the office of any director appointed by the company in general meeting is vacated before his term of office expires in the normal course, who shall hold office only upto the date upto which the Director in whose place he is appointed would have held office if it had not been vacated by him.	<b>Director's power to fill casual vacancies.</b>
<b>131.</b>	Until otherwise determined by the Company in General Meeting, each Director other than the Managing/Whole-time Director (unless otherwise specifically provided for) shall be entitled to sitting fees not exceeding a sum prescribed in the Act (as may be	<b>Sitting Fees.</b>

	amended from time to time) for attending meetings of the Board or Committees thereof.	
<b>132.</b>	The Board of Directors may subject to the limitations provided in the Act allow and pay to any Director who attends a meeting at a place other than his usual place of residence for the purpose of attending a meeting, such sum as the Board may consider fair, compensation for travelling, hotel and other incidental expenses properly incurred by him, in addition to his fee for attending such meeting as above specified.	<b>Travelling expenses Incurred by Director on Company's business.</b>
<b>PROCEEDING OF THE BOARD OF DIRECTORS</b>		
<b>133.</b>	The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings as it thinks fit. (b) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.	<b>Meetings of Directors.</b>
<b>134.</b>	a) The Directors may from time to time elect from among their members a Chairperson of the Board and determine the period for which he is to hold office. If at any meeting of the Board, the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of the Directors then present to preside at the meeting. b) Subject to Section 203 of the Act and rules made there under, one person can act as the Chairman as well as the Managing Director or Chief Executive Officer at the same time.	<b>Chairperson</b>
<b>135.</b>	Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and in the case of an equality of votes, the Chairman will have a second or casting vote.	<b>Questions at Board meeting how decided.</b>
<b>136.</b>	The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.	<b>Continuing directors may act notwithstanding any vacancy in the Board</b>
<b>137.</b>	Subject to the provisions of the Act, the Board may delegate any of their powers to a Committee consisting of such member or members of its body as it thinks fit, and it may from time to time revoke and discharge any such committee either wholly or in part and either as to person, or purposes, but every Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.	<b>Directors may appoint committee.</b>
<b>138.</b>	The Meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.	<b>Committee Meetings how to be governed.</b>
<b>139.</b>	a) A committee may elect a Chairperson of its meetings. b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.	<b>Chairperson of Committee Meetings</b>
<b>140.</b>	a) A committee may meet and adjourn as it thinks fit. b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the	<b>Meetings of the Committee</b>



	Chairperson shall have a second or casting vote.	
<b>141.</b>	Subject to the provisions of the Act, all acts done by any meeting of the Board or by a Committee of the Board, or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director.	<b>Acts of Board or Committee shall be valid notwithstanding defect in appointment.</b>
<b>RETIREMENT AND ROTATION OF DIRECTORS</b>		
<b>142.</b>	Subject to the provisions of Section 161 of the Act, if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if had not been vacated as aforesaid.	<b>Power to fill casual vacancy</b>
<b>POWERS OF THE BOARD</b>		
<b>143.</b>	The business of the Company shall be managed by the Board who may exercise all such powers of the Company and do all such acts and things as may be necessary, unless otherwise restricted by the Act, or by any other law or by the Memorandum or by the Articles required to be exercised by the Company in General Meeting. However no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.	<b>Powers of the Board</b>
<b>144.</b>	Without prejudice to the general powers conferred by the Articles and so as not in any way to limit or restrict these powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the Articles, it is hereby, declared that the Directors shall have the following powers, that is to say	<b>Certain powers of the Board</b>
	(1) Subject to the provisions of the Act, to purchase or otherwise acquire any lands, buildings, machinery, premises, property, effects, assets, rights, creditors, royalties, business and goodwill of any person firm or company carrying on the business which this Company is authorised to carry on, in any part of India.	<b>To acquire any property, rights etc.</b>
	(2) Subject to the provisions of the Act to purchase, take on lease for any term or terms of years, or otherwise acquire any land or lands, with or without buildings and out-houses thereon, situate in any part of India, at such conditions as the Directors may think fit, and in any such purchase, lease or acquisition to accept such title as the Directors may believe, or may be advised to be reasonably satisfy.	<b>To take on Lease.</b>
	(3) To erect and construct, on the said land or lands, buildings, houses, warehouses and sheds and to alter, extend and improve the same, to let or lease the property of the company, in part or in whole for such rent and subject to such conditions, as may be thought advisable; to sell such portions of the land or buildings of the Company as may not be required for the company; to mortgage the whole or any portion of the property of the company for the purposes of the Company; to sell all or any portion of the machinery or stores belonging to the Company.	<b>To erect &amp; construct.</b>
	(4) At their discretion and subject to the provisions of the Act, the Directors may pay property rights or privileges acquired by, or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company, and any such share may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures or other securities may be either specifically charged upon all or	<b>To pay for property.</b>

