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**Draft Prospectus**

Dated: April 14, 2022

(This Draft Prospectus will be updated upon filing with the RoC)

Please read Section 26 & 32 of the Companies Act, 2013

Fixed Price Issue



**ARISTO BIO-TECH AND LIFESCIENCE LIMITED**

CIN: U01100GJ2005PLC127397

Registered Office		Contact Person	Email and Telephone	Website
E-24,25,26, G.I.D.C. Manjusar, Ta. Savli, Vadodara – 391775, Gujarat, India.		Mrs. Neha Batra, Company Secretary and Compliance Officer.	Tel. No.: +91-2667-264843 E-mail: <a href="mailto:cs@aristobiotech.com">cs@aristobiotech.com</a>	<a href="http://www.aristobiotech.com">www.aristobiotech.com</a>
<b>PROMOTERS OF THE COMPANY:</b>				
<b>MR. NARENDRA SINGH BARHAT, MRS. KUSUM NARENDRA SINGH BARHAT AND MR. KETANKUMAR HARKANTBHAI JOSHI</b>				
DETAILS OF THE ISSUE				
TYPE	FRESH ISSUE SIZE	OFFER FOR SALE SIZE	TOTAL ISSUE SIZE	ELIGIBILITY
Fresh Issue	[●]	Nil	[●]	The Issue is being made in terms 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				
This being the first Public Issue of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is Rs.10/- each and the Issue Price is [●] times the face value. The Issue Price (determined and justified by our Company in consultation with the Lead Manager) as stated under chapter titled “Basis for Issue Price” beginning on Page No. 70 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 this Draft Prospectus. Specific attention of the investors is invited to chapter titled “Risk Factors” beginning on Page No. 21 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 Emerge Platform of National Stock Exchange of India Limited (NSE EMERGE) in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. 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		
 <b>BEELINE CAPITAL ADVISORS PRIVATE LIMITED</b>	Mr. Nikhil Shah	Email: <a href="mailto:mb@beelinemb.com">mb@beelinemb.com</a> Tel. No.: +91-79-48405357, 48406357		
REGISTRAR TO THE ISSUE				
Name and Logo	Contact Person	Email & Telephone		
 <b>LINK INTIME INDIA PRIVATE LIMITED</b>	Shanti Gopalkrishnan	Email: <a href="mailto:aristobio.ipo@linkintime.co.in">aristobio.ipo@linkintime.co.in</a> Tel. No.: +91-022-49186200		
ISSUE PROGRAMME				
ISSUE OPENS ON			ISSUE CLOSES ON	
[●]			[●]	



## ARISTO BIO-TECH AND LIFESCIENCE LIMITED

CIN: U01100GJ2005PLC127397

Our Company was originally incorporated on March 17, 2005 as “Aristo Bio-Tech and Lifescience Private Limited” under the provisions of the Companies Act, 1956 with the Registrar of Companies, Maharashtra, Mumbai. Subsequently our Company was converted into Public Limited Company and name of company was changed from “Aristo Bio-Tech and Lifescience Private Limited” to “Aristo Bio-Tech and Lifescience Limited” vide fresh certificate of incorporation dated May 20, 2020 issued by the Registrar of Companies, Mumbai. Further our Company has changed the registered office from State of Maharashtra to Gujarat vide Certificate of Registration of Regional Director order for Change of State dated November 18, 2021 issued by Registrar of Companies, Ahmedabad. For further details, please refer to chapter titled “History and Corporate Structure” beginning on page 115 of this Draft Prospectus.

**Registered Office:** E-24, 25, 26, G.I.D.C., Manjusar, Ta. Savli, Vadodara – 391775, Gujarat, India  
**Tel No.:** +91-2667-299055/ +91-2667-264843; **Email:** [cs@aristobiotech.com](mailto:cs@aristobiotech.com), **Website:** [www.aristobiotech.com](http://www.aristobiotech.com)  
**Contact Person:** Mrs. Neha Batra, Company Secretary and Compliance Officer.

**OUR PROMOTER: MR. NARENDRA SINGH BARHAT, MRS. KUSUM NARENDRA SINGH BARHAT AND MR. KETANKUMAR HARKANTBHAI JOSHI.**

### THE ISSUE

INITIAL PUBLIC ISSUE OF UPTO 18,15,000 EQUITY SHARES OF RS. 10/- EACH (“EQUITY SHARES”) OF ARISTO BIO-TECH AND LIFESCIENCE LIMITED (“ABLL” OR THE “COMPANY” OR THE “ISSUER”) FOR CASH AT A PRICE OF RS. [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF RS. [●] PER EQUITY SHARE (THE “ISSUE PRICE”), AGGREGATING TO RS. [●] LAKHS (“THE ISSUE”), OF WHICH UPTO [●] EQUITY SHARES OF RS. [●] EACH FOR CASH AT A PRICE OF RS. [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF RS. [●] PER EQUITY SHARE AGGREGATING TO RS. [●] LAKH WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE “MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF UPTO [●] EQUITY SHARES OF RS. [●] EACH INCLUDING A SHARE PREMIUM OF RS [●] PER EQUITY SHARE AGGREGATING TO RS. [●] LAKH IS HEREINAFTER REFERRED TO AS THE “NET ISSUE”. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE [●]% AND [●]%, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF THE COMPANY.

THIS ISSUE IS BEING IN TERMS OF CHAPTER IX OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIERMENTS) REGULATIONS, 2018 AS AMENDED FROM TIME TO TIME.

For further details see “TERMS OF THE ISSUE” beginning on Page no. 208 of this Draft Prospectus.

In terms of the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015, dated November 10, 2015 and the all potential investors shall participate in the Issue only through an Application Supported by Blocked Amount (“ASBA”) process providing details about the bank account which will be blocked by the Self-Certified Syndicate Banks (“SCSBs”) for the same. Further pursuant to SEBI circular bearing no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, for implementation of Phased II for UPI facility, which is effective from July 01, 2019, all potential Bidders (except Anchor Investors) are required to mandatorily utilize the Application Supported by Blocked Amount (“ASBA”) process providing details of their respective ASBA accounts or UPI ID (in case of RILs), in which the corresponding Application Amounts will be blocked by the SCSBs or under the UPI Mechanism, as applicable. For details, see “ISSUE PROCEDURE” on Page No. 215 of this Draft Prospectus.

THE FACE VALUE OF THE EQUITY SHARE IS RS. 10/- AND THE ISSUE PRICE IS [●] THE ISSUE PRICE IS [●]TIMES OF THE FACE VALUE.

### 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 Rs.10/- each 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 chapter titled “Basis for Issue Price” beginning on Page No. 70 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 this Draft Prospectus. Specific attention of the investors is invited to chapter titled “Risk Factors” beginning on Page No. 21 of this Draft Prospectus.

### ISSUER’S ABSOLUTE RESPONSIBILITY

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

### LISTING

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

### LEAD MANAGER TO THE ISSUE



#### BEELINE CAPITAL ADVISORS PRIVATE LIMITED

Registered Office: 314, Pratik Mall, Kudasar, Gandhinagar – 382421, Gujarat, India  
 Merchant Banking Division: 807, Phoenix Tower, Opp. New Girish Cold drinks,  
 Near Vijay Cross Roads, Navrangpura, Ahmedabad – 380009, Gujarat, India  
**Tel. No.:** +91-79-48405357, 48406357  
**Email:** [mb@beelinemb.com](mailto:mb@beelinemb.com)  
**Website:** [www.beelinemb.com](http://www.beelinemb.com)  
**Investor Grievance Email:** [ig@beelinemb.com](mailto:ig@beelinemb.com)  
**Contact Person:** Mr. Nikhil Shah  
**SEBI Registration No.:** INM000012917

### REGISTRAR TO THE ISSUE



#### LINK INTIME INDIA PRIVATE LIMITED

C-101, 1 Floor, 247 Park, L.B.S. Marg,  
 Vikhroli (West), Mumbai- 400083, Maharashtra, India  
**Tel. No.:** +91-022-49186200  
**Fax No.:** +91-022-49186091  
**Email:** [aristobio.ipo@linkintime.co.in](mailto:aristobio.ipo@linkintime.co.in)  
**Website:** [www.linkintime.co.in](http://www.linkintime.co.in)  
**Investor Grievance Email:** [aristobio.ipo@linkintime.co.in](mailto:aristobio.ipo@linkintime.co.in)  
**Contact Person:** Shanti Gopalkrishnan  
**SEBI Registration No.:** INR000004058

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.*

*The words and expressions used in this Draft Prospectus but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made there under. Notwithstanding the foregoing, terms used in of the sections “Industry Overview”, “Key Regulations and Policies”, “Statement of Possible Tax Benefits”, “Restated Financial Statements”, “Basis for Issue Price”, “History and Corporate Structure”, “Other Regulatory and Statutory Disclosures”, “Outstanding Litigations and Material Developments” and “Description of Equity Shares and Terms of the Articles of Association” on pages 76, 102, 72, 138, 70, 115, 199, 188 and 258, respectively, shall have the meaning ascribed to such terms in such sections.*

#### General Terms

Term	Description
“ABLL”, “the Company”, “our Company” and Aristo Bio-Tech and Lifescience Limited	Aristo Bio-Tech and Lifescience Limited, a company incorporated in India under the Companies Act 1956 having its Registered office at E-24,25,26, G.I.D.C. Manjusar, Ta. Savli, Vadodara – 391775, Gujarat, 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 terms

Term	Description
AOA / Articles / Articles of Association	Articles of Association of Aristo Bio-Tech and Lifescience Limited as amended from time to time.
Audit Committee	The Committee of the Board of Directors constituted as the Company’s Audit Committee in accordance with Section 177 of the Companies Act, 2013 as amended.
Auditors/ Statutory Auditors	The Auditors of Aristo Bio-Tech and Lifescience Limited Being M/s Prakash Chandra Jain & Co., Chartered Accountant.
Bankers to the Company	Bank of Baroda 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 “Our Management” beginning on page 119 of this Draft Prospectus.
Chairman/ Chairperson	The Chairman/ Chairperson of Board of Directors of our Company being Mr. Narendra Singh Barhat.
CIN	Corporate Identification Number of our Company i.e. U01100GJ2005PLC127397
Chief Financial Officer/CFO	The Chief Financial Officer of our Company being Mr. Ketankumar Harkantbhai Joshi
Companies Act / Act	The Companies Act, 2013 and amendments thereto. The Companies Act, 1956, to the extent of such of the provisions that are in force.
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company being Mrs. Neha Batra
DIN	Directors Identification Number.
Director(s) / our Directors	The Director(s) of our Company, unless otherwise specified.
Equity Shares	Equity Shares of the Company of Face Value of Rs.10/- each unless otherwise specified in the context thereof.
Equity Shareholders	Persons/ Entities holding Equity Shares of Our Company.
Executive Directors	Executive Directors are the Managing Director & Whole Time Directors of our Company.
Group Companies	Companies with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards, and also other companies as considered material by our Board of the issuer as disclosed in “Information with Respect to Group Companies” on page 198 of this Draft Prospectus.
Independent Director	A non-executive & Independent Director as per the Companies Act, 2013 and the Listing Regulations.
ISIN	International Securities Identification Number. In this case being INE082101010

Key Management Personnel/ KMP	Key Management Personnel of our Company in terms of the SEBI Regulations and the Companies Act, 2013. For details, see section entitled “Our Management” on page 119 of this Draft Prospectus.
Materiality Policy	The policy on identification of group companies, material creditors and material litigation, adopted by our Board on April 09, 2022, in accordance with the requirements of the SEBI (ICDR) Regulations, 2018.
MD or Managing Director	The Managing Director of our Company being Mr. Narendra Singh Barhat.
MOA / Memorandum / Memorandum of Association	Memorandum of Association of Aristo Bio-Tech and Lifescience Limited as amended from time to time.
Non Residents	A person resident outside India, as defined under FEMA Regulations, 2000
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board constituted in accordance with the Companies Act, 2013.
Non-Executive Director	A Director not being an Executive Director or an Independent Director
NRI/ Non-Resident Indians	A person resident outside India, as defined under FEMA Regulation and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000.
Peer Review Auditor	Auditor having a valid Peer Review certificate in our case being M/s Prakash Chandra Jain & Co., Chartered Accountants.
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.
Promoter(s)	Shall mean promoter of our Company i.e. Mr. Narendra Singh Barhat, Mrs. Kusum Narendra Singh Barhat and Mr. Ketankumar Harkantbhai Joshi. For further details, please refer to section titled “Our Promoters and Promoter Group” beginning on page 132 of this Draft Prospectus.
Promoter Group	Includes such Persons and entities constituting our promoter group covered under Regulation 2(1)(pp) of the SEBI (ICDR) Regulations as enlisted in the section titled “Our Promoter and Promoter Group” beginning on page 132 of this Draft Prospectus.
Registered Office & Production Unit	E-24, 25, 26, G.I.D.C. Manjusar, Ta. Savli Vadodara – 391775, Gujarat, India
Restated Financial Information	The restated audited financial information of the Company, which comprises of the restated audited balance sheet, the restated audited profit and loss information and restated audited cash flow information, for the stub period ended on October 31, 2021 and for the years ended March 31, 2021, 2020 and 2019 together with the annexure and notes thereto.
RoC/ Registrar of Companies	Registrar of Companies, Ahmedabad.
Shareholders	Shareholders of our Company
Stock Exchange	Unless the context requires otherwise, refers to, National Stock Exchange of India Limited
Subscriber to MOA/Initial Promoters	Initial Subscriber to MOA & AOA being Mr. Narendra Singh Barhat & Mrs. Kusum Narendra Singh Barhat.
Stakeholders Relationship Committee	The Stakeholder’s Relationship Committee of our Board constituted in accordance with section 178(5) of the Companies Act, 2013.

## ISSUE RELATED TERMS

Terms	Description
Abridged Prospectus	Abridged Prospectus to be issued under Regulation 255 of SEBI ICDR Regulations and appended to the Application Form
Allotment/Allot/Allotted	Unless the context otherwise requires, the issue and allotment of Equity Shares, pursuant to the Issue to the successful applicants.
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application.
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)	The successful applicant to whom the Equity Shares are being / have been issued.
Applicant/ Investor	Any prospective investor who makes an application for Equity Shares in terms of this Draft Prospectus.

Terms	Description
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 in terms of which the Applicant shall make a Application, including ASBA Form, and which shall be considered as the application for the Allotment pursuant to the terms of this Draft Prospectus.
ASBA Account	A bank account linked with or without UPI ID, maintained with an SCSB and specified in the ASBA Form submitted by the Applicants for blocking the Application Amount mentioned in the ASBA Form.
ASBA Applicant(s)/ Applicant	Any prospective investor who makes an Application pursuant to the terms of the draft Prospectus and the Application Form including through UPI mode (as applicable).
ASBA Form	An application form, whether physical or electronic, used by ASBA Applicants, which will be considered as the application for Allotment in terms of the Draft Prospectus.
Bidding Centres	Centres at which the Designated Intermediaries shall accept the Application Forms i.e. Designated SCSB Branch for SCSBs, Specified Locations for members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Bankers to the Issue	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 and the Banker of the Issue.
Basis of Allotment	The basis on which the Equity Shares will be Allotted, described in “Issue Procedure” on page 213 of this Draft Prospectus.
Broker Centers	Broker centers notified by the Stock Exchanges where 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.
BSE	BSE Limited
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 maintained with one of the Depositories in relation to demat account
Collecting Depository Participants or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Controlling 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 applicant father/husband, investor status, occupation and Bank Account details.
Depository / 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 NSDL and CDSL.
Designated Date	On the Designated Date, the amounts blocked by SCSBs are transferred from the ASBA Accounts to the Public Issue Account and/ or unblocked in terms of this Draft Prospectus.
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Application Form from the ASBA Applicant and a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/">http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/</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 websites 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

Terms	Description
	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	[●] will act as the Market Maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI ICDR Regulations.
Designated Stock Exchange	National Stock Exchange of India Limited (SME Platform) ("NSE EMERGE")
DP	Depository Participant
DP ID	Depository Participant's Identity Number
Draft Prospectus	Draft prospectus dated April 14, 2022 issued in accordance with Section 23, 26 and 32 of the Companies Act, 2013 and SEBI ICDR Regulation.
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.
Equity Shares	Equity Shares of our Company of face value Rs. 10.00 each
Electronic Transfer of Funds	Refunds through ECS, NEFT, Direct Credit or RTGS as applicable.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to purchase the Equity Shares Issued thereby and who have opened demat accounts with SEBI registered qualified depository participants.
Eligible NRI(s)	An NRI(s) from such a jurisdiction outside India where it is not unlawful to make an Issue or invitation under this Issue and in relation to whom the Application Form and the Prospectus will constitute an invitation to purchase the equity shares.
Escrow Account	Accounts opened with the Banker to the Issue
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 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 circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018 notified by SEBI.
GIR Number	General Index Registry Number.
IPO/ Issue/ Issue Size/ Public Issue	Initial Public Offering
Issue Closing Date	The date after which the Lead Manager, Syndicate Member, 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. In this case being [●]
Issue Opening Date	The date on which the Lead Manager, Syndicate Member, 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. In this case being [●]
Issue Price	The Price at which the Equity Shares are being issued by our Company under this Draft Prospectus being Rs. [●] per equity share.

Terms	Description
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 Size	The Public Issue of upto 18,15,000 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 Proceeds	Proceeds to be raised by our Company through this Issue, for further details please refer chapter titled “Objects of the Issue” page 65 of this Draft Prospectus
LM/Lead Manager	Beeline Capital Advisors Private Limited
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 aggregating to Rs. [●] Lakhs to be subscribed by Market Maker in this issue.
Memorandum of Understanding / MOU	The Memorandum of Understanding dated April 12, 2022 between our Company and LM.
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. [●].
Non-Institutional Investors / Applicant	Investors other than Retail Individual Investors, NRIs and QIBs who apply for the Equity Shares of a value of more than ₹ 2,00,000/-
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, Eligible QFIs, FIIs registered with SEBI and FVCIs registered with SEBI
NSE	National Stock Exchange of India Limited
NSE EMERGE	The SME platform of NSE, approved by SEBI as an SME Exchange for listing of equity shares Issued under Chapter IX of the SEBI ICDR Regulations.
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, filed with the RoC in accordance with the provisions of Section 23, 26 and 32 of the Companies Act, 2013.
Public Issue Account	Account opened with the Bankers to the Issue to receive monies from the SCSBs from the bank account of the ASBA Applicant, on the Designated Date.
Qualified Foreign Investors / QFIs	Non-resident investors other than SEBI registered FIIs or sub-accounts or SEBI registered FVCIs who meet ‘know your client’ requirements prescribed by SEBI.
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 the 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.
Registrar/ Registrar to the Issue/ RTA/ RTI	Registrar to the Issue being Link Intime India Private Limited
Registrar Agreement	The agreement dated April 07, 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.



Terms	Description
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion.
Regulations	SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 as amended from time to time.
Retail Individual Investors	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than Rs. 2,00,000.
Registered Broker	Individuals or companies registered with SEBI as “Trading Members”(except Syndicate/ Sub-Syndicate Members) who hold valid membership of either BSE or 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 <a href="http://www.nseindia.com/membership/content/cat_of_mem.htm">http://www.nseindia.com/membership/content/cat_of_mem.htm</a>
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion.
Reservation Portion	The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI (ICDR) Regulations, 2018
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares or the Application Amount in any of their Application Forms 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
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
Self-Certified Syndicate Bank(s) / SCSB(s)	Banks which are registered with SEBI under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994 and offer services of ASBA, including blocking of bank account, a list of which is available <a href="http://www.sebi.gov.in/pmd/scsb.pdf">http://www.sebi.gov.in/pmd/scsb.pdf</a>
SME Exchange	SME Platform of the NSE i.e. NSE EMERGE
SEBI(PFUTP) Regulations/ PFUTP Regulations	SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003
Transaction Registration Slip/ TRS	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the applicants, as proof of registration of the Application
Underwriters	The LM who has underwritten this Issue pursuant to the provisions of the SEBI (ICDR) Regulations and the Securities and Exchange Board of India (Underwriters) Regulations, 1993, as amended from time to time.
Underwriting Agreement	The Agreement dated [●] entered between the Underwriters, LM and our Company.
Unified Payments Interface (UPI)	UPI is an instant payment system developed by the NPCI. It enables merging several banking features, seamless fund routing & merchant payments into one hood. UPI allows instant transfer of money between any two person’s bank accounts using a payment address which uniquely identifies a person’s bank Account.
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI)
UPI Mandate Request	A request (intimating the RII by way of a notification on the UPI application and by way of a SMS directing the RII to such UPI application) to the RII initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Application Amount and subsequent debit of funds in case of Allotment
UPI mechanism	The bidding mechanism that may be used by an RII to make an Application in the Issue in accordance with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018
UPI PIN	Password to authenticate UPI transaction
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.
Working Day	In accordance with Regulation 2(1)(mmm) of SEBI ICDR Regulation, working day means all days on which commercial banks in the city as specified in the Draft Prospectus are open for business: 1. However, in respect of announcement of price band and Issue Period, working day shall mean all days, excluding Saturday, Sundays and Public holidays, on which commercial banks in the city as notified in this Prospectus are open for business.

Terms	Description
	2. In respect to the time period between the Issue closing date and the listing of the specified securities on the stock exchange, working day shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holiday in accordance with circular issued by SEBI.

## COMPANY AND INDUSTRY RELATED TERMS

### Technical and Industry Related Terms

Term	Full Form
CIB&RC	Central Insecticide Board and Registration Committee
EC	Emulsifiable Concentrates
EW	Oil in Water Emulsions
SL	Soluble Liquid Concentrates
SC	Suspension Concentrates
CS	Capsule / Micro-encapsulated Suspensions
OD	Oil based Suspension Concentrates / Oil Dispersion
SE	Suspo - emulsions
WP	Wettable Powders
SG	Water Soluble Granules
WDG	Water Dispersible Granules
SP	Water Soluble Powders
GR	Granules
DP	Dustable Powders
HPLC	High Performance Liquid Chromatography
UV	Ultraviolet Spectrography
GC	Gas Chromatography
BIS	Bureau of Indian Standards
FAO	Food and Agriculture Organization of the United Nations

## ABBREVIATIONS

Abbreviation	Full Form
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
BBA	Bachelor of Business Administration
B. Com	Bachelor of Commerce
B. E	Bachelor of Engineering
B. Sc	Bachelor of Science
B. Tech	Bachelor of Technology
Bn	Billion
BG/LC	Bank Guarantee / Letter of Credit
BIFR	Board for Industrial and Financial Reconstruction
BSE	BSE Limited
BSE SENSEX	Sensex in an index; market indicator of the position of stock that is listed in the BSE
Banking Regulation Act	The Banking Regulation Act, 1949
CDSL	Central Depository Services (India) Limited

<b>Abbreviation</b>	<b>Full Form</b>
CAGR	Compounded Annual Growth Rate
CAN	Confirmation of Allocation Note
Category I Alternate Investment Fund / Category I AIF	AIFs who are registered as “Category I Alternative Investment Funds” under the SEBI AIF Regulations
Category I Foreign Portfolio Investor(s) / Category I FPIs	FPIs who are registered as “Category I foreign portfolio investors” under the SEBI FPI Regulations
Category II Alternate Investment Fund / Category II AIF	AIFs who are registered as “Category II Alternative Investment Funds” under the SEBI AIF Regulations
Category II Foreign Portfolio Investor(s) / Category II FPIs	FPIs who are registered as “Category II foreign portfolio investors” under the SEBI FPI Regulations
Category III Alternate Investment Fund / Category III AIF	AIFs who are registered as “Category III Alternative Investment Funds” under the SEBI AIF Regulations
CA	Chartered Accountant
CB	Controlling Branch
CDSL	Central Depository Services (India) Limited
CC	Cash Credit
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
CS	Company Secretary
CSR	Corporate social responsibility.
CS & CO	Company Secretary & Compliance Officer
CFO	Chief Financial Officer
CENVAT	Central Value Added Tax
CIBIL	Credit Information Bureau (India) Limited
CST	Central Sales Tax
COVID – 19	A public health emergency of international concern as declared by the World Health Organization on January 30, 2020 and a pandemic on March 11, 2020
CWA/ICWA/CMA	Cost and Works Accountant
CMD	Chairman and Managing Director
Companies Act	Unless specified otherwise, this would imply to the provisions of the Companies Act, 2013 to the extent notified) and /or Provisions of Companies Act, 1956 w.r.t. the sections which have not yet been replaced by the Companies Act, 2013 through any official notification
Depository or Depositories	NSDL and CDSL.
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce, Government of India
DP	Depository Participant
DP ID	Depository Participant’s Identification Number
EBITDA	Earnings Before Interest, Taxes, Depreciation & Amortisation
ECS	Electronic Clearing System
ESIC	Employee’s State Insurance Corporation
EPS	Earnings Per Share
EGM /EOGM	Extraordinary General Meeting
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.
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017
FCNR Account	Foreign Currency Non Resident Account
FBT	Fringe Benefit Tax
FDI	Foreign Direct Investment
FIs	Financial Institutions

Abbreviation	Full Form
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 Investors as defined under the SEBI FPI Regulations.
FTA	Foreign Trade Agreement.
FVCI	Foreign Venture Capital Investors registered with SEBI under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
FV	Face Value
GoI/Government	Government of India
GDP	Gross Domestic Product
GAAP	Generally Accepted Accounting Principles in India
GST	Goods and Service Tax
GVA	Gross Value Added
HNI	High Net Worth Individual
HUF	Hindu Undivided Family
ICAI	The Institute of Chartered Accountants of India
ICAI/ICMAI (Previously known as ICWAI)	The Institute of Cost Accountants of India
IMF	International Monetary Fund
INR / ₹/ Rupees/Rs.	Indian Rupees, the legal currency of the Republic of India
IIP	Index of Industrial Production
IPO	Initial Public Offer
ICSI	The Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
i.e	That is
I.T. Act	Income Tax Act, 1961, as amended from time to time
IT Authorities	Income Tax Authorities
IT Rules	Income Tax Rules, 1962, as amended, except as stated otherwise
Indian GAAP	Generally Accepted Accounting Principles in India
IRDA	Insurance Regulatory and Development Authority
KMP	Key Managerial Personnel
LM	Lead Manager
Ltd.	Limited
MAT	Minimum Alternate Tax
MCA	Ministry of Corporate Affairs, Government of India
MoF	Ministry of Finance, Government of India
M-o-M	Month-On-Month
MOU	Memorandum of Understanding
M. A	Master of Arts
M. B. A	Master of Business Administration
M. Com	Master of Commerce
Mn	Million
M. E	Master of Engineering
MRP	Maximum Retail Price
M. Tech	Masters of Technology
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MAPIN	Market Participants and Investors Database
MSMEs	Micro, Small and medium Enterprises
MoA	Memorandum of Association
NA	Not Applicable
Networth	The aggregate of paid up Share Capital and Share Premium account and Reserves and Surplus(Excluding revaluation reserves) as reduced by aggregate of Miscellaneous Expenditure(to the extent not written off) and debit balance of Profit & Loss Account
NEFT	National Electronic Funds Transfer

<b>Abbreviation</b>	<b>Full Form</b>
NECS	National Electronic Clearing System
NAV	Net Asset Value
NPV	Net Present Value
NRIs	Non-Resident Indians
NRE Account	Non-Resident External Account
NRO Account	Non-Resident Ordinary Account
NSE	National Stock Exchange of India Limited
NOC	No Objection Certificate
NSDL	National Securities Depository Limited
OCB	Overseas Corporate Bodies
P.A.	Per Annum
PF	Provident Fund
PG	Post Graduate
PAC	Persons Acting in Concert
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
PLI	Postal Life Insurance
POA	Power of Attorney
PSU	Public Sector Undertaking(s)
Pvt.	Private
RBI	The Reserve Bank of India
ROE	Return on Equity
R&D	Research & Development
RONW	Return on 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
SCSB	Self Certified Syndicate Banks
SEBI	Securities and Exchange Board of India
SEBI Act	The Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012, as amended from time to time
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, 2019, 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 ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time
SEBI Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.
SEBI LODR Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time
SEBI SAST Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as repealed by the SEBI AIF Regulations, as amended
SICA	Sick Industrial Companies (Special provisions) Act, 1985, as amended from time to time
SME	Small and Medium Enterprises
STT	Securities Transaction Tax
Sec.	Section
SPV	Special Purpose Vehicle
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

<b>Abbreviation</b>	<b>Full Form</b>
TAN	Tax Deduction Account Number
TDS	Tax Deducted at Source
TRS	Transaction Registration Slip
TIN	Taxpayers Identification Number
US/United States	United States of America
UPI	Unified Payments Interface as a payment mechanism through National Payments Corporation of India with Application Supported by Block Amount for applications in public issues by retail individual investors through SCSBs
USD/ US\$/ \$	United States Dollar, the official currency of the Unites States of America
VCF / Venture Capital Fund	Foreign Venture Capital Funds as defined under the SEBI AIF Regulations
VAT	Value Added Tax
w.e.f.	With effect from
WIP	Work in process
Wilful Defaulter	An entity or person categorised as a wilful defaulter by any bank or financial institution or consortium thereof, in terms of regulation 2(1)(III) of the SEBI ICDR Regulations
YoY	Year over Year

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, the Securities and Exchange Board of India Act, 1992 (the “SEBI Act”), the SCRA, the Depositories Act and the rules and regulations made thereunder.

Notwithstanding the foregoing, terms in “Description of Equity Shares and Terms of the Articles of Association”, “Statement of Possible Tax Benefits”, “Industry Overview”, “Key Regulations and Policies”, “Financial Information of our Company”, “Outstanding Litigations and Material Developments” and “Issue Procedure”, will have the meaning ascribed to such terms in these respective sections.

## **CERTAIN CONVENTIONS; PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA**

### **Certain Conventions**

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, the terms “we”, “us”, “our”, the “Company”, “our Company”, “Aristo Bio-Tech and Lifescience Limited”, “ABLL”, and, unless the context otherwise indicates or implies, refers to Aristo Bio-Tech and Lifescience Limited. 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 financial statements prepared and restated for the stub period ended on October 31, 2021 and financial year ended on March 31, 2021, 2020 and 2019 in accordance with Indian GAAP, the Companies Act and SEBI (ICDR) Regulations, 2018 included under Section titled “Financial Information of our Company” beginning on page 138 of this Draft Prospectus. Our fiscal year commences on April 1 of every year and ends on March 31st of every next year.

There are significant differences between Indian GAAP, the International Financial Reporting Standards (“IFRS”) and the Generally Accepted Accounting Principles in the United States of America (“U.S. GAAP”). Accordingly, the degree to which the Indian GAAP financial statements included in this Draft Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practice and Indian GAAP. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Prospectus should accordingly be limited. We have not attempted to explain those differences or quantify their impact on the financial data included herein, and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

Any percentage amounts, as set forth in “Risk Factors”, “Business Overview”, “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, as stated in the report of our Peer Review Auditor, set out in section titled “Financial Information of our Company” beginning on page 138 of this Draft Prospectus.

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 “Description of Equity Shares and Terms of the Articles of Association”, on page 258 of the Draft Prospectus defined terms have the meaning given to such terms in the Articles of Association of our Company.

### **Currency and Units of Presentation**

All references to:

- “Rupees” or “INR” or “Rs.” or “₹” are to Indian Rupee, the official currency of the Republic of India; and
- “USD” or “US\$” are to United States Dollar, the official currency of the United States.

Our Company has presented certain numerical information in this Draft Prospectus in “Lakhs” units. One Lakh represents 1,00,000. In this Draft Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures derived from our Financial Statements in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal place.

### **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, the section titled “Basis for Issue Price” on page 70 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.



## **FORWARD LOOKING STATEMENTS**

All statements contained in this Draft Prospectus that are not statements of historical fact constitute forward-looking statements. All statements regarding our expected financial condition and results of operations, business, plans and prospects are forward-looking statements. These forward-looking statements include statements with respect to our business strategy, our revenue and profitability, our projects and other matters discussed in this Draft Prospectus regarding matters that are not historical facts. 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. Uncertainty in relation to continuing effect of the COVID-19 pandemic on our business and operations.
2. Destruction in our manufacturing process.
3. Our ability to successfully implement our strategy, our growth and expansion, technological changes.
4. Fail to attract, retain and manage the transition of our management team and other skilled & unskilled employees;
5. Our ability to protect our intellectual property rights and not infringing intellectual property rights of other parties;
6. Ability to respond to technological changes;
7. Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
8. Inability to successfully obtain registrations in a timely manner or at all;
9. General economic and business conditions in the markets in which we operate and in the local, regional and national economies;
10. Our ability to effectively manage a variety of business, legal, regulatory, economic, social and political risks associated with our operations;
11. Recession in the market;
12. Changes in laws and regulations relating to the industries in which we operate;
13. Effect of lack of infrastructure facilities on our business;
14. Our ability to successfully implement our growth strategy and expansion plans;
15. Our ability to meet our capital expenditure requirements;
16. Our ability to attract, retain and manage qualified personnel;
17. Failure to adapt to the changing technology in our industry of operation may adversely affect our business and financial condition;
18. Failure to obtain any approvals, licenses, registrations and permits in a timely manner;
19. Changes in political and social conditions in India or in countries that we may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
20. Occurrence of natural disasters or calamities affecting the areas in which we have operations;
21. Conflicts of interest with affiliated companies, the promoter group and other related parties;
22. The performance of the financial markets in India and globally;
23. Any adverse outcome in the legal proceedings in which we are involved;
24. Our ability to expand our geographical area of operation;
25. Concentration of ownership among our Promoters.

For further discussion of factors that could cause our actual results to differ, see the Section titled "Risk Factors"; “Business Overview” & and "Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page 21, 88 & 180 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, our Directors, our Officers, Lead Manager and 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 Lead Manager 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: OFFER DOCUMENT SUMMARY

### A. PRIMARY DETAIL OF BUSINESS AND INDUSTRY

#### Summary of Business

Our Company is an agrochemical company which is engaged in the manufacturing, formulation, supplying, packaging and job work services of various Pesticides, Insecticides, Herbicides, Fungicides, Plant Growth Regulators and a wide variety of other Agrochemicals for India as well as for Export. Agrochemical industries are very vast field and deals with production and distribution of pesticides and fertilizers to increase the crop yields. Agrochemicals (Crop protection products/pesticides) are designed to protect crops from insects, diseases and weeds.

For further details, please refer chapter titled “Business Overview” beginning on Page no. 88 of this Draft Prospectus.

#### Summary of Industry

Covering more than 80,000 commercial products, India’s chemical industry is extremely diversified and can be broadly classified into bulk chemicals, specialty chemicals, agrochemicals, petrochemicals, polymers and fertilizers. Globally, India is the fourth-largest producer of agrochemicals after the United States, Japan and China. India is a net exporter of agrochemicals and the thirteenth-largest exporter of pesticides and disinfectants. The country’s exports have increased on the account of low-cost manufacturing, availability of technically trained manpower, seasonal domestic demand, overcapacity, competitive pricing and strong presence in generic pesticide manufacturing.

For further details, please refer chapter titled “Industry Overview” beginning on Page no. 88 of this Draft Prospectus.

### B. OUR PROMOTER

Our company is promoted by Mr. Narendra Singh Barhat, Mrs. Kusum Narendra Singh Barhat and Mr. Ketankumar Harkantbhai Joshi.

### C. SIZE OF THE ISSUE

Public Issue of upto 18,15,000 Equity Shares of Face Value of ₹10/- each of Aristo Bio-Tech and Lifescience Limited (“ABLL” or “Our Company”) for Cash at a Price of [●] Per Equity Share (Including a Share Premium of [●] per Equity Share) (“Issue Price”) aggregating to [●] Lakhs, of which [●] Equity Shares of Face Value of ₹ 10/- each at a price of [●] aggregating to [●] Lakhs will be reserved for subscription by Market Maker (“Market Maker Reservation Portion”) and Net Issue to Public of [●] Equity Shares of Face Value of ₹10/- each at a price of [●] aggregating to [●] Lakhs (hereinafter referred to as the “Net Issue”) The Issue and the Net Issue will constitute [●] and [●] respectively of the Post Issue paid up Equity Share Capital of Our Company.

### D. OBJECT OF THE ISSUE

The fund requirements for each of the Object of the Issue are stated as below:

S. No	Particulars	Amt. (₹ in Lakhs)	% of Total Issue Size
1.	To Meet Working Capital Requirement	[●]	[●]
2.	General Corporate Expenses	[●]	[●]
3.	Public Issue Expenses	[●]	[●]
<b>Gross Issue Proceeds</b>		[●]	[●]
<b>Less: Issue Expenses</b>		[●]	
<b>Net Issue Proceeds</b>		[●]	

### E. PRE-ISSUE SHAREHOLDING OF OUR PROMOTER AND PROMOTER GROUP AS A PERCENTAGE OF THE PAID-UP SHARE CAPITAL OF THE COMPANY

S. No	Names	Pre-Issue		Post Issue	
		Shares Held	% Shares Held	Shares Held	% Shares Held
<b>Promoters</b>					
1.	Mr. Narendra Singh Barhat	22,80,000	45.65	22,80,000	[●]

2.	Mrs. Kusum Narendra Singh Barhat	6,25,000	12.51	6,25,000	[•]
3.	Mr. Ketankumar Harkantbhai Joshi	7,20,000	14.41	7,20,000	[•]
	<b>TOTAL (A)</b>	<b>36,25,000</b>	<b>72.57</b>	<b>36,25,000</b>	[•]
	<b>Promoter Group</b>				
1.	Mr. Himanshu Barhat	5,15,000	10.31	5,15,000	[•]
2.	Narendra Singh Barhat HUF	2,50,000	5.01	2,50,000	[•]
3.	Mrs. Richa N Barhat	1,25,000	2.50	1,25,000	[•]
4.	Mrs. Neeta Ketan Joshi	4,80,000	9.61	4,80,000	[•]
	<b>TOTAL (B)</b>	<b>13,70,000</b>	<b>27.43</b>	<b>8,90,000</b>	[•]
	<b>GRAND TOTAL (A+B)</b>	<b>49,95,000</b>	<b>100.00%</b>	<b>49,95,000</b>	[•]

For further details, refer chapter titled “Capital Structure” beginning on page no. 54 of this Draft Prospectus.

## F. SUMMARY OF RESTATED FINANCIAL STATEMENT

### Restated Financials

(Rs. in Lakhs)

Particulars	October 31, 2021	For the year ended March 31,		
		2021	2020	2019
Share Capital	499.50	499.50	499.50	499.50
Net Worth	1553.47	1338.08	1230.51	1129.77
Total Revenue	10295.39	16722.96	20123.94	20177.21
Profit after Tax	215.39	107.57	100.74	282.83
Earnings Per Share	4.31	2.15	2.02	5.66
Net Asset Value Per Share (₹)	31.10	26.79	24.63	113.09
Total Borrowings	2300.39	2224.77	1970.97	1444.60

G. There are no material Auditor’s Qualifications in any of the Financial Statements of the Company.

## H. SUMMARY OF OUTSTANDING LITIGATION ARE AS FOLLOWS:

Nature of Cases	No of Outstanding Cases	Amount involved (In Lakhs)
<b>Litigation filed by and against Company and Directors/Promoters</b>		
Criminal Complaints	--	--
Statutory/ Regulatory Authorities	--	--
Tax Proceedings	6	95.70
Other Litigation	2	Not Ascertainable

For further information, please refer chapter titled “Outstanding Litigations and Material Developments” on page no. 188 of this Draft Prospectus.

I. Investors should read chapter titled “Risk Factors” beginning on page no. 21 of this Draft Prospectus to get a more informed view before making any investment decisions.

## J. SUMMARY OF CONTINGENT LIABILITIES

Particulars	As at			
	31.10.2021	31.03.2021	31.03.2020	31.03.2019
Contingent liabilities in respect of:				
Outstanding Tax Demand with Respect to Sales Tax AY 2014-15	5.77	Nil	Nil	Nil
Estimated amount of contracts remaining to be executed on capital account and not provided for	Nil	Nil	50.48	183.64
<b>Total</b>	<b>5.77</b>	<b>Nil</b>	<b>50.48</b>	<b>183.64</b>

For further information, please refer “Annexure AA - Contingent Liability” under chapter titled “Financial Information of our Company” on page no. 138 of this Draft Prospectus.

**K. SUMMARY OF RELATED PARTY TRANSACTIONS**
**(Rs. in Lakhs)**

S. No	Particulars	For the year ended 31 Oct 2021	For the year ended 31 March 2021	For the year ended 31 March 2020	For the year ended 31 March 2019
		<b>1</b>	<b>Expenses</b>		
	<b>Director Remuneration</b>	59.50	102.00	102.00	102.00
	Narendra Singh Barhat	28.00	48.00	48.00	48.00
	Kusum Barhat	15.75	27.00	27.00	27.00
	Ketan Joshi	15.75	27.00	27.00	27.00
	<b>Director's Sitting Fees</b>	Nil	1.00	Nil	Nil
	Raghvender Mateti		1.00		
	<b>Rent Paid</b>	1.40	2.40	2.20	1.79
	Kusum Barhat	1.40	2.40	2.20	1.79
	<b>SALARY</b>	19.25	33.00	33.00	33.00
	Himanshu Barhat	11.20	19.20	19.20	19.20
	Richa Barhat	8.05	13.80	13.80	13.80
<b>2</b>	<b>Issue of Share</b>				399.60
	<b>Name of Shareholder</b>				
	Narendra Singh Barhat	Nil	Nil	Nil	182.40
	N S Barhat HUF	Nil	Nil	Nil	20.00
	Kusum Barhat	Nil	Nil	Nil	50.00
	Ketankumar Joshi	Nil	Nil	Nil	57.60
	Himanshu Barhat	Nil	Nil	Nil	41.20
	Richa Barhat	Nil	Nil	Nil	10.00
	Neeta Ketan Joshi	Nil	Nil	Nil	38.40
<b>3</b>	<b>Sales</b>	498.98	486.90	468.74	556.93
	Orchid Agro System	325.04	286.40	360.78	508.03
	Kinlak Biotech	173.94	200.50	107.96	48.90
<b>4</b>	<b>Purchase</b>	230.99	334.50	905.91	124.38
	Orchid Agro System	230.99	334.50	797.95	124.38
	Kinlak Biotech	Nil	Nil	107.96	Nil
<b>5</b>	<b>Loan Taken</b>	235.54	235.54	364.81	254.49
	<b>Himanshu Barhat</b>				
	Op. Bal as on	16.05	16.05	8.75	8.75
	Add: Loans Taken	Nil	Nil	7.30	Nil
		16.05	16.05	16.05	8.75

Less: Loan Repaid	Nil	Nil	Nil	Nil
Closing Balance	<b>16.05</b>	<b>16.05</b>	<b>16.05</b>	<b>8.75</b>
<b>Ketan Joshi</b>				
Op. Bal as on	39.55	39.55	35.55	35.55
Add: Loans Taken	Nil	Nil	6.50	Nil
	39.55	39.55	42.05	35.55
Less: Loan Repaid	Nil	Nil	2.50	Nil
Closing Balance	<b>39.55</b>	<b>39.55</b>	<b>39.55</b>	<b>35.55</b>
<b>Kusum Barhat</b>				
Op. Bal as on	37.48	36.98	13.88	63.88
Add: Loans Taken	Nil	9.50	24.00	Nil
	37.48	46.48	37.88	63.88
Less: Loan Repaid		9.00	0.90	50.00
Closing Balance	<b>37.48</b>	<b>37.48</b>	<b>36.98</b>	<b>13.88</b>
<b>N S Barhat HUF</b>				
Op. Bal as on	46.52	187.79	142.77	9.50
Add: Loans Taken	Nil	Nil	59.00	141.27
	46.52	187.79	201.77	150.77
Less: Loan Repaid		141.27	13.98	8.00
Closing Balance	<b>46.52</b>	<b>46.52</b>	<b>187.79</b>	<b>142.77</b>
<b>Narendra Singh Barhat Loan</b>				
Op. Bal as on	82.34	67.84	42.54	67.54
Add: Loans Taken	0.50	14.50	27.00	1.00
	82.84	82.34	69.54	68.54
Less: Loan Repaid	3.50		1.70	26.00
Closing Balance	<b>79.34</b>	<b>82.34</b>	<b>67.84</b>	<b>42.54</b>
<b>Richa Barhat Loan</b>				
Op. Bal as on	13.60	16.60	11.00	11.00
Add: Loans Taken	3.00	Nil	5.60	Nil
	16.60	16.60	16.60	11.00
Less: Loan Repaid		3.00	Nil	Nil
Closing Balance	<b>16.60</b>	<b>13.60</b>	<b>16.60</b>	<b>11.00</b>
<b>Closing Balance of Related Parties</b>				
<b>Name</b>	<b>31-10-2021</b>	<b>2020-21</b>	<b>2019-20</b>	<b>2018-19</b>
<b>Related Parties</b>				
<b>Narendra Singh Barhat</b>				
Expenses	0.67	1.84	0.88	0.23
Salary	3.02	2.83	6.15	10.77
<b>Kusum Barhat</b>		Nil	Nil	Nil
Expenses	Nil	0.27	0.27	2.27
Salary	1.73	1.08	3.56	6.70
<b>Ketankumar Harkantbhai Joshi</b>		Nil	Nil	Nil
Expenses	Nil	0.34	0.09	0.35
Salary	1.84	1.84	3.82	3.34
<b>Neha Batra</b>				
Salary	0.33	0.16	0.33	0.28
<b>Associate Concerns</b>				
<b>Orchid Agro Systems</b>	342.25	188.61	22.76	8.18
<b>Kinlak Biotech</b>	15.80	56.84	34.13	Nil
<b>Relatives of Directors</b>				
<b>Himanshu Barhat</b>				
Salary	1.35	0.99	1.89	5.61
Expenses	0.06	0.32	0.63	1.09
<b>Richa Barhat</b>				
Salary	1.06	1.08	2.08	3.89

For details of Restated related party transaction, please refer “Annexure X – Related Party Transaction” under chapter titled “Restated Financial Statements” beginning on page no. 138 of this Draft Prospectus.