	any part of the property of the Company and its uncalled capital or not so charged.	
(5)	To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores, produce and other moveable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.	<b>To insure properties of the Company.</b>
(6)	To open accounts with any Bank or Bankers and to pay money into and draw money from any such account from time to time as the Directors may think fit.	<b>To open Bank accounts.</b>
(7)	To secure the fulfillment of any contracts or engagement entered into by the Company by mortgage or charge on all or any of the property of the Company including its whole or part of its undertaking as a going concern and its uncalled capital for the time being or in such manner as they think fit.	<b>To secure contracts by way of mortgage.</b>
(8)	To accept from any member, so far as may be permissible by law, a surrender of the shares or any part thereof, on such terms and conditions as shall be agreed upon.	<b>To accept surrender of shares.</b>
(9)	To appoint any person to accept and hold in trust, for the Company property belonging to the Company, or in which it is interested or for any other purposes and to execute and to do all such deeds and things as may be required in relation to any such trust, and to provide for the remuneration of such trustee or trustees.	<b>To appoint trustees for the Company.</b>
(10)	To institute, conduct, defend, compound or abandon any legal proceeding by or against the Company or its Officer, or otherwise concerning the affairs and also to compound and allow time for payment or satisfaction of any debts, due, and of any claims or demands by or against the Company and to refer any difference to arbitration, either according to Indian or Foreign law and either in India or abroad and observe and perform or challenge any award thereon.	<b>To conduct legal proceedings.</b>
(11)	To act on behalf of the Company in all matters relating to bankruptcy insolvency.	<b>Bankruptcy &amp; Insolvency</b>
(12)	To make and give receipts, release and give discharge for moneys payable to the Company and for the claims and demands of the Company.	<b>To issue receipts &amp; give discharge.</b>
(13)	Subject to the provisions of the Act, and these Articles to invest and deal with any moneys of the Company not immediately required for the purpose thereof, upon such authority (not being the shares of this Company) or without security and in such manner as they may think fit and from time to time to vary or realise such investments. Save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name.	<b>To invest and deal with money of the Company.</b>
(14)	To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or as surety, for the benefit of the Company, such mortgage of the Company's property (present or future) as they think fit, and any such mortgage may contain a power of sale and other powers, provisions, covenants and agreements as shall be agreed upon;	<b>To give Security by way of indemnity.</b>
(15)	To determine from time to time persons who shall be entitled to sign on Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose, whether by way of a resolution of the Board or by way of a power of attorney or otherwise.	<b>To determine signing powers.</b>
(16)	To give to any Director, Officer, or other persons employed by the Company, a commission on the profits of any particular business or transaction, or a share in	<b>Commission or share in profits.</b>