**L.** There are no financing arrangements whereby the Promoter Group, the Directors of our Company who are the Promoters of our Company, the Directors of our Company and their relatives have financed the purchase by any other person of securities of our Company during the period of 6 (six) months immediately preceding the date of this Draft Prospectus.

**M.** The weighted average price of acquisition of Equity Shares by our Promoters in last one year is:

Our Promoter has not acquired Equity Shares in last year. For further details refer chapter titled “Capital Structure” beginning on page no. 54 of this Draft Prospectus.

**N.** The average cost of acquisition of Equity Shares by our Promoters is:

Name of the Promoter	No. of Shares held	Average Cost of Acquisition per Share (In Rs.)*
Mr. Narendra Singh Barhat	22,80,000	2.12
Mrs. Kusum Narendra Singh Barhat	6,25,000	2.16
Mr. Ketankumar Harkantbhai Joshi	7,20,000	3.00

\*Average cost of acquisition is calculated on the basis of face value of equity shares of Rs. 10/- each.

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

**P.** Except as disclosed in this Draft Prospectus, our Company has not issued any Equity Shares for consideration other than cash in the one year preceding the date of this Draft Prospectus

**Q.** Our Company has not undertaken a split or consolidation of the Equity Shares in the one year preceding the date of this Draft Prospectus.

**R.** As on date of the Draft Prospectus, our Company has not availed any exemption from complying with any provisions of securities laws granted by SEBI

### **SECTION III - RISK FACTORS**

*An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. To obtain a better understanding, you should read this section together with "Business Overview" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 88 and 180, respectively, as well as the other financial and statistical information contained in this Draft Prospectus. The risks and uncertainties described in this section are not the only risks that we may face. Additional risks and uncertainties not known to us or that we currently believe to be immaterial may also have an adverse effect on our business, results of operations, financial condition and prospects.*

*If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our cash flows, business, financial condition and results of operations could suffer, the price of our Equity Shares could decline, and you may lose all or part of your investment. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risks where the impact is not quantifiable and hence the same has not been disclosed in such risk factors. Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. Before making an investment decision, investors must rely on their own examination of the Issue and us.*

*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.*

*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 21 and "Management Discussion and Analysis of Financial Condition and Results of Operations" on page 180 respectively of this Draft Prospectus unless otherwise indicated, has been calculated on the basis of the amount disclosed in the "Financial Information of our Company" prepared in accordance with the Indian Accounting Standards.*

#### **Materiality**

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

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

#### **INTERNAL RISK FACTORS**

- 1. Improper storage or handling of our agrochemical products may result in spoilage of and damage to, such agrochemical products which may adversely affect our business prospects, results of operations and financial condition.***

We manufacture Pesticides such as Insecticides, Herbicides, Fungicides, Plant Growth Regulators and a wide variety of other Agrochemicals. All of our products are mixture of various chemicals which has specific maintenance requirements while handling, depending on the nature of the chemical. In the event that the said materials are not appropriately stored, handled and transported under specific conditions, the quality of such products may be affected, resulting in spoilage or delivery of products of sub-standard quality and any other reason. Any accident or negligence in the procurement, production or storage of our products under sub-optimal conditions may result in non-compliance with applicable regulatory standards or quality standards and storage conditions specified by our customers for such products.

Any sale of such non-compliant product may be harmful to the health of end consumers of our products, and any such event may expose us to liabilities and claims which could adversely affect our brand image and reputation. Any such event may have a material and adverse effect on our business prospects, results of operations and financial condition.



For further details of our Products, please refer to the chapter titled “Business overview” on page no. 88 of this Draft Prospectus.

**2. *Highly Volatile Prices of agrochemicals and other products which we manufacture may cause losses if we are unable to maintain appropriate time span between purchase of material and sale the same.***

Chemical is prime material which is used for making Insecticides, Herbicides, Fungicides, Plant Growth Regulators and it is the basic raw material used by us for manufacturing our products. Agrochemical production costs are spread amongst many variables such as prices for chemicals of various types. Since these are all separate components which cannot be hedged effectively. Any fluctuation in the international price of the components of raw materials as aforesaid may affect the price and supply of the raw materials. Therefore, any significant increase in the prices of raw materials due to any reasons, and our inability to pass on increased costs of raw material to our customers or reduction in demand from our customers, may adversely affect our sales and profitability.

For further details, please refer to the chapter titled “Business overview” on page no. 88 of this Draft Prospectus.

**3. *We require certain approvals and licenses in the ordinary course of business, including certain registrations from the Central Insecticides Board and Registration Committee (“CIB&RC”) for our agrochemicals and any failure to successfully obtain such registrations would adversely affect our operations, results of operations and financial condition.***

We are engaged in the manufacture of agrochemicals and our products are required to obtain regulatory pre-approval. As per Section 9 of the Insecticides Act, any person desiring to import or manufacture any insecticide may apply to the registration committee, i.e. CIB&RC, for registration of such insecticide and there is a separate registration for each insecticide. Accordingly, we provide each of our agrochemicals to the CIB&RC for their approval where they check the composition and purity profile of our agrochemicals before granting registrations. As on the date of this Draft Prospectus, we have obtained registrations and license to manufacture agrochemicals from the CIB&RC for 158 agrochemicals. In addition, as of the date of the Draft Prospectus, we have applied to CIB&RC for registration of 4 agrochemical formulations which are pending at various stages.

There may be instances where we have not applied for or obtained licenses or registrations in the ordinary course of business. While no legal action has been initiated against us in respect of these licenses and registrations, we cannot assure you that the absence of such licenses will not result in a regulatory authority taking any action against us, which may impact our business and operations.

For further details, please refer to the chapter titled “Business overview” on page no. 88 of this Draft Prospectus.

**4. *There are outstanding legal proceedings involving our Company, Directors and Promoters. Any adverse decision in such proceedings may have an material adverse effect on our business, results of operations and financial condition.***

We are involved in certain legal proceedings which are pending at different levels of adjudication before various courts, tribunals, enquiry officers, and appellate authorities.

We cannot provide assurance that these legal proceedings will be decided in our favour. Any adverse decisions in any of the proceedings may have a significant adverse effect on our business, results of operations, cash flows and financial condition. A summary of the pending civil and other proceedings involving the Company is provided below:

**Cases against our Company**

Nature of Cases	No of Outstanding Cases	Amount involved (In Lakhs)
Criminal Complaints	--	--
Statutory/ Regulatory Authorities	--	--
Taxation Matters	6	95.70
Other Litigation	2*	Not Ascertainable

**Cases against our Directors and Promoters: -**

Nature of Cases	No of Outstanding Cases	Amount involved (In Lakhs)
Criminal Complaints	--	--
Statutory/ Regulatory Authorities	--	--
Other Litigation - Taxation	--	--
Other Litigation	1*	Not Ascertainable

\* There is one case where our Company and our Directors are parties to the case.

The amounts claimed in these proceedings have been disclosed to the extent ascertainable and include amounts claimed jointly and severally. Also documents related to some of these cases are not available in records of the Company, hence the information related them are not ascertainable. If any new developments arise, such as a change in Indian law or rulings against us by appellate courts or tribunals, we may need to make provisions in our financial statements that could increase our expenses and current liabilities.

For further details of legal proceedings involving the Company, please see “Outstanding Litigations and Material Developments” beginning on page 188 of this Draft Prospectus

**5. *Our business is subject to climatic conditions and is cyclical in nature. Seasonal variations and unfavourable local and global weather patterns may have an adverse effect on our business, results of operations and financial condition.***

As an agrochemical company, our business is sensitive to weather conditions such as rains, drought, floods, cyclones and natural disasters, as well as events such as pest infestations. There is growing concern that carbon dioxide and other greenhouse gases in the atmosphere may have an adverse impact on global temperatures, weather patterns and the frequency and severity of extreme weather and natural disasters. Our results of operations are significantly affected by weather conditions in the agricultural regions in which our products are used. The most important determinant of our sales is the volume of crops planted. Adverse conditions early in the season, especially drought conditions, can result in significantly lower than normal plantings of crops and therefore lower demand for crop protection products. This can result in our sales in a particular region varying substantially from year to year.

As a result of such seasonal fluctuations, our sales and results of operations may vary by fiscal quarter and may not be relied upon as indicators of the sales or results of operations of other fiscal quarters, or of our future performance.

**6. *The availability, quality and timely delivery of raw material is an important factor for our business, any fluctuation, delay or increase in cost in same may affect our business and prices.***

We procure raw materials from our suppliers. Any failure of our suppliers to deliver, wastages in the necessary quantities or non-adherence to delivery schedules would adversely affect our production processes and our ability to deliver orders on time and at the desired level of quality and quantity. Any material shortage or interruption in the supply of raw material due to natural causes or other factors could impact production, which in turn would have a material adverse effect on our growth and operations.

For further details of our raw material, please refer to chapter titled “Business Overview” beginning on page 88 of this Draft Prospectus.

**7. *We do not have any long-term agreement or contract for supply of raw materials & consequently are exposed to Demand and supply fluctuations for our raw materials.***

We are, to a major extent, dependent on external suppliers for our raw materials requirements and we do not have any long-term supply agreements or commitments in relation to the same or for any other raw materials used in our manufacturing process. Consequently, we are exposed to price and supply fluctuations in raw materials, and these fluctuations may adversely affect our ability to obtain orders and/or to execute them in a timely manner, which would have a material adverse effect on our business, results of operations and financial condition.

In case of non-availability of raw materials on favorable terms we may have to procure the same at the terms and conditions prevalent at that point this will result in reducing our revenues by a considerable amount due to shortage of raw material and job worker or due to inability to procure the same. Further, unfavorable terms of raw materials may also force us to reduce the scale of our operations resulting in a down-sizing of our overall business. We may have to put on hold any expansion plans and our business will be adversely affected.

For details of our raw material, please refer section titled “Business Overview” beginning on Page 88 of this Draft Prospectus.

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

In the past, there have been some instances of delays in filing statutory forms with the RoC such as ADT-1 & DPT-3 was filed under the CFSS Scheme, 2020 of MCA without any penalty. In addition to above, our Company has inadvertently filed incorrect Annual Returns with respect to the shareholding records. Also the Company has loan from relative of Directors. Although no show cause notice have been issued against our Company till date in respect of above, in the event of any cognizance being taken by the concerned authorities in respect of above, actions may be taken against our Company and its directors, in which event the financials of our Company and our directors may be affected.

Further with the expansion of our operations there can be no assurance that deficiencies in our internal controls and compliances will not arise, or that we will be able to implement, and continue to maintain, adequate measures to rectify or mitigate any such deficiencies in our internal controls, in a timely manner or at all.

**9. *Our Company has entered into marketing agreement for distributing products manufactured by company to the distributors. Any contravene by retailers under the agreements will impact the business operation of our company.***

Our company has entered into agreements with some of the parties to undertake marketing of products produced by the company on the terms & conditions as discussed mutually. The products are marketed by the brand names of respective parties. If we fail to complete the supply to them or our concerned party failed to successfully implement the marketing strategy for products of our Company, it will impact the financial statement and business of our company.

In addition, any delays in the manufacturing process could affect our supply. In the event if we do not complete our delivery on time or at all, we may be liable for reduction of sale. Any such inability of ours to complete the obligation and by our retailers in a timely manner could adversely affect our business, financial condition and results of operations.

For further details of our Business, please refer to chapter titled “Business Overview” beginning on page 88 of this Draft Prospectus.

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

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

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

For further details, see section on “Government and Other Approvals” beginning on page 193 of the Draft Prospectus.

**11. *Our Company has not entered into any long-term contracts with any of its customers and we typically operate on the basis of orders. Inability to maintain regular order flow would adversely impact our revenues and profitability.***

Our Company has long standing business relationships with various customers for its technical and manufacturing competence in Agrochemical industry. However, we have not entered into any specific contracts with these customers and we cater to them on an order basis. As a result, our customers can terminate their relationships with us without any notice, which could materially and adversely impact our business and impacts our revenue because of fluctuations in demand for our products. Our Company's customers have no obligation to place order with us and may either cancel, reduce or delay orders. The orders placed by our Company's customers are dependent on factors such as the customer satisfaction with the level of consistency in quality, price and delivery of the products that our Company supplies. Although we place a strong emphasis on quality, timely delivery of our products and availability of a variety range of our products, in the absence of long-term contracts, any sudden change in the buying pattern of buyers could adversely affect the business and the profitability of our Company.

For further details of our business, please refer to chapter titled “Business Overview” beginning on page 88 of this Draft Prospectus.

**12. *Mismanagement of our inventory could have an adverse impact on our operations flow, supply to customers and additional cost.***

Being a manufacturing concern stocking the right amount of inventory is crucial. If we order insufficient inventory than our production will suffer and our effectiveness will also get affected. On the other hand, if we keep extra inventory, there's a chance we'll be stuck with lots of extra stock that will cost us with maintenance expenditure. The time lags present in the supply chain, from supplier to user at every stage, requires us to maintain certain amounts of inventory to be used in this lead time. Inventories are maintained as buffers to meet uncertainties in demand, supply and movements of goods. The results of operations of our business are dependent on our ability to effectively manage our inventory and stocks. To do the same we must be able to accurately estimate customer demand and supply requirements and manufacture and trade inventory accordingly. If we misjudge expected customer demand it could adversely impact by causing either a shortage of products or an accumulation of excess inventory. We

estimate our sales on the basis of our contemplation of the customer demand. Any disruption in operative conditions of our customers may cause loss of sales; consequently, our inventory in stock will depreciate.

For further details of our business, please refer to chapter titled “Business Overview” beginning on page 88 of this Draft Prospectus.

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

Our production unit is located at E-26, G.I.D.C Estate, Manjusar, Taluka Savli, Vadodara, Gujarat - 391775, India and the same is not owned by us. We have obtained this property on lease from Gujarat Industrial Development Corporation through Lease Agreement dated December 19, 2006 for lease period of 99 years. Any termination of the lease in connection with this property or our failure to renew the same, in a timely manner or at all could adversely affect our operations.

Our branch office is situated at 4 Neel Orchid, Plot No-41, Sector 10 New Panvel (West), Navi Mumbai-410206, Mumbai, India and the same is not owned by us. We have obtained this property on leave and license basis from our Director through Leave and License Agreement dated June 05, 2019 starting from the date of agreement for a period of 60 months. The agreement is valid through June 04, 2024. This office is owned by one of our directors and has been acquired by us on a medium-term rental basis.

The company has also taken some Branch office and warehouses on rent in UP and Bhatinda through Rent agreement. Any delay or termination in renewal of such agreement will affect our business operations.

For details regarding properties taken on lease refer the Section titled —Properties – “Business Overview” beginning on page no. 88 of this Draft Prospectus.

***14. Any delay in production at, or shutdown of our manufacturing facilities, could adversely affect our business, results of operations and financial condition.***

The success of our manufacturing activities depends on, among other things, the productivity of our workforce, compliance with regulatory requirements and the continued functioning of our manufacturing processes and machinery. Disruptions in our manufacturing activities could delay production or require us to shut down the affected manufacturing facility. Moreover, our products are permitted to be manufactured at our factory that have received specific approvals, and any shut down of such factory will result in us being unable to manufacture such products for the duration of such shut down. Such an event will result in us being unable to meet with our contractual commitments, which will have an adverse effect on our business, results of operation and financial condition.

For further details of our business, please refer to chapter titled “Business Overview” beginning on page 88 of this Draft Prospectus.

***15. Some of our goods contains materials and substances which are hazardous in nature. In the event of any accidents involving any such hazardous materials and substances, our Company may be held liable for subsequent damages and litigations.***

Improper or negligent handling and/ or storing hazardous material and/ or substances at our operation premises may cause personal injury or loss of life and may further lead to severe damage or destruction to property or equipment and environmental damage and may result in the suspension of operations and further imposition of civil and criminal liabilities. Any mishandling of hazardous substances by us could affect our business adversely and may impose liabilities on our Company. Liabilities incurred as a result of these events have the potential to adversely impact our financial position.

For further details of our business, please refer to chapter titled “Business Overview” beginning on page 88 of this Draft Prospectus.

***16. Our failure to adapt to technological developments or industry trends could affect the performance and features of our products, and reduce our attractiveness to our customers.***

As our operations grow in scope and size, whether through offering of new products or expansion into new markets, we must continuously improve, upgrade, adapt and expand our systems and infrastructure to offer our customers enhanced products, features and functionality ahead of rapidly evolving customer demands, while maintaining the reliability and integrity of our systems and infrastructure in a cost-efficient and competitive manner. The systems, infrastructure and technologies we currently employ may become obsolete or be unable to support our increased size and scale. Even if we are able to maintain, upgrade or replace our existing systems or innovate or customize and develop new technologies and systems, we may not be as quick or efficient as our competitors in upgrading or replacing our systems. We may be unable to devote adequate financial resources or

obtain sufficient financing on commercially acceptable terms in time, or at all, which may have a material adverse effect on our business, prospects, results of operation and financial condition.

For further details regarding our business, please refer to chapter titled “Business Overview” beginning on Page 88 of this Draft Prospectus.

***17. We have a substantial amount of outstanding indebtedness, which requires significant cash flows to service and are subject to certain conditions and restrictions in terms of our financing arrangements, which restricts our ability to conduct our business and operations in the manner we desire.***

As of October 31, 2021, our long term borrowings were ₹ 844.90 Lakhs & short term borrowings were 1455.49 Lakhs and we will continue to incur additional indebtedness in the future. Our level of indebtedness has important consequences to us, such as:

- increasing our vulnerability to general adverse economic, industry and competitive conditions;
- limiting our ability to borrow additional amounts in the future;
- affecting our capital adequacy requirements; and
- Increasing our finance costs.

In the event we breach any financial or other covenants contained in any of our financing arrangements or in the event we had breached any terms in the past which is noticed in the future, we may be required to immediately repay our borrowings either in whole or in part, together with any related costs. If the lenders of a material amount of the outstanding loans declare an event of default simultaneously, our Company may be unable to pay its debts when they fall due. Also our company has not yet received NOC and Consent from Banker to the Company. For further details of our Company’s borrowings, see “Financial Information of our Company” on page 138 of this Draft Prospectus.

***18. If we are not successful in managing our growth, our business may be disrupted and our profitability may be reduced.***

We have experienced sustainable growth in recent years and expect our businesses to continue to grow significantly. Our future growth is subject to risks arising from a rapid increase in volume, and inability to retain and recruit skilled staff. We may not grow at a rate comparable to our growth rate in the past, either in terms of income or profit.

Our future growth may place significant demands on our management and operations and require us to continuously evolve and improve our financial, operational and other internal controls within our Company. In particular, continued expansion may pose challenges in:

- maintaining high levels of quality control and cost effective manufacturing, process and customer satisfaction;
- recruiting, training and retaining sufficient skilled management and technical personnel for our manufacturing process;
- developing and improving our internal administrative infrastructure, particularly our financial,
- operational, communications, internal control and other internal systems;
- making accurate assessments of the resources;
- adhering to the standards of health, safety and environment and quality and process execution to meet clients’ expectations;
- strengthening internal control and ensuring compliance with legal and contractual obligations;
- Managing relationships with customers, suppliers and lenders.

If we are not successful in managing our growth, our business may be disrupted and profitability may be reduced. Our business, prospects, financial condition and results of operations may be adversely affected.

***19. The unsecured loan availed by our Company from NBFCs, Director and Promoter group may be recalled at any given point of time.***

Our Company has been availing unsecured loans from banks, NBFCs, Directors and Promoter group from time to time. The total outstanding payable to them as on October 31, 2021 amounts to Rs. 275.54 Lakhs. Although there are no terms and condition prescribed for repayment of unsecured loan which can be recalled at any given point of time during ordinary course of business and thus may affect the business operations and financial performance of our Company.

For further details regarding loans availed by our Company, please refer “Financial Information of our Company” on page 138 of this Draft Prospectus.

**20. We are subject to foreign currency exchange rate fluctuations which could have a material and adverse effect on our results of operations and financial conditions.**

We receive in foreign currencies during the normal course of business for selling products to our global customers at mutually agreed prices. Changes in value of currencies with respect to the Rupee may cause fluctuations in our operating results expressed in Rupees. The exchange rate between the Rupee and other currencies is variable and may continue to fluctuate in future. Fluctuations in the exchange rates may affect our Company to the extent of cost of goods and sales in foreign currency terms. Although we generally hedge our foreign exposure, any adverse or unforeseen fluctuations with respect to the unhedged exchange rate of any foreign currency for Indian Rupees may affect our Company's results of operations.

**21. Any failure to comply with financial and other restrictive covenants imposed on us under our financing agreements may affect our operational flexibility, business, results of operations and prospects.**

As on October 31, 2021, our total secured borrowings amounted to Rs. 744.17 Lakhs from Banks. Our leverage has several important consequences, including the following:

- A portion of our cash flow will be used towards repayment of debt, which will reduce the availability of cash to fund working capital requirements, capital expenditures and other general corporate purposes;
- Our borrowing cost and the existence of encumbrances on a significant portion of our immovable properties may constrain. In the event of enforcement of an event of default in connection with such secured borrowings (which is not waived or cured), our ability to continue to operate our business at such locations may be restricted;
- Fluctuations in interest rates may affect our cost of borrowing, as all or a substantial part of our borrowings is at floating rates of interest; and
- Our financing agreements require us to obtain the consent of, or to intimate, our lenders for certain actions including change in shareholding or directorship of our Company, remuneration to Directors, drawdown of further loans, issuance of guarantees, and for certain corporate actions, including alterations to our Memorandum and Articles of Association, Payment of Dividend and balance of unsecured loan of Director. Our failure to comply with financial or restrictive covenants or periodic reporting requirements or to obtain our lenders' consent to take certain actions in a timely manner or at all may result in declaration of an event of default by any current or future lenders, which may accelerate repayment or increase applicable interest rates or trigger cross-default or cross-acceleration under other financing agreements.

The termination of, or declaration or enforcement of default under, any current or future financing agreement (if not waived or cured) may affect our ability to raise additional funds or renew maturing borrowings to finance our existing operations and pursue our growth initiatives and, therefore, have an effect on our business, results of operations and prospects.

For further details of our loans, Please refer chapter titled "Financial Information of our Company" beginning on Page 138 of this Draft Prospectus.

**22. We have entered into and may enter into related party transactions in the future also.**

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. Our Company had entered into various transactions with our Promoters, Promoter Group, Directors and their Relatives. These transactions, inter-alia includes salary, remuneration, loans and advances, interest and purchase and sales etc. Our Company 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 favourable terms that our Company not entered into such related party transactions. Our Company may enter into such transactions in future also and we cannot assure that in such an event there would be no adverse effect on results of our operations. For details please refer to Annexure X on Related Party Transactions of the Auditor's Report under Section titled "Financial Information of our Company" beginning on page no. 138 of this Prospectus

**23. Our Promoters have provided personal guarantees for loans availed by our Company. Our business, financial condition, results of operations, cash flows and prospects may be adversely affected by the invocation of all or any personal guarantees provided by our Promoter.**

Our Promoters and Directors have provided personal guarantees to secure a significant portion of our existing borrowings, and may post listing continue to provide such guarantees and other security. In case of a default under our loan agreements, any of the personal guarantees provided by our Promoter and Directors may be invoked, which could negatively impact the reputation of our

Company. Also, we may face certain impediments in taking decisions in relation to our Company, which in turn would result in a material adverse effect on our financial condition, business, results of operations and prospects and would negatively impact our reputation.

In addition, our Promoters and Directors may be required to liquidate their shareholding in our Company to settle the claims of the lenders, thereby diluting their shareholding in our Company. Also if our Promoters and Directors revoke their personal guarantees and we may not be successful in procuring alternate guarantees and property satisfactory to the lenders, as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could affect our financial condition and cash flows.

For further details regarding loans availed by our Company, please refer “Financial Information of our Company” on page no. 138 of this Draft Prospectus.

**24. *Our success is dependent on our Promoters, senior management and skilled manpower. Our inability to attract and retain key personnel or the loss of services of our Promoters or Managing Director and Whole Time Directors may have an adverse effect on our business prospects.***

Our Promoters, Managing Director, Whole Time Directors and senior management have significantly contributed to the growth of our business, and our future success is dependent on the continued services of our senior management team. Our Managing Directors Mr. Narendra Singh Barhat and whole-time Directors Mr. Ketankumar Harkantbhai Joshi are having experience of 45 years and 26 years respectively in agrochemicals Industry which turn out beneficial for the Company. An inability to retain any key managerial personnel may have an adverse effect on our operations. Our ability to execute contracts and to obtain new clients also depends on our ability to attract, train, motivate and retain highly skilled professionals, particularly at managerial levels. We might face challenges in recruiting suitably skilled personnel, particularly as we continue to grow and diversify our operations. In the future, we may also not be unable to compete with other larger companies for suitably skilled personnel due to their ability to offer more competitive compensation and benefits. The loss of any of the members of our senior management team, our directors or other key personnel or an inability on our part to manage the attrition levels; may materially and adversely impact our business, results of operations, financial condition and growth prospects.

The success of our business is also dependent upon our ability to hire, retain, and utilize qualified personnel and corporate management professionals who have the required experience and expertise. From time to time, it may be difficult to attract and retain qualified individuals with the requisite expertise and we may not be able to satisfy the demand from customers for our Products because of our inability to successfully hire and retain qualified personnel.

For further details of our Promoters and Management, please refer chapter titled “Our Promoters and Promoter Group” and “Our Management” beginning on Page 132 & 119 of this Draft Prospectus.

**25. *If there is a change in policies related to tax, duties or other such levies applicable to us, it may affect our results of operations.***

We benefit from certain general tax regulations and incentives that accord favorable treatment to certain of our operations as well as for our activities. These tax benefits include income tax deductions and other taxes. For details regarding income tax deductions, please refer to the chapter “Statement of Possible Tax Benefits” on page 72 of this Draft Prospectus.

New or revised accounting policies or policies related to tax, duties or other such levies promulgated from time to time by the relevant authorities may significantly affect our results of operations. We cannot assure you that we would continue to be eligible for such lower tax rates or any other benefits. The reduction or termination of our tax incentives, or non-compliance with the conditions under which such tax incentives are made available, will increase our tax liability and affect our business, prospects, results of operations and financial condition.

**26. *We have experienced negative cash flows in the past. Any such negative cash flows in the future could affect our business, results of operations and prospects.***

Our Company had reported certain negative cash flows from investing activities and financing activities in the previous years as per the Restated Financial Statements and the same are summarized as under:

(Rs. in Lakhs)

Particulars	For the period ended	For the year ended March 31,		
	October 31, 2021	2021	2020	2019

Cash flow from Operating Activities	635.78	228.41	140.70	814.88
Cash flow from Investing Activities	(139.29)	(197.78)	(219.23)	(244.07)
Cash flow from Financing Activities	(496.81)	(71.91)	87.25	(576.94)

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet capital expenditure, pay dividends, repay loans and make new investments without raising finance from external resources. If our Company is not able to generate sufficient cash flows, it may affect our business and financial operations. For further please refer chapter titled “Financial Information of our company” beginning on Page 138 of this Draft Prospectus.

**27. *Our top ten customers contribute majority of our revenues from operations. Any loss of business from one or more of them may adversely affect our revenues and profitability.***

Our top ten customers have contributed 60.20% of our revenues for the period ended October 31, 2021 based on Restated Financial Statements. However, our top customers may vary from period to period depending on the demand and thus the composition and revenue generated from these customers might change as we continue to add new customers in normal course of business. Since our business is concentrated among relatively few significant customers, we could experience a reduction in our results of operations, cash flows and liquidity if we lose one or more of these customers or the amount of business we obtain from them is reduced for any reason, including but not limited on account of any dispute or disqualification.

Accordingly, we cannot assure you that the customers which contribute to the major part of our revenue stream will pay us the amounts due to us on time, or at all. In the event any of our significant customers fail to fulfil their respective obligations, our business, financial condition and results of operations would be adversely affected. While we believe we have maintained good and long term relationships with our customers, there can be no assurance that we will continue to have such long term relationship with them. We cannot assure that we shall generate the same quantum of business, or any business at all, from these customers, and loss of business from one or more of them may adversely affect our revenues and profitability.

**28. *Our top ten suppliers contribute majority of our purchases. Any loss of business with one or more of them may adversely affect our business operations and profitability.***

Our top ten suppliers contributed approximately 51.33% of our total purchases for the period ended October 31, 2021 based on Restated Financial Statements. However, our top suppliers may vary from period to period depending on the demand-supply mechanism and thus the supply process from these suppliers might change as we continue to seek more cost effective suppliers in normal course of business. Since our business is concentrated among relatively few significant suppliers, we could experience a reduction in our purchases and business operations if we lose one or more of these suppliers, including but not limited on account of any dispute or disqualification.

While we believe we have maintained good and long term relationships with our other suppliers too, there can be no assurance that we will continue to have such long term relationship with them. We cannot assure that we shall do the same quantum of business, or any business at all, with these customers, and loss of business with one or more of them may adversely affect our purchases and business operations.

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

Our Promoters and Directors are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding in our Company. We cannot assure you that our Promoters will exercise their rights as shareholders to the benefit and best interest of our Company. Our Promoters may take or block actions with respect to our business which may conflict with the best interests of the Company or that of minority shareholders. For further information on the interest of our Promoters and Directors of our Company, other than reimbursement of expenses incurred or normal remuneration or benefits, see “Our Management” and “Our Promoters and Promoter Group” on pages 119 and 132 respectively of this Draft Prospectus.

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

We have provided security in respect of loans / facilities availed by us from banks by creating a charge over our immovable properties. The total amounts outstanding and payable by us as secured loans were Rs. 744.17 lakhs as on October 31, 2021. In the event we default in repayment of the loans / facilities availed by us and any interest thereof, our properties may be subject to forfeiture by lenders, which in turn could have significant adverse effect on business, financial condition or results of operations. For further details of secured loans of our Company, please refer the chapter titled “Financial Information of our Company” on page no. 138 of this Draft Prospectus.



**31. *Our marketing and advertising campaigns may not be successful in increasing the popularity of our products and offerings. If our marketing initiatives are not effective, this may adversely affect our business and results of operations.***

Our revenues are influenced by our marketing plans including advertising. If we adopt unsuccessful marketing and advertising campaigns, we may fail to attract new customers or retain existing customers. If our marketing and advertising strategies are unsuccessful, our business and results of operations could be materially adversely affected. In addition, the support of our employees is also critical for the success of our marketing programmes, such as local marketing and any new strategic initiatives we seek to undertake. While we can mandate certain strategic initiatives, we need the active support of our employees if the implementation of these initiatives is to be successful. The failure of our employees to support our marketing programmes and strategic initiatives could adversely affect our ability to implement our business strategy and harm our business, financial condition, results of operations and prospects.

In addition, increased spending by our competitors on advertising and promotion or an increase in the cost of advertising in the markets in which we operate, could adversely affect our results of operations and financial condition. Moreover, a material decrease in our funds earmarked for marketing and advertising or an ineffective advertising campaign relative to that of our competitors, could also adversely affect our business and results of operations.

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

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

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

These claims may give rise to litigation and claims for damages, which could be time-consuming. These claims may also result in negative publicity and effect our business. Any claims and proceedings for alleged negligence as well as regulatory actions may in turn materially and consequently, our business, financial condition, results of operations and prospects.

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

Our Promoter Group Entity Orchid Agro System and Kinlak Biotech are involved in business of agrochemicals. Also our Company has entered into various transaction such as purchase and sale in past with our Promoter Group Entity and will continue to do in future. For detailed information for our transaction with Promoter Group Entity please refer to Annexure X of Restated Financial Statement under chapter titled “Financial Information of our Company” beginning on page 138 of this Draft Prospectus.

Further, we have not entered into any non-compete agreement with the said entity. We cannot assure you that our Promoters who has common interest in said entity will not favour the interest of the said entities as a result; conflicts of interests may arise in allocating business opportunities amongst our Company and our Promoter Group Entity in circumstances where our respective interests diverge. There can be no assurance that our Promoters or our Promoter Group Entity or members of the Promoter Group will not compete with our existing business or any future business that we may undertake or that their interests will not conflict with ours. Any such present and future conflicts could have a material adverse effect on our reputation, business, results of operations and financial condition which may adversely affect our profitability and results of operations. For further details, please refer to “Common Pursuits” under chapter titled “Our Promoter and Promoter Group” on Page of 132 this Draft Prospectus.

**34. *We are subject to the risk of failure of, or a material weakness in, our internal control systems.***

We are exposed to risks arising from the inadequacy or failure of internal systems or processes, and any actions we may take to mitigate these risks may not be sufficient to ensure an effective internal control environment. Given our high volume of transactions, errors may be repeated or compounded before they are discovered and rectified. Our management information systems and internal control procedures may not be able to identify non-compliance or suspicious transactions in a timely manner, or at all. Where internal control weaknesses are identified, our actions may not be sufficient to fully correct such weaknesses. In addition, several of our collection related processes are yet to be fully automated, which may increase the risk that human error, tampering or manipulation will result in losses that may be difficult to detect. As a result, we may incur expenses or suffer monetary

losses, which may not be covered by our insurance policies and may result in a material effect on our business, financial condition and results of operations.

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

While we maintain insurance coverage related to our Building, Stock, and other insurance for movable assets, we may not have sufficient insurance coverage to cover all possible economic losses, including when the loss suffered is not easily quantifiable and in the event of severe damage to our business. Even if we have made a claim under an existing insurance policy, we may not be able to successfully assert our claim for any liability or loss under such insurance policy. Additionally, there may be various other risks and losses for which we are not insured either because such risks are uninsurable or not insurable on commercially acceptable terms. The occurrence of an event for which we are not adequately or sufficiently insured could have an effect on our business, results of operations, financial condition and cash flows.

In addition, in the future, we may not be able to maintain insurance of the types or at levels which we deem necessary or adequate or at rates which we consider reasonable. The occurrence of an event for which we are not adequately or sufficiently insured or the successful assertion of one or more large claims against us that exceed available insurance coverage, or changes in our insurance policies (including premium increases or the imposition of large deductible or co-insurance requirements), could have an effect on our business, results of operations, financial condition and cash flows.

***36. We have significant ongoing funding requirements and may not be able to raise additional capital in the future. As a result, we may not be able to respond to business opportunities, challenges or unforeseen circumstances.***

Our major fund based and non-fund based financial assistance has been sanctioned by the bank, i.e. Bank of Baroda on the security of assets. The Company is dependent for its Working Capital requirement and any default under such arrangement with such lender may create problem for operation of the Company, which may affect the financial stability of the Company.

Additionally, this may result into difficulty in arranging for funds for re-payment and may also affect the financial position of the Company. If we are unable in the future to generate sufficient cash flow from operations or borrow the necessary capital to fund our future capital expenditures, we will be forced to limit our growth. In addition, we may not be able to service our existing customers or to acquire new customers. The inability to raise additional capital on acceptable terms could have an effect on our business, results of operations and financial condition.

For further details of our loans, please refer chapter titled “Financial Information of our Company” beginning on Page 138 of this Draft Prospectus.

***37. We do not own our trademark as on date of Draft Prospectus. We may be unable to adequately protect our intellectual property. Furthermore, we may be subject to claims alleging breach of third party intellectual property rights.***

We do not own our trademark as on the date of Draft Prospectus. However, we have applied for registration of the same and the status of application is opposed. As such, we do not enjoy the statutory protections accorded to a registered trademark as on date. There can be no assurance that we will be able to register the trademark and the logo in future or that, third parties will not infringe our intellectual property, causing damage to our business prospects, reputation and goodwill. Further, we cannot assure you that any application for registration of our trademark in future by our Company will be granted by the relevant authorities in a timely manner or at all. Our efforts to protect our intellectual property may not be adequate and may lead to erosion of our business value and our operations could be adversely affected. We may need to litigate in order to determine the validity of such claims and the scope of the proprietary rights of others. Any such litigation could be time consuming and costly and the outcome cannot be guaranteed. We may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect our intellectual property.

For further details please refer to chapter titled “Government and Other Approvals” beginning on page 193 of the Draft Prospectus.

***38. Our business is substantially affected by prevailing economic, political and other prevailing conditions in India.***

Our Company is incorporated in India, and our assets and employees are located in India. As a result, we are highly dependent on prevailing economic conditions in India and our results of operations are significantly affected by factors influencing the Indian economy. Factors that may adversely affect the Indian economy, and hence our results of operations, may include:

- any increase in Indian interest rates or inflation;
- any scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing for our expansions;

- prevailing income conditions among Indian consumers and Indian corporations;
- volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges;
- changes in India's tax, trade, fiscal or monetary policies;
- political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries;
- occurrence of natural or man-made disasters
- prevailing regional or global economic conditions, including in India's principal export markets; and
- Other significant regulatory or economic developments in or affecting India or its agrochemical industry.

Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, could adversely impact our business, results of operations and financial condition and the price of the Equity Shares.

***39. In addition to normal remuneration, other benefits and reimbursement of expenses some of our Directors are interested in our Company to the extent of their shareholding and dividend entitlement in our Company.***

Some of our Directors are interested in our Company to the extent of their shareholding and other transaction, in addition to normal remuneration or benefits and reimbursement of expenses. We cannot assure you that our Directors would always exercise their rights as Shareholders to the benefit and best interest of our Company. As a result, our Directors will continue to exercise significant control over our Company, including being able to control the composition of our board of directors and determine decisions requiring simple or special majority voting, and our other Shareholders may be unable to affect the outcome of such voting. Our Directors may take or block actions with respect to our business, which may conflict with our best interests or the interests of other minority Shareholders, such as actions with respect to future capital raising or acquisitions. We cannot assure you that our Directors will always act to resolve any conflicts of interest in our favour, thereby affecting our business and results of operations and prospects.

For further details of transaction with directors, please refer chapter titled "Financial Information of our Company" beginning on Page 138 of this Draft Prospectus

***40. Information relating to our production capacities and the historical capacity utilization of our production facilities included in this Draft Prospectus is based on factual data and proposed capacity is based on certain assumptions and has been subjected to rounding off, and future production and capacity utilization may vary.***

Information relating to our production capacities and the historical capacity utilization of our production facilities included in this Draft Prospectus is based on factual data of past years and proposed capacity utilization is based on various assumptions and estimates of our management, including proposed operations, assumptions relating to availability and quality of raw materials, assumptions relating to operational efficiencies, as well as assumptions in relation to the average density of casting products manufactured by us.

Actual production levels and utilization rates may differ significantly from the estimated production capacities or capacity utilization information of our facilities. Undue reliance should therefore not be placed on our production capacity or estimated capacity utilization information for our existing facilities included in this Draft Prospectus.

For further information, see the section titled "Business Overview" on page 88 of this Draft Prospectus.

***41. The future operating results are difficult to predict and may fluctuate or adversely vary from the past performance.***

The company's operating results may fluctuate or adversely vary from past performances in the future due to a number of factors, many of which are beyond the company's control. The results of operations during any financial year or from period to period may differ from one another or from the expected results operation. Its business, results of operations and financial condition may be adversely affected by, inter alia, a decrease in the growth and demand for the products and services offered by the us or any strategic alliances which may subsequently become a liability or non-profitable. Due to various reasons including the above, the future performance may fluctuate or adversely vary from our past performances and may not be predictable. For further details of our operating results, section titled "Financial Information of our Company" beginning on Page 138 of this Draft Prospectus.

***42. Any failure to retain and attract additional skilled and unskilled employees, could have a material adverse effect on our business, financial condition and results of operations.***

Our success depends in part on our ability to retain and attract additional skilled and unskilled employees. Without a sufficient number of employees, our company cannot operate. Competition for qualified personnel with established customer relationships is intense, both in retaining our existing employees and when replacing or finding additional suitable employees. Any failure to

retain and attract additional skilled technical or sales personnel could have a material adverse effect on our business, financial condition and results of operations.

**43. *We have not independently verified certain data in this Draft Prospectus.***

We have not independently verified data from the Industry and related data contained in this Draft Prospectus and although we believe the sources mentioned in the report to be reliable, we cannot assure you that they are complete or reliable. Such data may also be produced on a different basis from comparable information compiled with regards to other countries. Therefore, discussions of matters relating to India, its economy or the industries in which we operate that is included herein are subject to the caveat that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete, inaccurate or unreliable. Due to incorrect or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, we cannot assure you that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

**44. *We are susceptible to risks relating to unionization of our employees employed by us.***

We cannot assure you that our employees will not unionize, or attempt to unionize in the future, that they will not otherwise seek higher wages and enhanced employee benefits. We also cannot assure you that we will not experience disruptions in our work due to disputes or other problems with our workforce. If not resolved in a timely manner, these risks could limit our ability to provide our products to our clients, cause clients to limit their use of our products or result in an increase in our cost of employee benefits and other expenses. If any of these risks materialize, our business, results of operations and financial condition could be affected.

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

Our Company is mainly engaged in manufacturing & trading of agrochemicals which attracts tax liability such as Income tax & Goods and Service Tax and other applicable provision of the Acts. However, the Company has been depositing the return under above applicable acts but any demand or penalty raise by concerned authority in future for any previous year and current year will affect the financial position of the Company. For detail, please refer “Outstanding Litigations and Material Development” beginning on page 188 of this Draft Prospectus. Any such penalty arising in future may lead to financial loss to our Company.

**46. *We have not identified any alternate source of raising the working capital mentioned as our ‘Objects of the Issue’. Any shortfall in raising / meeting the same could adversely affect our growth plans, operations and financial performance.***

Our Company has not identified any alternate source of funding for our working capital requirement and for general corporate purposes and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds can adversely affect our growth plan and profitability. The delay/shortfall in receiving these proceeds could result in inadequacy of working capital or may require our Company to borrow funds on unfavorable terms, both of which scenarios may affect the business operation and financial performance of the Company.

For further details of our Object for the Issue, please refer chapter titled “Object for the Issue” beginning on Page 65 of this Draft Prospectus.

**47. *Our Company’s management will have flexibility in utilizing the Net Proceeds from the Issue. The deployment of the Net Proceeds from the Issue is not subject to any monitoring by any independent agency.***

Our Company intends to primarily use the Net Proceeds towards working capital requirement and for general corporate purposes as described in “Objects of the Issue” on page 65 of this Draft Prospectus. In terms of the SEBI (ICDR) Regulations, we are not required to appoint a monitoring agency since the Issue size is not in excess of ₹100 crores. The management of our Company will have discretion to use the Net Proceeds from the Issue, and investors will be relying on the judgment of our Company’s management regarding the application of the Net Proceeds from the Issue. Our Company may have to revise its management estimates from time to time and consequently its requirements may change.

Further, pursuant to Section 27 of the Companies Act 2013, any variation in the objects would require a special resolution of the Shareholders and our Promoters or controlling Shareholders will be required to provide an exit opportunity to the Shareholders of our Company who do not agree to such proposal to vary the objects, in such manner as may be prescribed in future by the SEBI.

Accordingly, prospective investors in the Issue will need to rely upon our management’s judgment with respect to the use of Net Proceeds. If we are unable to enter into arrangements for utilization of Net proceeds as expected and assumed by us in a timely manner or at all, we may not be able to derive the expected benefits from the proceeds of the Issue and our business and financial results may suffer.

**48. Any variation in the utilization 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.**

We propose to utilize the Net Proceeds for raising funds for working capital Requirement. For further details of the proposed objects of the Issue, please refer the chapter titled “Objects of the Issue” beginning on Page No. 65 of this Draft Prospectus. At this juncture, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of the competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with Section 27 of the Companies Act, 2013, we cannot undertake any variation in the utilization of the Net Proceeds as disclosed in this Draft Prospectus without obtaining the approval of shareholders of our Company through a special resolution. In the event of any such circumstances that require us to vary the disclosed utilization of the Net Proceeds, we may not be able to obtain the approval of the shareholders of our Company in a timely manner, or at all. Any delay or inability in obtaining such approval of the shareholders of our Company may adversely affect our business or operations.

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

In light of these factors, we may not be able to vary the objects of the Issue to use any unutilized proceeds of the Issue, if any, even if such variation is in the interest of our Company. This may restrict our Company’s ability to respond to any change in our business or financial condition by re-deploying the unutilized portion of Net Proceeds, if any, which may adversely affect our business and results of operations.

**49. Portion of our Issue Proceeds are proposed to be utilized for general corporate purposes which constitute [●] of the Issue Proceed. As on date we have not identified the use of such funds.**

Portion of our Issue Proceeds are proposed to be utilized for general corporate purposes which constitute [●] of the Issue Proceed. We have not identified the general corporate purposes for which these funds may be utilized. The deployment of such funds is entirely at the discretion of our management in accordance with policies established by our Board of Directors from time to time and subject to compliance with the necessary provisions of the Companies Act. For details please refer the chapter titled “Objects of the Issue” beginning on Page No. 65 of this Draft Prospectus.

**50. The average cost of acquisition of Equity Shares by our Promoters could be lower than the Issue Price.**

Our Promoters average cost of acquisition of Equity Shares in our Company is lower than the Issue Price decided by the Company in consultation with the Lead Manager. For further details regarding average cost of acquisition of Equity Shares by our Promoters in our Company and build-up of Equity Shares by our Promoters in our Company, please refer to the chapters “Capital Structure” beginning on pages 54 of this Draft Prospectus.

**51. We have not paid any dividends in the last five Financial Years. Our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.**

Our ability to generate returns for Shareholders is dependent on a host of factors that impact our business and financial condition. Our Company has not paid any dividend on its Equity Shares during the last five Financial Years. Also our Company have to take prior permission from Indian Overseas Bank for payment of Dividend as per the terms and Condition of Sanction Letter. The amount of future dividend payments, if any, will depend upon a number of factors, such as our future earnings, financial condition, cash flows, working capital requirements, contractual obligations, applicable Indian legal restrictions, capital expenditures and cost of indebtedness.

In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under the loan or financing agreements our Company may enter into. Even in years in which we may have profits, we may decide to retain all of our earnings to finance the development and expansion of our business and, therefore, may not declare dividends on our Equity Shares. There can therefore be no assurance that we will be able to pay dividends in the future. For further details, see section "Dividend Policy" on page 137 of this Draft Prospectus.

**52. *We will continue to be controlled by our Promoter and Promoter Group after the completion of the Issue, which will allow them to influence the outcome of matters submitted for approval of our shareholders.***

As on the date of this Draft Prospectus, our Promoter and Promoter Group hold 100% of the issued and outstanding paid-up share capital of our Company. Following the completion of the Issue, our Promoter and Promoter Group will continue to hold together [●] of our post-Issue Equity Share capital. As a result, they will have the ability to influence matters requiring shareholders' approval, including the ability to appoint Directors to our Board and the right to approve significant actions at Board and at shareholders' meetings, including the issue of Equity Shares and dividend payments, business plans, mergers and acquisitions, any consolidation or joint venture arrangements, any amendment to our Memorandum of Association and Articles of Association, and any other business decisions. We cannot assure you that our Promoters and Promoter Group will not have conflicts of interest with other shareholders or with our Company. Any such conflict may adversely affect our ability to execute our business strategy or to operate our business.

For further details regarding our shareholding, please refer to chapter titled "Capital Structure" beginning on Page 54 of this Draft Prospectus.

**53. *Our Equity Shares have never been publicly traded and may experience price and volume fluctuations following the completion of the Issue, an active trading market for the Equity Shares may not develop, the price of our Equity Shares may be volatile and you may be unable to resell your Equity Shares at or above the Issue Price or at all.***

Prior to the Issue, there has been no public market for our Equity Shares, and an active trading market may not develop or be sustained after the Issue. Listing and quotation does not guarantee that a market for our Equity Shares will develop or, if developed, the liquidity of such market for the Equity Shares. The Issue Price of the Equity Shares is determined considering various financial factors of the Company and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. There has been significant volatility in the Indian stock markets in the recent past, and the trading price of our Equity Shares after this Issue could fluctuate significantly as a result of market volatility or due to various internal or external risks, including but not limited to those described in this Draft Prospectus. A decrease in the market price of our Equity Shares could cause you to lose some or all of your investment

**54. *Rights of shareholders under Indian laws may be more limited than under the laws of other jurisdictions.***

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities may differ from those that would apply to a company in another jurisdiction. Investors may have more difficulty in asserting their rights as shareholders in an Indian company than as shareholder of a corporation in another jurisdiction. Shareholders' rights under Indian law may not be as extensive as shareholders' rights under the laws of other jurisdictions. Under the Companies Act, prior to issuance of any new equity shares, a public limited company incorporated under Indian law must offer its equity shareholders pre-emptive rights to subscribe to a proportionate number of equity shares to maintain existing ownership, unless such pre-emptive rights are waived by a special resolution by a three-fourths majority of the equity shareholders voting on such resolution. If you are a foreign investor and the law of the foreign jurisdiction that you are in does not permit the exercise of such pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such foreign jurisdiction, you will be unable to exercise such pre-emptive rights, unless we make such a filing. If we elect not to file an offering document or a registration statement, the new securities may be issued to a custodian, who may sell the securities for your benefit. The value such custodian receives on the sale of any such securities and the related transaction costs cannot be predicted. To the extent that you are unable to exercise pre-emptive rights granted in respect of our Equity Shares, your proportional interest in our Company would decline.

**55. *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 our Equity Shares has been determined on the basis of the Fixed Price Issue. This price is based on numerous factors. For further information, see "Basis for Issue Price" beginning on page 70 of this Draft Prospectus and may not be indicative of the market price of our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant 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. Among the factors that could affect our share price are:

- Quarterly variations in the rate of growth of our financial indicators, such as earnings per share, net income and revenues;
- Changes in revenue or earnings estimates or publication of research reports by analysts;
- Speculation in the press or investment community;
- Domestic and international economic, legal and regulatory factors unrelated to our performance.

**56. A third party could be prevented from acquiring control of our Company because of anti-takeover provisions under Indian law.**

There are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company, even if a change in control would result in the purchase of your Equity Shares at a premium to the market price or would otherwise be beneficial to you. Such provisions may discourage or prevent certain types of transactions involving actual or threatened change in control of us. Under the takeover regulations in India, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to its stakeholders, it is possible that such a takeover would not be attempted or consummated because of the Indian takeover regulations.

**57. The requirements of being a listed company may strain our resources and distract management.**

We have no experience as a listed company and have not been subjected to the increased scrutiny of our affairs by shareholders, regulators and the public that is associated with being a listed company. As a listed company, we will incur additional legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company. We will be subject to the listing agreements with the Stock Exchanges and compliances of SEBI Listing Regulation, 2015 which would require us to file audited annual and unaudited semi-annual and limited review reports with respect to our business and financial condition. If we delay making such filings, we may fail to satisfy our reporting obligations and/or we may not be able to readily determine and accordingly report any changes in our results of operations as timely as other listed companies.

As a listed company, we will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions to support the existence of effective disclosure controls and procedures, internal control over financial reporting and additional compliance requirements under the Companies Act, 2013. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management oversight will be required. As a result, management's attention may be diverted from other business concerns, which could adversely affect our business, prospects, financial condition and results of operations. In addition, we may need to hire additional legal and accounting staff with appropriate listed company experience and technical accounting knowledge and we cannot assure you that we will be able to do so in a timely manner.

**58. We may require further equity issuance, which will lead to dilution of equity and may affect the market price of our Equity Shares or additional funds through incurring debt to satisfy our capital needs, which we may not be able to procure and any future equity offerings by us.**

Our growth is dependent on having a balance sheet to support our activities. In addition to the IPO Proceeds and our internally generated cash flow, we may need other sources of financing to meet our capital needs which may include entering into new debt facilities with lending institutions or raising additional equity in the capital markets. We may need to raise additional capital from time to time, dependent on business conditions. The factors that would require us to raise additional capital could be business growth beyond what the current balance sheet can sustain; additional capital requirements imposed due to changes in regulatory regime or significant depletion in our existing capital base due to unusual operating losses. Any fresh issue of shares or convertible securities would dilute existing holders, and such issuance may not be done at terms and conditions, which are favourable to the existing shareholders of our Company. If our Company decides to raise additional funds through the incurrence of debt, our interest obligations will increase, and we may be subject to additional covenants, which could further limit our ability to access cash flows from our operations. Such financings could cause our debt to equity ratio to increase or require us to create charges or liens on our assets in favour of lenders. We cannot assure you that we will be able to secure adequate financing in the future on acceptable terms, in time, or at all. Our failure to obtain sufficient financing could result in the delay or abandonment of our expansion plans. Our business and future results of operations may be affected if we are unable to implement our expansion strategy.

Any future issuance of Equity Shares by our Company may dilute shareholding of investors in our Company; and hence affect the trading price of our Company's Equity Shares and its ability to raise capital through an issue of its securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our Company's Equity Shares. Additionally, the disposal, pledge or encumbrance of Equity Shares by any of our Company's major shareholders, or the perception that such transactions may occur may affect the trading price of the Equity Shares. No assurance may be given that our Company will not issue Equity Shares or that such shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

## **EXTERNAL RISK FACTORS**

### ***59. The occurrence of natural or man-made disasters could adversely affect our results of operations, cash flows and financial condition. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.***

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, cash flows or financial condition. Terrorist attacks and other acts of violence or war in India or globally may adversely affect the Indian securities markets. In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. In addition, India has witnessed local civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the market price of the Equity Shares.

### ***60. Our business and activities may be further regulated by the Competition Act and any adverse application or interpretation of the Competition Act could materially and adversely affect our business, financial condition and results of operations.***

The Competition Act seeks to prevent business practices that have or are likely to have an appreciable adverse effect on competition in India and has established the Competition Commission of India (the “CCI”). Under the Competition Act, any arrangement, understanding or action, whether formal or informal, which has or is likely to have an appreciable adverse effect on competition is void and attracts substantial penalties. Any agreement among competitors which, directly or indirectly, determines purchase or sale prices, results in bid rigging or collusive bidding, limits or controls the production, supply or distribution of goods and services, or shares the market or source of production or providing of services by way of allocation of geographical area or type of goods or services or number of customers in the relevant market or in any other similar way, is presumed to have an appreciable adverse effect on competition and shall be void.

Further, the Competition Act prohibits the abuse of a dominant position by any enterprise. If it is proven that a breach of the Competition Act committed by a company took place with the consent or connivance or is attributable to any neglect on the part of, any director, manager, secretary or other officer of such company, that person shall be guilty of the breach themselves and may be punished as an individual. If we, or any of our employees are penalized under the Competition Act, our business may be adversely affected. Further, the Competition Act also regulates combinations and requires approval of the CCI for effecting any acquisition of shares, voting rights, assets or control or mergers or amalgamations above the prescribed asset and turnover based thresholds.

On March 4, 2011, the Government of India notified and brought into force new provisions under the Competition Act in relation to combined entities (the “Combination Regulation Provisions”), which came into effect from June 1, 2011. The Combination Regulation Provisions require that any acquisition of shares, voting rights, assets or control or mergers or amalgamations, which cross the prescribed asset and turnover based thresholds, must be notified to and preapproved by the CCI. In addition, on May 11, 2011, the CCI issued the final Competition Commission of India (Procedure in regard to the transaction of business relating to combinations) Regulations, 2011 (as amended). These regulations, as amended, set out the mechanism for the implementation of the Combination Regulation Provisions under the Competition Act.

### ***61. The Indian tax regime is currently undergoing substantial changes which could adversely affect our business.***

The goods and service tax (“GST”) that has been implemented with effect from July 1, 2017 combines taxes and levies by the GoI and state governments into a unified rate structure, and replaces indirect taxes on goods and services such as central excise duty, service tax, customs duty, central sales tax, state VAT, cess and surcharge and excise that were being collected by the GoI and state governments.

As regards the General Anti-Avoidance Rules (“GAAR”), The general anti avoidance rules (“GAAR”) provisions have been made effective from assessment year 2018-19 onwards, i.e.; financial Year 2017-18. The GAAR provisions intend to declare an arrangement as an “impermissible avoidance arrangement”, if the main purpose or one of the main purposes of such arrangement is to obtain a tax benefit, and satisfies at least one of the following tests (i) creates rights, or obligations, which are not ordinarily created between persons dealing at arm’s length; (ii) results, directly or indirectly, in misuse, or abuse, of the provisions of the Income Tax Act, 1961; (iii) lacks commercial substance or is deemed to lack commercial substance, in whole or in part; or (iv) is entered into, or carried out, by means, or in a manner, that is not ordinarily engaged for bona fide purposes. If GAAR provisions are invoked, the tax authorities will have wider powers, including denial of tax benefit or a benefit under a tax treaty. In the absence of any precedents on the subject, the application of these provisions is uncertain. As the taxation regime in India is undergoing a



significant overhaul, its consequent effects on economy cannot be determined at present and there can be no assurance that such effects would not adversely affect our business, future financial performance and the trading price of the Equity Shares.

***62. You may be restricted in your ability to exercise pre-emptive rights under Indian law and may be adversely affected by future dilution of your ownership position.***

Under the Companies Act, a company incorporated in India must offer its shareholders pre-emptive rights to subscribe and pay for a proportionate number of shares to maintain their existing ownership percentages before the issuance of any new shares, unless the pre-emptive rights have been waived by adoption of a special resolution by holders of three-fourths of the shares who have voted on the resolution, or unless the company has obtained approval from the Government of India to issue without such special resolution, subject to votes being cast in favour of the proposal exceeding the votes cast against such proposal. However, if the law of the jurisdiction you are in does not permit you to exercise your pre-emptive rights without our Company filing an offering document or a registration statement with the applicable authority in the jurisdiction you are in, you will be unable to exercise your pre-emptive rights unless our Company makes such a filing. To the extent that you are unable to exercise pre-emptive rights granted in respect of the Equity Shares, your proportional interest in our Company would be reduced.

***63. Political, economic or other factors that are beyond our control may have an adverse effect on our business, results of operations and cash flows.***

We currently operate only in India and are dependent on domestic, regional and market conditions. Our performance, growth and market price of our Equity Shares are and will be dependent on the IT industry of the Indian economy. There have been periods of slowdown in the economic growth of India. For instance, the present situation of lock-down is prevailing in India due to pandemic Covid-19 spread in India and all other parts of world. If such condition prevail for longer time the Demand for our products & services may be adversely affected by an economic downturn in domestic, regional and global economies. India's economic growth is also affected by various other factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports, global economic uncertainty and liquidity crisis, volatility in exchange currency rates. Consequently, any future slowdown in the Indian economy could harm our business, results of operations, cash flows and financial condition. Also, a change in the Government or a change in the economic and deregulation policies could affect economic conditions prevalent in the areas in which we operate in general and our business in particular and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margins.

***64. Companies in India are required to prepare financial statements under the new Indian Accounting Standards. In addition, all income-tax assessee in India will be required to follow the Income Computation and Disclosure Standards.***

The Ministry of Corporate Affairs ("MCA"), Government of India, has through notification dated February 16, 2015 issued the Indian Accounting Standards Rules, 2015 ("Ind AS") which have come into effect from April 1, 2015 and are applicable to companies which fulfill certain conditions. Further, there can be no assurance that the adoption of Ind AS will not affect our reported results of operations or financial condition. Any of these factors relating to the use of Ind AS may adversely affect our financial condition and results of operations.

Further, the Ministry of Finance, Government of India has issued a notification dated September 29, 2016 notifying Income Computation and Disclosure Standards ("ICDS"), thereby creating a new framework for computation of taxable income. The ICDS shall apply from the assessment year 2017-2018 and subsequent years. The adoption of ICDS is expected to significantly alter the way companies compute their taxable income, as ICDS deviates from several concepts that are followed under general accounting standards, including Indian GAAP and Ind AS. In addition, ICDS shall be applicable for the computation of income for tax purposes but shall not be applicable for the computation of income for minimum alternate tax. There can be no assurance that the adoption of ICDS will not adversely affect our business, results of operations and financial condition.

***65. Our business is substantially affected by prevailing economic, political and other prevailing conditions in India.***

Our Company is incorporated in India, and the majority of our assets and employees are located in India. As a result, we are highly dependent on prevailing economic conditions in India and our results of operations are significantly affected by factors influencing the Indian economy. Factors that may adversely affect the Indian economy, and hence our results of operations, may include:

- the macroeconomic climate, including any increase in Indian interest rates or inflation;
- any exchange rate fluctuations, the imposition of currency controls and restrictions on the right to convert or repatriate currency or export assets;

- Any scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing for our expansions;
  - Prevailing income conditions among Indian consumers and Indian corporations;
  - volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges;
  - changes in India's tax, trade, fiscal or monetary policies;
  - political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries;
  - occurrence of natural or man-made disasters;
  - prevailing regional or global economic conditions, including in India's principal export markets;
  - other significant regulatory or economic developments in or affecting India or its ER&D sector;
- international business practices that may conflict with other customs or legal requirements to which we are subject, including anti-bribery and anti-corruption laws;

***66. Financial instability, economic developments and volatility in securities markets in other countries may also cause the price of the Equity Shares to decline.***

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, particularly emerging Asian market countries. Financial turmoil in Europe and elsewhere in the world in recent years has affected the Indian economy. In recent times, the Indian financial markets had been negatively affected by the volatility in global financial market, including on account of certain European nations' debt troubles and move to break away by the United Kingdom from the European Union. Although, economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. Currencies of a few Asian countries have in the past suffered depreciation against the U.S. Dollar owing to, amongst other, the announcements by the U.S. government that it may consider reducing its quantitative easing measures. A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy. Financial disruptions may occur and could harm our business, future financial performance and the prices of the Equity Shares.

The global credit and equity markets have experienced substantial dislocations, liquidity disruptions and market corrections in recent years. Liquidity and credit concerns and volatility in the global credit and financial markets have increased significantly with the bankruptcy or acquisition of, and government assistance extended to, several major U.S. and European financial institutions. These and other related events, such as the European sovereign debt crisis, have had a significant impact on the global credit and financial markets as a whole, including reduced liquidity, greater volatility, widening of credit spreads and a lack of price transparency in global credit and financial markets. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, have implemented a number of policy measures designed to add stability to the financial markets.

However, the overall impact of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have the intended stabilizing effects. In the event that the current difficult conditions in the global credit markets continue or if there is any significant financial disruption, such conditions could have an adverse effect on our business, future financial performance and the trading price of the Equity Shares.

***67. A significant change in the Government of India's economic liberalization and deregulation policies could adversely affect our business and the price of our Equity Shares.***

The Government of India has traditionally exercised, and continues to exercise, a dominant influence over many aspects of the economy. Unfavourable government policies including those relating to the internet and e-commerce, consumer protection and data-privacy, could adversely affect business and economic conditions in India, and could also affect our ability to implement our strategy and our future financial performance. Since 1991, successive governments, including coalition governments, have pursued policies of economic liberalization, including significantly relaxing restrictions on the private sector and encouraging the development of the Indian financial sector. However, the members of the Government of India and the composition of the coalition in power are subject to change. As a result, it is difficult to predict the economic policies that will be pursued by the Government of India. For example, there may be an increasing number of laws and regulations pertaining to the internet and e-commerce, which may relate to liability for information retrieved from or transmitted over the internet or mobile networks, user privacy, content restrictions and the quality of services and products sold or provided through the internet. The rate of economic liberalization could



change and specific laws and policies affecting the financial services industry, foreign investment, currency exchange and other matters affecting investment in our securities could change as well.

Any significant change in India's economic liberalization and deregulation policies could adversely affect business and economic conditions in India generally and our business in particular.

## SECTION IV – INTRODUCTION

### THE ISSUE

<b>PRESENT ISSUE IN TERMS OF THIS DRAFT PROSPECTUS</b>	
<b>Equity Shares Issued:</b> Public Issue of Equity Shares by our Company	Upto 18,15,000 Equity Shares of ₹ 10/- each for cash at a price of ₹ [●] per share aggregating to ₹ [●]
<i>of which</i>	
<b>Issue Reserved for the Market Makers</b>	[●] Equity Shares of ₹ 10/- each for cash at a price of ₹ [●] per share aggregating ₹ [●]
<b>Net Issue to the Public*</b>	[●] Equity Shares of ₹ 10/- each for cash at a price of ₹ [●] per share aggregating ₹ [●]
	<b>of which</b>
	[●] Equity Shares of ₹ 10/- each for cash at a price of ₹ [●] per share (including a premium of ₹ [●] per Equity Share) will be available for allocation for allotment to Retail Individual Investors of up to ₹ 2.00 Lakhs
	[●] Equity Shares of ₹ 10/- each for cash at a price of ₹ [●] per share (including a premium of ₹ [●] per Equity Share) will be available for allocation for allotment to Other Investors of above ₹ 2.00 Lakhs
<b>Equity Shares outstanding prior to the Issue</b>	49,95,000 Equity Shares of face value of ₹10 each
<b>Equity Shares outstanding after the Issue</b>	[●] Equity Shares of face value of ₹10 each
<b>Objects of the Issue/ Use of Issue Proceeds</b>	Please see the chapter titled “Objects of the Issue” on page 65 of this Draft Prospectus

*Fresh Issue of upto 18,15,000 Equity Shares in terms of Draft Prospectus has been authorized pursuant to a resolution passed by our Board of Directors dated March 11, 2022 and by special resolution passed under Section 62(1) (c) of the Companies Act, 2013 at the Extra-Ordinary General Meeting of the members held on April 06, 2022.*

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 see the section titled “Issue Related Information” beginning on page 208 of this Draft Prospectus

\*As per Regulation 253(2) of the SEBI (ICDR) Regulations, as amended, the 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;*

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

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

For further details, please refer to the chapter titled “Issue Structure” beginning on page 213 of this Draft prospectus.

**SUMMARY OF FINANCIAL INFORMATION**

**RESTATED STATEMENT OF ASSETS AND LIABILITIES**

**(Rs. in Lakhs)**

Particulars		Note No.	As at 31 Oct, 2021	As at 31 March 2021	As At 31st March 2020	As At 31st March 2019
<b>I</b>	<b>EQUITY AND LIABILITIES</b>					
<b>1</b>	<b>Shareholders' funds</b>					
(a)	Share capital	A.1	499.50	499.50	499.50	499.50
(b)	Reserves and surplus	A.2	1,053.97	838.58	731.01	630.27
<b>2</b>	<b>Non-current liabilities</b>					
(a)	Long-term borrowings	B(A)	844.90	1,206.00	1,067.09	719.78
(b)	Deferred tax liabilities (Net)	C	11.98	0.37	-	-
(c)	Long-term Provisions	D	-	-	-	-
(d)	Other Long-term Liabilities		-	-	-	-
<b>3</b>	<b>Current liabilities</b>					
(a)	Short-term borrowings	B(B)	1,455.49	1,018.77	903.88	724.82
(b)	Trade payables	E	3,224.40	3,835.13	3,780.90	6,257.29
(c)	Other current liabilities	F	83.21	669.38	1,706.83	169.36
(d)	Short-term provisions	F	129.33	73.99	95.91	62.15
	<b>TOTAL</b>		<b>7,302.77</b>	<b>8,141.73</b>	<b>8,785.12</b>	<b>9,063.18</b>
<b>II</b>	<b>ASSETS</b>					
<b>1</b>	<b>Non-current assets</b>					
(a)	Fixed assets	G				
(i)	Property, Plant and Equipment		1,314.82	1,231.20	825.63	790.75
(ii)	Intangible Assets		0.21	0.25	0.34	0.35
(iii)	Capital Work in Progress		0.00	0.00	281.54	148.38
			<b>1,315.04</b>	<b>1,231.45</b>	<b>1,107.51</b>	<b>939.48</b>
(b)	Non-Current Investments	H	-	-	-	-
(c)	Long-term loans and advances	I	-	-	-	48.70
(d)	Other Non-Current Assets		-	-	-	-
(e)	Deferred Tax Assets	C	-	-	7.38	5.61
<b>2</b>	<b>Current assets</b>					
(a)	Current Investments		-	-	-	-
(b)	Inventories	J	2,196.14	3,194.52	2,432.37	3,298.76
(c)	Trade receivables	K	3,639.11	3,276.55	4,830.57	4,226.38
(d)	Cash and Bank Balances	L	10.90	11.23	52.51	43.79
(e)	Short-term loans and advances	M	141.57	427.98	354.78	500.48
(f)	Other Current Assets	N	-	-	-	-
	<b>TOTAL</b>		<b>7,302.77</b>	<b>8,141.73</b>	<b>8,785.12</b>	<b>9,063.18</b>

**RESTATED STATEMENT OF PROFIT AND LOSS**

**(Rs. in Lakhs)**

Particulars		Refer Note No.	For the year ended 31 Oct 2021	For the year ended 31 March 2021	For the year ended 31 March 2020	For the year ended 31 March 2019
I.	Revenue from operations	O	12,002.60	19,606.48	23,550.30	23,466.12
	Less: Excise Duty & GST		1,710.68	2,884.67	3,427.17	3,299.47
			10,291.91	16,721.81	20,123.13	20,166.65
II.	Other income	P	3.47	1.15	0.80	10.57
<b>III.</b>	<b>Total Revenue (I + II)</b>		<b>10,295.39</b>	<b>16,722.96</b>	<b>20,123.94</b>	<b>20,177.21</b>
IV.	Expenses:					
	Cost of Material Consumed	Q	8,297.38	12,377.78	15,420.01	15,703.76
	Purchase of stock in trade	R	766.50	2,566.32	2,883.59	2,609.25
	Changes in inventories of finished goods work-in-progress and Stock-in-Trade	S	(91.38)	59.00	450.88	103.23
	Employee benefits expense	T	286.64	354.16	373.85	467.57
	Finance costs	U	135.72	210.82	260.05	224.84
	Depreciation and amortization expense	G	60.74	74.99	52.00	50.79
	Other expenses	V	527.77	930.07	543.95	600.85
	<b>Total expenses</b>		<b>9,983.37</b>	<b>16,573.14</b>	<b>19,984.33</b>	<b>19,760.28</b>
<b>V.</b>	<b>Profit before tax (VII- VIII)</b>		<b>312.01</b>	<b>149.82</b>	<b>139.60</b>	<b>416.93</b>
VI	Exceptional Items		-	-	Nil	6.68
VII	Extraordinary Items		-	-	Nil	-
VIII	Tax expense:					
	(1) Current tax	Z	85.02	34.49	40.64	128.29
	(2) Deferred tax	C	11.61	7.75	(1.78)	(0.87)
	(3) Earlier year Income tax				-	
<b>IX</b>	<b>Profit (Loss) for the period (XI + XIV)</b>		<b>215.39</b>	<b>107.57</b>	<b>100.74</b>	<b>282.83</b>
X	Earnings per equity share:		Refer Annexure [W]; Accounting Ratios as Restated			

**RESTATED STATEMENT OF CASH FLOWS**

**(Rs. in Lakhs)**

Sr. No.	Particulars	31.10.2021	FY 2020-21	FY 2019-20	F.Y. 2018-19
		Amount	Amount	Amount	Amount
A.	Cash flow from Operating Activities				
	Net Profit Before tax as per Statement of Profit & Loss	312.01	149.82	139.60	416.93
	Adjustments for :				Nil
	Depreciation & Amortisation Exp.	60.74	74.99	52.00	50.79
	Loss (Profit) on Sale of Assets	(1.56)	Nil	Nil	Nil
	Deferred Tax Expense/ (Income)	Nil	Nil	Nil	(2.40)
	Provision for Employee Benefit	41.31	37.26	41.75	Nil
	Expenses Reported under other activity head	135.72	210.82	260.05	224.84
	Income Reported under other activity head	Nil	Nil	Nil	Nil
	Dividend Income	Nil	Nil	Nil	Nil
	Extraordinary Items	Nil	Nil	(4.01)	(6.68)
	Office rent	Nil		Nil	Nil
	Interest Income	(3.47)	(1.15)	(0.80)	(10.57)
	Preliminary Expenses Written off	Nil	Nil	Nil	Nil
		<b>232.72</b>	<b>321.92</b>	<b>348.99</b>	<b>255.98</b>
	<b>Operating Profit before working capital changes</b>	544.73	471.74	488.59	672.91
	Changes in Working Capital				
	Trade receivable	(362.56)	1,554.02	(604.19)	609.51
	Other Loans and advances receivable	286.41	(73.20)	145.70	Nil
	Long term Loans and advances	Nil	Nil	48.70	Nil
	Inventories	998.38	(762.14)	866.38	(409.31)
	Short Term Loans and Advance	Nil	Nil	Nil	(168.22)
	Other current assets	Nil	Nil	Nil	3.17
	Other Noncurrent assets	Nil	Nil	Nil	Nil
	Trade Payables	(610.73)	54.23	(2,476.39)	453.11
	Other long term liability	Nil	Nil	Nil	Nil
	Short Term borrowing	436.71	114.89	179.06	(342.16)
	Other Current Liabilities	(627.48)	(1,074.71)	1,495.72	62.01
	Short term Provisions	55.33	(21.92)	37.77	58.14
		<b>176.06</b>	<b>(208.84)</b>	<b>(307.25)</b>	<b>266.25</b>
	Net Cash Flow from Operation	720.80	262.90	181.34	939.16
	Less : Income Tax paid	85.02	34.49	40.64	124.28
	<b>Net Cash Flow from Operating Activities (A)</b>	<b>635.78</b>	<b>228.41</b>	<b>140.70</b>	<b>814.88</b>
B.	Cash flow from investing Activities				
	Purchase of Fixed Assets (Net)	(144.76)	(143.70)	(86.87)	(59.94)
	Increase in Capital Work In Progress	Nil	(55.23)	(133.16)	(148.38)
	Sale of Fixed Assets	0.44	Nil	Nil	2.37
	Purchase of Investment	Nil	Nil	Nil	Nil
	Sale / Redemption of Investment	Nil	Nil	Nil	Nil
	Movement in Loan & Advances	Nil	Nil	Nil	(48.70)
	Other cash receipts from sales of equity or debt instruments of other entities	Nil	Nil	Nil	Nil

	Profit On Sale of Fixed Assets	1.56	Nil	Nil	Nil
	Interest Income	3.47	1.15	0.80	10.57
	Dividend Income	Nil	Nil	Nil	Nil
		<b>(139.29)</b>	<b>(197.78)</b>	<b>(219.23)</b>	<b>(244.07)</b>
	<b>Net Cash Flow from Investing Activities (B)</b>	<b>(139.29)</b>	<b>(197.78)</b>	<b>(219.23)</b>	<b>(244.07)</b>
C.	Cash Flow From Financing Activities				
	Proceeds From Issue of shares capital	Nil	Nil	Nil	Nil
	Decrease/(Increase) in Secured Loans	(361.10)	138.91	347.31	(352.10)
	Finance Cost	(135.72)	(210.82)	(260.05)	(224.84)
	Increase in Short Term Provisions	Nil	Nil	Nil	Nil
	Increase in Unsecured Loans	Nil	Nil	Nil	Nil
	Interest Paid	Nil	Nil	Nil	Nil
	Other Borrowing Costs	Nil			
		(496.81)	(71.91)	87.25	(576.94)
	<b>Net Cash Flow from Financing Activities (C)</b>	<b>(496.81)</b>	<b>(71.91)</b>	<b>87.25</b>	<b>(576.94)</b>
D.	<b>Net (Decrease)/ Increase in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>(0.32)</b>	<b>(41.28)</b>	<b>8.72</b>	<b>(6.14)</b>
E.	<b>Opening Cash &amp; Cash Equivalents</b>	<b>11.23</b>	<b>52.51</b>	<b>43.79</b>	49.92
F.	<b>Cash and cash equivalents at the end of the period</b>	<b>10.90</b>	<b>11.23</b>	<b>52.51</b>	<b>43.79</b>
G.	Cash And Cash Equivalents Comprise :				
	Cash	5.86	5.10	4.62	4.76
	Bank Balance :				
	Current Account	0.77	2.00	26.81	26.09
	Deposit Account	4.28	4.13	21.08	12.93
	<b>Total</b>	<b>10.90</b>	<b>11.23</b>	<b>52.51</b>	<b>43.79</b>





## **SECTION – V - GENERAL INFORMATION**

Our Company was originally incorporated on March 17, 2005 as “Aristo Bio-Tech and Lifescience Private Limited” under the provisions of the Companies Act, 1956 with the Registrar of Companies, Maharashtra, Mumbai. Subsequently our Company was converted into Public Limited Company and name of company was changed from “Aristo Bio-Tech and Lifescience Private Limited” to “Aristo Bio-Tech and Lifescience Limited” vide fresh certificate of incorporation dated May 20, 2020 issued by the Registrar of Companies, Mumbai. Further our Company has changed the registered office from State of Maharashtra to Gujarat vide Certificate of Registration of Regional Director order for Change of State dated November 18, 2021 issued by Registrar of Companies, Ahmedabad.

For further details, please refer to chapter titled “History and Corporate Structure” beginning on page 115 of this Draft Prospectus.

### **Registered Office and Production Unit of our Company**

#### **Aristo Bio-Tech and Lifescience Limited**

E-24, 25, 26, G.I.D.C., Manjusar, Ta. Savli,  
Vadodara – 391775, Gujarat, India

**Tel. No.:** +91-2667-299055/ +91-2667-264843

E-mail: [mail@aristobiotech.com](mailto:mail@aristobiotech.com)

Website: [www.aristobiotech.com](http://www.aristobiotech.com)

**Corporate Identification Number:** U01100GJ2005PLC127397

**Reg. No.:** 127397

For details relating to changes to the address of our Registered Office, please see “History and Corporate Structure - Changes to the address of the Registered Office of our Company” on page 115 of this Draft Prospectus.

### **Address of Registrar of Companies**

#### **Registrar of Companies, Ahmedabad**

ROC Bhavan, Opp Rupal Park Society,  
Behind Ankur Bus Stop, Naranpura,  
Ahmedabad-380013, Gujarat, India

**Tel No.** +91-079-27438531

**Fax No.:** +91- 079-27438371

**Email:** [roc.ahmedabad@mca.gov.in](mailto:roc.ahmedabad@mca.gov.in)

**Website:** <http://www.mca.gov.in>

### **Designated Stock Exchange**

#### **National Stock Exchange of India Limited**

Exchange Plaza, Plot no. C/1, G Block,  
Bandra – Kurla Complex, Bandra (E)  
Mumbai - 400051, Maharashtra, India

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

### **Board of Directors of our Company**

The Board of Directors of our Company consists of:

<b>Name</b>	<b>Designation</b>	<b>Address</b>	<b>DIN</b>
Mr. Narendra Singh Barhat	Chairman and Managing Director	A-201, Nakshatra Heights, opp, Urmi School, Sama Savli Road, Vadodara - 390024, Gujarat, India	00310306
Mrs. Kusum Narendra Singh Barhat	Executive Director	A-201, Nakshatra Heights, opp, Urmi School, Sama Savli Road, Vadodara - 390024, Gujarat, India	00310065
Mr. Ketankumar Harkantbhai Joshi	Whole Time Director	C-26, Zaverchand Park Society, Old Padra Road, Opp. Reliance Mall, Vadodra, Akota, Vadodra, 390020, Gujarat.	02089127

Mr. Laxman Singh Rathore	Non-Executive Director	91, Girnar (16-A), Jagdish Marg, Gandhi Path, Vaishali Nagar, Jaipur – 302021, Rajasthan	08218555
Mr. Dipakkumar Harkant Joshi	Non-Executive Director	C-26, Zaverchand Park Society, Old Padra Road, Opp. Reliance Mall, Vadodra, Akota, Vadodra, 390020, Gujarat.	08549339
Mr. Raghavender Mateti	Independent Director	C-1311, National Park View 2, Kulupwadi Near National Park, Raheja Estate, Borivali East, Mumbai – 400066, Maharashtra, India	06826653
Ms. Rashmi Kamlesh Otavani	Independent Director	R-301, Ozone Glitter, Near Galaxy Underbridge, Ahmedabad – 382330, Gujarat, India	06976600
Mr. Parag Sureshbhai Sumaria	Independent Director	55, Digvijay Plot, B/H Kamlesh Dairy, Jamnagar – 361005, Gujarat, India	08440965

For further details of the Directors of our Company, please refer to the chapter titled “Our Management” on page 119 of this Draft Prospectus.

### Company Secretary and Compliance Officer

**Mrs. Neha Batra**

E-24, 25, 26, G.I.D.C., Manjusar,  
Ta. Savli, Vadodara – 391775, Gujarat, India

**Tel. No.:** +91-2667-264843

**E-mail:** [cs@aristobiotech.com](mailto:cs@aristobiotech.com)

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

### Chief Financial Officer

**Mr. Ketankumar Harkantbhai Joshi**

E-24, 25, 26, G.I.D.C., Manjusar,  
Ta. Savli, Vadodara – 391775, Gujarat, India

**Tel. No.:** +91-2667-264843

**E-mail:** [cfo@aristobiotech.com](mailto:cfo@aristobiotech.com)

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

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 Intimation for Allotment, credit of allotted Equity Shares in the respective beneficiary account.

All grievances relating to the ASBA process including UPI may be addressed to the Registrar to the Issue, with a copy to the Designated Intermediary with whom the ASBA Form was submitted, giving full name of the sole or First Applicant, ASBA Form number, Applicant’s DP ID, Client ID, PAN, number of Equity Shares applied for, date of submission of Application Form, address of Applicant, the name and address of the relevant Designated Intermediary, where the Application Form was submitted by the Applicant, ASBA Account number (for Applicants other than RIIs bidding through the UPI mechanism) in which the amount equivalent to the Application Amount was blocked or UPI ID in case of RIIs bidding through the UPI mechanism. Further, the Applicant 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, applicant may also write to the Lead Manager and Company. All complaints, queries or comments received by Stock Exchange shall be forwarded to the Lead Manager, who shall respond to the same

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

#### LEAD MANAGER OF THE ISSUE

**BEELINE CAPITAL ADVISORS PRIVATE LIMITED**

Registered Office: 314, Pratik Mall, Kudasan,  
Gandhinagar – 382421, Gujarat, India  
Merchant Banking Division: 807, Phoenix Tower,  
Opp. New Girish Cold drinks,  
Near Vijay Cross Roads, Navrangpura

Ahmedabad – 380009, Gujarat, India  
**Tel. No.:** +91-79-48405357, 48406357  
**Email:** [mb@beelinemb.com](mailto:mb@beelinemb.com)  
**Website:** [www.beelinemb.com](http://www.beelinemb.com)  
**Investor Grievance Email:** [ig@beelinemb.com](mailto:ig@beelinemb.com)  
**Contact Person:** Mr. Nikhil Shah  
**SEBI Registration No.:** INM000012917

#### LEGAL ADVISOR TO THE ISSUE

##### ANA ADVISORS

118 Shila Vihar, Gokulpura, Kalwar Road  
Jhotwara, Jaipur-302012  
**Email Id:** [anaadvisors22@gmail.com](mailto:anaadvisors22@gmail.com)  
**Tel No.:** +91-9887906529  
**Contact Person:** Kamlesh Kumar Goyal

#### REGISTRAR TO THE ISSUE

##### LINK INTIME INDIA PRIVATE LIMITED

C-101, 1 Floor, 247 Park, L.B.S. Marg, Vikhroli (West),  
Mumbai- 400083, Maharashtra, India  
**Tel. No.:** +91-022-49186200  
**Fax No.:** +91-022-49186091  
**Email:** [aristobio.ipo@linkintime.co.in](mailto:aristobio.ipo@linkintime.co.in)  
**Website:** [www.linkintime.co.in](http://www.linkintime.co.in)  
**Investor Grievance Email:** [aristobio.ipo@linkintime.co.in](mailto:aristobio.ipo@linkintime.co.in)  
**Contact Person:** Shanti Gopalkrishnan  
**SEBI Registration No.:** INR000004058

#### BANKERS TO THE COMPANY

[•]

#### STATUTORY AUDITORS & PEER REVIEW AUDITOR OF THE COMPANY

**M/S. PRAKASH CHANDRA JAIN & CO.,** Chartered Accountants  
74-76, Gayatri Chambers, Near Railway Station,  
Alkapuri, Vadodara – 390005, Gujarat, India  
**Tel No.:** +91-0265-2334365  
**Mobile No.:** +91-9898099357  
**Email:** [dcbajaty@gmail.com](mailto:dcbajaty@gmail.com)  
**Contact Person:** Dinesh C Jain  
**Membership No.:** 041235  
**Firm Registration No.:** 002438C  
**Peer Review Registration No. –** 011912

\* Prakash Chandra Jain & Co. hold a valid peer review certificate dated August 23, 2019 issued by the Institute of Chartered Accountants of India.

#### BANKERS TO THE ISSUE AND REFUND BANKER/SPONSOR BANK

[•]

#### STATEMENT OF INTER SE ALLOCATION OF RESPONSIBILITIES

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

## **SELF CERTIFIED SYNDICATE BANKS (“SCSBS”) AND SYNDICATE SCSB BRANCHES**

The list of Designated Branches that have been notified by SEBI to act as SCSB for the ASBA process is provided on [www.sebi.gov.in/pmd/scsb.pdf](http://www.sebi.gov.in/pmd/scsb.pdf) For more information on the Designated Branches collecting ASBA Forms, see the above mentioned SEBI link.

The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the application forms from the Designated Intermediaries will be available on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and updated from time to time

## **INVESTORS BANKS OR ISSUER 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=40>. For details on Designated Branches of SCSBs collecting the Bid Cum Application Forms, please refer to the above mentioned SEBI link.

## **REGISTERED BROKERS**

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

## **REGISTRAR TO THE ISSUE AND SHARE TRANSFER AGENTS**

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

## **COLLECTING DEPOSITORY PARTICIPANTS**

The list of the CDPs eligible to accept application forms at the Designated CDP Locations, including details such as name and contact details, are provided on the websites of Stock Exchange at [www.nseindia.com](http://www.nseindia.com), as updated from time to time and SEBI website at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=18>; <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=19> and <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=4>

## **BROKERS TO THE ISSUE**

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

## **CREDIT RATING**

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

## **IPO GRADING**

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

## **DEBENTURE TRUSTEES**

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

## **TRUSTEES**

As the Issue is of Equity Shares, the appointment of Trustees is not mandatory.

## **MONITORING AGENCY**

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

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

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

#### **APPRAISING ENTITY**

No appraising entity has been appointed in respect of any objects of this Issue

#### **FILING OF OFFER DOCUMENT**

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>.

The Draft Prospectus/ Prospectus are being filed with National Stock Exchange of India Limited, Exchange Plaza, Plot No. C/1, G Block, Bandra- Kurla Complex, Bandra (East), Mumbai-400051, Maharashtra.

A copy of the Prospectus, along with the documents required to be filed under Section 32 of the Companies Act, 2013 would be delivered for registration to the Registrar of Companies, ROC Bhavan, Opp Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad - 380013, Gujarat, India

#### **EXPERTS OPINION**

Except for the reports in the section "Financial Information of our Company" and "Statement of Possible Tax Benefits" on page 138 and page 72 of this Draft Prospectus from the Statutory Auditor, our Company has not obtained any expert opinions. We have received written consent from the Statutory Auditor for inclusion of their name. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act 1933.

#### **WITHDRAWAL OF THE ISSUE**

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

If our Company withdraw 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 withdraw 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 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 with respect to the Equity Shares issued through the Prospectus, which our Company will apply for only after Allotment; and (ii) the final RoC approval of the Prospectus.

#### **UNDERWRITING**

The Company and the Lead Manager to the issue hereby confirm that the issue is 100% Underwritten by [●] in the capacity of Underwriter to the issue.

Pursuant to the terms of the Underwriting Agreement dated [●] entered into by Company and 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 Lakh)	% of Total Issue Size Underwritten
[●]	Upto 18,15,000 Equity Shares of ₹ 10/- being Issued at ₹ [●] each	[●]	[●]

\*Includes [●] Equity shares of Rs.10.00 each for cash 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, as amended.

As per Regulation 260(2) of SEBI (ICDR) Regulations, the Lead Manager has agreed to underwrite to a minimum extent of Issue out of its own account.

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

#### CHANGES IN AUDITORS DURING LAST THREE YEARS

Except as disclosed below, there has been no change in the statutory auditors during the three years immediately preceding the date of this Draft Prospectus:

S.No.	Date	From	To	Reason for Change
1.	March 18, 2020	<b>M/s. Jain M &amp; Co.</b> 104, Sai Kripa Bldg, Plot – 3, Mathern Road, Sector -1, New Panvel, Raigarh, Navi Mumbai, Maharashtra – 410206, India <b>Tel No.</b> - +91-022-27481659 <b>Email</b> – m_jain_ca@yahoo.com <b>Firm Reg. No.</b> – 116113W	<b>M/S. PRAKASH CHANDRA JAIN &amp; CO.,</b> Chartered Accountants 74-76, Gayatri Chambers, Near Railway Station, Alkapuri, Vadodara – 390005, Gujarat, India <b>Tel No.:</b> +91-0265-2334365 <b>Fax:</b> +91-0265-2331056 <b>Email:</b> <a href="mailto:dcbarjatya@gmail.com">dcbarjatya@gmail.com</a> <b>Contact Person:</b> Dinesh C Jain <b>Membership No.:</b> 041235 <b>Firm Registration No.:</b> 002438C <b>Peer Review Registration No.</b> – 011912	Appointment of Peer Reviewed firm.

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

Our Company and the Lead Manager has entered into Market Making Agreement dated [●] with the following Market Maker, to fulfill the obligations of Market Making for 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>	[●]

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

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

1. The Market Maker(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).
2. The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of SME Platform of NSE (NSE EMERGE) and SEBI from time to time
3. The minimum depth of the quote shall be ₹ 1,00,000. However, the investors with holdings of value less than ₹ 1,00,000 shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
4. The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the SME Platform (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).
5. After a period of three (3) months from the market making period, the Market Maker would be exempted to provide quote if the Shares of Market Maker in our company reaches to 25% 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.
6. The Inventory Management and Buying/Selling Quotations and its mechanism shall be as per the relevant circulars issued by SEBI and SME Platform of National Stock Exchange of India Limited i.e. NSE EMERGE from time to time.
7. 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.
8. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
9. 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.
10. 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.
11. The Market maker may also be present in the opening call auction, but there is no obligation on him to do so.
12. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
13. The Market Maker(s) shall have the right to terminate said arrangement by giving a three months' notice or on mutually acceptable terms to the Lead Manager, 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 Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of the SEBI (ICDR) Regulations, 2018, as amended. Further our Company and the Lead Manager 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 11.00 a.m. to 5.00 p.m. on working days.

14. Risk containment measures and monitoring for Market Makers: NSE SME Exchange will have all margins, which are applicable on the NSE main board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.
15. 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.
16. **Punitive Action in case of default by Market Makers:** NSE SME Exchange will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (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.
17. 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%

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.