	the general profits of the company; and such commission or share of profits shall be treated as part of the working expenses of the Company.	
	(17) To give, award or allow any bonus, pension, gratuity or compensation to any employee of the Company, or his widow, children, dependents that may appear just or proper, whether such employee, his widow, children or dependents have or have not a legal claim on the Company.	<b>Bonus etc. to employees.</b>
	(18) To set aside out of the profits of the Company such sums as they may think proper for depreciation or the depreciation funds or to insurance fund or to an export fund, or to a Reserve Fund, or Sinking Fund or any special fund to meet contingencies or repay debentures or debenture-stock or for equalizing dividends or for repairing, improving, extending and maintaining any of the properties of the Company and for such other purposes (including the purpose referred to in the preceding clause) as the Board may, in the absolute discretion think conducive to the interests of the Company, and subject to Section 179 of the Act, to invest the several sums so set aside or so much thereof as may be required to be invested, upon such investments (other than shares of this Company) as they may think fit and from time to time deal with and vary such investments and dispose of and apply and extend all or any part thereof for the benefit of the Company notwithstanding the matters to which the Board apply or upon which the capital moneys of the Company might rightly be applied or expended and divide the reserve fund into such special funds as the Board may think fit; with full powers to transfer the whole or any portion of a reserve fund or division of a reserve fund to another fund and with the full power to employ the assets constituting all or any of the above funds, including the deprecation fund, in the business of the company or in the purchase or repayment of debentures or debenture-stocks and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with the power to the Board at their discretion to pay or allow to the credit of such funds, interest at such rate as the Board may think proper.	<b>Transfer to Reserve Funds.</b>
	(19) To appoint, and at their discretion remove or suspend such general manager, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, labourers, clerks, agents and servants, for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties and to fix their salaries or emoluments or remuneration and to require security in such instances and for such amounts they may think fit and also from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit and the provisions contained in the next following clauses shall be without prejudice to the general powers conferred by this clause.	<b>To appoint and remove officers and other employees.</b>
	(20) At any time and from time to time by power of attorney under the seal of the Company, to appoint any person or persons to be the Attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in their limits authorised by the Board the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit, and such appointments may (if the Board think fit) be made in favour of the members or any of the members of any local Board established as aforesaid or in favour of any Company, or the shareholders, directors, nominees or manager of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such powers of	<b>To appoint Attorneys.</b>

	attorney may contain such powers for the protection or convenience for dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegated Attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them.	
	(21) Subject to Sections 188 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.	<b>To enter into contracts.</b>
	(22) From time to time to make, vary and repeal rules for the regulations of the business of the Company its Officers and employees.	<b>To make rules.</b>
	(23) To effect, make and enter into on behalf of the Company all transactions, agreements and other contracts within the scope of the business of the Company.	<b>To effect contracts etc.</b>
	(24) To apply for, promote and obtain any act, charter, privilege, concession, license, authorization, if any, Government, State or municipality, provisional order or license of any authority for enabling the Company to carry any of this objects into effect, or for extending and any of the powers of the Company or for effecting any modification of the Company's constitution, or for any other purpose, which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.	<b>To apply &amp; obtain concessions/licenses etc.</b>
	(25) To pay and charge to the capital account of the Company any commission or interest lawfully payable there out under the provisions of Sections 40 of the Act and of the provisions contained in these presents.	<b>To pay commissions or interest.</b>
	(26) To redeem preference shares.	<b>To redeem preference shares.</b>
	(27) To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or subjects which shall have any moral or other claim to support or aid by the Company, either by reason of locality or operation or of public and general utility or otherwise.	<b>To assist charitable or benevolent institutions.</b>
	(28) To pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company. (29) To pay and charge to the capital account of the Company any commission or interest lawfully payable thereon under the provisions of Sections 40 of the Act.	
	(30) To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwelling or chawls, or by grants of moneys, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing, to provide other associations, institutions, funds or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit and subject to the provision of Section 181 of the Act, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, (31) religious, scientific, national or other institutions or object which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of the public and general utility or otherwise.	
	(32) To purchase or otherwise acquire or obtain license for the use of and to sell, exchange or grant license for the use of any trade mark, patent, invention or technical know-how.	