## SECTION VI – CAPITAL STRUCTURE

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

		Amount (Rs. in Lakhs, except share data)	
Sr. No.	Particulars	Aggregate nominal Value	Aggregate Value at Issue Price
A	<b>Authorized Share Capital</b> 80,00,000 Equity Shares having Face Value of Rs 10/- each	800.00	-
B	<b>Issued, Subscribed &amp; Paid-up Share Capital before the Issue</b> 49,95,000 Equity Shares having Face Value of Rs.10/- each fully paid up before the Issue.	499.50	-
C	<b>Present Issue in terms of the Draft Prospectus</b> Issue of upto 18,15,000 Equity Shares having Face Value of Rs.10/- each at a price of Rs. [●] per Equity Share.	[●]	[●]
	<b>Which Comprises</b>	[●]	[●]
I.	<b>Reservation for Market Maker portion</b> [●] Equity Shares of Rs. 10/- each at a price of Rs. [●] per Equity Share reserved as Market Maker Portion	[●]	[●]
II.	<b>Net Issue to the Public</b> Net Issue to Public of [●] Equity Shares of Rs. 10/- each at a price of Rs. [●] per Equity Share to the Public	[●]	[●]
	<b>of which<sup>(2)</sup></b>	[●]	[●]
	[●] Equity Shares of Rs. 10/- each at a price of Rs. [●] per Equity Share will be available for allocation for Investors of up to Rs. 2.00 lakhs	[●]	[●]
	[●] Equity Shares of Rs. 10/- each at a price of Rs. [●] per Equity Share will be available for allocation for Investors of above Rs. 2.00 lakhs	[●]	[●]
D	<b>Issued, Subscribed and Paid up Equity Share capital after the Issue</b> [●] Equity Shares of Rs. 10/- each	[●]	-
E	<b>Securities Premium Account</b> Before the Issue After the Issue	Nil [●]*	

<sup>(1)</sup> The Present Issue of upto 18,15,000 Equity Shares in terms of Draft Prospectus has been authorized pursuant to a resolution of our Board of Directors dated March 11, 2022 and by special resolution passed under Section 62(1) (c) of the Companies Act, 2013 at the Extra-Ordinary General Meeting of the members held on April 06, 2022.

<sup>(2)</sup> The allocation to all categories shall be made on a proportionate basis subject to valid Applications received at or above the Issue Price. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.

\*The amount disclosed is prior to deduction of Issue expenses.

### Class of Shares

As on the date of Draft Prospectus Our Company has only one class of share capital i.e. Equity Shares of Rs.10/- each only. All Equity Shares issued are fully paid up. Our Company does not have any outstanding convertible instruments as on the date of the Draft Prospectus.

### Details of changes in Authorized Share Capital of our Company:

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

- a) The initial Authorised share capital of our Company was ₹1.00 Lakh (Rupees One Lakh) divided into 10,000 (Ten Thousand) Equity Shares of ₹10/- each. This Authorised capital was increased to ₹25.00 Lakh (Twenty-Five Lakhs) divided into 2,50,000 (Two Lakh Fifty Thousand) Equity Shares of ₹10/- each pursuant to a resolution passed by our Shareholders in their Extra-Ordinary General Meeting held on February 15, 2007.

- b) The Authorised share capital of ₹25.00 Lakh (Twenty-Five Lakhs) divided into 2,50,000 (Two Lakh Fifty Thousand) Equity Shares of ₹10/- each was increased to ₹50.00 Lakh (Fifty Lakhs) divided into 5,00,000 (Five Lakh) Equity Shares of ₹10/- each pursuant to a resolution passed by our Shareholders in their Annual General Meeting held on September 29, 2007.
- c) The Authorised share capital of ₹50.00 Lakh (Fifty Lakhs) divided into 5,00,000 (Five Lakh) Equity Shares of ₹10/- each was increased to ₹60.00 Lakh (Sixty Lakhs) divided into 6,00,000 (Six Lakh) Equity Shares of ₹10/- each pursuant to a resolution passed by our Shareholders in their Extra-Ordinary General Meeting held on December 09, 2009.
- d) The Authorised share capital of ₹60.00 Lakh (Sixty Lakhs) divided into 6,00,000 (Six Lakh) Equity Shares of ₹10/- each was increased to ₹1.00 Crore (One Crore) divided into 10,00,000 (Ten lakhs) Equity Shares of ₹10/- each pursuant to a resolution passed by our Shareholders in their Extra-Ordinary General Meeting held on March 30, 2011
- e) The Authorised share capital of ₹1.00 Crore (One Crore) divided into 10,00,000 (Ten lakhs) Equity Shares of ₹10/- each was increased to ₹8.00 Crore (Eight Crore) divided into 80,00,000 (Eighty lakhs) Equity Shares of ₹10/- each pursuant to a resolution passed by our Shareholders in their Extra-Ordinary General Meeting held on September 07, 2018

## Notes to Capital Structure

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

- (a) The history of the equity share capital and the securities premium account of our company are set out in the following table:-

Date of Allotment / Date of Fully Paid Up	No. of Equity Shares allotted	Face Value (Rs.)	Issue Price (Rs.)	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Paid-Up Share Capital (Rs.)	Cumulative Securities Premium (Rs.)
On Incorporation *	10,000	10	10	Cash	Subscription to MOA <sup>(i)</sup>	10,000	1,00,000	Nil
March 30, 2007	2,40,000	10	10	Cash	Further Allotment <sup>(ii)</sup>	2,50,000	25,00,000	Nil
December 30, 2007	2,50,000	10	10	Cash	Further Allotment <sup>(iii)</sup>	5,00,000	50,00,000	Nil
March 05, 2012	1,00,000	10	10	Cash	Further Allotment <sup>(iv)</sup>	6,00,000	60,00,000	Nil
March 15, 2012	3,99,000	10	15	Cash	Further Allotment <sup>(v)</sup>	9,99,000	99,90,000	19,95,000
September 25, 2018 <sup>#</sup>	39,96,000	10	--	Other than Cash	Bonus Issue <sup>(vi)</sup>	49,95,000	4,99,50,000	Nil

\*Shares were subscribed to Initial Subscriber to Memorandum of Association on March 17, 2005.

<sup>#</sup> Bonus issue of 39,96,000 equity shares in the ratio of 4:1 dated September 25, 2018 has been issued by Capitalization of Reserve & Surplus of the Company.

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

#### Notes:

- (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:

S. No.	Names of Person	Number of Shares Allotted
1.	Mr. Narendra Singh Barhat	5,000
2.	Mrs. Kusum Narendra Singh Barhat	5,000
	<b>Total</b>	<b>10,000</b>

- (ii) Further Allotment of 2,40,000 Equity Shares of Face Value of Rs. 10/- each fully paid. The details of which are given below:

S. No.	Names of Person	Number of Shares Allotted
1.	Mr. Narendra Singh Barhat	1,10,000

2.	Mrs. Kusum Narendra Singh Barhat	80,000
3.	Mr. Himanshu Barhat	20,000
4.	Narendra Singh Barhat HUF	30,000
	<b>Total</b>	<b>2,40,000</b>

(iii) Further Allotment of 2,50,000 Equity Shares of Face Value of Rs. 10/- each fully paid. The details of which are given below:

S. No.	Names of Person	Number of Shares Allotted
1.	Mr. Narendra Singh Barhat	1,85,000
2.	Mrs. Kusum Narendra Singh Barhat	20,000
3.	Mr. Himanshu Barhat	25,000
4.	Narendra Singh Barhat HUF	20,000
	<b>Total</b>	<b>2,50,000</b>

(iv) Further Allotment of 1,00,000 Equity Shares of Face Value of Rs. 10/- each fully paid. The details of which are given below:

S. No.	Names of Person	Number of Shares Allotted
1.	Mr. Narendra Singh Barhat	1,00,000
	<b>Total</b>	<b>1,00,000</b>

(v) Further Allotment of 3,99,000 Equity Shares of Face Value of Rs. 10/- each at an issue price of Rs.15/- each. The details of which are given below:

S. No.	Names of Person	Number of Shares Allotted
1.	Mr. Narendra Singh Barhat	56,000
2.	Mrs. Kusum Narendra Singh Barhat	20,000
3.	Mr. Himanshu Barhat	58,000
4.	Mrs. Richa N Barhat	25,000
5.	Mr. Ketankumar Harkantbhai Joshi	1,44,000
6.	Mrs. Neeta Ketan Joshi	96,000
	<b>Total</b>	<b>3,99,000</b>

(vi) Bonus allotment of 39,96,000 Equity Shares of Face Value of Rs. 10/- each fully paid in the ratio of 4:1 i.e., 4 Bonus Equity Shares for each equity share held:

S. No.	Names of Person	Number of Shares Allotted
1.	Mr. Narendra Singh Barhat	18,24,000
2.	Mrs. Kusum Narendra Singh Barhat	5,00,000
3.	Mr. Himanshu Barhat	4,12,000
4.	Narendra Singh Barhat HUF	2,00,000
5.	Mrs. Richa N Barhat	1,00,000
6.	Mr. Ketankumar Harkantbhai Joshi	5,76,000
7.	Mrs. Neeta Ketan Joshi	3,84,000
	<b>Total</b>	<b>39,96,000</b>

b) As on the date of the Draft Prospectus, our Company does not have any preference share capital.

## 2. Issue of Equity Shares for consideration other than cash

Except as disclosed below, we have not issued any Equity Shares for consideration other than cash.

Date of Allotment	No. of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Reasons of Allotment	Benefits accrued to company	Allottees	No. of Shares Allotted
September 25, 2018	39,96,000	10.00	--	Other than Cash – Bonus Issue	Capitalization of Reserves	Mr. Narendra Singh Barhat	18,24,000
						Mrs. Kusum Narendra Singh Barhat	5,00,000
						Mr. Himanshu Barhat	4,12,000

Date of Allotment	No. of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Reasons of Allotment	Benefits accrued to company	Allottees	No. of Shares Allotted
						Narendra Singh Barhat HUF	2,00,000
						Mrs. Richa N Barhat	1,00,000
						Mr. Ketankumar Harkantbhai Joshi	5,76,000
						Mrs. Neeta Ketan Joshi	3,84,000

3. We have not revalued our assets since inception and have not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
4. No Equity Shares have been allotted pursuant to any scheme approved under Section 391-394 of the Companies Act, 1956 and relevant section of 230-234 of Companies Act 2013.
5. As on the date of the Draft Prospectus, Our Company has not issued any equity shares under any employee stock option scheme and we do not have any Employees Stock Option Scheme / Employees Stock Purchase Scheme.
6. We have not issued any Equity Shares at price below issue price within last one year from the date of this Draft Prospectus.

## 7. Our Shareholding Pattern

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 the Draft Prospectus:

### I – Summary of Shareholding Pattern:-

Category	Category of shareholder	Nos. of share holders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities*			No. of Shares Underlying Outstanding convertible 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
								Classes Equity	Total	Total as a % of (A+B+ C)			No. (a)	As a % of total Shares held (b)		
I	II	III	IV	V	VI	VII = IV+V+VI	VIII	IX			X	XI=VII+X	XII		XIII	XIV
(A)	Promoter & Promoter Group	7	49,95,000	-	-	49,95,000	100	49,95,000	49,95,000	100	-	100	-	-	-	49,95,000
(B)	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
I	Non-Promoter-Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Emp. Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>7</b>	<b>49,95,000</b>	<b>-</b>	<b>-</b>	<b>49,95,000</b>	<b>100.00</b>	<b>49,95,000</b>	<b>49,95,000</b>	<b>100.00</b>	<b>-</b>	<b>100.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>49,95,000</b>

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

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

**8. The list of Shareholders holding 1% or more of the paid-up Share Capital of our Company as on the date of this Draft Prospectus are:**

S. No.	Name	Shares Held (Face Value of Rs. 10 each)	% shares held (% Pre Issue paid up Capital)
1.	Mr. Narendra Singh Barhat	22,80,000	45.65
2.	Mrs. Kusum Narendra Singh Barhat	6,25,000	12.51
3.	Mr. Himanshu Barhat	5,15,000	10.31
4.	Narendra Singh Barhat HUF	2,50,000	5.01
5.	Mrs. Richa N Barhat	1,25,000	2.50
6.	Mr. Ketankumar Harkantbhai Joshi	7,20,000	14.41
7.	Mrs. Neeta Ketan Joshi	4,80,000	9.61
	<b>Total</b>	<b>49,95,000</b>	<b>100.00</b>

**9. The list of Shareholders holding 1% or more of the paid-up Share Capital of our Company two year prior as on the date of this Draft Prospectus are:**

S. No.	Name	Shares Held (Face Value of Rs. 10 each)	% shares held (% Pre Issue paid up Capital)
1.	Mr. Narendra Singh Barhat	22,80,000	45.65
2.	Mrs. Kusum Narendra Singh Barhat	6,25,000	12.51
3.	Mr. Himanshu Barhat	5,15,000	10.31
4.	Narendra Singh Barhat HUF	2,50,000	5.01
5.	Mrs. Richa N Barhat	1,25,000	2.50
6.	Mr. Ketankumar Harkantbhai Joshi	7,20,000	14.41
7.	Mrs. Neeta Ketan Joshi	4,80,000	9.61
	<b>Total</b>	<b>49,95,000</b>	<b>100.00</b>

**10. The list of Shareholders holding 1% or more of the paid-up Share Capital of our Company one year prior as on the date of this Draft Prospectus are:**

S. No.	Name	Shares Held (Face Value of Rs. 10 each)	% shares held (% Pre Issue paid up Capital)
1.	Mr. Narendra Singh Barhat	22,80,000	45.65
2.	Mrs. Kusum Narendra Singh Barhat	6,25,000	12.51
3.	Mr. Himanshu Barhat	5,15,000	10.31
4.	Narendra Singh Barhat HUF	2,50,000	5.01
5.	Mrs. Richa N Barhat	1,25,000	2.50
6.	Mr. Ketankumar Harkantbhai Joshi	7,20,000	14.41
7.	Mrs. Neeta Ketan Joshi	4,80,000	9.61
	<b>Total</b>	<b>49,95,000</b>	<b>100.00</b>

**11. The list of Shareholders holding 1% or more of the paid-up Share Capital of our Company ten days prior as on the date of this Draft Prospectus are:**

S. No.	Name	Shares Held (Face Value of Rs. 10 each)	% shares held (% Pre Issue paid up Capital)
1.	Mr. Narendra Singh Barhat	22,80,000	45.65
2.	Mrs. Kusum Narendra Singh Barhat	6,25,000	12.51
3.	Mr. Himanshu Barhat	5,15,000	10.31
4.	Narendra Singh Barhat HUF	2,50,000	5.01
5.	Mrs. Richa N Barhat	1,25,000	2.50
6.	Mr. Ketankumar Harkantbhai Joshi	7,20,000	14.41
7.	Mrs. Neeta Ketan Joshi	4,80,000	9.61
	<b>Total</b>	<b>49,95,000</b>	<b>100.00</b>

12. No subscription to or sale or purchase of the securities of our Company within three years preceding the date of filing of the Draft Prospectus by our Promoters or Directors or Promoter Group which in aggregate equals to or is greater than 1% of the pre- issue share capital of our Company.

13. None of our Directors or Key Managerial Personnel hold any Equity Shares other than as set out below:

Name	Designation	No. of Equity Shares held
Mr. Narendra Singh Barhat	Chairman cum Managing Director	22,80,000
Mrs. Kusum Narendra Singh Barhat	Executive Director	6,25,000
Mr. Ketankumar Harkantbhai Joshi	Whole-time Director and CFO	7,20,000

#### 14. Capital Build up in respect of shareholding of our Promoter:

As on date of the Draft Prospectus, our promoters Mr. Narendra Singh Barhat, Mrs. Kusum Narendra Singh Barhat and Mr. Ketankumar Harkantbhai Joshi holds 36,25,000 Equity Shares constituting 72.57% of the issued, subscribed and paid-up Equity Share capital of our Company. None of the Equity Shares held by our Promoter are subject to any pledge.

Date of Allotment and made fully paid up /transfer	Nature of Issue	No. of Equity Shares	Face Value Per Share (₹)	Issue /Acquisition / Transfer Price per Equity Share (₹)*	Pre-Issue Shareholding %	Post-Issue Shareholding %	Lock in Period	Source of Funds
<b>Mr. Narendra Singh Barhat</b>								
March 17, 2005	On Incorporation	5,000	10	10.00	0.10	[●]	[●]	Own fund
March 30, 2007	Allotment	1,10,000	10	10.00	2.20	[●]	[●]	Own fund
December 30, 2007	Allotment	1,85,000	10	10.00	3.70	[●]	[●]	Own fund
March 05, 2012	Allotment	1,00,000	10	10.00	2.00	[●]	[●]	Own fund
March 15, 2012	Allotment	56,000	10	15.00	1.12	[●]	[●]	Own fund
September 21, 2018	Bonus Issue	18,24,000	10	--	36.52	[●]	[●]	--
<b>Total (A)</b>		<b>22,80,000</b>			<b>45.65</b>	[●]	[●]	
<b>Mrs. Kusum Narendra Singh Barhat</b>								
March 17, 2005	On Incorporation	5,000	10	10.00	0.10	[●]	[●]	Own fund
March 30, 2007	Allotment	80,000	10	10.00	1.60	[●]	[●]	Own fund
December 30, 2007	Allotment	20,000	10	10.00	0.40	[●]	[●]	Own fund
March 15, 2012	Allotment	20,000	10	15.00	0.40	[●]	[●]	Own fund
September 21, 2018	Bonus Issue	5,00,000	10	--	10.01	[●]	[●]	--
<b>Total (B)</b>		<b>6,25,000</b>			<b>12.51</b>	[●]	[●]	
<b>Mr. Ketankumar Harkantbhai Joshi</b>								
March 15, 2012	Allotment	1,44,000	10	15.00	2.88	[●]	[●]	Own fund
September 21, 2018	Bonus Issue	5,76,000	10	--	11.53	[●]	[●]	--
<b>Total (C)</b>		<b>7,20,000</b>			<b>14.41</b>	[●]	[●]	
<b>Total (A+B+C)</b>		<b>36,25,000</b>			<b>72.57</b>			

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

Name of the Promoter	No. of Shares held	Average Cost of Acquisition per Share (In Rs.)*
Mr. Narendra Singh Barhat	22,80,000	2.12
Mrs. Kusum Narendra Singh Barhat	6,25,000	2.16
Mr. Ketankumar Harkantbhai Joshi	7,20,000	3.00

\*Average cost of acquisition is calculated on the basis of face value of equity shares of Rs. 10/- each.

**16. There are no Equity Shares purchased/acquired or sold by our Promoters, Promoter Group and/or by our directors and their immediate relatives within six months immediately preceding the date of filing of the Draft Prospectus.**

**17. Details of the Pre and Post Issue Shareholding of our Promoter and Promoter Group as on the date of the Draft Prospectus is as below: -**

S. No	Names	Pre-Issue		Post Issue	
		Shares Held	% Shares Held	Shares Held	% Shares Held
<b>Promoter</b>					
1.	Mr. Narendra Singh Barhat	22,80,000	45.65	22,80,000	[●]
2.	Mrs. Kusum Narendra Singh Barhat	6,25,000	12.51	6,25,000	[●]
3.	Mr. Ketankumar Harkantbhai Joshi	7,20,000	14.41	7,20,000	[●]
<b>TOTAL (A)</b>		<b>36,25,000</b>	<b>72.57</b>	<b>36,25,000</b>	<b>[●]</b>
<b>Promoter Group</b>					
1.	Mr. Himanshu Barhat	5,15,000	10.31	5,15,000	[●]
2.	Narendra Singh Barhat HUF	2,50,000	5.01	2,50,000	[●]
3.	Mrs. Richa N Barhat	1,25,000	2.50	1,25,000	[●]
4.	Mrs. Neeta Ketan Joshi	4,80,000	9.61	4,80,000	[●]
<b>TOTAL (B)</b>		<b>13,70,000</b>	<b>27.43</b>	<b>8,90,000</b>	<b>[●]</b>
<b>GRAND TOTAL (A+B)</b>		<b>49,95,000</b>	<b>100.00%</b>	<b>49,95,000</b>	<b>[●]</b>

**18. Details of Promoter's Contribution locked in for three years:**

Date of Allotment / transfer of fully paid up Shares	Date when made Fully paid up	Nature of Allotment/ Acquired/Transfer	No. of shares Allotted/ Acquired Transferred	Face Value (Rs.)	Issue Price/ Transfer Price (Rs.)	% of Pre Issue Shareholding	% of Post Issue Shareholding	Lock in Period
<b>Mr. Narendra Singh Barhat</b>								
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
<b>Total (A)</b>			[●]			[●]	[●]	
<b>Mrs. Kusum Narendra Singh Barhat</b>								
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
<b>Total (B)</b>			[●]			[●]	[●]	
<b>Mr. Ketankumar Harkantbhai Joshi</b>								
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
<b>Total (C)</b>			[●]			[●]	[●]	

The minimum Promoter's contribution has been brought in to the extent of not less than the specified minimum lot and from persons defined as "promoter" under the SEBI ICDR Regulations. All Equity Shares, which are being locked in are not ineligible for computation of Minimum Promoters Contribution as per Regulation 237 of the SEBI ICDR Regulations and are being locked in for 3 years as per Regulation 236 of the SEBI ICDR Regulations i.e. for a period of three years from the date of allotment of Equity Shares in this Issue.

No Equity Shares proposed to be locked-in as Minimum Promoters Contribution have been issued out of revaluation reserve or for consideration other than cash and revaluation of assets or capitalization of intangible assets, involved in such transactions.

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.



Our Promoters, Mr. Narendra Singh Barhat, Mrs. Kusum Narendra Singh Barhat and Mr. Ketankumar Harkantbhai Joshi has, by a written undertaking, consented to have [●] Equity Shares held by them to be locked in as Minimum Promoters Contribution for a period of three years from the date of allotment in this Issue and will not be disposed/sold/transferred by the promoter during the period starting from the date of filing this Draft Prospectus with SME Platform of BSE till the date of commencement of lock-in period as stated in this Draft Prospectus. The Equity Shares under the Promoters contribution will constitute [●] of our post-Issue paid up share capital.

Our Promoters have also consented that the Promoters contribution under Regulation 236 of the SEBI ICDR Regulations will not be less than 20% of the post Issue paid up capital of our Company.

#### Eligibility of Share for “Minimum Promoters Contribution in terms of clauses of Regulation 237 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 which have been acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets. <b>Hence Eligible</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>Hence Eligible</b>
237 (1) (b)	Specified securities acquired by the promoters and alternative investment funds or foreign venture capital investors or scheduled commercial banks or public financial institutions or insurance companies registered with Insurance Regulatory and Development Authority of India, during the preceding one year at a price lower than the price at which specified securities are being offered to the public in the initial public offer.	The minimum Promoter’s contribution does not consist of such Equity Shares. <b>Hence Eligible.</b>
237 (1) (c)	Specified securities allotted to the promoters and alternative investment funds during the preceding one year at a price less than the issue price, against funds brought in by them during that period, in case of an issuer formed by conversion of one or more partnership firms or limited liability partnerships, where the partners of the erstwhile partnership firms or limited liability partnerships are the promoters of the issuer and there is no change in the management	The minimum Promoter’s contribution does not consist of such Equity Shares. <b>Hence Eligible.</b>
237 (1) (d)	Specified securities pledged with any creditor.	Our Promoter’s has not Pledged any shares with any creditors. Accordingly, the minimum Promoter’s contribution does not consist of such Equity Shares. <b>Hence Eligible.</b>

#### Details of Share Capital Locked in For One Year

In terms of Regulation 236 and 237 of the SEBI ICDR Regulations, in addition to the Minimum Promoters contribution which is locked in for 3 (three) years, as specified above, the entire pre-issue equity share capital held by promoters and entire pre-issue capital held by persons other than promoters of our Company i.e. Promoter Group members [●] Equity Shares shall be locked in for a period of 1 (one) year from the date of allotment of Equity Shares in this Issue.

The Equity Shares which are subject to lock-in shall carry inscription ‘**non-transferable**’ along with the duration of specified non-transferable period mentioned in the face of the security certificate. The shares which are in dematerialized form, if any, shall be locked-in by the respective depositories. The details of lock-in of the Equity Shares shall also be provided to the Designated Stock Exchange before the listing of the Equity Shares.

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

- a) In terms of Regulation 242 of the SEBI ICDR Regulations, the locked in Equity Shares held by the Promoters, as specified above, can be pledged with any scheduled commercial bank or public financial institution 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.
- b) In terms of Regulation 243 of the SEBI ICDR Regulations, 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 36 or 37 of the SEBI ICDR Regulations, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.

Further in terms of Regulation 243 of the SEBI ICDR Regulations, the Equity Shares held by the Promoters may be transferred to and amongst the Promoter Group or to new promoters or persons in control of the company 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.

19. None of our Promoters, Promoter Group, 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.
20. Neither, we nor our Promoters, Directors and the Lead Manager 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.
21. As on the date of filing of the 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.
22. As on the date of the Draft Prospectus, the entire Issued Share Capital, Subscribed and Paid up Share Capital of our Company is fully paid up.
23. Our Company has not raised any bridge loan against the proceeds of the Issue.
24. Since the entire Issue price per share is being called up on application, all the successful applicants will be allotted fully paid-up shares.
25. As on the date of the Draft Prospectus, none of the shares held by our Promoters / Promoters Group are subject to any pledge.
26. The Lead Manager i.e. Beeline Capital Advisors Private Limited and their associates do not hold any Equity Shares in our Company as on the date of filing of the Draft Prospectus.
27. 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 the Draft Prospectus until the Equity Shares Issued have been listed or application moneys refunded on account of failure of Issue.
28. Our Company does not presently intend or propose to alter its capital structure for a period of six months from the date of opening of the Issue, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether preferential or otherwise. This is except if we enter into acquisition or joint ventures or make investments, in which case we may consider raising additional capital to fund such activity or use Equity Shares as a currency for acquisition or participation in such joint ventures or investments
29. None of our Equity Shares have been issued out of revaluation reserve created out of revaluation of assets.
30. An over-subscription to the extent of 2% of the Net Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 2% of the Net Issue. In such an event, the Equity Shares held by the Promoter is used for allotment and lock- in for three years shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.

31. 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. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.
32. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of SEBI (ICDR) Regulations, 2018 and its amendments from time to time.
33. The unsubscribed portion in any reserved category (if any) may be added to any other reserved category.
34. 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.
35. At any given point of time there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
36. 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.
37. As on the date of the Draft Prospectus, Our Company has not issued any equity shares under any employee stock option scheme and we do not have any Employees Stock Option Scheme / Employees Stock Purchase Scheme.
38. There are no Equity Shares against which depository receipts have been issued.
39. Other than the Equity Shares, there is no other class of securities issued by our Company as on date of filing of the Draft Prospectus.
40. We have 7 (Seven) Shareholders as on the date of filing of the Draft Prospectus.
41. There are no safety net arrangements for this Public Issue.
42. Our Promoter and Promoter Group will not participate in this Issue.
43. This Issue is being made through Fixed Price method.
44. Except as disclosed in the Draft Prospectus, our Company has not made any public issue or rights issue of any kind or class of securities since its incorporation to the date of the Draft Prospectus.
45. No person connected with the Issue shall issue 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.
46. We shall ensure that transactions in Equity Shares by the Promoters and members of the Promoter Group, if any, between the date of registering the Draft Prospectus with the RoC and the Issue Closing Date are reported to the Stock Exchanges within 24 hours of such transactions being completed.

## SECTION VII - OBJECTS OF THE ISSUE

The Issue includes a public Issue of upto 18,15,000 Equity Shares of our Company at an Issue Price of [●] per Equity Share

### **The Fresh Issue**

The Net Proceeds from the Fresh Issue will be utilized towards the following objects:

1. To Meet Working Capital Requirement
2. General Corporate Purpose
3. To Meet the 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.

The main objects clause of our Memorandum of Association (MOA) enables our Company to undertake its existing activities and these activities which have been carried out until now by our Company are valid in terms of the objects clause of our Memorandum of Association (MOA).

### **Requirement of Funds: -**

The details of the proceeds from the Fresh Issue are provided in the following table:

Particulars	Amt. (₹ in Lakhs)
Gross Issue Proceeds*	[●]
Less: Public Issue Related Expenses*	[●]
<b>Net Issue Proceeds*</b>	<b>[●]</b>

*\*To be finalised upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC*

### **Utilisation of Funds: -**

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

S. No	Particulars	Amt. (₹ in Lakhs)	% of Total Size
1.	To Meet Working Capital Requirement*	[●]	[●]
2.	General Corporate Expenses*	[●]	[●]
<b>Net Issue Proceeds</b>		<b>[●]</b>	<b>[●]</b>

*\*To be finalised upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC*

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

Particulars	Amt. (₹ in Lakhs)
Net 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.*

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

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

any of the above mentioned Objects through a combination of Internal Accruals or Unsecured Loans (Bridge Financing) and in such case the Funds raised shall be utilized towards repayment of such Unsecured Loans or recouping of Internal Accruals. However, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Issue Proceeds. We further confirm that no part proceed of the Issue shall be utilised for repayment of any Part of unsecured loan outstanding as on date of Draft Prospectus.

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 21 of the Draft Prospectus.

### **Details of Use of Issue Proceeds:**

#### **1. To Meet Working Capital Requirement**

Since Incorporation, our Company is in business of manufacturing of agrochemicals. The Business of the Company is working capital intensive, hence it will meet the requirement to the extent of [●] Lakhs from the Net Proceeds of the Issue and balance from borrowings at an appropriate time as per the requirements of the business.

Details of Estimation of Working Capital requirement are as follows:

(₹ In Lakhs)				
S. No.	Particulars	Actual (Restated)	Actual (Provisional)	Projected
		31-March-21	31-March-22	31-March-23
I	<b>Current Assets</b>			
	Trade receivables	3,276.55	[●]	[●]
	Inventories	3,194.52	[●]	[●]
	Cash and cash equivalents	11.23	[●]	[●]
	Short term loan & Advances	427.98	[●]	[●]
	<b>Total(A)</b>	<b>6910.28</b>	[●]	[●]
II	<b>Current Liabilities</b>		[●]	[●]
	Trade payables	3,835.13	[●]	[●]
	Short Term Provisions	73.99	[●]	[●]
	Other Current Liabilities	669.38	[●]	[●]
	<b>Total (B)</b>	<b>4578.50</b>	[●]	[●]
III	<b>Total Working Capital Gap (A-B)</b>		[●]	[●]
IV	Funding Pattern		[●]	[●]
	Short term borrowing & Internal Accruals	<b>2331.78</b>	[●]	[●]
	<b>IPO Proceeds</b>			[●]

#### **Justification:**

S. No.	Particulars
<b>Debtors</b>	We expect Debtors holding days to be at [●] Days approx. for FY 2022-23 based on increased sales of Products and better credit Management policies ensuring timely recovery of dues.
<b>Creditors</b>	We expect creditor payment days to be at [●] Days approx. for FY 2022-23 based on increased purchase and better credit period allowed by suppliers.
<b>Inventories</b>	We expect Inventory levels to maintain [●] Days approx. for FY 2022-23 due to their trading cycle, increase in sales and maintaining required level of Inventory.

#### **2. General Corporate Purposes**

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. [●] Lakhs 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.

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 this Draft Prospectus, shall not exceed 25% of the amount raised by our Company through this Issue.

### 3. Public Issue Expenses: -

The estimated Issue related expenses includes Issue Management Fee, Underwriting and Selling Commissions, Printing and Distribution Expenses, Legal Fee, Advertisement Expenses, Registrar's Fees, Depository Fee and Listing Fee. The total expenses for this Issue are estimated to be approximately Rs. [●] Lakhs which is [●]% of the Issue Size. All the Issue related expenses shall be proportionately met out from proceeds of the Issue as per applicable laws. The break-up of the same is as follows:

Particulars	Estimated expenses (Rs. In Lakhs)*	As a % of total estimated Issue related expenses*	As a % of the total Issue size*
Lead Manager Fees including underwriting commission	[●]	[●]	[●]
Brokerage, selling, commission and upload fees	[●]	[●]	[●]
Registrar to the issue	[●]	[●]	[●]
Legal Advisors	[●]	[●]	[●]
Advertising and Marketing expenses	[●]	[●]	[●]
Regulators including stock exchanges	[●]	[●]	[●]
Printing and distribution of issue stationery	[●]	[●]	[●]
Others, if any (market making, depositories, marketing fees, secretarial, peer review auditors, etc.)	[●]	[●]	[●]
<b>Total Estimated Offer Expenses</b>	[●]	[●]	[●]

\* To be incorporated in the Prospectus after finalisation of the Issue Price.

Notes:

1. Selling commission payable to the members of the CDPs, RTA and SCSBs, on the portion for RIIs and NIIs, would be as follows: Portion for RIIs 0.01% ^ (exclusive of GST) Portion for NIIs 0.01% ^ (exclusive of GST) ^Percentage of the amounts received against the Equity Shares Allotted (i.e. the product of the number of Equity Shares Allotted and the Issue Price).
2. The Members of RTAs and CDPs will be entitled to application charges of ₹ 10/- (plus applicable GST) per valid ASBA Form. The terminal from which the application has been uploaded will be taken into account in order to determine the total application charges payable to the relevant RTA/CDP.
3. Registered Brokers, will be entitled to a commission of ₹ 10/- (plus GST) per Application Form, on valid Applications, which are eligible for allotment, procured from RIIs and NIIs and submitted to the SCSB for processing. The terminal from which the application has been uploaded will be taken into account in order to determine the total processing fees payable to the relevant Registered Broker.
4. SCSBs would be entitled to a processing fee of ₹ 10/- (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to SCSBs

### 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:

(₹ In Lakhs)

S. No.	Particulars	Amount to be deployed and utilized in F.Y. 2022-23
1.	To Meet Working Capital Requirement	[●]
2.	General Corporate Purpose	[●]
	<b>Total</b>	[●]

### Funds Deployed and Source of Funds Deployed:

Our Statutory Auditors M/s. Prakash Chandra Jain & Co., 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:

Particulars	Amt. (₹ in Lakhs)*
Issue Expenses	[●]
<b>Total</b>	<b>[●]</b>

\* Amount inclusive of applicable taxes.

#### **Sources of Financing for the Funds Deployed:**

Our Statutory Auditors **M/s. Prakash Chandra Jain & Co.**, 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:

Particulars	Amt. (₹ in Lakhs)*
Internal Accruals	[●]
<b>Total</b>	<b>[●]</b>

\* Amount inclusive of applicable taxes.

#### **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 management estimates. The funding requirements of our Company are dependent on a number of factors which may not be in the control of our management, including variations in interest rate structures, changes in our financial condition and current commercial conditions and are subject to change in light of changes in external circumstances or in our financial condition, business or strategy.

#### **Shortfall of Funds**

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

#### **Bridge Financing Facilities**

As on the date of this Draft 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 this Draft Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full. 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 Promoter 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 Promoter, our Directors, our Company's key Managerial personnel and Group Companies, in relation to the utilization of the Net Proceeds. No part of the proceeds of the Issue will be paid by us to the Promoter and Promoter Group, Group Companies, the Directors, associates or Key Management Personnel, except in the normal course of business and in compliance with applicable law.



## 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 “Business Overview” and its financial statements under the section titled “Financial Information of our Company” beginning on page 21, page 88 and page 138 respectively of this 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 has been determined by the Company in consultation with the LM on the basis of the key business strengths of our Company. The face value of the Equity Shares is Rs. 10 and Issue Price is [●] which is [●] times of the face value.

### QUALITATIVE FACTORS

For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to sections titled “Business Overview” beginning on page 88 of this Draft Prospectus.

### QUANTITATIVE FACTORS

Information presented below is derived from our Company’s Restated Financial Statements prepared in accordance with Indian GAAP. Some of the quantitative factors, which form the basis for computing the price, are as follows:

#### 1. Basic & Diluted Earnings per share (EPS), as restated:

S. No	Period	Basic & Diluted (₹)	Weights
1.	FY 2018-19	5.66	1
2.	FY 2019-20	2.02	2
3.	FY 2020-21	2.15	3
	<b>Weighted Average</b>	<b>2.69</b>	<b>6</b>
	October 31, 2021	<b>4.31</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 ₹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.

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

S. No	Particulars	P/E
1	P/E ratio based on the Basic & Diluted EPS, as restated for FY 2020-21	[●]
2	P/E ratio based on the Weighted Average EPS	[●]

#### 3. Peer Group P/ E\*

S. No	Particulars	P/E
1	Highest [●]	[●]
2	Lowest [●]	[●]
	<b>Industry Composite</b>	<b>[●]</b>

\*Source: Capital Market [●]

#### 4. Return on Net worth (RoNW)

S. No	Period	RONW (%)	Weights
1.	FY 2018-19	25.00%	1
2.	FY 2019-20	8.19%	2
3.	FY 2020-21	8.04%	3
	<b>Weighted Average</b>	<b>10.92%</b>	<b>6</b>

October 31, 2021	14.00%
------------------	--------

#### 5. Minimum Return on Net Worth after Issue to maintain Pre-Issue EPS

(a) Based on Basic and Diluted EPS, as restated of FY 2020-21 of [●] at the Issue Price of [●] per share:

- [●] % on the restated financial statements.

(b) Based on Weighted Average Basic and Diluted EPS, as adjusted of [●] at the Issue Price of [●] per share:

- [●] % on the restated financial statements.

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

Sr. No.	As at	NAV
1.	March 31, 2019	113.09
2.	March 31, 2020	24.63
3.	March 31, 2021	26.79
4.	October 31, 2021	31.10
5.	NAV after Issue	[●]
	Issue Price	[●]

#### 7. Comparison of Accounting Ratios with Industry Peers<sup>1</sup>

S. No.	Name of Company	Results Type	Face Value (₹)	EPS (₹) <sup>3</sup>	PE <sup>4</sup>	RoNW (%)	NAV per Share (₹)
1.	Aristo Bio-Tech and Lifescience Limited	Standalone	10.00	2.15	[●]	8.04	26.79
2.	[●]	[●]	[●]	[●]	[●]	[●]	[●]
3.	[●]	[●]	[●]	[●]	[●]	[●]	[●]

<sup>1</sup>\*Source: [●]

<sup>2</sup>Based on March 31, 2021 restated financial statements

<sup>3</sup>Basic & Diluted Earnings per share (EPS) is calculated on weighted average number of shares after considering Bonus Issue of Shares.

<sup>4</sup>Price Earning (P/E) Ratio in relation to the Issue Price of [●] per share.

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

9. The Issue Price has been determine by our Company in consultation with the Lead Manager and justified by our Company in consultation with the Lead Manager on the basis of above parameters. The investors may also want to peruse the risk factors and financials of the Company including important profitability and return ratios, as set out in the Auditors' Report in the offer Document to have more informed view about the investment.,

Investors should read the above mentioned information along with section titled "Business Overview", "Risk Factors" and "Financial Information of our Company" beginning on page 88, 21 and 138 respectively including important profitability and return ratios, as set out in chapter titled "Other Financial Information" on page 178 of this Draft Prospectus to have a more informed view.

## STATEMENT OF POSSIBLE TAX BENEFITS

To,

**The Board of Directors,  
Aristo Bio-Tech and Lifescience Limited  
E-24, 25, 26, G.I.D.C. Manjusar,  
Vadodara – 391775, Gujarat  
India**

Dear Sir,

**Subject - Statement of possible tax benefits (“the statement”) available to Aristo Bio-Tech and Lifescience Limited (“the company”) and its shareholder prepared in accordance with the requirement in Point No. 9 (L) of Part A of Schedule VI to the Securities Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations, 2018.**

### **Reference - Initial Public Offer of Equity Shares by Aristo Bio-Tech and Lifescience Limited**

We hereby confirm that the enclosed Annexure 1 and 2 (together “the Annexures”), prepared by Aristo Bio-Tech and Lifescience Limited (“the Company”), provides the possible tax benefits available to the Company and to the shareholders of the Company under the Income-tax Act, 1961 (“the Act”) as amended by the Finance Act 2021, circular and notifications issued from time to time, i.e. applicable for the Financial Year 2021-22 relevant to the assessment year 2022-23, the Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 (“GST Act”), as amended by the Finance Act 2021, circular and notifications issued from time to time, i.e., applicable for the Financial Year 2021-22 relevant to the assessment year 2022-23, presently in force in India (together, the” Tax Laws”). Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company and / or its shareholders to derive the tax benefits is dependent upon their fulfilling such conditions which, based on business imperatives the Company faces in the future, the Company or its shareholders may or may not choose to fulfil.

1. The benefits discussed in the enclosed Annexures are not exhaustive and the preparation of the contents stated is the responsibility of the Company’s management. We are informed that these Annexures are only intended to provide information to the investors and are 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.
2. We do not express any opinion or provide any assurance as to whether:
  - i) the Company or its shareholders will continue to obtain these benefits in future;
  - ii) the conditions prescribed for availing the benefits have been / would be met with; and
  - iii) the revenue authorities/courts will concur with the views expressed herein.
3. The contents of the enclosed Annexures are based on information, explanations and representations obtained from the Company and on the basis of their understanding of the business activities and operations of the Company.
4. No assurance is given that the revenue authorities/ Courts will concur with the view expressed herein. Our views are based on existing provisions of law and its implementation, which are subject to change from time to time. We do not assume any responsibility to updates the views consequent to such changes.
5. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.



6. This certificate is provided solely for the purpose of assisting the addressee Company in discharging its responsibility under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for inclusion in the Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus in connection with the proposed issue of equity shares and is not be used, referred to or distributed for any other purpose without our written consent.

**For M/s Prakash Chandra Jain & Co.**  
**Chartered Accountants**  
**FRN: 002438C**

**Dinesh C Jain**  
**Partner**  
**M. No. 041235**  
**UDIN: 22041235AGKUPN4384**

**Place: Vadodara**  
**Date: 04.04.2022**

## **ANNEXURE 1 TO THE STATEMENT OF TAX BENEFITS**

The information provided below sets out the possible special tax benefits available to the Company and the Equity Shareholders under the Act 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 the Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

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

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

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

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

The Shareholders of the Company are not entitled to any special tax benefits under the Act

#### **Note:**

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

We hereby give our consent to include our above referred opinion regarding the tax benefits available to the Company and to its shareholders in the DRHP/Prospectus

## **ANNEXURE 2 TO THE STATEMENT OF TAX BENEFITS**

The information provided below sets out the possible special tax benefits available to the Company and the Equity Shareholders under the GST Act 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 the Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

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

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

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

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

The Shareholders of the Company are not entitled to any special tax benefits under the GST Act

#### **Note:**

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

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

## **SECTION VIII – ABOUT THE COMPANY**

### **OUR INDUSTRY**

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

### **GLOBAL OUTLOOK**

The global economy enters 2022 in a weaker position than previously expected. As the new Omicron COVID-19 variant spreads, countries have reimposed mobility restrictions. Rising energy prices and supply disruptions have resulted in higher and more broad-based inflation than anticipated, notably in the United States and many emerging market and developing economies. The ongoing retrenchment of China's real estate sector and slower-than-expected recovery of private consumption also have limited growth prospects.

Global growth is expected to moderate from 5.9 in 2021 to 4.4 percent in 2022—half a percentage point lower for 2022 than in the October World Economic Outlook (WEO), largely reflecting forecast markdowns in the two largest economies. A revised assumption removing the Build Back Better fiscal policy package from the baseline, earlier withdrawal of monetary accommodation, and continued supply shortages produced a downward 1.2 percentage-points revision for the United States. In China, pandemic-induced disruptions related to the zero-tolerance COVID-19 policy and protracted financial stress among property developers have induced a 0.8 percentage-point downgrade. Global growth is expected to slow to 3.8 percent in 2023. Although this is 0.2 percentage point higher than in the previous forecast, the upgrade largely reflects a mechanical pickup after current drags on growth dissipate in the second half of 2022. The forecast is conditional on adverse health outcomes declining to low levels in most countries by end-2022, assuming vaccination rates improve worldwide and therapies become more effective.

Elevated inflation is expected to persist for longer than envisioned in the October WEO, with ongoing supply chain disruptions and high energy prices continuing in 2022. Assuming inflation expectations stay well anchored, inflation should gradually decrease as supply-demand imbalances wane in 2022 and monetary policy in major economies responds.

Risks to the global baseline are tilted to the downside. The emergence of new COVID-19 variants could prolong the pandemic and induce renewed economic disruptions. Moreover, supply chain disruptions, energy price volatility, and localized wage pressures mean uncertainty around inflation and policy paths is high. As advanced economies lift policy rates, risks to financial stability and emerging market and developing economies' capital flows, currencies, and fiscal positions—especially with debt levels having increased significantly in the past two years—may emerge. Other global risks may crystallize as geopolitical tensions remain high, and the ongoing climate emergency means that the probability of major natural disasters remains elevated.

With the pandemic continuing to maintain its grip, the emphasis on an effective global health strategy is more salient than ever. Worldwide access to vaccines, tests, and treatments is essential to reduce the risk of further dangerous COVID-19 variants. This requires increased production of supplies, as well as better in-country delivery systems and fairer international distribution. Monetary policy in many countries will need to continue on a tightening path to curb inflation pressures, while fiscal policy—operating with more limited space than earlier in the pandemic—will need to prioritize health and social spending while focusing support on the worst affected. In this context, international cooperation will be essential to preserve access to liquidity and expedite orderly debt restructurings where needed. Investing in climate policies remains imperative to reduce the risk of catastrophic climate change.

### **The Forces Shaping the Outlook**

Adverse developments since the October WEO mean that the global economy is entering 2022 in a weaker position than anticipated. News of the Omicron variant led to increased mobility restrictions and financial market volatility at the end of 2021. Supply disruptions have continued to weigh on activity. Meanwhile, inflation has been higher and more broad-based than anticipated, particularly in the United States. Adding to these pressures, the retrenchment in China's real estate sector appears to be more drawn out and the recovery in private consumption is weaker than previously expected.

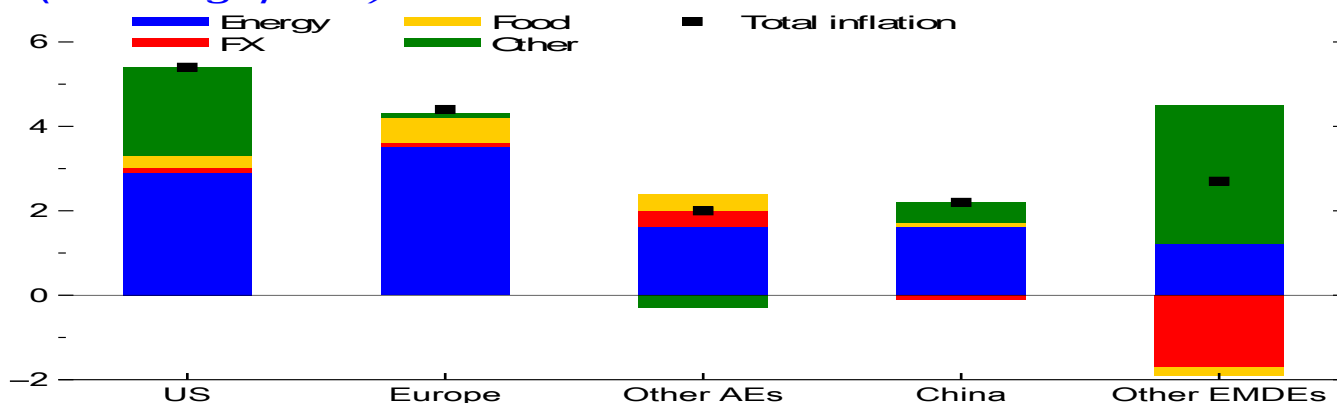
The pandemic's continued grip: Since the start of October, COVID-19 deaths have averaged about 7,000 a day worldwide, down from about 10,000 in late August. The diffusion of vaccines—although still uneven—has played a major role, with over 55 percent

of people having received at least one dose. Yet the emergence of the Omicron variant in late November threatens to set back this tentative path to recovery. As of mid-January, Omicron appeared to be more transmissible than Delta, but its symptoms are perhaps less severe. The net effect on hospitalizations and deaths is still unknown. The baseline forecast is conditioned on adverse health outcomes—severe illness, hospitalizations, and deaths—coming down to low levels in most countries by the end of 2022. This assumes that most countries achieve vaccination rates consistent with the IMF’s pandemic proposal<sup>1</sup> by end-2022, therapies become widely accessible, and the combination proves effective in protecting against Omicron and any other variants that emerge. Some emerging market and developing economies are anticipated to fall short of the vaccination target in 2022 and achieve sufficiently broad coverage only in 2023.

**Downside surprises in the second half of 2021:** Supply disruptions continued into the fourth quarter, hindering global manufacturing—especially in Europe and the United States. A resurgence in COVID cases (particularly in Europe) also held back a broader recovery. In China, disruptions from COVID outbreaks, interruptions to industrial production from power outages, declining real estate investment, and a faster-than-expected withdrawal of public investment all contributed to a second-half slowdown. Although there were signs of a global turnaround in November—with a pickup in international trade and upside surprises for services activity and industrial production data—this only partially offset earlier declines.

**Broadening price pressures:** The emergence of a new variant is not the only risk that has crystallized in recent months. Inflation continued to rise throughout the second half of 2021, driven by several factors of varying importance across regions (Figure 1). Fossil fuel prices have almost doubled in the past year, driving up energy costs and causing higher inflation, most prominently in Europe. Rising food prices have contributed to higher inflation, for example in sub-Saharan Africa. Meanwhile, ongoing supply chain disruptions, clogged ports, land-side constraints, and high demand for goods have also led to broadening price pressures, especially in the United States. Higher imported goods prices have contributed to inflation for example in Latin America and the Caribbean region.

**Figure 1. Change in Inflation, December 2020 — Latest**  
(Percentage points)



Sources: Haver Analytics; and IMF staff calculations.

Note: "Change in inflation" refers to the difference in year-over-year growth of the consumer price index between December 2020 and the latest available data. Stacked bars show the contribution of each component to that change. FX refers to short-term depreciation-induced inflation using estimates from Carrière-Swallow and others (2021). Sample includes countries for which all components are available. This covers 26 European countries, 2 other AEs, and 15 EMDEs. Purchasing-power-parity weights are used for aggregation. AEs = advanced economies; EMDEs = emerging market and developing economies; FX = import-weighted nominal effective exchange rate depreciation.

Monetary conditions have tightened globally. In the United States, with price and wage pressures broadening, the Federal Reserve decided to accelerate its taper of asset purchases and signaled that it will raise rates further in 2022 than previously expected. The European Central Bank (ECB) has announced it will end net asset purchases under the Pandemic Emergency Purchase Programme in March 2022, while it will temporarily increase net purchases by a modest amount under its longer-standing Asset Purchase Programme. The ECB has also committed to maintaining its key interest rates at current levels until adequate progress is made toward stabilizing inflation at its medium-term target.

### Global Growth Set to Moderate and Inflation to Persist Longer

Global growth is estimated at 5.9 percent in 2021 and is expected to moderate to 4.4 percent in 2022, half a percentage point lower than in the October 2021 World Economic Outlook (Table 1). The baseline incorporates anticipated effects of mobility restrictions, border closures, and health impacts from the spread of the Omicron variant. These vary by country depending on susceptibility of the population, the severity of mobility restrictions, the expected impact of infections on labor supply, and the importance of



contact-intensive sectors. These impediments are expected to weigh on growth in the first quarter of 2022. The negative impact is expected to fade starting in the second quarter, assuming that the global surge in Omicron infections abates and the virus does not mutate into new variants that require further mobility restrictions. Forecasts are based on information up to 18 January 2022.

**Table 1. Overview of the World Economic Outlook Projections**  
(Percent change, unless noted otherwise)

	Year over Year								
	Estimate				Difference from October 2021 WEO Projections 1/		Q4 over Q4 2/		
	2020	2021	2022	2023	2022	2023	Estimate	Projections	2023
							2021	2022	
<b>World Output</b>	<b>-3.1</b>	<b>5.9</b>	<b>4.4</b>	<b>3.8</b>	<b>-0.5</b>	<b>0.2</b>	<b>4.2</b>	<b>3.9</b>	<b>3.4</b>
<b>Advanced Economies</b>	<b>-4.5</b>	<b>5.0</b>	<b>3.9</b>	<b>2.6</b>	<b>-0.6</b>	<b>0.4</b>	<b>4.4</b>	<b>3.5</b>	<b>1.8</b>
United States	-3.4	5.6	4.0	2.6	-1.2	0.4	5.3	3.5	2.0
Euro Area	-6.4	5.2	3.9	2.5	-0.4	0.5	4.8	3.2	1.8
Germany	-4.6	2.7	3.8	2.5	-0.8	0.9	1.9	4.2	1.6
France	-8.0	6.7	3.5	1.8	-0.4	0.0	5.0	1.9	1.7
Italy	-8.9	6.2	3.8	2.2	-0.4	0.6	6.2	2.5	1.7
Spain	10.8	4.9	5.8	3.8	-0.6	1.2	4.9	5.0	2.5
Japan	-4.5	1.6	3.3	1.8	0.1	0.4	0.4	3.6	1.1
United Kingdom	-9.4	7.2	4.7	2.3	-0.3	0.4	6.3	3.8	0.5
Canada	-5.2	4.7	4.1	2.8	-0.8	0.2	3.5	3.9	1.9
Other Advanced Economies 3/	-1.9	4.7	3.6	2.9	-0.1	0.0	3.8	3.4	2.5
<b>Emerging Market and Developing Economies</b>	<b>-2.0</b>	<b>6.5</b>	<b>4.8</b>	<b>4.7</b>	<b>-0.3</b>	<b>0.1</b>	<b>4.0</b>	<b>4.3</b>	<b>4.8</b>
Emerging and Developing Asia	-0.9	7.2	5.9	5.8	-0.4	0.1	3.7	5.4	5.7
China	2.3	8.1	4.8	5.2	-0.8	-0.1	3.5	5.1	5.0
India 4/	-7.3	9.0	9.0	7.1	0.5	0.5	4.3	5.8	7.5
ASEAN-5 5/	-3.4	3.1	5.6	6.0	-0.2	0.0	3.5	5.6	5.9
Emerging and Developing Europe	-1.8	6.5	3.5	2.9	-0.1	0.0	5.8	2.2	3.0
Russia	-2.7	4.5	2.8	2.1	-0.1	0.1	4.2	2.1	1.8
Latin America and the Caribbean	-6.9	6.8	2.4	2.6	-0.6	0.1	3.7	1.8	2.6
Brazil	-3.9	4.7	0.3	1.6	-1.2	-0.4	0.6	1.5	1.4
Mexico	-8.2	5.3	2.8	2.7	-1.2	0.5	2.9	3.4	1.9
Middle East and Central Asia	-2.8	4.2	4.3	3.6	0.2	-0.2	...	...	...
Saudi Arabia	-4.1	2.9	4.8	2.8	0.0	0.0	5.2	5.3	2.8
Sub-Saharan Africa	-1.7	4.0	3.7	4.0	-0.1	-0.1	...	...	...
Nigeria	-1.8	3.0	2.7	2.7	0.0	0.1	2.4	2.1	2.3
South Africa	-6.4	4.6	1.9	1.4	-0.3	0.0	1.3	2.6	0.9
<i>Memorandum</i>									
World Growth Based on Market Exchange Rates	-3.5	5.6	4.2	3.4	-0.5	0.3	4.2	3.9	2.8
European Union	-5.9	5.2	4.0	2.8	-0.4	0.5	4.9	3.5	1.9
Middle East and North Africa	-3.2	4.1	4.4	3.4	0.3	-0.1	...	...	...
Emerging Market and Middle-Income Economies	-2.2	6.8	4.8	4.6	-0.3	0.0	4.0	4.3	4.8
Low-Income Developing Countries	0.1	3.1	5.3	5.5	0.0	0.0	...	...	...
<b>World Trade Volume (goods and services) 6/</b>	<b>-8.2</b>	<b>9.3</b>	<b>6.0</b>	<b>4.9</b>	<b>-0.7</b>	<b>0.4</b>	<b>...</b>	<b>...</b>	<b>...</b>
Advanced Economies	-9.0	8.3	6.2	4.6	-0.7	0.6	...	...	...
Emerging Market and Developing Economies	-6.7	11.1	5.7	5.4	-0.7	0.0	...	...	...
<b>Commodity Prices (US dollars)</b>									
Oil 7/	32.7	67.3	11.9	-7.8	13.7	-2.8	79.2	-4.7	-6.8

Nonfuel (average based on world commodity import weights)	6.7	26.7	3.1	-1.9	4.0	-0.4	17.2	1.5	-1.6
<b>Consumer Prices</b>									
Advanced Economies 8/	0.7	3.1	3.9	2.1	1.6	0.2	4.8	2.8	2.0
Emerging Market and Developing Economies 9/	5.1	5.7	5.9	4.7	1.0	0.4	5.9	5.1	4.3

Among changes to advanced economy forecasts for 2022, a revised assumption removing the Build Back Better fiscal policy package from the baseline, earlier withdrawal of monetary accommodation, and continued supply chain disruptions have contributed to a downgrade of 1.2 percentage points for the United States. In Canada, weaker data outturns toward the end of 2021 and anticipated softer external demand for 2022 (related to the US revision) have led to a 0.8 percentage-point downgrade. In the euro area, prolonged supply constraints and COVID disruptions produced a less severe revision of 0.4 percentage point—led by a markdown of 0.8 percentage point for Germany largely due to the economy’s exposure to supply chain shocks. Mobility restrictions imposed toward the end of 2021 are expected to drag on growth in the euro area in early 2022. In the United Kingdom, disruptions related to Omicron and supply constraints (particularly in labor and energy markets) mean that growth is revised down by 0.3 percentage point to 4.7 percent.

The 2022 forecast downgrade also reflects revisions among a few large emerging markets. In China, disruption in the housing sector has served as a prelude to a broader slowdown. With a strict zero-COVID strategy leading to recurrent mobility restrictions and deteriorating prospects for construction sector employment, private consumption is likely to be lower than anticipated. In combination with lower investment in real estate, this means that the growth forecast for 2022 is revised down relative to October by 0.8 percentage point, at 4.8 percent, with negative implications for trading partners’ prospects. The outlook has also weakened in Brazil, where the fight against inflation has prompted a strong monetary policy response, which will weigh on domestic demand. A similar dynamic is at work in Mexico, albeit to a lesser extent. In addition, the US downgrade brings with it the prospect of weaker-than-expected external demand for Mexico in 2022. In Russia, the forecast is marginally marked down because of a weak harvest and worse-than-expected third wave. South Africa’s growth forecast is downgraded in light of a softer-than-expected second half in 2021 and a weaker outlook for investment as business sentiment remains subdued.

The upward revision to global growth in 2023 is mostly mechanical. Eventually, the shocks dragging 2022 growth will dissipate and—as a result—global output in 2023 will grow a little faster. Among prominent revisions not due to the pandemic, India’s prospects for 2023 are marked up on expected improvements to credit growth—and, subsequently, investment and consumption—building on better-than-anticipated performance of the financial sector. Japan’s 2023 growth outlook is also revised up by 0.4 percentage point, reflecting anticipated improvements in external demand and continued fiscal support. The upward revision to 2023 global growth is, however, not enough to make up ground lost due to the downgrade to 2022. Cumulative global growth over 2022 and 2023 is projected to be 0.3 percentage point lower than previously forecast.

Inflation is expected to remain elevated in the near term, averaging 3.9 percent in advanced economies and 5.9 percent in emerging market and developing economies in 2022, before subsiding in 2023. Assuming medium-term inflation expectations remain well anchored and the pandemic eases its grip, higher inflation should fade as supply chain disruptions ease, monetary policy tightens, and demand rebalances away from goods-intensive consumption towards services. The rapid increase in fuel prices is also expected to moderate during 2022–23, which will help contain headline inflation. Futures markets indicate oil prices will rise about 12 percent and natural gas prices about 58 percent in 2022 (both considerably lower than the increases seen in 2021) before retreating in 2023 as supply-demand imbalances recede further. Similarly, food prices are expected to increase at a more moderate pace of about 4½ percent in 2022 and decline in 2023. In many countries, nominal wage growth remains contained despite employment and participation returning almost to pre-pandemic levels. But in the United States the story is different: a sharp decline in unemployment has been accompanied by buoyant nominal wage growth. This suggests a degree of tightening in US labor markets not evident elsewhere. If US labor force participation remains below pre-pandemic levels and discouraged workers remain on the sidelines, tighter labor markets may feed through to higher prices. As a result, the Federal Reserve communicated in December 2021 that it will taper asset purchases at a faster pace and signaled that the federal funds rate will likely be raised to 0.75–1.00 percent by the end of 2022, some 50 basis points higher than in the previous guidance.

Global trade is expected to moderate in 2022 and 2023, in line with the overall pace of the expansion. Assuming that the pandemic eases over 2022, supply chain problems are expected to abate later in the year. The accompanying moderation in global goods demand will also help reduce imbalances. Cross-border services trade—particularly tourism—is expected to remain subdued.

(Source-<https://www.imf.org/en/Publications/WEO/Issues/2022/01/25/world-economic-outlook-update-january-2022>)

## **INDIAN ECONOMY OVERVIEW**

### **Introduction**

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

### **Market size**

India's gross domestic product (GDP) at current prices stood at Rs. 51.23 lakh crore (US\$ 694.93 billion) in the first quarter of FY22, as per the provisional estimates of gross domestic product for the first quarter of 2021-22.

India is the fourth-largest unicorn base in the world with over 21 unicorns collectively valued at US\$ 73.2 billion, as per the Hurun Global Unicorn List. By 2025, India is expected to have ~100 unicorns by 2025 and will create ~1.1 million direct jobs according to the Nasscom-Zinnov report 'Indian Tech Start-up'.

India needs to increase its rate of employment growth and create 90 million non-farm jobs between 2023 and 2030's, for productivity and economic growth according to McKinsey Global Institute. Net employment rate needs to grow by 1.5% per year from 2023 to 2030 to achieve 8-8.5% GDP growth between 2023 and 2030.

According to data from the Department of Economic Affairs, as of August 27, 2021, foreign exchange reserves in India reached US\$ 633.5 billion mark.

### **Recent Developments**

With an improvement in the economic scenario, there have been investments across various sectors of the economy. The private equity - venture capital (PE-VC) sector recorded investments worth US\$ 10.7 billion across 137 deals in August 2021, registering a 5x YoY growth. Some of the important recent developments in Indian economy are as follows:

- India's merchandise exports between April 2021 and August 2021 were estimated at US\$ 164.10 billion (a 67.33% YoY increase). Merchandise imports between April 2021 and August 2021 were estimated at US\$ 219.63 billion (an 80.89% YoY growth).
- In August 2021, the Manufacturing Purchasing Managers' Index (PMI) in India stood at 52.3.
- The gross GST (Goods and Services Tax) revenue collection stood at Rs. 112,020 crore (US\$ 15.21 billion) in August 2021.
- According to the Department for Promotion of Industry and Internal Trade (DPIIT), FDI equity inflow in India stood at US\$ 547.2 billion between April 2000 and June 2021.
- India's Index of Industrial Production (IIP) for July 2021 stood at 131.4 against 122.6 for June 2021.
- Consumer Food Price Index (CFPI) – Combined inflation was 3.11 in August 2021 against 3.96 in July 2021.
- Consumer Price Index (CPI) – Combined inflation was 5.30 in August 2021 against 5.59 in July 2021.
- Foreign portfolio investors (FPIs) invested US\$ 2.5 billion in India in August 2021.

### **Government Initiatives**

The first Union Budget of the third decade of 21st century was presented by Minister for Finance & Corporate Affairs, Ms. Nirmala Sitharaman in the Parliament on February 1, 2020. The budget aimed at energising the Indian economy through a combination of short-term, medium-term and long-term measures.

In the Union Budget 2021-22, capital expenditure for FY22 is likely to increase to increase by 34.5% at Rs. 5.5 lakh crore (US\$ 75.81 billion) over FY21 (BE) to boost the economy.

Increased government expenditure is expected to attract private investments, with production-linked incentive scheme providing excellent opportunities. Consistently proactive, graded and measured policy support is anticipated to boost the Indian economy.

In September 2021, Prime Minister Mr. Narendra Modi approved the production-linked incentive (PLI) scheme in the textiles sector—for man-made fibre (MMF) apparel, MMF fabrics and 10 segments/products of technical textiles—at an estimated outlay of Rs. 10,683 crore (US\$ 1.45 billion).

In September 2021, the government approved a production-linked incentive (PLI) scheme for automobile and drone industries with an outlay of Rs. 26,058 crore (US\$ 3.54 billion) to boost the country's manufacturing capabilities.

In September 2021, Union Cabinet approved major reforms in the telecom sector, which is expected to boost employment, growth, competition and consumer interests. Key reforms include rationalisation of adjusted gross revenue, rationalisation of bank guarantees (BGs) and encouragement to spectrum sharing.

In September 2021, the government announced plans to release Rs. 56,027 crore (US\$ 7.62 billion) under various export promotion schemes to boost exports.

In August 2021, the Indian government approved Deep Ocean Mission (DOM) with a budget outlay of Rs. 4,077 crore (US\$ 553.82 million) over the next five years.

In May 2021, the government approved the production linked incentive (PLI) scheme for manufacturing advanced chemistry cell (ACC) batteries at an estimated outlay of Rs. 18,100 crore (US\$ 2.44 billion); this move is expected to attract domestic and foreign investments worth Rs. 45,000 crore (US\$ 6.07 billion).

The Union Cabinet approved the production linked incentive (PLI) scheme for white goods (air conditioners and LED lights) with a budgetary outlay of Rs. 6,238 crore (US\$ 848.96 million) and the 'National Programme on High Efficiency Solar PV (Photo Voltic) Modules' with an outlay of Rs. 4,500 crore US\$ 612.43 million).

In June 2021, the RBI (Reserve Bank of India) announced that the investment limit for FPI (foreign portfolio investors) in the State Development Loans (SDLs) and government securities (G-secs) would persist unaffected at 2% and 6%, respectively, in FY22.

To boost the overall audit quality, transparency and add value to businesses, in April 2021, the RBI issued a notice on new norms to appoint statutory and central auditors for commercial banks, large urban co-operatives and large non-banks and housing finance firms.

In May 2021, the Government of India has allocated Rs. 2,250 crore (US\$ 306.80 million) for development of the horticulture sector in 2021-22.

In November 2020, the Government of India announced Rs. 2.65 lakh crore (US\$ 36 billion) stimulus package to generate job opportunities and provide liquidity support to various sectors such as tourism, aviation, construction and housing. Also, India's cabinet approved the production-linked incentives (PLI) scheme to provide ~Rs. 2 trillion (US\$ 27 billion) over five years to create jobs and boost production in the country.

Numerous foreign companies are setting up their facilities in India on account of various Government initiatives like Make in India and Digital India. Mr. Narendra Modi, Prime Minister of India, launched Make in India initiative with an aim to boost country's manufacturing sector and increase purchasing power of an average Indian consumer, which would further drive demand and spur development, thus benefiting investors. The Government of India, under its Make in India initiative, is trying to boost the contribution made by the manufacturing sector with an aim to take it to 25% of the GDP from the current 17%. Besides, the Government has also come up with Digital India initiative, which focuses on three core components: creation of digital infrastructure, delivering services digitally and to increase the digital literacy.

Some of the recent initiatives and developments undertaken by the Government are listed below:

- By November 1, 2021, India and the United Kingdom hope to begin negotiations on a free trade agreement. The proposed FTA between these two countries is likely to unlock business opportunities and generate jobs. Both sides have renewed their commitment to boost trade in a manner that benefits all.
- In August 2021, NITI Aayog and Cisco collaborated to encourage women's entrepreneurship in India.
- In August 2021, Prime Minister Mr. Narendra Modi announced an initiative to start a national mission to reach the US\$ 400 billion merchandise export target by FY22.
- In August 2021, Prime Minister Mr. Narendra Modi launched digital payment solution, e-RUPI, a contactless and cashless instrument for digital payments.
- In June 2021, RBI Governor, Mr. Shaktikanta Das announced the policy repo rate unchanged at 4%. He also announced various measures including Rs. 15,000 crore (US\$ 2.05 billion) liquidity support to contact-intensive sectors such as tourism and hospitality.
- In June 2021, Finance Ministers of G-7 countries, including the US, the UK, Japan, Italy, Germany, France and Canada, attained a historic contract on taxing multinational firms as per which the minimum global tax rate would be at least 15%. The move is expected to benefit India to increase foreign direct investments in the country.
- In June 2021, the Indian government signed a US\$ 32 million loan with World Bank for improving healthcare services in Mizoram.

- In May 2021, the Government of India (GoI) and European Investment Bank (EIB) signed the finance contract for second tranche of EUR 150 million (US\$ 182.30 million) for Pune Metro Rail project.
- According to an official source, as of September 15, 2021, 52 companies have filed applications under the Rs. 5,866 crore (US\$ 796.19 million) production-linked incentive scheme for the white goods (air conditioners and LED lights) sector.
- In May 2021, Union Cabinet has approved the signing of memorandum of understanding (MoU) on migration and mobility partnership between the Government of India, the United Kingdom of Great Britain and Northern Ireland.
- In April 2021, Minister for Railways and Commerce & Industry and Consumer Affairs, Food & Public Distribution, Mr. Piyush Goyal, launched 'DGFT Trade Facilitation' app to provide instant access to exporters/importers anytime and anywhere.
- In April 2021, Dr. Ahmed Abdul Rahman AlBanna, Ambassador of the UAE to India and Founding Patron of IFIICC, stated that trilateral trade between India, the UAE and Israel is expected to reach US\$ 110 billion by 2030.
- India is expected to attract investment of around US\$ 100 billion in developing the oil and gas infrastructure during 2019-23.
- The Government of India is going to increase public health spending to 2.5% of the GDP by 2025.
- For implementation of Agriculture Export Policy, Government approved an outlay Rs. 2.068 billion (US\$ 29.59 million) for 2019, aimed at doubling farmers income by 2022.

## Road Ahead

As per the data published in a Department of Economic Affairs report, in the first quarter of FY22, India's output recorded a 20.1% YoY growth, recovering >90% of the pre-pandemic output in the first quarter of FY20. India's real gross value added (GVA) also recorded an 18.8% YoY increase in the first quarter of FY22, posting a recovery of >92% of its corresponding pre-pandemic level (in the first quarter of FY20). Also, in FY21, India recorded a current account surplus at 0.9% of the GDP. The growth in the economic recovery is due to the government's continued efforts to accelerate vaccination coverage among citizens. This also provided an optimistic outlook to further revive industrial activities.

As per RBI's revised estimates of July 2021, the real GDP growth of the country is estimated at 21.4% for the first quarter of FY22. The increase in the tax collection, along with government's budget support to states, strengthened the overall growth of the Indian economy.

India is focusing on renewable sources to generate energy. It is planning to achieve 40% of its energy from non-fossil sources by 2030, which is currently 30% and have plans to increase its renewable energy capacity from to 175 gigawatt (GW) by 2022. In line with this, in May 2021, India, along with the UK, jointly launched a 'Roadmap 2030' to collaborate and combat climate change by 2030.

India is expected to be the third largest consumer economy as its consumption may triple to US\$ 4 trillion by 2025, owing to shift in consumer behaviour and expenditure pattern, according to a Boston Consulting Group (BCG) report. It is estimated to surpass USA to become the second largest economy in terms of purchasing power parity (PPP) by 2040 as per a report by PricewaterhouseCoopers.

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

## Chemical Industry in India

### Introduction

Covering more than 80,000 commercial products, India's chemical industry is extremely diversified and can be broadly classified into bulk chemicals, specialty chemicals, agrochemicals, petrochemicals, polymers and fertilizers.

Globally, India is the fourth-largest producer of agrochemicals after the United States, Japan and China. India accounts for ~16% of the world production of dyestuffs and dye intermediates. Indian colorants industry has emerged as a key player with a global market share of ~15%. The country's chemicals industry is de-licensed, except for few hazardous chemicals. India holds a strong position in exports and imports of chemicals at a global level and ranks 14th in exports and 8th in imports at global level (excluding pharmaceuticals).

The domestic chemicals sector's small and medium enterprises are expected to showcase 18-23% revenue growth in FY22, owing to an improvement in domestic demand and higher realisation due to high prices of chemicals.

India's proximity to the Middle East, the world's source of petrochemicals feedstock, enables it to benefit on economies of scale.

## Market Size

The Indian chemicals industry stood at US\$ 178 billion in 2019 and is expected to reach US\$ 304 billion by 2025 registering a CAGR of 9.3%. The demand for chemicals is expected to expand by 9% per annum by 2025. The chemical industry is expected to contribute US\$ 300 billion to India's GDP by 2025.

An investment of Rs. 8 lakh crore (US\$ 107.38 billion) is estimated in the Indian chemicals and petrochemicals sector by 2025.

In August 2021, production volumes of key chemicals stood at 935,513 MT and petrochemicals at 1,716,781 MT.

The specialty chemicals constitute 22% of the total chemicals and petrochemicals market in India. The demand for specialty chemicals is expected to rise at a 12% CAGR in 2019-22. Indian manufacturers have recorded a CAGR of 11% in revenue between FY15 and FY21, increasing India's share in the global specialty chemicals market to 4% from 3%, according to the CRISIL report. A revival in domestic demand and robust exports will spur a 50% YoY increase in the capex of specialty chemicals manufacturers in FY22 to Rs. 6,000-6,200 crore (US\$ 815-842 million). Revenue growth is likely to be 19-20% YoY in FY22, up from 9-10% in FY21, driven by recovery in domestic demand and higher realisations owing to rising crude oil prices and better exports.

The petrochemicals demand is expected to record a 7.5% CAGR between 2019 and 2023, with polymer demand increasing at 8%. The Indian agrochemicals market is expected to register an 8% CAGR to reach US\$ 3.7 billion by FY22 and US\$ 4.7 billion by FY25.

In October 2021, exports of organic & inorganic chemicals increased 41.93% YoY to reach US\$ 2.56 billion.

## Investments and Recent Developments

A few recent developments/investments in the Indian chemical sector are as follows:

- In November 2021, Indian Oil Corporation (IOCL) announced plans to invest Rs. 3,681 crore (US\$ 495.22 million) to set up India's first mega-scale maleic anhydride unit for manufacturing high-value specialty chemicals at its Panipat Refinery in Haryana.
- In November 2021, Praj Industries Limited and Indian Oil Corporation inked a memorandum of understanding (MoU) to explore opportunities in the production of alcohol-to-jet (ATJ) fuels, 1G & 2G ethanol, compressed bio-gas (CBG) and related opportunities in the biofuels industry.
- In November 2021, Coromandel International announced plans to set up 1,650-metric-tonnes-per-day sulphuric acid plant at its fertiliser complex in Visakhapatnam with an investment of Rs. 400 crore (US\$ 53.69 million).
- On September 30, 2021, Prime Minister, Mr. Narendra Modi, inaugurated the CIPET: Institute of Petrochemicals Technology, Jaipur.
- In October 2021, Nayara Energy announced that it expects 15-20 new integrated petrochemical plants to become operational within the next decade in the country, to meet the rising demand for raw materials used in the plastics and clothing industries.
- In October 2021, Rosneft, Russia, launched a large-scale petrochemical production development programme in India with investments worth ~US\$ 750 million at the current implemented stage.
- In September 2021, Bharat Petroleum Corporation (BPCL), announced plans to invest US\$ 4.05 billion, to improve petrochemical capacity and refining efficiencies over the next five years.
- The government is planning to hold roadshows in eight overseas markets for the proposed investors' summit planned in January 2022, with focus on the petrochemicals sector, and is eager to attract investors to its newly launched Petroleum, Chemicals and Petrochemicals Investment Region (PCPIR) near the upcoming crude oil refinery in Pachpadra village (in Barmer district, Rajasthan).
- In September 2021, Dorf Ketal Chemicals India Pvt. Ltd., a company headquartered in Mumbai, India; and TriBonds Chemical Co., based in Dammam, the Kingdom of Saudi Arabia, have announced a joint venture (JV) to manufacture water specialty chemicals for applications in the Middle East refining and petrochemical industry. The JV will focus on meeting the energy and water management and processing needs of refineries, petrochemicals, fuel additives, plastics, lubricants, oil field chemicals, catalysts and adsorbents.
- In June 2021, the Rubber Skill Development Council (RSDC) announced that it is expanding its vertical to cover the chemicals and petrochemicals sectors and will be now known by the name Rubber, Chemical, Petrochemical Skill Development Council (RCPSDC). The council will implement skill training programmes in chemicals and petrochemicals verticals for the youth across country.
- In January 2020, Ultramarine & pigments have successfully commissioned the Sulphonation plant setup in Nellore, Andhra Pradesh, to manufacture surfactants and specialty chemicals.

- In December 2020, Bhoramdev Cooperative Sugar Factory Kawardha and Chhattisgarh Distillery's subsidiary NKJ Biofuel signed a memorandum of understanding (MoU) for the country's first ethanol plant to be set up in the state under the public-private partnership (PPP) model.
- In November 2020, Indian companies are witnessing interest from strategic investors led by Japan, Korea and Thailand, as they seek to diversify supply chains from China. This includes large deals in FY 2020—KKR's \$414 million acquisition of JB Chemicals and Pharmaceuticals Ltd. and Carlyle's \$210 million acquisition of SeQuent Scientific Ltd.
- On November 06, 2020, HIL (Hindustan Insecticides Limited) signed a memorandum of understanding with the Department of Chemicals & Petro Chemicals to achieve revenue target of Rs. 451 crore (US\$ 60.86 million).
- On November 04, 2020, Pidilite Industries acquired Huntsman Group's Indian subsidiary for Rs. 2,100 crore (US\$ 283.38 million) to strengthen adhesives and sealants portfolio that will complement the company's retail portfolio.
- In October 2020, Grasim Industries signed a definitive agreement with Lubrizol Advanced Materials (specialty chemical company) to manufacture and supply chlorinated polyvinyl chloride (CPVC) resin in Gujarat. The initial production is expected to begin in end-2022.

## Government Initiatives

The government has started various initiatives such as mandating BIS-like certification for imported chemicals to prevent dumping of cheap and substandard chemicals into the country.

The Indian government recognises chemical industry as a key growth element and forecast to increase share of the chemical sector to ~25% of the GDP in the manufacturing sector by 2025.

- Under the Union Budget 2021-22, the government allocated Rs. 233.14 crore (US\$ 32.2 million) to the Department of Chemicals and Petrochemicals.
- The Government of India is considering launching a production linked incentive (PLI) scheme in the chemical sector to boost domestic manufacturing and exports.
- A 2034 vision for the chemicals and petrochemicals sector has been set up by the government to explore opportunities to improve domestic production, reduce imports and attract investments in the sector. The government plans to implement production-link incentive system with 10-20% output incentives for the agrochemical sector; to create an end-to-end manufacturing ecosystem through the growth of clusters.
- In October 2020, the government urged players in the agrochemicals industry to come out with new molecules of global standards for the farmers' benefit, while CropLife India, the industry body, pitched for stable policies and regulatory regimes to boost growth in the sector.
- 100% FDI is allowed under the automatic route in the chemicals sector with few exceptions that include hazardous chemicals. Total FDI inflow in the chemicals (other than fertilisers) sector reached US\$ 18.69 billion between April 2000 and June 2021.
- The government has proposed several incentives for setting up a sourcing or manufacturing platform within an Indian SEZ:
  - Effective April 1, 2020, 100% Income Tax exemption on export income for SEZ units for the first five years, 50% for the next five years thereafter and 50% of the ploughed back export profit for next five years.
  - Single window clearance for central and state-level approvals.
  - Duty free import/domestic procurement of goods for development, operation and maintenance of SEZ units.
- In December 2020, the PCPIR policy is being completely redesigned. Under the new PCPIR Policy 2020-35, a combined investment of Rs. 10 lakh crore (US\$ 142 billion) is targeted by 2025, Rs. 15 lakh crore (US\$ 213 billion) by 2030 and Rs. 20 lakh crore (US\$ 284 billion) by 2035 in all PCPIRs across the country. The four PCPIRs are expected to generate employment for ~33.83 lakh people. ~3.50 lakh persons have been employed in direct and indirect activities related to PCPIRs by the end of 2020.

## Road Ahead

Despite the current pandemic situation, the Indian chemical industry has numerous opportunities considering the supply chain disruption in China and trade conflict among the US, Europe and China. Anti-pollution measures in China will also create opportunities for the Indian chemical industry in specific segments.

Additional support, in terms of fiscal incentives, such as tax breaks and special incentives through PCPIRs or SEZs to encourage downstream units will enhance production and development of the industry. The dedicated integrated manufacturing hubs under Petroleum, Chemicals and Petrochemicals Investment Regions (PCPIR) policy to attract an investment of Rs. 20 lakh crore (US\$ 276.46 billion) by 2035.

To bring about structural changes in the working of domestic chemical industry, future investments should not only focus on transportation of fuels such as petrol and diesel, but also on crude-to-chemicals complexes or refineries set up to cater to the production of chemicals.

(Source - <https://www.ibef.org/industry/chemical-industry-india.aspx>)

## Agrochemicals Industry

India is a net exporter of agrochemicals and the thirteenth-largest exporter of pesticides and disinfectants. The country's exports have increased on the account of low-cost manufacturing, availability of technically trained manpower, seasonal domestic demand, overcapacity, competitive pricing and strong presence in generic pesticide manufacturing.

Rise in demand in the agricultural segment is driving growth of agrochemicals in India. In October 2020, the government urged players in the agrochemicals industry to come out with new molecules of global standards for the farmers' benefit, while CropLife India, the industry body, pitched for stable policies and regulatory regimes to boost growth in the sector. In December 2020, India witnessed unrealized potential for growth in agrochemicals and is focusing on development of new products and judicious use of pesticides.

## Introduction to pesticides industry in India

### *Types of pesticides and their application*

The Indian agrochemicals industry can be primarily divided into the following types: a. Insecticides b. Fungicides c. Herbicides.

**a. Insecticides:** Insecticides enable protection of the crops from insects by either preventing their attack or destroying them. They help in controlling the pest population below a desired threshold level. They can be further classified based on their mode of action:

- **Contact insecticides:** Insects get killed on direct contact of these insecticides and they leave marginal residual activity which affects environment minimally.
- **Systemic insecticides:** Plant tissues absorb these insecticides and destroy insects when the insects feed on plants. These are generally related with long term residual activity.

**b. Fungicides:** Fungicides find their application in fruits, vegetables and rice and they are vital to contract post-harvest losses in vegetables and fruits. Fungicides are used to prevent fungi attack on crops and to handle diseases on crops. Protectants and eradicants are two types of fungicides. Protectants protect or hinder fungal growth and eradicants destroy the diseases on usage. This thus results in better productivity, contraction in crop blemishes and raises storage life.

**c. Herbicides:** Herbicides also known as weedicides are used to destroy unwanted plants. Unavailability of cheap labour leads to major usage of herbicides in rice and wheat crops. The demand for herbicides is seasonal as they develop in damp, warm climate and perishes in cold spells. They are of two types depending on the way of action, selective and non-selective. Selective herbicides destroy specific plants not harming the desired crop and non-selective herbicides are used for widespread ground clearance to handle weeds pre-crop planting.

Based on the usage, there are three types of herbicides. 1. Application prior to sowing of the crop (pre-emergence) 2. Application post developing of weeds (post-emergence) 3. Application right away subsequent to sowing (early post-emergence).

**d. Bio-pesticides:** These are the new age agrochemicals produced from substances of nature like plants, animal waste, bacteria and minerals. Bio-pesticides have a small share in agrochemicals market in India which is expected to grow backed by government support and increase in awareness about pesticides that are eco-friendly. These pesticides are easy to use and are environment friendly.

**e. Others:** This primarily comprises fumigants, bio stimulants, nematicides, rodenticides. They prevent crops from attack of the pests at the time of crop storage.

## Overview of pesticide value chain

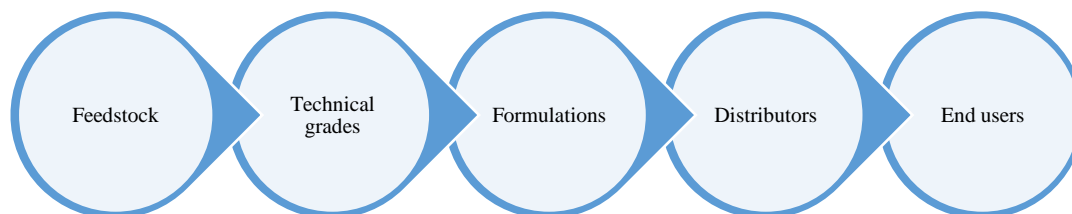
The value chain of pesticide industry involves five stages as shown in the chart below. The chain starts with feedstock moves to technical grades, formulations, distributors and concludes at end users.

The feedstock consists of petrochemical derivatives, natural feedstock and chemicals that goes in the making of technical grades.



Once the technical grade or active ingredient is synthesized, the process moves to formulations. Chemical synthesis is the method of transforming a reactant or starting material into a product or several products by one or more chemical reactions. The active ingredient controls pests and gives controlling action to the pesticides. This ingredient repels, destroys or alleviates pests. It is also known as pesticide's technical grade. The active ingredient is the technical grade of the pure pesticide.

### Pesticide value chain



Pesticides are generally not applied in their pure form. It is usually formulated by adding inert ingredients that improve storage, handling, application, effectiveness or safety. The inert ingredients, which involves solvents, adjuvants and fillers aids handling, application, storage, effectiveness or safety of the pesticides. This is the formulation process of pesticides.

While the active ingredient destroys the pest, the inert ingredient facilitates ease of handling, spraying and coating on plants. Following this, formulations are available to distributors who sells it to the end users like farmers.

### Central Insecticides Board - established Under Section 4 of the Insecticides Act, 1968

#### Objectives

- a. The Central Insecticides Board advises the Central Government and State Governments on technical matters arising out of the administration of this Act and to carry out the other functions assigned to the Board by or under this Act.
- b. The matters on which the Board may advise includes :
  - the risk to human being or animals involved in the use of insecticides and the safety measures necessary to prevent such risk;
  - the manufacture, sale, storage, transport and distribution of insecticides with a view to ensure safety to human beings or animals.

#### Functions

- a. Advise the Central Government on the manufacture of insecticides under the Industries (Development and Regulation) Act, 1951 (65 of 1951).
- b. Specify the uses of the classification of insecticides on the basis of their toxicity as well as their being suitable for aerial application.
- c. Advise tolerance limits for insecticides residues and establishment of minimum intervals between the application of insecticides and harvest in respect of various commodities.
- d. Specify the shelf-life of insecticides.
- e. Suggest colourisation, including colouring matter which may be mixed with concentrates of insecticides, particularly those of highly toxic nature.
- f. Carry out such other functions as are supplemental, incidental or consequential to any of the functions conferred by the Act or the Rules.

By laws have been framed for Central Insecticides Board. The by laws require Central Insecticides Board to meet atleast once in 6 months.

### Registration Committee - established under Section 5 of the Insecticides Act, 1968

#### Objectives

- a. To register insecticide after scrutinizing their formulae and verifying claims made by the importer or the manufacturer, as the case may be, as regards their efficacy and safety to human being and animals; and

- b. To perform such other functions as are assigned to it by or under this Act.

### **Functions**

The Registration Committee shall, in addition to the functions assigned to it by the Act , perform the following functions, namely

- a. Specify the precautions to be taken against poisoning through the use or handling of insecticides
- b. Carry out such other incidental or consequential matters necessary for carrying out the functions assigned to it under the Act or these rules.

Registration Committee meets normally once in a month to transact its business. It meets fortnightly exclusively for registration for export, if required.

## **BUSINESS OVERVIEW**

*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 Aristo Bio-Tech and Lifescience Limited. All financial information included herein is based on our “Financial information of our company” included on page 138 of this Draft Prospectus.*

### **Overview**

Our Company is an agrochemical company engaged in the manufacturing, formulation, supplying, packaging and job work services in various Pesticides such as Insecticides, Herbicides, Fungicides, Plant Growth Regulators and a wide variety of other Agrochemicals for India as well as for Export. Agrochemical industries are very vast field and deals with production and distribution of pesticides and fertilizers to increase the crop yields. Agrochemicals (Crop protection products/pesticides) are designed to protect crops from insects, diseases and weeds. Currently our company has 158 products registered with CIB&RC for manufacturing and sales. In Addition, the company has applied for registration of 4 products with CIB&RC which are pending at various stages. Company is currently manufacturing and selling its products across 20 states in India and 15 countries.

Our Company was originally incorporated on March 17, 2005 as “Aristo Bio-Tech and Lifescience Private Limited” under the provisions of the Companies Act, 1956 with the Registrar of Companies, Maharashtra, Mumbai. Subsequently our Company was converted into Public Limited Company and name of company was changed from “Aristo Bio-Tech and Lifescience Private Limited” to “Aristo Bio-Tech and Lifescience Limited” vide fresh certificate of incorporation dated May 20, 2020 issued by the Registrar of Companies, Mumbai. Further our Company has changed the registered office from State of Maharashtra to Gujarat vide Certificate of Registration of Regional Director order for Change of State dated November 18, 2021 issued by Registrar of Companies, Ahmedabad.

Our Registered Office and our state of the art Agrochemical and Pesticide Formulation & Packaging Unit of the company is situated at E-24, 25, 26, G.I.D.C Estate, Manjusar, Taluka Savli, Vadodara, Gujarat - 391775, India having latest Quality Control, Manufacturing and Packaging Machinery and Equipments.

Our Company is an ISO 9001: 2015 certified company for Quality Management System which confirms to the requirements of the quality standard for manufacturing of agrochemicals and pesticides and SMERA SME 3 for good credit worthiness.

Our diversified product portfolio can be classified as Herbicides/Weedicides, Fungicides, Plant Growth Regulator and Insecticides. Agrochemicals are an important agricultural support and boosts to it, while preventing, reducing and eliminating the impact of disease to increase food output and safety. Our company has risen out the diversified portfolio of agrochemical product segment. Instituted with a vision to cater to growing needs of the agriculture market and provide high quality products, it now bags a wide range of agrochemicals products in its product portfolio like herbicides, insecticides, fungicides, plant growth regulators & fertilizers in various forms – liquid, dust, powder and granules. The Company has expanded its operations beyond the borders of its state of inception to Punjab and Uttar Pradesh.

Besides manufacturing our own products, our company also provide Contract manufacturing, Job work and Toll manufacturing services for Crop Protection companies.

Our company has adequate production and quality control system. All formulations are strictly tested with the latest available guidelines and testing methods by our in-house Quality Control Lab personnel. High Performance Liquid Chromatography (HPLC), Ultraviolet Spectrography (UV) and Gas Chromatography (GC) are used to ensure top quality Raw materials and formulation testing and release. Strict testing for all Packing materials like Tin, HDPE bottles, Coextruded bottles, Fluorinated HDPE bottles, Pet bottles, Labels, Mono cartons, Corrugated boxes, Laminated pouches is also done as per the Food and Agriculture Organization of the United Nations (FAO) and Bureau of Indian Standards (BIS) guidelines and testing methods. All Finished goods are re-tested and counter samples are stored separately in sample storage rooms.

Our Promoter Mr. Narendra Singh Barhat who has been instrumental in the growth of our business and actively advise us on finance, corporate strategy and planning. We have a strong management team with significant industry experience. Our Chairman and Managing Director, Mr. Narendra Singh Barhat has 45 years of experience in pesticides marketing & manufacturing thus vast experience of the Promoter has been instrumental in determining the vision and growth strategies for our Company. We further

believe that our market position has been achieved by adherence to the vision of our Promoters and senior management team and their experience of over a decade in the industry in which our Company operates.