	<p>(33) To sell from time to time any Articles, materials, machinery, plants, stores and other Articles and thing belonging to the Company as the Board may think proper and to manufacture, prepare and sell waste and by-products.</p> <p>(34) From time to time to extend the business and undertaking of the Company by adding, altering or enlarging all or any of the buildings, factories, workshops, premises, plant and machinery, for the time being the property of or in the possession of the Company, or by erecting new or additional buildings, and to expend such sum of money for the purpose aforesaid or any of them as they be thought necessary or expedient.</p> <p>(35) To undertake on behalf of the Company any payment of rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company and to purchase the reversion or reversions, and otherwise to acquire on free hold sample of all or any of the lands of the Company for the time being held under lease or for an estate less than freehold estate.</p> <p>(36) To improve, manage, develop, exchange, lease, sell, resell and re-purchase, dispose off, deal or otherwise turn to account, any property (movable or immovable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company is interested.</p> <p>(37) To let, sell or otherwise dispose of subject to the provisions of Section 180 of the Act and of the other Articles any property of the Company, either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as it thinks fit and to accept payment in satisfaction for the same in cash or otherwise as it thinks fit.</p> <p>(38) Generally subject to the provisions of the Act and these Articles, to delegate the powers/authorities and discretions vested in the Directors to any person(s), firm, company or fluctuating body of persons as aforesaid.</p> <p>(39) To comply with the requirements of any local law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with.</p>	
<b>MANAGING AND WHOLE-TIME DIRECTORS</b>		
<p><b>145.</b></p>	<p>a) Subject to the provisions of the Act and of these Articles, the Directors may from time to time in Board Meetings appoint one or more of their body to be a Managing Director or Managing Directors or whole-time Director or whole-time Directors of the Company for such term not exceeding five years at a time as they may think fit to manage the affairs and business of the Company, and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places.</p> <p>b) The Managing Director or Managing Directors or whole-time Director or whole-time Directors so appointed shall be liable to retire by rotation. A Managing Director or Whole-time Director who is appointed as Director immediately on the retirement by rotation shall continue to hold his office as Managing Director or Whole-time Director and such re-appointment as such Director shall not be deemed to constitute a break in his appointment as Managing Director or Whole-time Director.</p>	<p><b>Powers to appoint Managing/Whole-Time Directors.</b></p>
<p><b>146.</b></p>	<p>The remuneration of a Managing Director or a Whole-time Director (subject to the provisions of the Act and of these Articles and of any contract between him and the Company) shall from time to time be fixed by the Directors, and may be, by way of fixed salary, or commission on profits of the Company, or by participation in any such profits, or by any, or all of these modes.</p>	<p><b>Remuneration of Managing or Whole-Time Director.</b></p>



147.	<p>(1) Subject to control, direction and supervision of the Board of Directors, the day-to-day management of the company will be in the hands of the Managing Director or Whole-time Director appointed in accordance with regulations of these Articles of Association with powers to the Directors to distribute such day-to-day management functions among such Directors and in any manner as may be directed by the Board.</p> <p>(2) The Directors may from time to time entrust to and confer upon the Managing Director or Whole-time Director for the time being save as prohibited in the Act, such of the powers exercisable under these presents by the Directors as they may think fit, and may confer such objects and purposes, and upon such terms and conditions, and with such restrictions as they think expedient; and they may subject to the provisions of the Act and these Articles confer such powers, either collaterally with or to the exclusion of, and in substitution for, all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any such powers.</p> <p>(3) The Company's General Meeting may also from time to time appoint any Managing Director or Managing Directors or Whole time Director or Whole time Directors of the Company and may exercise all the powers referred to in these Articles.</p> <p>(4) The Managing Director shall be entitled to sub-delegate (with the sanction of the Directors where necessary) all or any of the powers, authorities and discretions for the time being vested in him in particular from time to time by the appointment of any attorney or attorneys for the management and transaction of the affairs of the Company in any specified locality in such manner as they may think fit.</p>	<p><b>Powers and duties of Managing Director or Whole-Time Director.</b></p>
<b>Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer</b>		
148.	<p>a) Subject to the provisions of the Act,—</p> <p>i. A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;</p> <p>ii. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.</p> <p>b) A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.</p>	<p><b>Board to appoint Chief Executive Officer/ Manager/ Company Secretary/ Chief Financial Officer</b></p>
<b>THE SEAL</b>		
149.	<p>(a) The Board shall provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a Committee of the Board previously given.</p> <p>(b) The Company shall also be at liberty to have an Official Seal in accordance with of the Act, for use in any territory, district or place outside India.</p>	<p><b>The seal, its custody and use.</b></p>
150.	<p>The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in</p>	<p><b>Deeds how executed.</b></p>