## **OUR STRENGTHS**

### ***Experienced management and a well-trained employee base***

Our management and employee team combines expertise and experience to outline plans for the future development of the Company. Mr. Narendra Singh Barhat, our Promoter and Managing Director have significant industry experience and has been instrumental in the consistent growth of our company. The promoters are supported by an experienced team who knows in and out of the Company's business. We believe that the knowledge and experience of our promoter and management enables us to identify new opportunities, rapidly respond to market conditions, adapt to changes in the business landscape and competitive environment and enhances the growth in the business. For further details regarding the educational qualifications and experience of our Board of Directors and our Key Managerial Personnel please refer to the chapter titled "Our Management" beginning on page 119 of this Draft Prospectus.

### ***Existing client relationship***

We believe in constantly addressing the customer needs for variety of our products. Our existing client relationships help us to get repeated business from our customers. This has helped us maintain a long-term working relationship with our customers and improve our customer retention strategy. We have a strong existing client relationship which generates multiple repeated orders. We believe that our existing relationship with our clients represents a competitive advantage in achieving stable growth, gaining new clients and increasing our business.

### ***Quality Assurance and Standards***

Our Company believes in maintaining the highest quality for our product offerings. We are dedicated towards quality of our products. We adhere to quality standards as prescribed by our customers. We generate repetitive orders from our buyers, as we are capable of meeting their quality standards, which enables us to maintain and enhance our brand image in the market. Further our Company is an ISO 9001: 2015 certified company for Quality Management System which confirms to the requirements of the quality standard for manufacturing of agrochemicals and pesticides and SMERA SME 3 for good credit worthiness.

### ***Innovative Ideas***

Our Company is focusing on expanding our existing range of products in line with this vision, our strategy is to add new products to the existing product range and come out with new business ideas.

### ***Scalable Business Model***

Our business model is order driven, and comprises of optimum utilization of our existing resources. We believe that this business model has proved successful and scalable for us in the last few financial years. We have adequate capacity to scale upward and we also undertake aggressive marketing of our products along with maintaining superior quality.

### ***Cost effective production and timely fulfillment of orders***

Timely fulfillment of the orders is a prerequisite in our industry. Our Company has taken various steps in order to ensure adherence to timely fulfillment and also to achieve greater cost efficiency. Our Company constantly endeavors to implement an efficient procurement policy for inputs required for production so as to ensure cost efficiency in procurement which in turn results in cost effective production.

## **OUR STRATEGIES**

### ***Expand our Current Business Relationships***

Our goal is to build long-term sustainable business relationships with our customers to generate increasing revenues. We plan to continue to expand the scope and range of products provided to our existing customers by continuing to build our expertise and extending our capabilities. Leveraging our market skills and relationships is a continuous process in our organization and the skills that we impart in our people give importance to customers. We aim to do this by leveraging our marketing skills and relationships and further enhancing customers base. Our ability to maintain and improve the products we offer to customers enables us to generate stable revenue and minimize customer complaints. We now focus on guiding the overall experience of our customer which is intended to upgrade the experience of customer to one of much greater engagement and satisfaction.

***Improving operational efficiencies***

Our Company intends to improve efficiencies to achieve cost reductions so that they can be competitive. We believe that this can be done through domestic presence and economies of scale. Increasing our penetration in existing regions with new range of products, will enable us to penetrate into new catchment areas within these regions and optimize our infrastructure. As a result of these measures, our company will be able to increase its market share and profitability.

***Optimal Utilization of Resources***

Our Company constantly endeavors to optimize the utilization of resources. We have invested significant resources, and intend to further invest in our activities to develop customized systems and processes to ensure effective management control. We regularly analyze our existing policies to be carried out for providing our products which enables us to identify the areas of bottlenecks and correct the same. This helps us in improving efficiency and putting resources to optimal use. We also intend to continue to build on our inclusive culture to ensure our employees remain engaged and committed to delivering exceptional service.

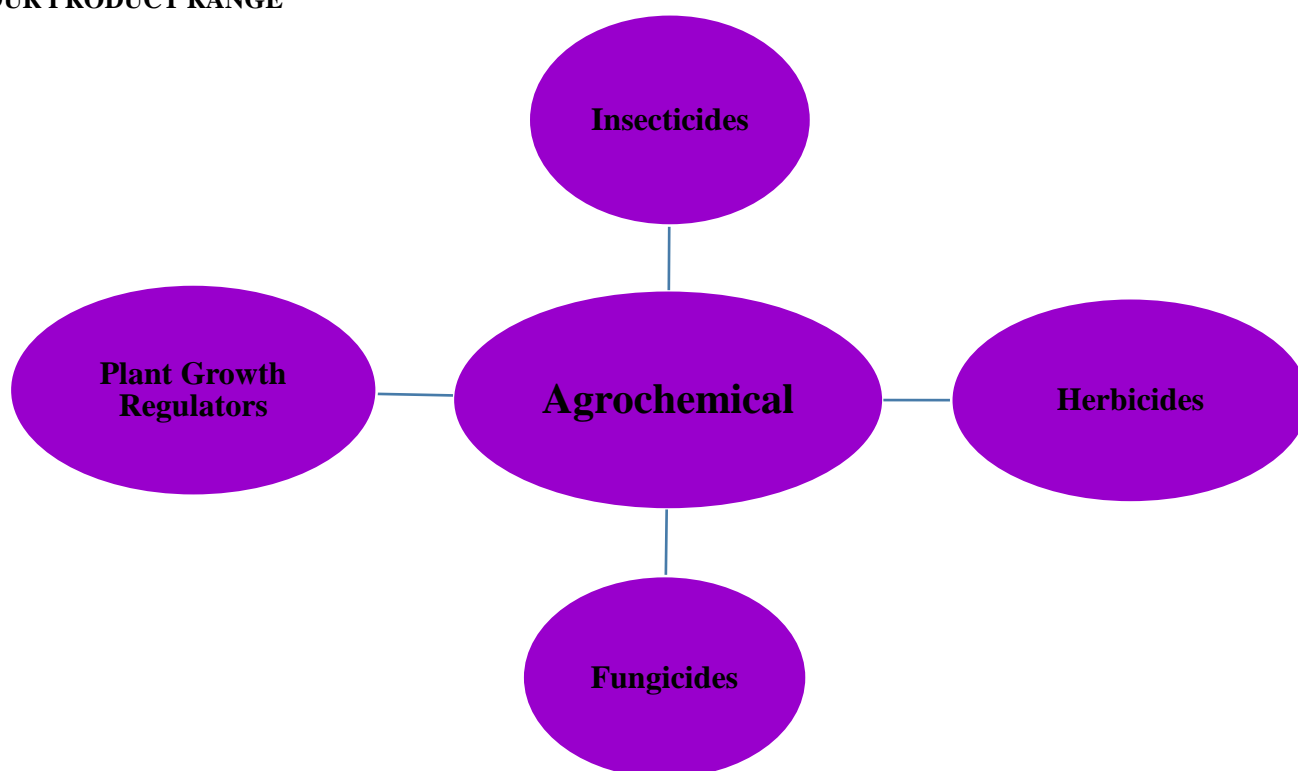
***Enhancing existing production and product quality***

We believe quality service and products of global standards will be of utmost importance for customer retention and repeat-order flow. We intend to have close interaction with our customers in a bid to strengthen our relationships with them. We train our employees to consistently design and deliver client focused solutions. We believe that our quality products have earned us a goodwill from our customers, which has resulted in repeat services orders from many of them.

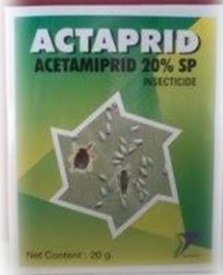



***To Build-Up a Professional Organization***





We believe in transparency, commitment and coordination in our work, with our suppliers, customers, government authorities, banks etc. We have a blend of the experience and the 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 sounder and stronger in times to come





**OUR PRODUCT RANGE**



**Insecticides and Insect Growth Regulators:** These are chemicals used against insects. They include ovicides and larvicides used against the eggs and larvae of insects, respectively. Insecticides are used in agriculture, medicine, industry, and general home use. The use of insecticides is believed to be one of the major factors behind the increase in agricultural productivity in the 20th century.

Products		Specifications
<p><b>Acetamiprid 20% SP</b></p>		<ul style="list-style-type: none"> <li>Acetamiprid 20% SP is a soluble powder formulation containing 20% of the active ingredient Acetamiprid. Acetamiprid 20% SP is a highly effective systemic insecticide for the control of aphids, jasssids and whiteflies in cotton, chillies, cabbage and okra crops and brown plant hopper in rice crop.</li> <li>We manufacture and supply best quality Acetamiprid 20% SP (Soluble Powder) and Indoxacarb 14.5% + Acetamiprid 7.7% SC (Soluble Concentrate) crop protection insecticide product in India.</li> <li>We supply Acetamiprid Technical 97% min. in India as well for Export.</li> <li>We also provide formulation and packaging of Acetamiprid 200 SP g/kg for Export to various countries around the world.</li> <li>Packaging: Laminated Aluminium Pouch, Labeling, Leaflets, Mono-cartons, Corrugated box (UN approved packaging)</li> <li>Pack Sizes: 500 Grams, 250 Gms, 100 Gm, 50 Gm (or as per requirement); Per box quantity: 10 Kg.</li> </ul>
<p><b>Alphacypermethrin 10 EC</b></p>		<ul style="list-style-type: none"> <li>It is used for Adult Mosquitoes, Adult Houseflies, Cockroach at Domestic, Household premises, buildings, hospitals.</li> <li>We supply Alpha Cypermethrin Technical in India as well for Export.</li> <li>We also provide formulation and packaging of Alphacypermethrin 50, 100, 250 g/L w/v EC / SC / WP for Export to various countries around the world.</li> <li>Packaging: PET / HDPE / Coex bottles, Labeling, Shrink, Leaflets, Corrugated box (UN approved packaging)</li> <li>Pack Sizes: 1 Liter, 500 ML (or as per requirement); Per box quantity: 10 Liters</li> </ul>
<p><b>Buprofezin 25 SC</b></p>		<ul style="list-style-type: none"> <li>It is used to control sucking pests of rice.</li> <li>We supply Alpha Cypermethrin Technical in India as well for Export.</li> <li>We also provide supply and packaging of Buprofezin 250, 400, 440 g/L SC / WP for Export to various countries around the world.</li> <li>Packaging: HDPE / Coex bottles, Labeling, Shrink, Leaflets, Corrugated box (UN approved packaging)</li> <li>Pack Sizes: 1 Liter, 500 ML (or as per requirement); Per box quantity: 10 Liters</li> </ul>
<p><b>Chlorpyrifos 20 EC</b></p>		<ul style="list-style-type: none"> <li>It is used to control hispa, leaf roller, gall midge, stem borer of paddy, aphid and pod borer of beans, bollworms, whitefly &amp; cut worm of cotton and termite in building, forestry, wheat, gram, barley. Sugarcane crops etc.</li> <li>Chlorpyrifos 50 % + Cypermethrin 5 % EC &amp; Chlorpyrifos 16% + Alphacypermethrin 1% EC is also supplied.</li> <li>We supply Chlorpyrifos Technical 94% &amp; 98% min. in India as well for Export.</li> <li>We also provide formulation and packaging of             <ul style="list-style-type: none"> <li>Chlorpyrifos 200 g/l EC</li> <li>Chlorpyrifos 408 g/l EC</li> <li>Chlorpyrifos 480 g/l EC</li> <li>Chlorpyrifos 500 g/L w/v EC for Export to various countries around the world.</li> </ul> </li> </ul>






		<ul style="list-style-type: none"> <li>• Packaging: Tin / PET / Aluminium / Coex bottles, Labeling, Shrink, Leaflets, Corrugated box (UN approved packaging)</li> <li>• Pack Sizes: 1 Liter, 500 ML (or as per requirement); Per box quantity: 10 Liters</li> </ul>
<b>Chlorpyrifos 50% + Cypermethrin 5% EC (Emulsifiable Concentrate)</b>		<ul style="list-style-type: none"> <li>• It is recommended to control Aphid, jassid, thrips, white fly, American bollworm, pink bollworm, spodotera litura of cotton.</li> <li>• Packaging: Coex / Pet / Aluminium bottles, Labeling, Shrink, Leaflets, Corrugated box (UN approved packaging)</li> <li>• Pack Sizes: 1 Liter, 500 ML, 5 Liter (or as per requirement); Per box quantity: 10 Liters</li> </ul>
<b>Cyper 25 EC</b>		<ul style="list-style-type: none"> <li>• Cypermethrin is a synthetic pyrethroid insecticide used to kill insects on cotton and lettuce, and to kill cockroaches, fleas, and termites in houses and other buildings.</li> <li>• We supply Cypermethrin Technical in India as well for Export.</li> <li>• We also provide formulation and packaging of <ul style="list-style-type: none"> <li>○ Cypermethrin 50 g/l EC</li> <li>○ Cypermethrin 100 g/l EC</li> <li>○ Cypermethrin 200 g/l EC</li> <li>○ Cypermethrin 250 g/l EC</li> <li>○ Cypermethrin 40% EC (400 g/L w/v) for Export to various countries around the world.</li> </ul> </li> <li>• Packaging: Coex / Tin / PET / Aluminium bottles, Labeling, Shrink, Leaflets, Corrugated box (UN approved packaging)</li> <li>• Pack Sizes: 1 Liter, 500 ML, 5 Liter (or as per requirement); Per box quantity: 10 Liters</li> </ul>
<b>Emamectin Benzoate</b>		<ul style="list-style-type: none"> <li>• It is recommended for the control of bollworms in cotton and shoot and fruit borer in okra.</li> <li>• We also provide formulation and packaging of Emamectin Benzoate 50 g/kg SG and 19 g/l w/v EC SC for Export to various countries around the world.</li> <li>• Packaging: Pouch, HDPE / Coex bottles, Labeling, Shrink, Leaflets, Corrugated box (UN approved packaging)</li> <li>• Pack Sizes: 1 Kg or Liter, 500 Grams or ML (or as per requirement); Per box quantity: 10 Kg or Liters</li> </ul>
<b>Fipronil 5 SC</b>		<ul style="list-style-type: none"> <li>• It is used to control insects like stem borer, brown plant hopper and whorl maggot etc. on rice, Diamond back moth in cabbage and thrips, aphid, fruit borer of chilli &amp; shoot borer of sugarcane crops.</li> <li>• We supply Fipronil Technical 95% &amp; 97% min. in India as well for Export.</li> <li>• We also provide supply and packaging of <ul style="list-style-type: none"> <li>○ Fipronil 50 g/l SC</li> <li>○ Fipronil 3 G</li> <li>○ Fipronil 800 WG</li> <li>○ Fipronil 25 EC for Export to various countries around the world.</li> </ul> </li> <li>• Packaging: HDPE bottles, Labeling, Shrink, Leaflets, Corrugated box (UN approved packaging)</li> <li>• Pack Sizes: 1 Liter, 500 ML (or as per requirement); Per box quantity: 10 Liters</li> </ul>

<p><b>Imidacloprid 17.8% SL OD 30.5% SC 70% WG 48% FS</b></p>		<ul style="list-style-type: none"> <li>• Imidacloprid is a systemic insecticide used as a spray for the control of sucking and other insects - Thrips, Aphids, Jassids, Brown plant hopper, White backed plant hopper etc in different crops like Cotton, Paddy, Sugarcane, Mango, Groundnut, Grapes, Chillies, Tomato etc.</li> <li>• We manufacture and supply best quality Imidacloprid 17.8% SL (200 g/l) (Soluble Concentrate Liquid) and Imidacloprid 30.5% SC (350 g/l) (Suspension Concentrate) in India and for export.</li> <li>• We also supply Imidacloprid 70% WG and Imidacloprid 48% w/w FS (600 g/l) in India as well as for Export to various countries around the world.</li> <li>• Packaging: HDPE / Coex bottles, Labeling, Shrink, Leaflets, Corrugated box (UN approved packaging)</li> <li>• Pack Sizes: 1 Liter, 500 ml (or as per requirement); Per box quantity: 10 Kg or Liters.</li> </ul>
<p><b>Indoxacarb 14.5 SC</b></p>		<ul style="list-style-type: none"> <li>• It is a Broad-Spectrum Contact and stomach insecticide use for the control of bollworms in Cotton Crops.</li> <li>• Indoxacarb 14.5 + Acetamiprid 7.7 SC is also supplied.</li> <li>• We supply Indoxacarb Technical in India as well for Export.</li> <li>• We also provide supply and packaging of Indoxacarb 15% SC and 15.8% EC (150 g/L w/v) for Export to various countries around the world.</li> <li>• Packaging: Aluminium / Coex bottles, Labeling, Shrink, Leaflets, Corrugated box (UN approved packaging)</li> <li>• Pack Sizes: 1 Liter, 500 ML, 250 ML (or as per requirement); Per box quantity: 10 Liters</li> </ul>
<p><b>Lambda 5 EC</b></p>		<ul style="list-style-type: none"> <li>• It is used to control of pest like bollworms jassids, thrips on cotton.</li> <li>• We supply Lambda Cyhalothrin Technical in India as well for Export.</li> <li>• We also provide formulation and packaging of <ul style="list-style-type: none"> <li>○ Lambdacyhalothrin 25 g/l EC</li> <li>○ Lambda cyhalothrin 50 g/l EC CS</li> <li>○ Lambda-cyhalothrin 100 g/L w/v EC CS</li> <li>○ Lambda-cyhalothrin 100 g/kg WP for Export to various countries around the world.</li> </ul> </li> <li>• Packaging: PET / Aluminium / Coex bottles / Pouch, Labeling, Shrink, Leaflets, Corrugated box (UN approved packaging)</li> <li>• Pack Sizes: 1 Liter or Kg, 500 ml / Grams, 5 Liter (or as per requirement); Per box quantity: 10 Liters/ Kg;</li> </ul>
<p><b>Thiamethoxam 25 % WG, 75 % SG &amp; 30 % FS</b></p>		<ul style="list-style-type: none"> <li>• Thiamethoxam is a broad spectrum systemic insecticide having quick stomach and contact action and is recommended for its use to control Stem borer, Gall midge, Leaf folder, Brown plant-hopper (BHP), Whitebacked plant-hopper (WBPH), Green leaf hopper (GLH) , Thrips in Rice; Jassids, Aphids and White flies in Cotton; Hoppers in Mango; Aphids in Wheat and Mustard; Whiteflies in Tomato; White flies, Jassids in Brinjal; Mosquito bug in Tea, Aphids in Potato, Psylla in Citrus.</li> <li>• We manufacture and supply best quality Thiamethoxam 25% WG &amp; 75% SG (Soluble Granules) and Thiamethoxam 30% FS (Suspension Concentrate for seed treatment) in India and for export.</li> <li>• We also supply Thiamethoxam 141 g/l (12.6% w/w) + Lambda-cyhalothrin 106 (9.5% w/w) g/l SC ZC in India as well as Export to various countries around the world.</li> <li>• Packaging: Pouch / HDPE / Coex bottles, Labeling, Shrink, Leaflets, Corrugated box (UN approved packaging)</li> </ul>







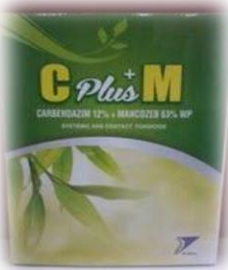
		<ul style="list-style-type: none"> <li>• Pack Sizes: 1 Kg or Liter, 500 Grams or ML (or as per requirement); Per box quantity: 10 Kg or Liters</li> </ul>
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**Herbicides:** These are also commonly known as weed killers, are pesticides used to kill unwanted plants and control weeds. Selective herbicides kill specific targets, while leaving the desired crop relatively unharmed. Some of these acts by interfering with the growth of the weed and are often synthetic mimics of natural plant hormones. Herbicides used to clear waste ground, industrial sites, railways and railway embankments are not selective and kill all plant material with which they come into contact. Smaller quantities are used in forestry, pasture systems, and management of areas set aside as wildlife habitat.


Products		Specifications
<b>Vam C (Ramban)</b> <b>Chlormequat Chloride</b> <b>50 % SL</b>		Chlormequat is a plant growth regulator used on ornamental plants. It is typically used as the chloride salt and is used to increase yields in wheat, rye, oats, and triticale; promote flower formation and improve fruit setting in pears, almonds, vines, olives, and tomatoes; to prevent premature fruit drop in pears, apricots, and plums. Also used on cotton, vegetables, tobacco, sugar cane, mangoes, and other crops.
<b>Pretilachlor 50 EC</b>		<ul style="list-style-type: none"> <li>• It is used to control grassess, sedges, broad leaved weeds like Echinochloa spp. Cyperus difformis, Fimbristylis, Pannicum repens etc. in transplanted rice.</li> <li>• We supply Pretilachlor Technical in India as well for Export.</li> <li>• We also provide formulation, supply and packaging of Pretilachlor 500 EC g/L w/v for Export to various countries around the world.</li> <li>• Packaging: PET / HDPE plastic bottles, Labeling, Shrink, Leaflets, Corrugated box (UN approved packaging)</li> <li>• Pack Sizes: 1 Liter, 500 ML, 5 Liter (or as per requirement); Per box quantity: 10 Liters</li> </ul>
<b>Glyphosate 71 SG</b>		<ul style="list-style-type: none"> <li>• We supply Glyphosate Technical 95% min. in India as well for Export.</li> <li>• We also provide formulation, supply and packaging of Glyphosate 360, 480 g/L w/v SL for Export to various countries around the world.</li> <li>• Packaging: HDPE / Coex plastic bottles / Laminated Aluminium Pouch, Labeling, Shrink, Leaflets, Mono cartons, Corrugated box (UN approved packaging).</li> <li>• Pack Sizes: 1 Liter / Kg, 500 ML / Grams, 100 Gms, 5 Liter (or as per requirement); Per box quantity: 10 Liters / Kgs</li> </ul>
<b>Glyphosate 41 SL</b>		<ul style="list-style-type: none"> <li>• We supply Glyphosate Technical 95% min. in India as well for Export.</li> <li>• We also provide formulation, supply and packaging of Glyphosate 360, 480 g/L w/v SL for Export to various countries around the world.</li> <li>• Packaging: HDPE / Coex plastic bottles / Laminated Aluminium Pouch, Labeling, Shrink, Leaflets, Mono cartons, Corrugated box (UN approved packaging).</li> <li>• Pack Sizes: 1 Liter / Kg, 500 ML / Grams, 100 Gms, 5 Liter (or as per requirement); Per box quantity: 10 Liters / Kgs</li> </ul>
<b>Clodino 15 WP</b>		<ul style="list-style-type: none"> <li>• It is recommended for use to control grass weeds (Phalaris minor) in wheat.</li> <li>• We supply Clodinafop and Metsulfuron Technical in India as well for Export.</li> <li>• We also provide supply and packaging of Clodinafop 150WP for Export to various countries around the world.</li> <li>• Packaging: Laminated Aluminium Pouch, Labeling, Leaflets, Corrugated box (UN approved packaging)</li> <li>• Pack Sizes :20 Gm unit x8 nos=160 Grams Pouch Unit; Per box quantity:4Kg</li> </ul>

**Fungicides:** These are biocidal chemical compounds or biological organisms used to kill or inhibit fungi or fungal spores. Fungi can cause serious damage in agriculture, resulting in critical losses of yield, quality and profit. Fungicides are used both in agriculture and to fight fungal infections in animals. Chemicals used to control oomycetes, which are not fungi, are also referred to as fungicides as oomycetes use the same mechanisms as fungi to infect plants.

Products		Specifications
<p><b>Propi 25 EC</b></p>		<ul style="list-style-type: none"> <li>• It is used for the control of diseases such as karnal bunt, rusts of wheat, leaf spot, sheath blight of rice and rust of Soyabean.</li> <li>• We supply Propiconazole Technical in India as well for Export.</li> <li>• We also provide formulation and packaging of Propiconazole 250, 41.8 (418) EC / SC g/L w/v for Export to various countries around the world.</li> <li>• Packaging: HDPE / Coex plastic bottles, Labeling, Shrink, Leaflets, Corrugated box (UN approved packaging).</li> <li>• Pack Sizes: 1 Liter, 500 ML, 5 Liter (or as per requirement); Per box quantity: 10 Liters.</li> </ul>
<p><b>Metalaxyl+Mancozeb 72% WP</b></p>		<ul style="list-style-type: none"> <li>• Mixture of systemic fungicide Metalaxyl and contact fungicide Mancozeb ensures a double protection to the target plants during the period of active growth from the inside due to systemic activity of metalaxyl and from the outside due to contact activity of mancozeb.</li> <li>• We manufacture and supply best quality Metalaxyl 8% + Mancozeb 64% Wettable Powder (WP) crop protection fungicide in India.</li> <li>• Metalaxyl 35% WS (Powder for Slurry Seed Treatment) is also supplied.</li> <li>• We supply Metalaxyl Technical and Mancozeb Technical in India as well for Export.</li> <li>• We also provide supply and packaging of Metalaxyl 80 g/kg + Mancozeb 640 g/kg WP for Export to various countries around the world.</li> <li>• Packaging: Tri Laminated Aluminium Pouch, Labeling, Leaflets, Mono-cartons, Corrugated box (UN approved packaging)</li> <li>• Pack Sizes (SKUs): 1 Kg, 500 Grams, 5 Kg (or as per requirement); Per box quantity: 10 Kgs</li> </ul>
<p><b>Mancozeb 80 WP</b></p>		<ul style="list-style-type: none"> <li>• It is used to control brown and black rust &amp; blight of wheat, leaf spot of sorgham and other fungal diseases of guava potato, tomato, apples, grapes and cumin crops.</li> <li>• Carbendazim 120 g + Mancozeb 630 g WP is also supplied.</li> <li>• We supply Mancozeb Technical in India as well for Export.</li> <li>• We also provide supply and packaging of Mancozeb 80 WP (800 g/Kg) &amp; Mancozeb 75 WG / WP (750 g/Kg) for Export to various countries around the world.</li> <li>• Packaging: Tri Laminated Aluminium Pouch, Labeling, Leaflets, Mono-cartons, Corrugated box (UN approved packaging)</li> <li>• Pack Sizes (SKUs) : 1 Kg, 500 Grams, 5 Kg (or as per requirement); Per box quantity: 10 / 20 Kg</li> </ul>
<p><b>Hexa 5% SC</b></p>		<ul style="list-style-type: none"> <li>• It is used for the control of Powdery mildew of mango and sheath blight of rice</li> <li>• We supply Hexaconazole Technical in India as well for Export.</li> <li>• We also provide formulation and packaging of Hexaconazole 50 g/L w/v EC / SC for Export to various countries around the world.</li> <li>• Packaging: HDPE / PET / Aluminium bottles, Labeling, Shrink, Leaflets, Corrugated box.</li> <li>• Pack Sizes: 1 Liter, 500 ML, 5 Liter (or as per requirement); Per box quantity: 10 Liters;</li> </ul>

<p><b>Carbendazim 12% + Mancozeb 63% WP</b></p>		<ul style="list-style-type: none"> <li>• Carbendazim 12%+ Mancozeb 63% WP is a very effective, crop protective and curative fungicide. It successfully controls blast disease of Paddy, leaf spot and blast disease of Groundnut, early blight, late blight, black scurf of Potato and blister blight, grey blight, red rust, die back &amp; black rot of Tea crop.</li> <li>• We manufacture and supply best quality Carbendazim 12 % + Mancozeb 63 % Wettable Powder (WP) crop protection fungicide in India as well as for export.</li> <li>• Carbendazim 25 % + Mancozeb 50 % WS (250 + 500 g/kg) is also supplied.</li> <li>• Packaging: Tri Laminated Aluminium Pouch, Labeling, Leaflets, Mono-cartons, Corrugated box (UN approved packaging)</li> <li>• Pack Sizes (SKUs): 1 Kg, 500 Grams, 250 gm (or as per requirement); Per box quantity: 10 Kgs</li> </ul>
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**Plant Nutrition and Plant Growth Regulators (PGR):** Plant growth regulators also known as plant exogenous hormones, are synthetic substances that are similar to natural plant hormones. They are used to regulate the growth of plants and are important measures to ensure agricultural production. Plant growth regulators will not be hazardous to human health if they are used in accordance with good agricultural practice. However, if they are misused, crops will grow excessively fast, resulting in ripening on the fruit surface with the core remaining raw, which will adversely affect the palatability and quality of fruits.

Products	Specifications
<p><b>Triacontanol 0.1% EW</b></p>	 <ul style="list-style-type: none"> <li>• It is recommended to increase the yield of crops like cotton, Chillies, Rice and Groundnuts.</li> <li>• We also provide supply and packaging of Triacontanol for Export to various countries around the world.</li> <li>• Packaging: HDPE bottles, Labeling, Leaflets, Corrugated box (UN approved packaging)</li> <li>• Pack Sizes (SKUs): 1 Ltr, 500 ML, 5 Liter (or as per requirement); Per box quantity: 10 Litres</li> </ul>

**OUR MANUFACTURING FACILITY**





## **OUR CLIENT BASE**

Our Company is regularly dealing with reputed and Multinational companies like National Fertilizers Limited, HIL (India) Limited, Modern Insecticides Limited etc.

Our strategy is to seek new customers and at the same time secure additional engagements from existing customers by providing high quality products and cross-selling of new products and services.

We believe that our current capabilities and plans for the future will ensure that we are well positioned to attract and develop new customer relationships. Business from new customers is accepted upon consideration of factors such as alignment of capabilities and customer expectation, volume of business and future business, potential for close partnership with long-term association, and an analysis of upfront costs.

The following table illustrates the concentration of our revenues among our top customers:

(Rs. in Lakhs)

Particular	October 31, 2021		Fiscal 2021		Fiscal 2020		Fiscal 2019	
	Revenue	In %	Revenue	In %	Revenue	In %	Revenue	In %
<b>Top 5 customers</b>	4556.08	44.32%	5503.59	33.00%	7887.83	39.41%	7054.35	35.29%
<b>Top 10 customers</b>	6188.35	60.20%	8392.38	50.32%	10849.51	54.21%	9998.13	50.02%

## **OUR LOCATION**

<b>Registered Office &amp; Production Unit</b>	E-24, 25, 26, G.I.D.C Estate, Manjusar, Taluka Savli, Vadodara, Gujarat - 391775, India.
<b>Branch Office</b>	4 Neel Orchid, Plot No-41, Sector 10 New Panvel (West), Navi Mumbai-410206, Mumbai, India
	Shop No. 30, First Floor hall at Ram Bag Road, Grain Market, Bathinda – 151001, Punjab, India
	S-296 first floor, sahara shopping centre, Faizabad road, Lucknow – 226016, Uttar Pradesh, India
<b>Warehouse</b>	Godown No 1, St. No. 5 , Hardev Nagar, Sivin Road, Bhatinda-151001

## **PLANT & MACHINERY**

Our production unit is situated at E-26, G.I.D.C Estate, Manjusar, Taluka Savli, Vadodara, Gujarat - 391775, India. Our Company is having infrastructural facilities with adequate power connection and labour force. The group is having managerial team consisting of first-generation management as well as technical experts.

Some of Machineries used in our manufacturing processes are Induction machine, servo auger filler, semi-automatic rotary indexing type volumetric liquid filing machine, strapping machine, fully automatic four head filling machine, filter machine, shrink packaging machine, plug press machine, homogenizer machine, wraparound labeling machine and carton sealing machine etc.

## **CAPACITY UTILIZATION**

S. No.	Name of Product	Total Capacity Installed	October, 2021		2020-21		2019-20		2018-19	
			Total Production	Capacity Utilization (in %)	Total Production	Capacity Utilization (in %)	Total Production	Capacity Utilization (in %)	Total Production	Capacity Utilization (in %)
1.	Herbicides (EC/EW/SL) Glyphosate SL Insecticides EC Insecticides SC & Fungicides	29870 KL/Year	5157.4 KL	17.27%	7907.041 KL	26.47%	5556.558 KL	18.60%	3502 KL	11.72%
2.	Insecticides EC	13050 KL/ Year	372.56 KL	2.85%	418.55 KL	3.21%	812.996 KL	6.23%	--	--
3.	Glyphosate SG	870 MT/Year	158 MT	18.16%	357 MT	41.03%	157 MT	18.05%	137.694 MT	15.83%
4.	Insecticides & Fungicides WP/SP ACM 30	580 MT/Year	192.38 MT	33.17%	507 MT	87.41%	478 MT	82.41%	--	--

The Plant operates in three shifts per day which is utilized as per orders received from customers.

## **COLLABORATIONS/ TIE – UPS/ JOINT VENTURES**

Except as disclosed in this Draft Prospectus, we do not have any Collaboration/Tie Ups/ Joint Ventures as on date of Draft Prospectus.

## **EXPORT AND EXPORT OBLIGATION**

The Details of export and export obligation as on the date of Draft Red Herring Prospectus is as follows:

Particulars	For the Period ended October 31, 2021	(Rs. in Lakhs) For the year ended March 31,		
		2021	2020	2019
Exports Sales (In Lakhs)	774.40	513.41	630.26	1271.07
% of Total Sales	7.37%	3.08%	3.15%	6.36%

Our Company does not have any export obligation as on date.

## **UTILITIES AND INFRASTRUCTURE FACILITIES**

Our registered office and Production unit is located at Vadodara, Gujarat. All our offices are equipped with computer systems, servers, relevant software and other communication equipment's, uninterrupted power supply, internet connectivity, security and other facilities, which are required for our business operations to function smoothly.

### Power

The company require regular and uninterrupted power supply for our day-to-day business activates including lightings, systems, etc. adequate power supply is available for our offices from MGVCCL. Also, we have installed Solar System of 50 KV.

### Water

Water is required for human consumption at office and adequate water sources are available from municipal water supply. The requirements are fully met at the existing premises.

## **HUMAN RESOURCES**

Our Company believe that our employees are key contributors to our business success and its ability to maintain growth depends to a large extent on our strength in attracting, training, motivating and retaining employees. We focus on attracting and retaining the best possible talent. Our Company looks for specific skill-sets, interests and background that would be an asset for its kind of business.

As on October 31, 2021 our Company has 44 employees on payroll. Our manpower is a prudent mix of the experienced and youth which gives us the dual advantage of stability and growth. Our work processes and skilled resources together with our strong management team have enabled us to successfully implement our growth plans.

## **SALES AND MARKETING**

We have some reputed companies in this industry as our customers. Our success lies in the strength of our relationship with our customers who have been associated with our Company for a long period. Our team through their vast experience and good rapport with clients owing to timely and quality delivery of service plays an instrumental role in creating and expanding a work platform for our Company. To retain our customers, our team regularly interacts with them and focuses on gaining an insight into the additional needs of such customers. We have spread our presence to domestic markets with large sales potential, low infrastructure costs and the availability of professional expertise. We have experienced & skill management team to motivate the sub-ordinates & staff to step towards their achievements & organizational goals. With their efficient management skills & co-ordination with sub-ordinate, they are always working as a catalyst to encourage the entire team for the development & nourishment of the organization.

Our company has also entered into agreements with some of the parties to undertake marketing of products produced by our company on the terms & conditions as discussed mutually. The products are marketed by the brand names of respective parties. The details of agreements entered into by the company are as follows:

S. No	Name of the Party	Validity Period
1.	M/s Burraq Enterprises Pvt Ltd.	Valid till December 2024
2.	M/s National Fertilizers Limited	Valid till July 30, 2023
3.	M/s Rotam Agrochemical Company Pvt. Ltd.	Valid till December 2025
4.	M/s Aravali Crop Science Limited	Valid till December, 2023

## **COMPETITION**


We operate in a highly competitive industry as our industry has number of players. Instead of providing quality standards, brand value and value for money client's decision depends highly on prices and our competitors may have access to raw material at lower prices. Shreeji Pesticides Private Limited, Kaival Agro Industries, New Pack Agro Chem, Umiya Agroes are some of our major competitors.

We have a number of competitors offering products similar to us. We believe that our cost effective and integrated offerings, our focus on customer satisfaction and our reliability combined with our quality consciousness provides us with competitive advantage in many of our products.

## **PROPERTY**

### **Intellectual Property**

Set forth below are the trademarks registered/abandoned/objected in the name of our Company under the Trademarks Act, 1999:

S.No.	Logo/ Trademark	Class	Nature of Trademark	Owner	Application No. & Date
1.	Trademark	5		Aristo Bio-Tech & Life Science Private Limited	Application No. – 3934942 Application Date – 04/09/2018 Status- Opposed

**The Details of Domain Name registered on the name of the Company is: -**

S. No.	Domain Name and ID	Sponsoring Registrar and IANA ID	Registrant Name	Creation Date	Registration Expiry Date
1.	www.aristobiotech.com	Registrar: 1763649777_DOMAIN_COM -VRSN Registrar IANA ID: 1495	Aristo Bio-Tech & Life Science Limited	03.12.2012	03.12.2022

**IMMOVABLE PROPERTY**

Details of our properties are as follows: -

**Properties owned/Leased by the Company**

S. No.	Details of the Property	Licensor/Lessor/Vendor	Owned/Leased	Consideration/ Lease Rental/ License Fees (in Rs.)	Use
1.	E-24, 25, G.I.D.C Estate, Manjusar, Taluka Savli, Vadodara, Gujarat - 391775, India.	Gujarat Industrial Development Corporation	Leased	Sale deed dated March 27, 2018 between M/s. Manshu Comtel Pvt. Ltd. through its director Mr. Mahendra Manrekarand and M/s Aristo Bio-Tech & Life Science Private Limited through its Director Mr. Narendra Singh Barhat for a consideration of Rs. 2,43,97,000 Lease deed dated 19.07.2018 entered into with GIDC for a period of 99 years computed from 21.01.2006 (the original date of allotment) at a premium of Rs. 21,20,000/- paid upper hand and annual rent of Rs. 10/- thereof.	Registered Office & Production Unit
2.	E-26, G.I.D.C Estate, Manjusar, Taluka Savli, Vadodara, Gujarat - 391775, India.	Gujarat Industrial Development Corporation	Leased	Lease deed dated December 19, 2006 between Gujarat Industrial Development Corporation and M/s Aristo Bio-Tech & Life Science Private Limited through its Director Mr. Narendra Singh Barhat for lumpsum amount of Rs. 10,60,000 for lease period of 99 years.	Registered Office & Production Unit
3.	4 Neel Orchid, Plot No-41, Sector 10 New Panvel (West), Navi Mumbai-410206, Mumbai, India	Mrs. Kusum Narendra Singh Barhat	Rented	Rent agreement dated August 22, 2019 between Mrs. Kusum Narendra Singh Barhat and M/s Aristo Bio-Tech & Life Science Private Limited through Mr. Sunil Gulabrao Patil for a period of 60 months at a monthly rent of Rs. 20,000.	Branch Office
4.	Shop No. 30, First Floor hall at Ram Bag Road, Grain Market, Bathinda – 151001, Punjab, India	Ashok Kumar (HUF) through its Karta Devan Shivala Singla	Rented	Rent agreement dated March 08, 2022 between Ashok Kumar (HUF) through its Karta Devan Shivala Singla and M/s Aristo Bio-Tech & Life Science Private Limited through Mr. Samar Singh Yadav for a period of 11 months starting from April 01, 2022 at a monthly rent of Rs. 16875.	Branch Office

5.	Godown No 1, St. No. 5 , Hardev Nagar, Sivin Road Bhatinda-151001	Bikram Singh Billing	Rented	Rent agreement dated March 03, 2022 between Bikram Singh and M/s Aristo Bio-Tech & Life Science Private Limited through Mr. Samar Singh Yadav for a period of 11 months starting from April 01, 2022 at a monthly rent of Rs. 15,000	Warehouse
6.	Old S.No. 353, 354, 355, Block No. 165/A/Paiki/1, Mouje village, Alindra, Tal. Salvi, Vadodara	Kasturbhai Jayantibhai Patel	Owned	Sale deed dated April 25, 2017 between M/s Aristo Bio-Tech & Life Science Private Limited through its Director Mr. Narendra Singh Barhat and Kasturbhai Jayantibhai Patel for consideration of Rs. 1,69,72,032/-	For Further Expansion
7.	Flat No. 101, Block No. 1770, Tower O, Manjusr, Ta Savli, Vadodara.	Mr. Agamsharan Gurusharan Brahmhatt, Mr. Achal Vasantbhai Brahmhatt, Mr. Bhanubhai Chhaganbhai Vekariya and Mr. Bharatiben Bhanubhai Vekariya	Owned	Sale deed dated November 02, 2015 between M/s Aristo Bio-Tech & Life Science Private Limited through its Director Mr. Narendra Singh Barhat and Agamsharan Gurusharan Brahmhatt, Achal Vasantbhai Brahmhatt, Bhanubhai Chhaganbhai Vekariya and Bharatiben Bhanubhai Vekariya for consideration of Rs. 45,000/-	Guest House
8.	S-296 first floor, sahara shopping centre, Faizabad road, Lucknow – 226016, Uttar Pradesh, India	Mrs. Sunita Yadav	Rented	Rent Agreement dated April 02, 2022 between M/s Aristo Bio-Tech & Life Science Private Limited through its Director Mr. Samar Singh Yadav and Mrs. Sunita Yadav for a period of 11 months starting from April 01, 2022 at a monthly rent of Rs. 7,500/-	Branch Office



## **KEY REGULATIONS AND POLICIES**

*The following description is a summary of the relevant regulations and policies as prescribed by the GoI and other regulatory bodies that are applicable to our business. The information detailed below has been obtained from various legislations, including rules and regulations promulgated by regulatory bodies, and the bye laws of the respective local authorities that are available in the public domain. The regulations set out below may not be exhaustive and are merely intended to provide general information to the shareholders and neither designed, nor intended to substitute for professional legal advice. For details of government approvals obtained by us, see the section titled “Government and Other Approvals” on page 193 of this Draft Prospectus.*

### **THE COMPANIES ACT**

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

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

### **SEBI REGULATIONS**

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

### **TAX RELATED REGULATIONS**

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

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

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

The Central Goods and Services Tax Act, 2017 is an Act to make a provision for levy and collection of tax on intra-State supply of goods or services or both by the Central Government and for matters connected therewith or incidental thereto. In line with CGST Act, each state Governments has enacted State Goods and Service Tax Act for respective states. Goods and Services Tax (GST) is a comprehensive indirect tax on manufacture, sale and consumption of goods and services throughout India to replace taxes levied by the Central and State Governments. This method allows GST-registered businesses to claim tax credit to the value of GST they paid on purchase of goods or services or both as part of their normal commercial activity. The mechanism provides for two level taxation of interstate and intra state transactions. When the supply of goods or services happens within a state called as intra-state transactions, then both the CGST and SGST will be collected. Whereas if the supply of goods or services happens between the states called as inter-state transactions and IGST will be collected. Exports are considered as zero-rated supply and imports are levied the same taxes as domestic goods and services adhering to the destination principle in addition to the Customs Duty which has not been subsumed in the GST

#### **Customs Act, 1962**

The provisions of the Customs Act, 1962 and rules made there under are applicable at the time of import of goods i.e. bringing into India from a place outside India or at the time of export of goods i.e. taken out of India to a place outside India. Any Company requiring to import or export any goods is first required to get it registered and obtain an IEC (Importer Exporter Code). Imported goods in India attract basic customs duty, additional customs duty and education cess. The rates of basic customs duty are specified

under the Customs Tariff Act 1975. Customs duty is calculated on the transaction value of the goods. Customs duties are administered by Central Board of Excise and Customs under the Ministry of Finance.

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

### **The Explosives Act, 1884 (the “Explosives Act”) and the Explosives Rules, 2008 (the “Explosive Rules”)**

The Explosives Act is a comprehensive law which regulates by licensing for the manufacturing possession, sale, transportation, export and import of explosives. As per the definition of ‘explosives’ under the Explosives Act, any substance, whether a single chemical compound or a mixture of substances, whether solid or liquid or gaseous, used or manufactured with a view to produce a practical effect by explosion or pyrotechnic effect shall fall under the Explosives Act. The Central Government may, for any part of India, make rules consistent with this act to regulate or prohibit, except under and in accordance with the conditions of a license granted as provided by those rules, the manufacture, possession, use sale, transport, import and export of explosives, or any specified class of explosives. Extensive penalty provisions have been provided for manufacture, import or export, possession, usage, selling or transportation of explosives in contravention of the Explosives Act. In furtherance to the purpose of this Act, the Central Government has notified the Explosive Rules in order to regulate the manufacture, import, export, transport and possession for sale or use of explosives.

### **The Essential Commodities Act, 1955 (the “ECA”)**

The ECA empowers the Central Government, to control production, supply and distribution of, trade and commerce in certain essential commodities for maintaining or increasing supplies or for securing their equitable distribution and availability at fair prices or for securing any essential commodity for the defense of India or the efficient conduct of military operations. Using the powers under it, various ministries/departments of the Central Government have issued control orders for regulating production, distribution, quality aspects, movement and prices pertaining to the commodities which are essential and administered by them. The State Governments have also issued various control orders to regulate various aspects of trading in essential commodities such as food grains, edible oils, pulses kerosene, sugar and drugs. Penalties in terms of fine and imprisonment are prescribed under the ECA for contravention of its provisions.

### **The Poisons Act, 1919 (“Poisons Act”)**

The Poisons Act enables state governments to grant licenses for the possession, sale, wholesale or retail and fixing of the fee, if any, of poisons. The Poisons Act also enables state governments to regulate the classes of persons to whom such license may be granted, the maximum quantity of poison which may be permitted to be sold to any one person etc.

### **The Petroleum Act, 1934 (“Petroleum Act”) and Petroleum Rules, 2002**

The Petroleum Act was passed to consolidate and amend the laws relating to the import, transport, storage, production, refining and blending of petroleum. Under the Petroleum Rules, 2002, any person intending to store furnace oil/petroleum, of such class and in such quantities, otherwise than under a license shall take the approval of the Chief Controller before commencing storage.

## **Laws in relation to crop protection business**

The laws in relation to our crop protection business, inter alia, regulate (i) the import and manufacture of certain products, (ii) quality control of certain products, (iii) sale and distribution of certain products, and (iv) the operation of our production facilities. Our crop protection business is regulated both by laws enacted by the Central Government and State Governments.

### **The Insecticides Act, 1968 (the “Insecticides Act”)**

The Insecticides Act, as amended, regulates the (i) registration; (ii) licensing; and (iii) quality-control of insecticides. The definition of insecticides includes fungicides and weedicides. Any person who desires to import or manufacture, sell, stock or distribute any insecticide is required to apply to the registration committee under the Insecticides Act, for the registration of such insecticide. The functions of the registration committee include registering insecticides after scrutinizing their formulae and verifying claims made by the importer or the manufacturer, as the case may be, as regards their efficacy and safety to human beings and animals. The registration is granted by a central authority and is effective throughout India.

**Quality control:** If the use of an insecticide or a batch thereof is likely to lead to such risk to human beings or animals as to render it expedient or necessary to take immediate action, the Central Government or the State Government may prohibit its sale, distribution or use, by notification, for a specified period pending investigation in the matter. If, as a result of its own investigation or on receipt of a report from the State Government, and after consultation with the registration committee, the Central Government

is satisfied that the use of the said insecticide or batch is or is not likely to cause any such risk, it may pass such order as it deems fit.

The Insecticides Act makes it punishable to import, manufacture, sell, stock and exhibit for sale or distribution any misbranded insecticides. An insecticide is deemed to be misbranded if: (i) its label contains any statement, design or graphic representation relating thereto which is false or misleading in any material particular, or if its package is otherwise deceptive in respect of its contents; or (ii) it is an imitation of, or is sold under the name of, another insecticide; or (iii) its label does not contain a warning or caution which may be necessary and sufficient, if complied with, to prevent risk to human beings or animals; or (iv) any word, statement or other information required by or under the Insecticides Act to appear on the label is not displayed thereon in such conspicuous manner as the other words, statements, designs or graphic matter have been displayed on the label and in such terms as to render it likely to be read and understood by any ordinary individual under customary conditions of purchase and use; or (v) it is not packed or labeled as required by or under the Insecticides Act; or (vi) it is not registered in the manner required by or under the Insecticides Act; or (vii) the label contains any reference to registration other than the registration number; or (viii) the insecticide has a toxicity which is higher than the level prescribed or is mixed or packed with any substance so as to alter its nature or quality or contains any substance which is not included in the registration.

**Penalties:** Contravention of the Insecticides Act is punishable with imprisonment or fine or both, with enhanced punishment for repeat offences. Similarly, a person may be imprisoned for a period of six months to three years depending upon the nature of the offence. Further, the prescribed officer under the Insecticides Act has the power to stop the distribution, sale or use of an insecticide for a specified period which he has reason to believe is being distributed, sold or used in contravention of the Insecticides Act. Additionally, if any person is convicted under the Insecticides Act, the stock of insecticide in respect of which the contravention has been made is liable to be confiscated.

The Pesticides (Prohibition) Order, 2018 provides a list of 18 pesticides that no person shall manufacture, import, formulate, transport or sell from the date specified in the order. Further, the Government of India had also proposed to introduce the Banning of Insecticides Order, 2020 which provided a list of 27 prohibited insecticides. This Order has not come into effect as of the date of filing of this Draft Red Herring Prospectus. We are also required to comply with the guidelines issued by the Central Insecticides Board and Registration Committee (“CIBRC”) and the Insecticides Rules, 1971. The functions of the CIBRC include advising the Central Government and State Governments on technical matters such as the risk to human beings or animals involved in the use of insecticides and the safety measures necessary to prevent such risk and the manufacture, sale, storage, transport and distribution of insecticides with a view to ensure safety to human beings or animals and to carry out other functions assigned to it by or under the Insecticides Act.

### **The Pesticides Management Bill, 2020 (the “Pesticides Management Bill”)**

The Pesticides Management Bill was introduced in the Rajya Sabha on March 23, 2020 and is currently pending approval. It seeks to replace the Insecticides Act, 1968. It seeks to regulate the import, manufacture, storage, sale, distribution, use and disposal of pesticides with a view to ensure availability of safe and effective pesticides and minimize its risk on human beings, animals, living organisms other than pests and the environment.

It defines a pest as species, strain or biotype of plant, animal or pathogenic agent that is unwanted or injurious to plants, plant products, human beings, animals, other living creatures and the environment and includes vectors of parasites or pathogens of human and animal diseases and vermin as defined in the Wild Life (Protection) Act, 1972. A pesticide is defined as any substance or mixture of substances, including a formulation of chemical or biological origin intended for preventing, destroying, attracting, repelling, mitigating or controlling any pest in agriculture, industry, pest control operations, public health, storage or for ordinary use, and includes any substance intended for use as a plant growth regulator, defoliant, desiccant, fruit thinning agent, or sprouting inhibitor and any substance applied to crops either before or after harvest to protect them from deterioration during storage and transport.

The Pesticides Management Bill provides that any person seeking to import or manufacture any pesticides for ordinary use, agricultural use, etc. shall have to make an application to the registration committee for a certificate of registration. Further, anyone desiring to manufacture, distribute, sell or stock pesticides would have to obtain a license for the same. Such a license can be revoked by the Licensing Officer if the holder contravenes any provisions of the Pesticides Management Bill or rules made thereunder. State Governments may also appoint qualified persons for sale of extremely toxic or highly toxic pesticides by prescription. Under the Pesticides Management Bill, manufacturing, importing, distributing, selling, exhibiting for sale, transporting, stocking a pesticide, or undertaking pest control operations, without a license is punishable with imprisonment of up to three years, or a fine of not less than Rs. 1 million and extending up to Rs. 4 million, or both.

It also contemplates the constitution of the Central Pesticides Board to advise the Central and state governments on scientific and technical matters arising under the Pesticides Management Bill. It also proposes for the Central Pesticides Board to advise the Central government in making or formulating (i) criteria for good manufacturing practices for pesticide manufacturers, standards to be observed by laboratories, and best practices for pest control operators, (ii) standards for working conditions and training of

workers, and (iii) procedure for recall and disposal of pesticides. The Board will also frame model protocols to deal with occurrences of poisoning.

### **The Fertilizer (Control) Order, 1985**

The Government of India has passed the Fertilizer (Control) Order, 1985 (“Order”) in exercise of the powers conferred to it under Section 3 of the Essential Commodities Act, 1955. As per the provisions of this Order, the Government of India has wide powers to regulate the trade in fertilizers across India. As per provision 7 of the Order, no person shall sell or carry on the business of selling fertilizer without obtaining prior permission of the state government. The state government under provision 10 has the power to issue license for trading in fertilizers for a period of three years, which may be renewed, suspended or cancelled at its discretion. Under provision 8, any person intending to sell or offer for sale as industrial dealer has to make an application in Form A together with the certificate of source in form O and thereafter the controller shall grant registration in Form B. Further, Provision 15 states that the state government has power to issue a certificate of manufacture, without which no person can carry on the business of manufacture of mixtures of fertilizers, organic fertilizer and bio-fertilizer which shall be valid for period of 3 (three) years. The Government of India also has the power to regulate prices and also has the power to direct manufacturers/importers to sell fertilizers to particular States, in order to ensure fair and equitable access to farmers across India.

### **The Draft Pesticides Management Bill, 2017 (the “Draft Pesticides Management Bill”)**

The Draft Pesticides Management Bill seeks to regulate the import, manufacture, export, storage, sale, transport, distribution, quality and use of pesticides with a view to (i) control pests; (ii) ensure availability of quality pesticides; (iii) allow its use only after assessing its efficacy and safety; (iv) minimize the contamination of agricultural commodities by pesticide residues; (v) create awareness among users regarding safe and judicious use of pesticides. The Draft Pesticides Management Bill has been introduced to take necessary measures to continue, restrict or prohibit the use of pesticides with a view to prevent its risk on human beings, animals or environment. The Ministry of Agriculture and Farmers Welfare, Government of India, had recently sought comments on the Draft Pesticides Management Bill from various stakeholders.

### **The Essential Commodities Act, 1955 (the “ECA”)**

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.

### **The Solvent Raffinate and Slop (Acquisition, Sale, Storage and Prevention of Use in Automobiles) Order, 2000 (the “Solvent Order”)**

The Solvent Raffinate and Slop (Acquisition, Sale, Storage and Prevention of Use in Automobiles) Order, 2000 (the “Solvent Order”) has been issued under the ECA and provides that no person shall either acquire, store or sell solvents, raffinates and slops or their equivalent, without a license, issued by the State Government or the district magistrate or any other officer authorized by the Central Government or the State Government.

### **The Fertilizer (Control) Order, 1985 (the “Fertilizer Control Order”)**

The Fertilizer Control Order was promulgated under Section 3 of the ECA to regulate, trade, price, quality and distribution of fertilizers in India. The Fertilizer Control Order provides for compulsory registration of manufacturers, importers and dealers of fertilizers, specification of all fertilizers manufactured/imported and sold in India, regulation on manufacture of fertilizer mixtures, packing and marking on the fertilizer bags, appointment of enforcement agencies, setting up of quality control laboratories and prohibition on manufacture/import and sale of non-standard/spurious/adulterated fertilizers. The Fertilizer Control Order also provides for cancellation of authorization letter/ registration certificates of dealers and mixture manufacturers and also stipulates imprisonment from three months to seven years with fine as a punishment for offences under the ECA. The enforcement of Fertilizer Control Order has primarily been entrusted to State Governments. The Central Government provides training facilities and technical guidance to the State Governments and supplements their efforts through random inspection of manufacturing units and their distribution network.

### **The Protection of Plant Varieties and Farmers' Rights Act, 2001 (the “Protection of Plant Varieties and Farmers' Rights Act”)**

The Protection of Plant Varieties and Farmers' Rights Act was enacted to provide for the establishment of an effective system for protection of plant varieties, the rights of farmers and plant breeders and to encourage the development of new varieties of plants. The Protection of Plant Varieties and Farmers' Rights Act grants intellectual property rights to plant breeders, researchers and farmers who have developed any new or extant plant varieties. The period of protection for field crops is 15 years and for trees and vines is 18 years and for notified varieties, it is 15 years from the date of notification under section 5 of Seeds Act. Annual fee has to be paid for maintaining the registration and renewal fee has to be paid for the extended period of registration. Farmers can claim for compensation if the registered variety fails to provide expected performance under given conditions. The rights granted are exclusive right to produce, sell, market, distribute, import and export the variety.

### **Bureau of Indian Standards Act, 2016 (the “BIS Act”):**

BIS Act was notified on March 22, 2016 and came into effect from October 12, 2017. The BIS Act establishes the Bureau of Indian Standards (BIS) as the National Standards Body of India. It has broadened BIS's ambit and allows Central Government to make it mandatory for certain notified goods, articles, processes etc. to carry standard mark.

### **The Drugs and Magic Remedies (Objectionable Advertisements) Act, 1954 (the “DMRA”)**

The DMRA seeks to control advertisements of drugs in certain cases and prohibits advertisement of remedies that claim to possess magic qualities. In terms of the DMRA, advertisements include any notice, circular, label, wrapper or other document or announcement. It also specifies the ailments for which no advertisement is allowed and prohibits advertisements that misrepresent, make false claims or mislead. Further, the Drugs and Magic Remedies (Objectionable Advertisements) Rules, 1955 have been framed for effective implementation of the provisions of the DMRA.

### **Drugs and Cosmetics Act, 1940 (“DCA”) and the Drugs and Cosmetics Rules, 1945 (“DCA Rules”)**

The DCA regulates the import, manufacture, distribution and sale of drugs and cosmetics and prohibits the import, manufacture and sale of certain drugs and cosmetics which are, inter alia, misbranded, adulterated, spurious or harmful. The DCA Rules specify the requirement of a license for the manufacture or sale of any drug or cosmetic including for the purpose of examination, testing or analysis. It further mandates that every person holding a license must keep and maintain such records, registers and other documents as may be prescribed which may be subject to inspection by the relevant authorities.

### **Drugs (Control) Act, 1950 (“Drugs Act”)**

The Drugs Act provides for control of sale, supply and distribution of drugs. Under the Drugs Act, any drug may be declared by the Central Government by notification to be a drug within its purview. The authorities may also prohibit the disposal or direct the sale of any specified drug.

### **Drugs (Prices Control) Order, 2013 (“DPCO”)**

The DPCO prescribes inter alia the ceiling price of scheduled formulations, retail price of a new drug for existing manufacturers of scheduled formulations, maximum retail price of scheduled formulations. Under the DPCO, the Central Government may issue directions to the manufacturers of active pharmaceutical ingredients or bulk drugs or formulations to increase production and sell such active pharmaceutical ingredient or bulk drug to such manufacturers of formulations and direct the formulators to sell the formulations to institutions, hospitals or any agency. The DPCO specifies procedures for fixing the ceiling price of scheduled formulations of specified strengths or dosages, retail price of new drug for existing manufacturers of scheduled formulations, and penalties for contravention of its provisions.

### **Drugs (Prices Control) Order 1995**

The Drugs (Prices Control) Order 1995 or DPCO was promulgated under the Essential Commodities Act, 1955 and is to be read with the Drugs and Cosmetics Act, 1940. The DPCO fixes the ceiling price of some active pharmaceuticals and formulations. The active pharmaceuticals and formulations which fall within the purview of the legislation are called scheduled drugs and scheduled formulations, respectively.

The authority set up under the legislation is the National Pharmaceutical Pricing Authority, or NPPA, is responsible for the collection of data and the study of the pricing structure of active pharmaceuticals and formulations. Upon the recommendation of the NPPA, the Ministry of Chemicals and Fertilizers fixes the ceiling prices of the active pharmaceuticals and formulations and issues notifications on drugs which are scheduled drugs and scheduled formulations.

The NPPA arrives at the recommended prices for the scheduled drugs and formulations after collection and analysis of data on costing which includes data on raw material composition, packing materials, process losses, overhead allocation and apportionment, capacity utilization, technical data on manufacturing work orders and packing work orders.

The government of India has the power under the DPCO to recover the charges charged in excess of the notified price from the company. There are also penal provisions for the violation of any rules and regulations under the Essential Commodities Act. Presently, there are 76 scheduled drugs and formulations under the DPCO.

## **ENVIRONMENT LAWS:**

### **National Environmental Policy, 2006**

The Policy seeks to extend the coverage, and fill in gaps that still exist, in light of present knowledge and accumulated experience. This policy was prepared through an intensive process of consultation within the Government and inputs from experts. It does not displace but builds on the earlier policies. It is a statement of India's commitment to making a positive contribution to international efforts. This is a response to our national commitment to a clean environment, mandated in the Constitution in Articles 48 A and 51 A (g), strengthened by judicial interpretation of Article 21. The dominant theme of this policy is that while conservation of environmental resources is necessary to secure livelihoods and well-being of all, the most secure basis for conservation is to ensure that people dependent on particular resources obtain better livelihoods from the fact of conservation, than from degradation of the resource. Following are the objectives of National Environmental Policy:—

- Conservation of Critical Environmental Resources
- Intra-generational Equity: Livelihood Security for the Poor
- Inter-generational Equity
- Integration of Environmental Concerns in Economic and Social Development
- Efficiency in Environmental Resource Use
- Environmental Governance
- Enhancement of resources for Environmental Conservation

### **Environmental Legislations**

The Air (Prevention and Control of Pollution) Act, 1981 (“Air Act”), Water (Prevention and Control of Pollution) Act, 1974 (“Water Act”), and the Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2016 (“Hazardous Waste Rules”) aim to prevent, control and abate pollution. The Air Act stipulates that no person shall, without prior written consent of the relevant state pollution control board, establish or operate any industrial plant which emits air pollutants in an air pollution control area, as notified by the state pollution control board. The Water Act aims to prevent and control water pollution and to maintain or restore water purity and any person intending to establish any industry, operation or process or any treatment and disposal system which is likely to discharge sewage or other pollution into a water body is required to obtain prior consent of the relevant state pollution control board. The Hazardous Waste Rules regulate the management, treatment, storage and disposal of hazardous waste by imposing an obligation on every occupier and operator of a facility generating hazardous waste to obtain an approval from the relevant state pollution control board and to dispose of such waste without harming the environment. The Forest (Conservation) Act, 1980 (“FCA”) read with Forest (Conservation) Rules, 2003 aim to preserve forest land and provide for restriction on the deforestation of forests or use of forest land for non-forest purpose and requires prior approval for use of forest land for any non-forest purpose. The Environment (Protection) Act, 1986 read with Environment (Protection) Rules, 1986 aim to protect and improve the environment and provide rules for prevention, control and abatement of environment pollution and impose obligation for proper handling, storage, treatment, transportation and disposal of hazardous wastes.

### **The Noise Pollution (Regulation and Control) Rules, 2000**

These Noise Pollution (Regulation and Control) Rules, 2000 (“Noise Pollution Rules”) were constituted to regulate and control noise producing and generating sources with the objective of maintaining the ambient air quality standards in respect of noise and were considered necessary as increasing ambient noise levels in public places from various sources, inter-alia, industrial activity, construction activity, (fire crackers, sound producing instruments), generator sets, loud speakers, public address systems, music systems, vehicular horns and other mechanical devices have deleterious effects on human health and psychological well-being of the people. The Noise Pollution Rules provide ambient air quality criteria with respect of noise for different areas/zones. The Noise Pollution Rules further provide powers to the authority to enforce the noise control measures in the areas/zones. The Noise Pollution Rules provide modes of making complaints to the authority in case noise levels exceed the ambient noise standards along with penalties and liabilities on account of violations in the silence zones/areas.

## **Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 (“Hazardous Waste Rules”)**

The Hazardous Waste Rules regulate the management, treatment, storage and disposal of hazardous waste by imposing an obligation on every occupier and operator of a facility generating hazardous waste to dispose of such waste without harming the environment. The term “hazardous waste” has been defined in the Hazardous Waste Rules and any person who has, control over the affairs of the factory or the premises or any person in possession of the hazardous waste has been defined as an “occupier”. Every occupier and operator of a facility generating hazardous waste must obtain authorization from the relevant state pollution control board. Further, the occupier, importer or exporter is liable for damages caused to the environment resulting from the improper handling and disposal of hazardous waste and must pay any financial penalty that may be levied by the respective state pollution control board.

## **Environment Impact Assessment Notification of 2006**

The Ministry of Environment, Forests and Climate Change has notified the Environment Impact Assessment Notification of 2006 in September 2006. The notification makes it mandatory for various projects to get environment clearance.

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

### **The Foreign Direct Investment**

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment (“FDI”) through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“DIPP”), has issued consolidated FDI Policy Circular of 2017 (“FDI Policy 2017”), which with effect from August 28, 2017, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2017 will be valid until the DIPP Offers an updated circular.

The Reserve Bank of India (“RBI”) also Offers Master Circular on Foreign Investment in India every year. Presently, FDI in India is being governed by Master Circular on Foreign Investment dated July 01, 2015 as updated from time to time by RBI. In terms of the Master Circular, an Indian company may Offer fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh Offer of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Circular. The Indian company making such fresh Offer of shares would be subject to the reporting requirements, inter-alia with respect to consideration for Offer of shares and also subject to making certain filings including filing of Form FC-GPR.

Under the current FDI Policy of 2017, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations. At present 100 % foreign direct investment through automatic route is permitted in the sector in which our Company operates. Therefore, applicable foreign investment up to 100% is permitted in our company under automatic route.

### **Foreign Exchange Management Act, 1999 (“FEMA”) and Regulations framed thereunder.**

Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India. As laid down by the FEMA Regulations no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the ‘automatic route’ within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIPB and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 (“FEMA Regulations”) to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India and Foreign Exchange Management (Export of Goods and Services) Regulations, 2000 for regulation on exports of goods and services. 100 % FDI is permitted in under the automatic route in the IT sector.

### **Duty Drawback Scheme**

The duty drawback scheme is an option available to exporters. Under this scheme, exporter of goods is allowed to take back refund of money to compensate him for excise duty paid on the inputs used in the products exported by him. It neutralizes the duty impact in the goods exported. Relief of customs and central excise duties suffered on the inputs used in the manufacture of export product is allowed to exporters. The admissible duty drawback amount is paid to exporters by depositing it into their nominated bank account. Section 75 of the Customs Act, 1962 and Section 37 of the Central Excise Act, 1944, empower the Central Government to grant such duty drawback. Customs, Central Excise Duties and Service Tax Drawback Rules, 1995 (the “Drawback Rules”)

have been framed outlining the procedure to be followed for the purpose of grant of duty drawback (for both kinds of duties suffered) by the customs authorities processing export documentation. Under duty drawback scheme, an exporter can opt for either all industry rate of duty drawback scheme or brand rate of duty drawback scheme.

The all industry rate of duty drawback scheme essentially attempts to compensate exporters of various export commodities for average incidence of customs and central excise duties suffered on the inputs used in their manufacture. Brand rate of duty drawback is granted in terms of rules 6 and 7 of the Drawback Rules in cases where the export product does not have any all industry rate or duty drawback rate, or where the all industry rate duty drawback rate notified is considered by the exporter insufficient to compensate for the customs or central excise duties suffered on inputs used in the manufacture of export products. For goods having an all industry rate, the brand rate facility to particular exporters is available only if it is established that the compensation by all industry rate is less than 80% of the actual duties suffered in the manufacture of the export goods.

### **The Export (Quality Control and Inspection) Act, 1963 (the “Export Act”)**

The Export Act empowers the Government of India to establish, a council called the Export Inspection Council, which would advise the Central Government regarding measures for the enforcement of quality control and inspection in relation to commodities intended for export and to formulate programmes in connection therewith, to make, with the concurrence of the Central Government, grants-in-aid to various agencies involved in foreign trade

### **Merchandise Exports from India Scheme**

Pursuant to the Foreign Trade Policy (2015-2020), the Merchandise Exports from India Scheme (the “MEI Scheme”) was introduced to provide rewards to exporters to offset infrastructure inefficiencies and associated costs in export of goods, especially those having high export intensity, employment potential and ability to enhance India’s export competitiveness. Export of notified goods to notified markets are rewarded under the MEI Scheme. The basis for calculation of the reward under the MEI Scheme is on the Free on Board (“FOB”) value of exports realized in free foreign exchange or on the FOB value of exports mentioned in the shipping bill, whichever is less, unless otherwise specified. With effect from June 1, 2015, the MEI Scheme mandatorily requires a declaration of intent to be endorsed on the shipping bills (except free shipping bills) to be eligible to claim any reward under the MEI Scheme.

### **Ownership restrictions of FIIs**

Under the portfolio investment scheme, the total holding of all FIIs together with their sub-accounts in an Indian company is subject to a cap of 24% of the paid-up capital of a company, which may be increased up to the percentage of sectoral cap on FDI in respect of the said company pursuant to a resolution of the board of directors of the company and the approval of the shareholders of the company by a special resolution in a general meeting. The total holding by each FII, or in case an FII is investing on behalf of its sub-account, each sub-account should not exceed 10% of the total paid-up capital of a company.

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

#### **The Micro, Small and Medium Enterprises Development Act, 2006 (“MSME Act”):**

MSME Act was enacted to provide for facilitating the promotion and development and enhancing the competitiveness of micro, small and medium enterprises. Any person who intends to establish (a) a micro or small enterprise, at its discretion; (b) a medium enterprise engaged in providing or rendering of services may, at its discretion; or (c) a medium enterprise engaged in manufacture or production of goods pertaining to any industry specified in the First Schedule to the Industries (Development and Regulation) Act, 1951 is required to file a memorandum before such authority as specified by the State Government or the Central Government. The form of the memorandum, the procedure of its filing and other matters incidental thereto shall be such as may be specified by the Central Government, based on the recommendations of the advisory committee. Accordingly, in exercise of this power under the MSME Act, the Ministry of Micro, Small and Medium Enterprises notification dated September 18, 2015 specified that every micro, small and medium enterprises is required to file a Udyog Adhaar Memorandum in the form and manner specified in the notification.

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

The Contract Act is the legislation which lays down the general principles relating to formation, performance and enforceability of contracts. The rights and duties of parties and the specific terms of agreement are decided by the contracting parties themselves, under the general principles set forth in the Contract Act. The Contract Act also provides for circumstances under which contracts will be considered as ‘void’ or ‘voidable’. The Contract Act contains provisions governing certain special contracts, including indemnity, guarantee, bailment, pledge, and agency.



### **The Sale of Goods Act, 1930 (Sale of Goods Act)**

The law relating to the sale of goods is codified in the Sale of Goods Act, 1930. It defines sale and agreement to sell as a contract whereby the seller transfers or agrees to transfer the property in goods to the buyer for a price and provides that there may be a contract of sale between part owner and another and that the contract of sale may be absolute or conditional.

### **Information Technology Act, 2000 and Information Technology (Reasonable security practices and procedures and sensitive personal data or information) Rules, 2011**

This act governs and provides legal recognition for transactions carried out by means of electronic data interchange and other means of electronic communication, commonly referred to as —electronic commerce. It also gives legal recognition to Digital Signatures and facilitates storage of data. The Act is applicable to any offence or contravention committed outside India as well. If the conduct of person constituting the offence involves a computer or a computerized system or network located in India, then irrespective of his/her nationality, the person is punishable under the Act.

### **The Public Liability Insurance Act, 1991**

The Public Liability Insurance Act (“PIL Act”) was constituted to provide 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. The PIL Act provides for the owner before handling hazardous substances to take insurance cover for protection against claims made by third parties for damages with respect to handling of hazardous substances. Under the PIL Act, the victims exposed to hazardous substances may file claims before the Collector within 5 years of the accident. The Collector, shall, after giving notice of the application to the owner and after giving the parties an opportunity of being heard, hold an inquiry into the claim or, each of the claims, and may make an award determining the amount of relief which appears to him to be just and specifying the person or persons to whom such amount of relief shall be paid. The PIL Act also provides for the establishment of Environmental Relief Fund to be utilized for payment of reliefs under the award.

### **The Boilers Act, 1923 (“Boilers Act”)**

The Boilers Act and rules thereof encompass rules and regulations for the safe and proper construction, erection, repair, use and operation of boilers. The Boilers Act also lays down the process for formulation of boiler rules, examination by and appointment of boiler inspectors, provisions for inspection certifications and imposition of penalties for the violations of any provisions of the Boilers Act.

### **The Arbitration & Conciliation Act, 1996**

The Arbitration and Conciliation Act, 1996 is an act to consolidate and amend the law relating to domestic arbitration, international commercial arbitration and enforcement of foreign arbitral awards as also to define the law relating to conciliation and for matters connected therewith or incidental thereto. It 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. A significant feature of the Act is the appointment of arbitrators by the Chief Justice of India or Chief Justice of High Court. The Chief Justice may either appoint the arbitrator himself or nominate a person or Institution to nominate the arbitrator. 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.

### **The Code of Criminal Procedure Code, 1973**

It is the main legislation on procedure for administration of substantive criminal law in India. It was enacted in 1973 and came into force on 1st April, 1974. It provides the machinery for the investigation of crime, apprehension of suspected criminals, collection of evidence, determination of guilt or innocence of the accused person and the determination of punishment of the guilty. Criminal law occupies a pre-dominant place among the agencies of social control and is regarded as a formidable weapon that society has forged to protect itself against anti-social behavior. The law of criminal procedure is meant to be complimentary to criminal law. It is intended to provide a mechanism for the enforcement of criminal law. The Code of Criminal Procedure creates the necessary machinery for apprehending the criminals, investigating the criminal cases, their trials before the criminal courts and imposition of proper punishment on the guilty person. The Code enumerates the hierarchy of criminal courts in which different offences can be tried and then it spells out the limits of sentences which such Courts are authorized to pass.

The law of criminal procedure is intended to provide a mechanism for the enforcement of criminal law. Without the proper procedural law the substantive criminal law which defines offences and provides punishment for them would be almost worthless.

## **The Code of Civil Procedure, 1908**

The Code of Civil Procedure, 1908 is a procedural law related to the administration of civil proceedings in India. The Civil Procedure Code consolidates and amends the law relating to the procedure of the Courts of Civil jurisdiction. The Code of Civil Procedure is an adjective law it neither creates nor takes away any right. It is intended to regulate the procedure to be followed by Civil Courts. The Civil Procedure Code consists of two parts. 158 Sections form the first part and the rules and orders contained in Schedule I form the second part. The object of the Code generally is to create jurisdiction while the rules indicate the mode in which the jurisdiction should be exercised.

The Code does not affect any special or local laws nor does it supersede any special jurisdiction or power conferred or any special form of procedure prescribed by or under any other law for the time being in force. The Code is the general law so that in case of conflict between the Code and the special law the latter prevails over the former. Where the special law is silent on a particular matter the Code applies, but consistent with the special enactment.

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

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

Most fundamentally, money laundering is inextricably linked to the underlying criminal activity that generates it. In essence, the laundering enables criminal activity to continue.

## **State Laws**

We operate in various states. Accordingly, legislations passed by the state governments are applicable to us in those states. These include legislations relating to, among others, classification of fire prevention and safety measures and legislations dealing with license for sale of alcohol. Further, we require several approvals from local authorities such as municipal bodies. The approvals required may vary depending on the state and the local area.

## **Municipality Laws**

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

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

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

## **The Legal Metrology Act, 2009**

Legal Metrology Act, 2009 was enacted with the objectives 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. This act replaced the Standards of Weights and Measures Act, 1976 and the Standards of Weights and Measures (Enforcement) Act, with effect from March 1, 2011.

## **Motor Vehicles Act, 1988**

The Motor Vehicles Act, 1988 (“MV Act”) was enacted to regulate motor vehicles in India. It provides detailed provision on licensing of the drivers and conductors, registration of motor vehicles, the provision on controlling their permits, traffic regulation,

related insurance, liabilities, and penalties. Apart from the same, it also prescribes rules for the construction, equipment, and maintenance of motor vehicles.

### **Intellectual Property Laws**

The Patents Act, 1970 (Patent Act) protects innovations in terms of machinery, development and improvement of existing formulae for manufacturing of various kinds of goods, materials and like. The Trade Marks Act, 1999 ("Trade Marks Act") provides for application and registration of trademarks in India. It also provides for exclusive rights to marks such as brand, label, and heading and to obtain relief in case of infringement for commercial purposes as a trade description. The Trade Marks Act prohibits registration of deceptively similar trademarks and provides penalties for infringement, falsifying or falsely applying trademarks.

### **Registration Act, 1908**

The Registration Act, 1908 ("Registration Act") was passed to consolidate the enactments relating to the registration of documents. The main purpose for which the Registration Act was designed was to ensure information about all deals concerning land so that correct land records could be maintained. The Registration Act is used for proper recording of transactions relating to other immovable property also. The Registration Act provides for registration of other documents also, which can give these documents more authenticity. Registering authorities have been provided in all the districts for this purpose.

### **Competition Act, 2002**

The Competition Act, 2002 prohibits anti-competitive agreements, abuse of dominant positions by enterprises and regulates "combinations" in India. The Competition Act also established the Competition Commission of India (the "CCI") as the authority mandated to implement the Competition Act, 2002. The provisions of the Competition Act relating to combinations were notified on March 4, 2011 and came into effect on June 1, 2011. Combinations which are likely to cause an appreciable adverse effect on competition in a relevant market in India are void under the Competition Act.

### **Negotiable Instruments Act, 1881 ("NI Act")**

The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheque not being honored by their bankers and returned unpaid.

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

Few of the provisions of The Consumer Protection Act, 2019 ("COPRA") have been notified vide notification No. S.O. 2421(E), dated 23rd July 2020 thus repealing the respective provisions of Consumer Protection Act, 1986. However the provisions of Consumer Protection Act, 1986, are still valid to the extent COPRA being not notified. The Consumer Protection Act provides a mechanism for the consumer to file a complaint against a service provider in cases of unfair trade practices, restrictive trade practices, deficiency in services, price charged being unlawful and food served being hazardous to life. It also places product liability on a manufacturer or product service provider or product seller, to compensate for injury or damage caused by defective product or deficiency in services. It provides for a three tier consumer grievance redressal mechanism at the national, state and district levels. Non-compliance of the orders of the redressal commissions attracts criminal penalties. The COPRA has brought e-commerce entities and their customers under its purview including providers of technologies or processes for advertising or selling, online market place or online auction sites. The COPRA also provides for mediation cells for early settlement of the disputes between the parties.

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

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

## **PROPERTY RELATED LAWS**

The Company is required to comply with central and state laws in respect of property. Central Laws that may be applicable to our Company's operations include the Land Acquisition Act, 1894, the Transfer of Property Act, 1882, Registration Act, 1908, Indian Stamp Act, 1899, and Indian Easements Act, 1882.

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

### **The Occupational Safety, Health and Working Conditions Code, 2020**

The Occupational Safety, Health and Working Conditions Code, 2020 received the assent of the President of India on September 28, 2020 and proposes to subsume certain existing legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The provisions of this code will be brought into force on a date to be notified by the Central Government.

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

The Code on Social Security, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume certain existing legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganized Workers' Social Security Act, 2008. The provisions of this code will be brought into force on a date to be notified by the Central Government. The Central Government has issued the draft rules under the Code on Social Security, 2020. The draft rules provide for operationalization of provisions in the Code on Social Security, 2020 relating to employees' provident fund, employees' state insurance corporation, gratuity, maternity benefit, social security and cess in respect of building and other construction workers, social security for unorganized workers, gig workers and platform workers.

In addition to above, we are subject to wide variety of generally applicable labour laws concerning condition of working, benefit and welfare of our laborers and employees such as the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Employees (Provident Fund and Miscellaneous Provision) Act, 1952.

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

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

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

Under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 (EPF Act), compulsory provident fund, family pension fund and deposit linked insurance are payable to employees in factories and other establishments. The legislation provides that an establishment employing more than 20 (twenty) persons, either directly or indirectly, in any capacity whatsoever, is either required to constitute its own provident fund or subscribe to the statutory employee's provident fund. The employer of such establishment is required to make a monthly contribution to the provident fund equivalent to the amount of the employee's contribution to the provident fund. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPF Act also prescribes penalties for avoiding payments required to be made under the abovementioned schemes.

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

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

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

The Gratuity Act establishes a scheme for the payment of gratuity to employees engaged in every factory, mine, oil field, plantation, port and railway company, every shop or establishment in which ten or more persons are employed or were employed on any day of the preceding twelve months and in such other establishments in which ten or more employees are employed or were employed on any day of the preceding twelve months, as notified by the Central Government from time to time. Penalties are prescribed for non-compliance with statutory provisions.

Under the Gratuity Act, an employee who has been in continuous service for a period of five years will be eligible for gratuity upon his retirement, resignation, superannuation, death or disablement due to accident or disease. However, the entitlement to gratuity in the event of death or disablement will not be contingent upon an employee having completed five years of continuous service. The maximum amount of gratuity payable may not exceed 1 million.

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

- Minimum Wages Act, 1948 and Maharashtra Minimum Wages Rules, 1963 (“MWA Rules”)
- Industrial (Development and Regulation) Act, 1951 (“IDRA”)
- Industrial Disputes Act, 1947 (“ID Act”)
- Payment of Bonus Act, 1965 (“POB Act”)
- Child Labour (Prohibition and Regulation) Act, 1986
- Inter-State Migrant Workers (Regulation of Employment and Conditions of Service) Act, 1979
- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“SHWW Act”)
- Equal Remuneration Act, 1976 (“ER Act”)
- Contract Labour Regulation and Abolition) Act, 1970 (CLRA) and Contract Labour (Regulation and Abolition) Central Rules, 1971 (Contract Labour Rules)
- Workmen Compensation Act, 1923 (“WCA”)
- Maternity Benefit Act, 1961 (“Maternity Act”)
- Industrial Employment Standing Orders Act, 1946

### **Other regulations:**

In addition to the above, the Company is required to comply with the provisions of the Companies Act, and other applicable statutes imposed by the Centre or the State for its day-to-day operations.

## HISTORY AND CORPORATE STRUCTURE

### Brief History and Background

Our Company was originally incorporated on March 17, 2005 as “Aristo Bio-Tech and Lifescience Private Limited” under the provisions of the Companies Act, 1956 with the Registrar of Companies, Maharashtra, Mumbai. Subsequently our Company was converted into Public Limited Company and name of company was changed from “Aristo Bio-Tech and Lifescience Private Limited” to “Aristo Bio-Tech and Lifescience Limited” vide fresh certificate of incorporation dated May 20, 2020 issued by the Registrar of Companies, Mumbai. Further our Company has changed the registered office from State of Maharashtra to Gujarat vide Certificate of Registration of Regional Director order for Change of State dated November 18, 2021 issued by Registrar of Companies, Ahmedabad.

Our Company was originally promoted by Mr. Narendra Singh Barhat & Mrs. Kusum Narendra Singh Barhat who were the initial subscribers to the Company’s Memorandum and Articles of Association. Mr. Narendra Singh Barhat, Mrs. Kusum Narendra Singh Barhat and Mr. Ketankumar Harkantbhai Joshi are the present promoters of our Company.

As on date of this Draft Prospectus, our Company has seven (7) shareholders.

For information on our Company’s profile, activities, services, market, growth, technology, managerial competence, standing with reference to prominent competitors, major suppliers, please refer the sections entitled “Industry Overview”, “Business Overview”, “Our Management”, “Financial information of our company” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 76, 88, 119, 138, and 180 respectively.

### Address of Registered Office:

The Registered Office of the Company is situated at E-24, 25, 26, G.I.D.C., Manjusar, Ta. Savli, Vadodara – 391775, Gujarat, India.

### Changes in Registered Office of the Company since incorporation

There has not been any change in our Registered Office since incorporation till date of this Draft Prospectus except below change:

From	To	With effect from	Reason for Change
4, Neel Orchid, Plot No. 41, Sector 10, New Panvel (W) - 410206 Mumbai, India.	E-24, 25, 26, G.I.D.C., Manjusar, Ta. Savli, Vadodara – 391775, Gujarat, India	October 08, 2021	Change in State from Maharashtra to Gujarat

### Our Main Object

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

- To produce, cultivate, grow, develop, import, export and deal in all kinds of seeds whether hybrid, bio-generic, tissue culture and other agro based products including cash crops and provisions, grains, spices, cereals, pulses, tea, coffee, vegetables, fruits, flowers and to carry on the business of farmers, seeds man and nurserymen.
- To manufacture, buy, sell, import, export and deal in all kinds of natural, artificial, synthetics and chemical pesticides, insecticides, weedicides, fungicides, fertilizers, manure and other agro-chemicals.

### Changes in Memorandum of Association

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

Sr. No.	Particulars	Date of Meeting	Type of Meeting
1.	Increase in Authorised Capital of the Company from Rs. 1,00,000 (One Lakh) divided into 10,000 equity shares of Rs. 10/- each to Rs. 25,00,000 (Twenty-Five Lakhs) divided into 2,50,000 equity shares of Rs. 10/- each	February 15, 2007	Extra-Ordinary General Meeting
2.	Increase in Authorised Capital of the Company from Rs. 25,00,000 (Twenty-Five Lakhs) divided into 2,50,000 equity shares of Rs. 10/- each to Rs. 50,00,000 (Fifty Lakhs) divided into 5,00,000 equity shares of Rs. 10/- each	September 29, 2007	Annual General Meeting

3.	Increase in Authorised Capital of the Company from Rs. 50,00,000 (Fifty Lakhs) divided into 5,00,000 equity shares of Rs. 10/- each to Rs. 60,00,000 (Sixty Lakhs) divided into 6,00,000 equity shares of Rs. 10/- each	December 09, 2019	Extra-Ordinary General Meeting
4.	Increase in Authorised Capital of the Company from Rs. 60,00,000 (Sixty Lakhs) divided into 6,00,000 equity shares of Rs. 10/- each to Rs. 1,00,00,000 (One Crore) divided into 10,00,000 equity shares of Rs. 10/- each	March 30, 2011	Extra-Ordinary General Meeting
5.	Increase in Authorised Capital of the Company from Rs. 1,00,00,000 (One Crore) divided into 10,00,000 equity shares of Rs. 10/- each to Rs. 8,00,00,000 (Eight Crore) divided into 80,00,000 equity shares of Rs. 10/- each	September 07, 2018	Extra-Ordinary General Meeting
6.	Conversion of Company into Public limited Company and change in name of company from Aristo Bio-Tech and Lifescience Private Limited to Aristo Bio-Tech and Lifescience Limited vide fresh Certificate of Incorporation issued by Registrar of Companies, Mumbai dated May 20, 2020	March 05, 2020	Extra-Ordinary General Meeting
7.	Alteration of registered office clause in Memorandum of Association vide Certificate of Registration of Regional Director order for Change of State dated November 18, 2021	January 25, 2021	Extra-Ordinary General Meeting

### Adopting New Articles of Association of the Company

Our Company has adopted a new set of Articles of Association of the Company, in the Extra-Ordinary General Meeting of the Company dated March 05, 2020.

### Key Events and Mile Stones

Year	Key Events / Milestone / Achievements
2005-06	Incorporation of the Company in the name and style of “Aristo Bio-Tech and Lifescience Private Limited” Started operations in certain part of Bhatinda district, Punjab & certain part of Sirsa District, Haryana.
2006-07	Allotment of Plot of Land in GIDC, company started its construction activities with required initial setup for manufacturing of products and constructed of manufacturing and laboratory area, with highly equipped Laboratory & Machineries.
2019-20	During the year Company achieved its landmark turnover of Rs. 200.00 Cr.
2020-21	Converted into Public Limited Company vide fresh certificate of incorporation dated May 20, 2020
2021-22	Change in state of registered office from state of Maharashtra to Gujarat vide Certificate of Registration dated November 18, 2021

### Other Details about our Company

For details of our Company’s activities, products, growth, technology, marketing strategy, competition and our customers, please refer section titled “Business Overview”, “Management’s Discussion and Analysis of Financial Conditions and Results of Operations” and “Basis for Issue Price” on pages 88, 180 and 70 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 pages 119 and 54 of this Draft Prospectus respectively.

### Acquisition of Business/Undertakings & Amalgamation

Except as disclose in this Draft Prospectus, there has been no acquisition of business/undertakings, mergers, amalgamation since incorporation.

### Holding Company

As on the date of this Draft Prospectus, our Company is not a subsidiary of any company.

### Subsidiary of our Company

As on the date of this Draft Prospectus, there are no subsidiaries of our Company.

### **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 54 of this Draft Prospectus. For details of our Company’s debt facilities, please refer section “Financial Information of our Company” on page 138 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.

### **Injunction or restraining order**

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

### **Revaluation of Assets**

Our Company has not revalued its assets since incorporation

### **Defaults or Rescheduling of borrowings with financial institutions/banks and Conversion of loans into Equity Shares**

There have been no defaults or rescheduling of borrowings with any financial institutions/banks as on the date of this Draft Prospectus. Furthermore, except as disclosed in chapter titled “Capital Structure” beginning on Page 54 of this Draft Prospectus, none of the Company's loans have been converted into equity in the past.

### **Lock-out or strikes**

Our Company has, since incorporation, not been involved in any labour disputes or disturbances including strikes and lockouts. As on the date of this Draft Prospectus, our employees are not unionized.

### **Shareholders of our Company:**

Our Company has Seven (7) 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 54 of this Draft Prospectus.

### **Changes in the Management**

For details of change in Management, please see chapter titled “Our Management” on page 119 of this Draft Prospectus.

### **Changes in activities of our Company during the last five (5) years**

There has been no change in the business activities of our Company during last five (5) years from the date of this Draft Prospectus which may have had a material effect on the profit/loss account of our Company except as mentioned in Material development in chapter titled “Management’s discussion and analysis of financial conditions & results of operations” beginning on page 180 of this Draft Prospectus.

### **Shareholders Agreements**

As on the date of this Draft Prospectus, 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.

### **Collaboration Agreements**

As on the date of this Draft Prospectus, our Company is not a party to any collaboration agreements.

### **Material Agreement**

Our Company has not entered into any material agreements other than the agreements entered into by it in ordinary course of business.



## **OTHER AGREEMENTS**

### **Non-Compete Agreement**

Our Company has not entered into any Non-compete Agreement as on the date of filing of this Draft Prospectus.

### **Joint Venture Agreement**

Except the agreements entered in the ordinary course of business carried on or intended to be carried on by us, we have not entered into any other Joint Venture agreement.

### **Strategic Partners**

Except as mentioned in this Draft Prospectus, Our Company does not have any strategic partners as on the date of this Draft Prospectus.

### **Financial Partners**

Our Company does not have any financial partners as on the date of this Draft Prospectus.

### **Corporate Profile of our Company**

For details on the description of our Company's activities, the growth of our Company, please see "Business Overview", "Management's Discussion and Analysis of Financial Conditions and Results of Operations" and "Basis of Issue Price" on pages 88, 180 and 70 of this Draft Prospectus.

## OUR MANAGEMENT

**Board of Directors:** As per the Articles of Association, our Company is required to have not less than Three (3) Directors and not more than Fifteen (15) Directors. Currently, our Company has Eight (8) directors of which three (3) are Independent Directors and two (2) are Non - Executive Director.