	that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.	
<b>Dividend and Reserves</b>		
<b>151.</b>	<p>(1) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.</p> <p>(2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.</p> <p>(3) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.</p>	<b>Division of profits.</b>
<b>152.</b>	The Company in General Meeting may declare dividends, to be paid to members according to their respective rights and interests in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 127 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in general meeting.	<b>The company in General Meeting may declare Dividends.</b>
<b>153.</b>	<p>a) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.</p> <p>b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.</p>	<b>Transfer to reserves</b>
<b>154.</b>	Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.	<b>Interim Dividend.</b>
<b>155.</b>	The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists.	<b>Debts may be deducted.</b>
<b>156.</b>	No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this articles as paid on the share.	<b>Capital paid up in advance not to earn dividend.</b>
<b>157.</b>	All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividends as from a particular date such share shall rank for dividend accordingly.	<b>Dividends in proportion to amount paid-up.</b>
<b>158.</b>	The Board of Directors may retain the dividend payable upon shares in respect of which any person under Articles has become entitled to be a member, or any person under that Article is entitled to transfer, until such person becomes a member, in respect of such shares or shall duly transfer the same.	<b>Retention of dividends until completion of transfer under</b>



		Articles .
159.	No member shall be entitled to receive payment of any interest or dividend or bonus in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares (or otherwise however, either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend payable to any member all such sums of money so due from him to the Company.	<b>No Member to receive dividend whilst indebted to the company and the Company's right of reimbursement thereof.</b>
160.	A transfer of shares does not pass the right to any dividend declared thereon before the registration of the transfer.	<b>Effect of transfer of shares.</b>
161.	Any one of several persons who are registered as joint holders of any share may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such share.	<b>Dividend to joint holders.</b>
162.	<p>a) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.</p> <p>b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.</p>	<b>Dividends how remitted.</b>
163.	Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.	<b>Notice of dividend.</b>
164.	No unclaimed dividend shall be forfeited before the claim becomes barred by law and no unpaid dividend shall bear interest as against the Company.	<b>No interest on Dividends.</b>
<b>CAPITALIZATION</b>		
165.	<p>(1) The Company in General Meeting may, upon the recommendation of the Board, resolve:</p> <p>(a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the Profit and Loss account, or otherwise available for distribution; and</p> <p>(b) that such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.</p> <p>(2) The sums aforesaid shall not be paid in cash but shall be applied subject to the provisions contained in clause (3) either in or towards:</p> <p>(i) paying up any amounts for the time being unpaid on any shares held by such members respectively;</p> <p>(ii) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or</p> <p>(iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii).</p> <p>(3) A Securities Premium Account and Capital Redemption Reserve Account may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the Company and fully paid bonus shares.</p> <p>The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.</p>	<b>Capitalization.</b>
166.	(1) Whenever such a resolution as aforesaid shall have been passed, the Board shall	<b>Fractional Certificates.</b>

	<p>—</p> <p>(a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid shares, if any, and generally to do all acts and things required to give effect thereto.</p> <p>(2) The Board shall have full power -</p> <p>(a) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, in case of shares becoming distributable in fractions; and also</p> <p>(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalization, or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions, of the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares.</p> <p>(3) Any agreement made under such authority shall be effective and binding on all such members.</p> <p>That for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any questions or difficulties that may arise in regard to any issue including distribution of new equity shares and fractional certificates as they think fit.</p>	
<b>167.</b>	<p>(1) The books containing the minutes of the proceedings of any General Meetings of the Company shall be open to inspection of members without charge on such days and during such business hours as may consistently with the provisions of Section 119 of the Act be determined by the Company in General Meeting and the members will also be entitled to be furnished with copies thereof on payment of regulated charges.</p> <p>(2) Any member of the Company shall be entitled to be furnished within seven days after he has made a request in that behalf to the Company with a copy of any minutes referred to in sub-clause (1) hereof on payment of Rs. 10 per page or any part thereof.</p>	<b>Inspection of Minutes Books of General Meetings.</b>
<b>168.</b>	<p>a) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.</p> <p>b) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.</p>	<b>Inspection of Accounts</b>
<b>FOREIGN REGISTER</b>		
<b>169.</b>	The Company may exercise the powers conferred on it by the provisions of the Act with regard to the keeping of Foreign Register of its Members or Debenture holders, and the Board may, subject to the provisions of the Act, make and vary such regulations as it may think fit in regard to the keeping of any such Registers.	<b>Foreign Register.</b>
<b>DOCUMENTS AND SERVICE OF NOTICES</b>		
<b>170.</b>	Any document or notice to be served or given by the Company be signed by a Director or such person duly authorised by the Board for such purpose and the signature may be written or printed or lithographed.	<b>Signing of documents &amp; notices to be served or given.</b>
<b>171.</b>	Save as otherwise expressly provided in the Act, a document or proceeding requiring	<b>Authentication of</b>

	authentication by the company may be signed by a Director, the Manager, or Secretary or other Authorised Officer of the Company and need not be under the Common Seal of the Company.	<b>documents and proceedings.</b>
<b>WINDING UP</b>		
<b>172.</b>	<p>Subject to the provisions of Chapter XX of the Act and rules made thereunder—</p> <p>(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.</p> <p>(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.</p> <p>(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.</p>	
<b>INDEMNITY</b>		
<b>173.</b>	Subject to provisions of the Act, every Director, or Officer or Servant of the Company or any person (whether an Officer of the Company or not) employed by the Company as Auditor, shall be indemnified by the Company against and it shall be the duty of the Directors to pay, out of the funds of the Company, all costs, charges, losses and damages which any such person may incur or become liable to, by reason of any contract entered into or act or thing done, concurred in or omitted to be done by him in any way in or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as such Director, Officer or Auditor or other officer of the Company in defending any proceedings whether civil or criminal in which judgment is given in his favor, or in which he is acquitted or in connection with any application under Section 463 of the Act on which relief is granted to him by the Court.	<b>Directors' and others right to indemnity.</b>
<b>174.</b>	Subject to the provisions of the Act, no Director, Managing Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Directors or Officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation, with whom any moneys, securities or effects shall be entrusted or deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own dishonesty.	<b>Not responsible for acts of others</b>
<b>SECURITY</b>		
<b>175.</b>	(a) Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the company shall, if so required by the Directors, before entering upon his duties, sign a declaration pleading himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the	<b>Secrecy</b>

	<p>accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matter which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents contained.</p>	
	<p>(b) No member or other person (other than a Director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties or the books of accounts of the Company without the permission of the Board of Directors of the Company for the time being or to require discovery of or any information in respect of any detail of the Company's trading or any matter which is or may be in the nature of trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Board it will be inexpedient in the interest of the Company to disclose or to communicate.</p>	<p><b>Access to property information etc.</b></p>

## **SECTION IX – 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 the Company or entered into more than two years before the date of the Draft Prospectus) which are or may be deemed material have been entered or to be entered into by the Company which are or may be deemed material will be attached to the copy of the Prospectus, delivered to the Registrar of Companies, for filing. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at the corporate office between 10 a.m. and 5 p.m. on all Working Days from the date of this Draft Prospectus until the Issue Closing Date.

#### **Material Contracts**

1. Agreement dated June 17, 2022 between our Company and the Lead Manager to the Issue.
2. Agreement dated June 28, 2022 executed between our Company and the Registrar to the Issue.
3. Banker to the Issue Agreement dated [●] among our Company, Lead Manager, Banker to the Issue and the Registrar to the Issue.
4. Market Making Agreement dated [●] between our Company, Lead Manager and Market Maker.
5. Underwriting Agreement dated [●] between our Company, Lead Manager and Underwriter.
6. Tripartite Agreement dated June 17, 2022 among CDSL, the Company and the Registrar to the Issue.
7. Tripartite Agreement dated August 13, 2020 among NDSL, the Company and the Registrar to the Issue.

#### **Material Documents**

1. Certified copies of the Memorandum and Articles of Association of the Company as amended.
2. Certificate of Incorporation dated October 21, 2013 issued by the Registrar of Companies, Maharashtra, Mumbai.
3. Fresh Certificate of Incorporation dated January 29, 2014 issued by the Registrar of Companies, Maharashtra, Mumbai consequent upon Conversion of the Company to Public Company.
4. Copy of the Board Resolution dated June 13, 2022 authorizing the Issue and other related matters.
5. Copy of Shareholder's Resolution dated June 15, 2022 authorizing the Issue and other related matters.
6. Copies of Audited Financial Statements of our Company for the financial year ended March 31, 2022, 2021 and 2020.
7. Statutory Auditors Report dated August 12, 2022 on the Restated Financial Statements for the financial years ended March 31, 2022, 2021 and 2020.
8. Copy of the Statement of Tax Benefits dated August 12, 2022 from the Statutory Auditor.
9. Consents of the Lead Manager, Legal Advisor to the Issue, Registrar to the Issue, Market Maker, Underwriter, Banker to the Issue/ Sponsor Bank, Statutory Auditor of the Company, Peer review Auditor of the Company, Bankers to our Company, Promoters, Directors, Company Secretary and Compliance Officer and Chief Financial Officer, as referred to, in their respective capacities.
10. Board Resolution dated August 24, 2022 for approval of Draft Prospectus and dated [●] for approval of Prospectus.
11. Due Diligence Certificate from Lead Manager dated August 24, 2022
12. Approval from NSE vide letter dated [●] to use the name of NSE in the Prospectus for listing of Equity Shares on the NSE Emerge (SME Platform) of the National Stock Exchange of India Limited.

**DECLARATION**

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, 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, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Prospectus are true and correct.

**SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:**

Name and Designation	Signature
Mr. Prannay Dokkania Managing Director DIN: 09621091	Sd/-

Date: August 24, 2022

Place: Mumbai, Maharashtra

**DECLARATION**

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, 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, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Prospectus are true and correct.

**SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Mr. Shree Krishna Mukesh Gupta Chairman & Non-Executive Director DIN: 06726742	Sd/-

Date: August 24, 2022

Place: Mumbai, Maharashtra



**DECLARATION**

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, 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, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Prospectus are true and correct.

**SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:**

Name and Designation	Signature
Mrs. Vandini Gupta Non-Executive Director DIN: 09621161	Sd/-

Date: August 24, 2022  
Place: Mumbai, Maharashtra

**DECLARATION**

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, 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, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Prospectus are true and correct.

**SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:**

Name and Designation	Signature
Mr. Kabir Malhotra Independent Director DIN: 09630236	Sd/-

Date: August 24, 2022  
Place: Mumbai, Maharashtra

**DECLARATION**

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, 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, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Prospectus are true and correct.

**SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:**

Name and Designation	Signature
Mr. Aashay Amish Choksi Independent Director DIN: 07223156	Sd/-

Date: August 24, 2022

Place: Paris, France

**DECLARATION**

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, 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, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Prospectus are true and correct.

**SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Mr. Sushant Janardan Mishra Chief Financial Officer	Sd/-

Date: August 24, 2022

Place: Mumbai, Maharashtra

**DECLARATION**

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, 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, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Prospectus are true and correct.

**SIGNED BY THE COMPANY SECRETARY OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Ms. Shubhada Mahendra Shirke Company Secretary & Compliance officer M. No. : A66511	Sd/-

Date: August 24, 2022

Place: Mumbai, Maharashtra