The following table sets forth the details regarding our Board of Directors of our Company as on the date of filing of this Prospectus:

S. No.	Name, Father's, Age, Designation, Address, Experience, Occupation, Qualifications, Nationality & DIN	Date of Appointment	No. of Equity Shares held & % of Share holding (Pre Issue)	Other Directorships
1.	<p><b>Mr. Narendra Singh Barhat</b>  <b>Father Name:</b> Mr. Inder Singh Barhat  <b>Date of Birth:</b> 08/09/1955  <b>Age:</b> 67 Years  <b>Designation:</b> Chairman cum Managing Director  <b>Address:</b> A-201, Nakshatra Heights, opp, Urmi School, Sama Savli Road, Vadodara - 390024, Gujarat, India  <b>Experience:</b> 45 Years  <b>Occupation:</b> Business  <b>Qualifications:</b> Bachelor of Science - Agriculture  <b>Nationality:</b> Indian  <b>DIN:</b> 00310306</p>	<p>Originally appointed on the Board as Director w.e.f. March 17, 2005.</p> <p>Further re-appointed as Managing Director w.e.f. September 10, 2018 for a period of 5 years, not liable to retire by rotation.</p> <p>Further designated as chairman w.e.f. March 20, 2022.</p>	22,80,000 Equity Shares; 45.65% of Pre- Issue Paid up capital	NIL
2.	<p><b>Mrs. Kusum Narendra Singh Barhat</b>  <b>Father Name:</b> Mr. Hinglajdan Udaykaran Arha  <b>Date of Birth:</b> 02/03/1962  <b>Age:</b> 59 Years  <b>Designation:</b> Director  <b>Address:</b> A-201, Nakshatra Heights, opp, Urmi School, Sama Savli Road, Vadodara - 390024, Gujarat, India  <b>Experience:</b> 30 Years  <b>Occupation:</b> Business  <b>Qualifications:</b> Under Graduate  <b>Nationality:</b> Indian  <b>DIN:</b> 00310065</p>	<p>Originally appointed on the Board as Director w.e.f. March 17, 2005 liable to retire by rotation.</p>	6,25,000 Equity Shares; 12.51% of Pre- Issue Paid up capital.	NIL
3.	<p><b>Mr. Ketankumar Harkantbhai Joshi</b>  <b>Father Name:</b> Mr. Harkantbhai Maganbhai Joshi  <b>Date of Birth:</b> 25/12/1970  <b>Age:</b> 51 Years  <b>Designation:</b> Whole Time Director  <b>Address:</b> C-26, Zaverchand Park Society, Old Padra Road, Opp. Reliance Mall, Vadodra, Akota, Vadodra, 390020, Gujarat.  <b>Experience:</b> 26 Years  <b>Occupation:</b> Business  <b>Qualifications:</b> Bachelor in Mechanical Engineering  <b>Nationality:</b> Indian</p>	<p>Originally appointed on the Board as Additional Director w.e.f. August 27, 2018</p> <p>Further re-appointed as Whole Time Director w.e.f. March 20, 2022 liable to retire by rotation.</p>	7,20,000 Equity Shares; 14.41% of Pre- Issue Paid up capital.	NIL

S. No.	Name, Father's, Age, Designation, Address, Experience, Occupation, Qualifications, Nationality & DIN	Date of Appointment	No. of Equity Shares held & % of Share holding (Pre Issue)	Other Directorships
	<b>DIN:</b> 02089127			
4.	<p><b>Mr. Laxman Singh Rathore</b>  <b>Father Name:</b> Mr. Chain Singh Rathore  <b>Date of Birth:</b> 04/07/1954  <b>Age:</b> 67 Years  <b>Designation:</b> Non - Executive Director  <b>Address:</b> 91, Girnar (16-A), Jagdish Marg, Gandhi Path, Vaishali Nagar, Jaipur – 302021, Rajasthan.  <b>Experience:</b> 40 Years  <b>Occupation:</b> Service  <b>Qualifications:</b> Bachelor of Science  <b>Nationality:</b> Indian  <b>DIN:</b> 08218555</p>	<p>Appointed as Additional Director w.e.f. September 10, 2018.</p> <p>Further re-appointed as Independent Director w.e.f. September 29, 2018 for a period of 5 years, not liable to retire by rotation and resigned on March 01, 2022</p> <p>Further appointed as Non-Executive Director w.e.f. March 20, 2022 liable to retire by rotation.</p>	NIL	NIL
5.	<p><b>Mr. Dipakkumar Harkant Joshi</b>  <b>Father Name:</b> Mr. Harkant Maganbhai Joshi  <b>Date of Birth:</b> 23/09/1972  <b>Age:</b> 49 Years.  <b>Designation:</b> Non - Executive Director  <b>Address:</b> C-26, Zaverchand Park Society, Old Padra Road, Opp. Reliance Mall, Vadodra, Akota, Vadodra, 390020, Gujarat.  <b>Experience:</b> 25 Years  <b>Occupation:</b> Service  <b>Qualifications:</b> Bachelor of Commerce  <b>Nationality:</b> Indian  <b>DIN:</b> 08549339</p>	<p>Appointed as Additional Director w.e.f. August 30, 2019.</p> <p>Further re-appointed as Non-Executive Director w.e.f. September 30, 2019 liable to retire by rotation.</p>	NIL	➤ Uptrend Skill Solutions Private Limited
6.	<p><b>Mr. Raghavender Mateti</b>  <b>Father Name:</b> Mr. Ramappa Mateti  <b>Date of Birth:</b> 29/08/1951  <b>Age:</b> 70 Years  <b>Designation:</b> Independent Director  <b>Address:</b> C-1311, National Park View 2, Kulupwadi Near National Park, Raheja Estate, Borivali East, Mumbai – 400066, Maharashtra, India  <b>Experience:</b> 40 Years  <b>Occupation:</b> Service  <b>Qualifications:</b> Bachelor of Technology  <b>Nationality:</b> Indian  <b>DIN:</b> 06826653</p>	<p>Appointed as Additional Director w.e.f. September 10, 2018.</p> <p>Further re-appointed as Independent Director w.e.f. September 29, 2018 for a period of 5 years, not liable to retire by rotation.</p>	NIL	➤ NACL Industries Limited

S. No.	Name, Father's, Age, Designation, Address, Experience, Occupation, Qualifications, Nationality & DIN	Date of Appointment	No. of Equity Shares held & % of Share holding (Pre Issue)	Other Directorships
7.	<b>Ms. Rashmi Kamlesh Otavani</b> <b>Father Name:</b> Mr. Ajaykumar Aavatram Aahuja <b>Date of Birth:</b> 06/10/1980 <b>Age:</b> 41 Years <b>Designation:</b> Independent Director <b>Address:</b> R-301, Ozone Glitters, Near Galaxy Underbridge, Ahmedabad – 382330, Gujarat, India <b>Experience:</b> 9 Years <b>Occupation:</b> Service <b>Qualifications:</b> Company Secretary <b>Nationality:</b> Indian <b>DIN:</b> 06976600	Appointed as Additional Director on the Board w.e.f. March 20, 2022 and further designated as independent director of the company for 5 years.	NIL	<ul style="list-style-type: none"> <li>➤ United Polyfab Gujarat Limited</li> <li>➤ Shree Ram Proteins Limited</li> <li>➤ Golf Ceramics Limited</li> <li>➤ Dynemic Products Limited</li> </ul>
8.	<b>Mr. Parag Sureshbhai Sumaria</b> <b>Father Name:</b> Mr. Sureshbhai Sumaria <b>Date of Birth:</b> 16/07/1983 <b>Age:</b> 38 Years <b>Designation:</b> Independent Director <b>Address:</b> 55, Digvijay Plot, Jamnagar – 361005, Gujarat, India <b>Experience:</b> 13 Years <b>Occupation:</b> Professional <b>Qualifications:</b> Chartered Accountant <b>Nationality:</b> Indian <b>DIN:</b> 08440965	Appointed as Additional Director on the Board w.e.f. March 20, 2022 and further designated as independent director of the company for 5 years.	NIL	<ul style="list-style-type: none"> <li>➤ BBM Consultancy Private Limited</li> </ul>

### **BRIEF PROFILE OF OUR DIRECTORS**

#### **1. Mr. Narendra Singh Barhat, Chairman cum Managing Director, Age: 67 Years**

Mr. Narendra Singh Barhat, 67 years is Chairman and Managing Director and also the Promoter of our Company He is a Science Graduate from Rajasthan College of Agriculture, Udaipur. He was appointed on the Board on March 17, 2005 and further designated as the Chairman and Managing Director of the Company on September 10, 2018 for a period of 5 years not liable to retire by rotation. He is having experience of 45 years. He is in charge of micromanaging, delegating tasks, ensuring adequate and satisfactory work output. He adapts to changes in the industry and quickly makes adjustments to operations if need. He leads in the industry, formulating new product offerings and goes above and beyond the efforts of the competition to impress and satisfy every client. His ability to proficiently research and learn about new topics and concepts is such an important attribute for the company. He is assertive yet considerate, passionate yet logical, persuasive, and inspiring.

#### **2. Mrs. Kusum Narendra Singh Barhat, Director, Age: 59 Years**

Mrs. Kusum Narendra Singh Barhat, aged 59 years, is the Director and also the Promoter of our Company. She is under graduate. She was appointed on the Board on March 17, 2005. She develops corporate plans for a variety of HR matters such as compensation, benefits, health and safety. She manages programs and lead staff while also possess a strong strategic mindset. She bridges the gap between the top management and employees as well as with labor unions. She monitors adherence to internal policies and legal standards. She has contributed remarkable 30 years of her life to the Company for its betterment and thus Company has reached to its new heights with the help of her knowledge, experience and skills.

#### **3. Mr. Ketankumar Harkantbhai Joshi, Whole-time Director, Age: 51 Years**

Mr. Ketankumar Harkantbhai Joshi, aged 51 years is the Whole Time Director and also the Promoter of our Company. He holds degree in Bachelor in Mechanical Engineering. He was originally appointed on the Board on August 27, 2018 and further designated as the Whole Time Director of the Company on March 20, 2022 for a period of 5 years liable to retire by rotation. He is having experience of 26 years in our industry. He helped the organization to reach to new heights in its initial stage of

incorporation with the help of his substantial experiences and knowledge gained throughout his journey. He has vast knowledge of the business & related industries.

**4. Mr. Laxman Singh Rathore, Non-Executive Director, Age: 67 Years**

Mr. Laxman Singh Rathore, aged 67 years is Independent Director of our Company. He was originally appointed as Additional Director on the Board w.e.f. September 10, 2018 and further designated as independent director of the company on September 29, 2018 for 5 years liable to retire by rotation and resign on March 01, 2022. Further appointed as Non-Executive Director w.e.f. March 20, 2022. He holds degree in Bachelor of Science having experience of 40 years.

**5. Mr. Dipakkumar Harkant Joshi, Non-Executive Director, Age: 49 Years**

Mr. Dipakkumar Harkant Joshi, aged 49 years is Non-Executive Director of our Company. He was originally appointed on the Board as Additional Director on the Board w.e.f. August 30, 2019 and further designated as non-executive director of the company on September 30, 2019. He holds degree in Bachelor degree of Commerce having experience of 25 years.

**6. Mr. Raghavender Mateti, Independent Director, Age: 70 Years**

Mr. Raghavender Mateti, aged 70 years is Independent Director of our Company. He was originally appointed as Additional Director on the Board w.e.f. September 10, 2018 and further designated as independent director of the company on September 29, 2018 for 5 years not liable to retire by rotation. He holds degree in Bachelor of Technology having experience of 40 years. He is a Business and Management strategy head specializing in creating multi-year roadmaps and directing efforts to drive substantial and sustainable growth in revenue and profits in the Indian agrochemicals sector.

**7. Ms. Rashmi Kamlesh Otavani, Independent Director, Age: 41 Years**

Ms. Rashmi Kamlesh Otavani, aged 41 years is Independent Director of our Company. She was originally appointed as Additional Director on the Board w.e.f. March 20, 2022 and further designated as independent director of the company for 5 years. She holds degree in Company Secretary having experience of 9 years.

**8. Mr. Parag Sureshbhai Sumaria, Independent Director, Age: 38 Years**

Mr. Parag Sureshbhai Sumaria, aged 38 years is Independent Director of our Company. He was originally appointed as Additional Director on the Board w.e.f. March 20, 2022 and further designated as independent director of the company for 5 years. He holds degree in Chartered Accountant having experience of 13 years.

**Confirmations**

- 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.
- 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.
- None of the above-mentioned Directors are on the RBI list of willful defaulters or fraudulent borrower as on the date of filing of this Draft Prospectus.
- Further, our Company, our Promoters, persons forming part of our Promoter Group, Directors and person in control of our Company has/ have not been not debarred from accessing the capital market by SEBI or any other Regulatory Authority.
- There is no material regulatory or disciplinary action taken by a stock exchange or regulatory authority in the past one year in respect of Directors and promoters of our company.

Except as disclosed in chapter titled “Outstanding Litigations and Material Developments” beginning on Page 188 of this Draft Prospectus, there is no criminal cases filed or being undertaken with regard to alleged commission of any offence by any of our directors which also effected the business of our company and none of directors of our Company have or has been charge-sheeted with serious crimes like murder, rape, forgery, economic offences etc.

Further, our Company, our Promoter, persons forming part of our Promoter Group, Directors and person in control of our Company has/ have not been not debarred from accessing the capital market by SEBI or any other Regulatory Authority.

**Nature of any family relationship between any of our Directors:**

Apart from Mr. Narendra Singh Barhat and Mrs. Kusum Narendra Singh Barhat who are related to each other as Husband and Wife, and Mr. Ketankumar Harkantbhai Joshi & Mr. Dipakkumar Harkant Joshi who are related to each other as Brothers, none of the Directors of the Company are related to each other as per Sec 2 (77) of Companies Act, 2013.

**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**

Our Company has passed a Special Resolution in the Extra-ordinary General Meeting of the members held on August 12, 2019, authorizing the Board of Directors of the Company under Section 180 (1) (c) of the Companies Act, 2013 to borrow from time to time all such money as they may deem necessary for the purpose of business of our Company notwithstanding that money borrowed by the Company together with the monies already borrowed by our Company may exceed the aggregate of the paid up share capital and free reserves provided that the total amount borrowed by the Board of Directors shall not exceed the sum of Rs. 200 Crore (Rupees Two Hundred Crore only).

**Compensation of our Managing Director and Whole Time Directors**

The compensation payable to our Managing Director and Whole-time Directors will be governed as per the terms of their appointment and shall be subject to the provisions of Sections 2(54), 2(94), 188,196,197,198 and 203 and any other applicable provisions, if any of the Companies Act, 2013 read with Schedule V to the Companies Act,2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, 1956, for the time being in force).

The following compensation has been approved for Managing Director and Whole Time Directors:

Particulars	Mr. Narendra Singh Barhat	Mr. Ketankumar Harkantbhai Joshi
Re-Appointment / Change in Designation	September 10, 2018	March 20, 2022
Designation	Managing Director	Whole-Time Director
Term of Appointment	5 Years	5 Years
Remuneration Payable from FY 2021-22	Rs. 48.00 Lakhs per annum	Rs. 27.00 Lakhs per annum
Remuneration paid for Year 2020-21	Rs. 48.00 Lakhs per annum	Rs. 27.00 Lakhs per annum

*Our company does not have any Subsidiary Company.*

**Bonus or Profit Sharing Plan for our Directors**

We have no bonus or profit-sharing plan for our Directors.

**Sitting Fee**

The Articles of Association of our Company provides that payment of sitting fees to Directors (other than Managing Director & Whole- Time Directors) for attending a meeting of the Board or a Committee thereof shall be decided by the Board of Directors from time to time within the applicable maximum limits. Our Board of Directors has resolved in their meeting dated April 09, 2022 for payment to all Non-Executive Independent Directors for attending each such meeting of the Board or Committee thereof.

**SHAREHOLDING OF OUR DIRECTORS IN OUR COMPANY**

Sr. No.	Name of Director	No. of Shares held	Holding in %
1.	Mr. Narendra Singh Barhat	22,80,000	45.60

2.	Mrs. Kusum Narendra Singh Barhat	6,25,000	12.50
3.	Mr. Ketankumar Harkantbhai Joshi	7,20,000	14.50

*None of the Independent Directors of the Company holds any Equity Shares of Company 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 fees payable to them for attending meetings of the Board of Directors or a Committee thereof as well as to the extent of other 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- “Compensation of our Managing Director a Whole Time Directors” above, under chapter titled “Our Management” beginning on page 119 of this Draft Prospectus

Our directors may also be regarded as interested their shareholding and dividend payable thereon, if any, Our Directors are also interested to the extent of Equity Shares, if any held by them in our Company or held by their relatives. Further our Directors are interested in the Company in the following manner:

<b>Director</b>	<b>Particulars</b>
Mr. Narendra Singh Barhat	<ul style="list-style-type: none"> <li>- Our director has given personal guarantee for loan of Company from Bank of Baroda.</li> <li>- Our Director has given unsecured loan to our Company.</li> </ul>
Mrs. Kusum Narendra Singh Barhat	<ul style="list-style-type: none"> <li>- The Corresponding Office of the Company is taken on rent from our Director Mrs. Kusum Narendra Singh Barhat for a period of 60 months at a monthly rent of Rs. 20,000.</li> <li>- Our director has given unsecured loan to our Company.</li> <li>- Our director has given personal guarantee for loan of Company from Bank of Baroda.</li> </ul>
Mr. Ketankumar Harkantbhai Joshi	<ul style="list-style-type: none"> <li>- Our director has given personal guarantee for loan of Company from Bank of Baroda.</li> <li>- Our director has given unsecured loan to our Company.</li> </ul>

Further our director may also be 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 may also be interested to the extent of loans, if any, taken by them or their relatives or taken by the companies/ firms in which they are interested as Directors/Members/Partners.

All Directors may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by our Company with any Company in which they hold Directorships or any partnership firm in which they are partners.

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 this 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 “Restated Financial Statement - Related Party Transactions” beginning on page 199 and 138 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**

Except as disclosed above and in the chapters titled “Business Overview” and “Restated Financial Statement – Related Party Transactions” and “History and Corporate Structure” on page 88, 138 and 115 respectively of this Draft Prospectus, our Directors do not have any interest in any property acquired two years prior to the date of this Draft Prospectus.

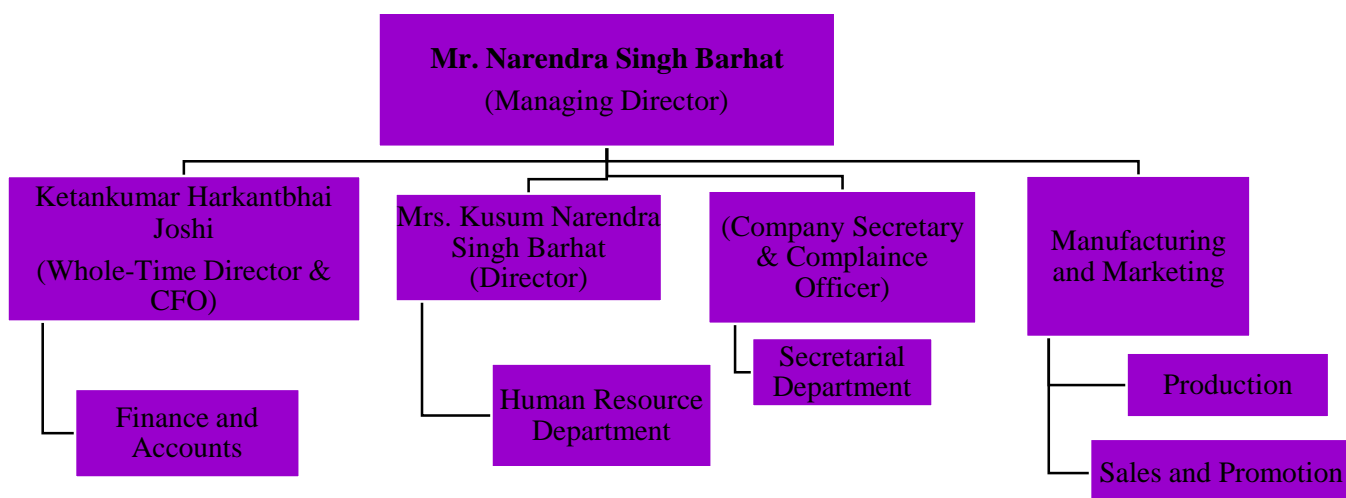
### **CHANGES IN BOARD OF DIRECTORS IN LAST 3 YEARS**

<b>Sr. No.</b>	<b>Name</b>	<b>Date &amp; Nature of Change</b>	<b>Reasons for Change</b>
1.	Mr. Dipakkumar Harkant Joshi	Appointed on Board as Additional Director w.e.f. August 30, 2019	To ensure better Corporate Governance
2.	Mr. Dipakkumar Harkant Joshi	Change in designation as Non-Executive Director w.e.f. September 30, 2019	To ensure better Corporate Governance

3.	Mr. Ketankumar Harkantbhai Joshi	Re-designated as Whole-time Director w.e.f. March 20, 2022	To ensure better Corporate Governance
4.	Mr. Laxman Singh Rathore	Resigned on March 01, 2022 and further appointed as Non-Executive Director w.e.f March 20, 2022.	To ensure better Corporate Governance
5.	Mr. Narendra Singh Barhat	Re-designated as chairman in meeting held on March 20, 2022.	To ensure better Corporate Governance
6.	Ms. Rashmi Kamlesh Otavani	Appointed as Additional Director on the Board w.e.f. March 20, 2022 and further designated as independent director of the company for 5 years.	To ensure better Corporate Governance
7.	Mr. Parag Sureshbhai Sumaria	Appointed as Additional Director on the Board w.e.f. March 20, 2022 and further designated as independent director of the company for 5 years.	To ensure better Corporate Governance

## 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 has been constituted in compliance with the Companies Act and the SEBI Listing Regulations 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 Eight (8) directors of which three (3) are Independent Directors and one (2) is Non-Executive Director (as defined under Regulation 16(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Our Company has constituted the following committees:

### 1. Audit Committee

Our Company has constituted an Audit Committee ("Audit Committee"), vide Board Resolution dated April 09, 2022, as per the applicable provisions of the Section 177 of the Companies Act, 2013 and also to comply with Regulation 18 of SEBI Listing Regulations, 2015 applicable upon listing of the Company's Equity shares on SME platform of NSE, the constituted Audit Committee comprises following members:



Name of the Director	Status in Committee	Nature of Directorship
Mr. Parag Sureshbhai Sumaria	Chairman	Non-Executive Independent Director
Mr. Raghavender Mateti	Member	Non-Executive Independent Director
Mr. Dipakkumar Harkantbhai Joshi	Member	Non-Executive Director

The Company Secretary of our Company shall act as a Secretary to the Audit Committee. The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to answer shareholder queries. 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 120 days shall elapse between any two meetings. The quorum for the meeting shall be either two members or one third of the members of the committee, whichever is higher but there shall be presence of minimum two Independent members at each meeting.

**C. Role and Powers:** The Role of Audit Committee together with its powers as Part C of Schedule II of SEBI Listing Regulation, 2015 as amended and Companies Act, 2013 shall be as under:

1. Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval;
5. Reviewing, with the management, the half yearly financial statements before submission to the board for approval, with particular reference to;
  - matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - changes, if any, in accounting policies and practices and reasons for the same;
  - major accounting entries involving estimates based on the exercise of judgment by management;
  - significant adjustments made in the financial statements arising out of audit findings;
  - compliance with listing and other legal requirements relating to financial statements;
  - disclosure of any related party transactions;
  - modified opinion(s) in the draft audit report;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the listed entity with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. The Audit Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company.
16. Discussing with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
18. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
19. The Audit Committee shall have authority to investigate into any matter in relation to the items specified in section 177(4) of Companies Act 2013 or referred to it by the Board.
20. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

21. To review the functioning of the whistle blower mechanism;
22. Approving the appointment of the Chief Financial Officer (i.e. the whole time finance director or any other person heading the finance function) after assessing the qualifications, experience and background, etc., of the candidate; and;
23. Audit committee shall oversee the vigil mechanism.
24. Audit Committee will facilitate KMP/auditor(s) of the Company to be heard in its meetings.
25. Carrying out any other function as is mentioned in the terms of reference of the audit committee or containing into SEBI Listing Regulations 2015.

Further, the Audit Committee shall mandatorily review the following:

- a) Management discussion and analysis of financial condition and results of operations;
- b) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- c) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- d) Internal audit reports relating to internal control weaknesses; and
- e) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- f) Statement of deviations:
  - Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  - Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

## 2. Stakeholders Relationship Committee

Our Company has formed the Stakeholders Relationship Committee as per Regulation 20 of SEBI Listing Regulations, 2015 as amended vide Resolution dated April 09, 2022 The constituted Stakeholders Relationship Committee comprises the following:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Dipakkumar Harkant Joshi	Chairman	Non-Executive Director
Ms. Rashmi Kamlesh Otavani	Member	Non-Executive Independent Director
Mr. Parag Sureshbhai Sumaria	Member	Non-Executive Independent Director

The Company Secretary of our Company shall act as a Secretary to the Stakeholders Relationship Committee. The scope and function of the Stakeholders Relationship Committee and its terms of reference shall include the following:

- A. Tenure:** The Stakeholders Relationship Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Stakeholders Relationship Committee as approved by the Board.
- B. Meetings:** The Stakeholders Relationship Committee shall meet at least four times a year with maximum interval of four months between two meetings and shall report to the Board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company. The quorum shall be two members present.
- C. Terms of Reference:** Redressal of shareholders' and investors' complaints, including and in respect of:
  - Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the space at back for recording transfers have been fully utilized.
  - Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;
  - Review the process and mechanism of redressal of Shareholders' /Investor's grievance and suggest measures of improving the system of redressal of Shareholders' /Investors' grievances.
  - Non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/dividend warrants, non-receipt of annual report and any other grievance/complaints with Company or any officer of the Company arising out in discharge of his duties.
  - Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them.
  - Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Prohibition of insider Trading) Regulations, 2015 as amended from time to time.
  - Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution

- passed by it in a duly conducted Meeting, and
- Carrying out any other function contained in the equity listing agreements as and when amended from time to time.

### 3. Nomination and Remuneration Committee

Our Company has formed the Nomination and Remuneration Committee as per Regulation 19 of SEBI Listing Regulations, 2015 as amended vide Resolution dated April 09, 2022 The Nomination and Remuneration Committee comprise the following:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Raghavender Mateti	Chairman	Non-Executive Independent Director
Mr. Parag Sureshbhai Sumaria	Member	Non-Executive Independent Director
Mr. Dipakkumar Harkant Joshi	Member	Non-Executive Director

The Company Secretary of our 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 for review of Managerial Remuneration. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher. The Chairperson of the nomination and remuneration committee may be present at the annual general meeting, to answer the shareholders queries; however, it shall be up to the chairperson to decide who shall answer the queries.

#### C. Role of Terms of Reference:

- Identify persons who are qualified to become directors and may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance;
- Formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration for directors, KMPs and other employees;
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Devising a policy on diversity of board of directors;
- 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;
- Determine our Company's policy on specific remuneration package for the Managing Director / Executive Director including pension rights;
- Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors;
- Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.
- Decide the amount of Commission payable to the Whole Time Directors;
- Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc; and
- To formulate and administer the Employee Stock Option Scheme.

### **POLICY ON DISCLOSURES AND INTERNAL PROCEDURE FOR PREVENTION OF INSIDER TRADING**

The provisions of regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the SME platform of NSE. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of Equity Shares on stock exchanges.

The Company Secretary & Compliance Officer will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the Board.

### **POLICY FOR DETERMINATION OF MATERIALITY & MATERIALITY OF RELATED PARTY TRANSACTIONS AND ON DEALING WITH RELATED PARTY TRANSACTIONS**

The provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 will be applicable to our Company immediately upon the listing of Equity Shares of our Company on SME Platform of NSE. We shall comply with the

requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on listing of Equity Shares on the SME platform of NSE. The Board of Directors at their meeting held on April 09, 2022 have approved and adopted the policy for determination of materiality and determination of materiality of related party transactions and on dealing with related party transactions.

### **Our Key Managerial Personnel**

Our Company is supported by a well-laid team having good exposure to various operational aspects of our line of business. A brief about the Key Managerial Personnel of our Company is given below:

<b>Name, Designation &amp; Educational Qualification</b>	<b>Age (Year)</b>	<b>Date of joining as KMP</b>	<b>Compensation paid for the F.Y ended 2021 (in Rs Lakhs)</b>	<b>Over all experience (in years)</b>	<b>Previous employment</b>
<b>Name: Mr. Narendra Singh Barhat</b> <b>Designation:</b> Chairman and Managing Director <b>Qualification:</b> Bachelor of Science	67	Chairman w.e.f March 20, 2022 and Managing Director and w.e.f September 10, 2018	48.00	45	--
<b>Name: Mr. Ketankumar Harkantbhai Joshi</b> <b>Designation:</b> Whole Time Director & Chief Financial Officer <b>Qualification:</b> Bachelor in Mechanical Engineering	51	Chief Financial officer appointed on September 10, 2018  Designated as Whole time Director w.e.f March 20, 2022	27.00	26	--
<b>Name: Mrs. Neha Batra</b> <b>Designation:</b> Company Secretary & Compliance Officer <b>Qualification:</b> Company Secretary	31	Appointed on August 27, 2018	2.39	6	--

### **BRIEF PROFILE OF KEY MANAGERIAL PERSONNEL**

#### **1. Mr. Narendra Singh Barhat, Chairman cum Managing Director, Age: 67 Years**

Mr. Narendra Singh Barhat, 67 years is Chairman and Managing Director and also the Promoter of our Company He is a Science Graduate from Rajasthan College of Agriculture, Udaipur. He was appointed on the Board on March 17, 2005 and further designated as the Chairman and Managing Director of the Company on September 10, 2018 for a period of 5 years not liable to retire by rotation. He is having experience of 45 years. He is in charge of micromanaging, delegating tasks, ensuring adequate and satisfactory work output. He adapts to changes in the industry and quickly makes adjustments to operations if need. He leads in the industry, formulating new product offerings and goes above and beyond the efforts of the competition to impress and satisfy every client. His ability to proficiently research and learn about new topics and concepts is such an important attribute for the company. He is assertive yet considerate, passionate yet logical, persuasive, and inspiring.

#### **2. Mr. Ketankumar Harkantbhai Joshi, Whole-time Director, Age: 51 Years**

Mr. Ketankumar Harkantbhai Joshi, aged 51 years is the Whole Time Director and also the Promoter of our Company. He holds degree in Bachelor in Mechanical Engineering. He was originally appointed on the Board on August 27, 2018 and further designated as the Whole Time Director of the Company on March 20, 2022 for a period of 5 years liable to retire by rotation. He is having experience of 26 years in our industry. He helped the organization to reach to new heights in its initial stage of incorporation with the help of his substantial experiences and knowledge gained throughout his journey. He has vast knowledge of the business & related industries.

#### **3. Mrs. Neha Batra, Company Secretary and Compliance Officer, Age: 31 Years**

Mrs. Neha Batra is Company Secretary and Compliance Officer of our Company. She is qualified Company Secretary from institute of Company Secretaries of India. In the past, she was in practice from 2015-2018. She looks after the Secretarial matters of our Company and has vast experience of more than 6 years. She joined our Company on August 27, 2018.

## RELATIONSHIP BETWEEN KEY MANAGERIAL PERSONNEL

None of the KMP of the Company are related to each other.

### 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. Narendra Singh Barhat and Mr. Ketankumar Harkantbhai Joshi, are 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 year ended October 31, 2021.
- 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 in our Company hold any shares of our Company as on the date of filing of this Prospectus except as under:

Sr. No.	Name of Director	No. of Shares held	Holding in %
1.	Mr. Narendra Singh Barhat	22,80,000	45.60%
2.	Mr. Ketankumar Harkantbhai Joshi	7,20,000	14.50%

- Presently, we do not have ESOP/ESPS scheme for our employees.
- The turnover of KMPs is not high, compared to the Industry to which our Company belongs.

### Payment of Benefits to Officers of our Company (non-salary related)

Except for any statutory payments made by our Company upon termination of services of its officer or employees, our Company has not paid any sum, any non-salary amount or benefit to any of its officers or to its employees including amounts towards super annuations, ex-gratia/rewards.

### 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 three years except as stated below:

Sr. No.	Name	Designation	Date of Appointment/ Cessation/Promotion/ Transfer	Reasons
1.	Mr. Ketankumar Harkantbhai Joshi	Whole-time Director	Re-designated as Whole-time Director w.e.f. March 20, 2022	To ensure better Corporate Governance
2.	Mr. Narendra Singh Barhat	Chairman	Re-designated as chairman in meeting held on March 20, 2022.	To ensure better Corporate Governance

## INTEREST OF KEY MANAGERIAL PERSONNEL IN OUR COMPANY

Apart from shares held in the Company, and to the extent of remuneration allowed and reimbursement of expenses incurred by them for or on behalf of the Company and to the extent of loans and advances made to or borrowed from the Company, none of our Key managerial personal are interested in our Company.

Further our Key Managerial Personnel (KMP) are interested in the Company in the following manner:

Key Managerial Person (KMP)	Particulars
Mr. Narendra Singh Barhat	- Our KMP has given personal guarantee for loan of Company from Bank of Baroda. - Our KMP has given unsecured loan to our Company.
Mr. Ketankumar Harkantbhai Joshi	- Our KMP has given personal guarantee for loan of Company from Bank of Baroda. - Our KMP has given unsecured loan to our Company.



Except as provided in this Draft Prospectus, we have not entered into any contract, agreement or arrangement during the preceding 2 (two) years from the date of this Draft Prospectus in which the Key Managerial Personnel are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them.

For the details 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 X - Statement of Related Party Transaction” under chapter “Restated Financial Statement” on page 138 of this Draft Prospectus.

#### **OTHER BENEFITS TO OUR KEY MANAGERIAL PERSONNEL**

Except as stated in this Draft Prospectus, there are no other benefits payable to our Key Managerial Personnel.

#### **EMPLOYEES**



The details about our employees appear under the Paragraph titled —Human Resource in Chapter Titled — Business Overview beginning on page 88 of this Draft Prospectus.


## OUR PROMOTER & PROMOTER GROUP

Mr. Narendra Singh Barhat, Mrs. Kusum Narendra Singh Barhat & Mr. Ketankumar Harkantbhai Joshi are the Promoter of our Company.

As on the date of this Draft Prospectus, Mr. Narendra Singh Barhat, Mrs. Kusum Narendra Singh Barhat & Mr. Ketankumar Harkantbhai Joshi are holding 36,25,000 Equity Shares which constitutes 72.57% of the issued and paid-up Equity Share capital of our Company. Our Promoter and Promoter Group will continue to hold the majority of our post- Issue paid-up equity share capital of our Company.

### Details of our Promoters: -

	<b>Mr. Narendra Singh Barhat, Chairman cum Managing Director</b>	
	<b>Qualification</b>	Bachelor of Science
	<b>Date of Birth</b>	08/09/1955
	<b>Age</b>	67 Years
	<b>Address</b>	A-201, Nakshatra Heights, opp, Urmi School, Sama Savli Road, Vadodara - 390024, Gujarat, India
	<b>Experience</b>	45 years
	<b>Occupation</b>	Business
	<b>Permanent Account Number</b>	ABWPM7390M
	<b>Passport Number</b>	P6981251
	<b>Driving License Number</b>	RJ27 19960080992
	<b>Aadhar Card Number</b>	8119 1171 5563
	<b>No. of Equity Shares held in ABLI[% of Shareholding (Pre Issue)]</b>	22,80,000 Equity Shares of ₹ 10 each; 45.60.% of Pre- Issue Paid up capital
	<b>DIN</b>	00310306
	<b>Other Interests</b>	<b>Partnership Firm:</b> Orchid Agro Systems <b>HUF:</b> N.S. Barhat HUF
		<b>Mrs. Kusum Narendra Singh Barhat, Director</b>
<b>Qualification</b>		Bachelor of Commerce
<b>Date of Birth</b>		02/03/1962
<b>Age</b>		59 Years
<b>Address</b>		A-201, Nakshatra Heights, opp, Urmi School, Sama Savli Road, Vadodara - 390024, Gujarat, India
<b>Experience</b>		30 years
<b>Occupation</b>		Business
<b>Permanent Account Number</b>		AJBPB7143F
<b>Passport Number</b>		P6351389
<b>Driving License Number</b>		Not Applicable
<b>Aadhar Card Number</b>		9108 9849 6880
<b>No. of Equity Shares held in ABLI[% of Shareholding (Pre Issue)]</b>		6,25,000 Equity Shares of ₹ 10 each 12.50 % of Pre- Issue Paid up capital
<b>DIN</b>	00310065	
<b>Other Interests</b>	<b>HUF:</b> N.S. Barhat HUF.	
	<b>Mrs. Ketankumar Harkantbhai Joshi, Whole Time Director</b>	
	<b>Qualification</b>	Bachelor in Mechanical Engineering
	<b>Date of Birth</b>	25/12/1970
	<b>Age</b>	51 Years

	<b>Address</b>	C-26, Zaverchand Park Society, Old Padra Road, Opp. Reliance Mall, Vadodra, Akota, Vadodra, 390020, Gujarat.
	<b>Experience</b>	26 years
	<b>Occupation</b>	Business
	<b>Permanent Account Number</b>	ACRPJ4984F
	<b>Passport Number</b>	K6046253
	<b>Driving License Number</b>	GJ06 19920055829
	<b>Aadhar Card Number</b>	7225 2568 1573
	<b>No. of Equity Shares held in ABLL[% of Shareholding (Pre Issue)]</b>	7,20,000 Equity Shares of ₹ 10 each; 14.50% of Pre- Issue Paid up capital
	<b>DIN</b>	02089127
	<b>Other Interests</b>	<b>Partnership Firm:</b> Orchid Agro Systems

### Declaration

We confirm that the Permanent Account Number, Bank Account Number, Aadhar Card Number, Passport Number and Driving License of the Promoters which are available have been submitted to NSE at the time of filing of Draft Prospectus with them.

*Present Promoter of Our Company are Mr. Narendra Singh Barhat, Mrs. Kusum Narendra Singh Barhat & Mr. Ketankumar Harkantbhai Joshi. Initial subscribers to the MoA of Our Company were Mr. Narendra Singh Barhat and Mrs. Kusum Narendra Singh Barhat. For details of the shareholding acquired by the current promoter of our Company refer the capital buildup of our Promoter under chapter “Capital Structure” beginning on page 54 of this Draft Prospectus.*

### Undertaking/ Confirmations

None of our Promoter 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 Promoter, Group Company and Company promoted by the promoter 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 Promoter, Group Company and Company promoted by the promoter during the past three years.

The litigation record, the nature of litigation, and status of litigation of our Company, Promoter, Group company and Company promoted by the Promoter are disclosed in chapter titled “Outstanding Litigations and Material Developments” beginning on page 188 of this Draft Prospectus.

None of our Promoter, 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.

Further, neither our Promoter, the promoter group members nor our Group Company have been declared as a willful defaulter or a fraudulent borrower by the RBI or any other government authority nor there are any violations of securities laws committed by them in the past and no proceedings for violation of securities laws are pending against them.

### Common Pursuits/ Conflict of Interest

Except our Promoter Group Entity i.e. Orchid Agro Systems and Kinlak Biotech which are engaged in similar line of business, there is no other entity/ Group Companies which are engaged in similar line of business as our Company as on date of this Draft Prospectus.



We shall adopt the necessary procedures and practices as permitted by law to address any conflicting situations, as and when they may arise.

### **Interest in promotion of Our Company**

The Promoter are interested to the extent of their shareholding in the Company, and any dividend and distributions which may be made by the Company in future. The related party transactions are disclosed in “Financial information of our company” and “Our Management – Interest of Directors” and “Our Management – Interest of Key Managerial Personnel” on pages 138 & 119 of this Draft Prospectus, respectively.

### **Interest in the property of Our Company**

Except as mentioned in this Draft Prospectus, our Promoter 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 till date of filing the Prospectus with RoC.

### **Other Interest of Promoters**

Our Promoter Mr. Narendra Singh Barhat, Mrs. Kusum Narendra Singh Barhat & Mr. Ketankumar Harkantbhai Joshi are interested to the extent of their shareholding and shareholding of their relatives in our Company. Our Promoter Mr. Narendra Singh Barhat, Mrs. Kusum Narendra Singh Barhat & Mr. Ketankumar Harkantbhai Joshi who are also the Chairman cum Managing Director & Whole Time Directors respectively of our Company may be deemed to be interested to the extent of their remuneration, as per the terms of their appointment and reimbursement of expenses payable to them. Our Promoters may also be deemed interested to the extent of any unsecured loan given/taken by them to/from our Company.

Further our Promoters are interested in the Company in the following manner:

Promoter	Particulars
Mr. Narendra Singh Barhat	<ul style="list-style-type: none"> <li>- Our Promoter has given personal guarantee for loan of Company from Bank of Baroda.</li> <li>- Our Promoter has given unsecured loan to our Company.</li> </ul>
Mrs. Kusum Narendra Singh Barhat	<ul style="list-style-type: none"> <li>- The Corresponding Office of the Company is taken on rent from our Promoter Mrs. Kusum Narendra Singh Barhat for a period of 60 months at a monthly rent of Rs. 20,000.</li> <li>- Our Promoter has given unsecured loan to our Company.</li> <li>- Our Promoter has given personal guarantee for loan of Company from Bank of Baroda.</li> </ul>
Mr. Ketankumar Harkantbhai Joshi	<ul style="list-style-type: none"> <li>- Our Promoter has given personal guarantee for loan of Company from Bank of Baroda.</li> <li>- Our Promoter has given unsecured loan to our Company.</li> </ul>

*For transaction in respect of loans and other monetary transaction entered in past please refer Annexure X on “Restated statement of Related Party Transactions” under chapter titled “Restated Financial Statements” on page 138 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 this Draft Prospectus or proposes to enter into any such contract in which our Promoter are directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them.

### **Experience of Promoters in the line of business**

Our Promoter Mr. Narendra Singh Barhat, Mrs. Kusum Narendra Singh Barhat & Mr. Ketankumar Harkantbhai Joshi have experience of 45 years, 30 years & 26 years respectively. The Company shall also endeavor to ensure that relevant professional help is sought as and when required in the future.

### **Related Party Transactions**

For the transactions with our Promoter Group entities please refer to section titled “Annexure – X Restated Statement of Related Party Transactions” under chapter titled “Restated Financial Statements” on page 138 of this Draft Prospectus.

Except as stated in “Annexure – X Restated Statement of Related Party Transactions” beginning under chapter titled “Restated Financial Statements” on page 138 of this Draft Prospectus., and as stated therein, our Promoter or any of the Promoter Group do not have any other interest in our business.

### **Payment or Benefit to Promoter of Our Company**

For details of payments or benefits paid to our Promoter, please refer to the chapter titled “Our Management” beginning on page 119 of this Draft Prospectus. Also refer Annexure X on “Restated Statement of Related Party Transactions” under chapter titled “Restated Financial Statements” on page 138 of this Draft Prospectus.

### **Companies / Firms from which the Promoter have disassociated themselves in the last (3) three years**

Our Promoter has not disassociated themselves from any of the Companies, Firms or other entities during the last three years preceding the date of this Draft Prospectus except in Aristo Hi-Care LLP which was dissolved on November 15, 2021.

### **Other ventures of our Promoter**

Save and except as disclosed in this section titled “Our Promoter and Promoter Group” and “Information with respect of Group Companies” beginning on page 132 & 198 respectively of this Draft Prospectus, there are no ventures promoted by our Promoter in which they have any business interests/ other interests as on date of this Draft Prospectus.

### **Litigation details pertaining to our Promoter**

For details on litigations and disputes pending against the Promoter and defaults made by the Promoter please refer to the section titled “Outstanding Litigations and Material Developments” beginning on page 188 of this Draft Prospectus.

## **OUR PROMOTER GROUP**

In addition to the Promoter named above, the following natural persons are part of our Promoter Group:

### **1. Natural Persons who are part of the Promoter Group**

As per Regulation 2(1)(pp) of the SEBI (ICDR) Regulations, 2018, the Natural persons who are part of the Promoter Group (due to their relationship with the Promoter), other than the Promoters, are as follows:

<b>Relationship</b>	<b>Narendra Singh Barhat</b>	<b>Kusum Narendra Singh Barhat</b>	<b>Ketankumar Harkantbhai Joshi</b>
<b>Father</b>	Late Inder Singh Barhat	Late Hingalajdan Arha	Harkant Joshi
<b>Mother</b>	Late Kantakumari Barhat	Late Sughan Kunvar Arha	Urmila H. Joshi
<b>Spouse</b>	Kusum Narendra Singh Barhat	Narendra Singh Barhat	Neeta Joshi
<b>Brother</b>	Late Ashok Barhat	Rajkumar Arha*	Deepak Joshi
	Sudhir Barhat*	Sunil Arha*	
	Rajendra Singh Barhat*		
	Jeevan Barhat*		
<b>Sister</b>	Late Vijaylaxmi Rajawat	--	Vatsala Tamboli
	Late Nirmala Kaviraj		
	Rajeshwari Bithu*		
<b>Son</b>	Himanshu Barhat	Himanshu Barhat	-
<b>Daughter</b>	Richa Barhat	Richa Barhat	Shloka Joshi
			Nishka Joshi
<b>Spouse's Father</b>	Late Hingalajdan Arha	Late Inder Singh Barhat	Rameshchandra D. Mehta
<b>Spouse's Mother</b>	Late Sughan Kunvar Arha	Late Kantakumari Barhat	Neela R. Mehta
<b>Spouse's Brother</b>	Sunil Arha*	Rajkumar Arha*	Bhaveshchandra Mehta
		Late Ashok Barhat	Viren Mehta
		Sudhir Barhat*	
		Rajendra Singh Barhat*	
<b>Spouse's Sister</b>	--	Jeevan Barhat*	-
		Late Vijaylaxmi Rajawat	
		Late Nirmala Kaviraj	
		Rajeshwari Bithu*	

\* Individuals are also forming part of promoter group do not have any interest in the Company, neither they are having any shareholding in our Company since incorporation and also are not involved in the affairs of the Company and hence they do not

wish their names to be included in the promoter group members in the offer document. Further we are not able to get any details of their investment in Body Corporate, Firms and HUF from promoter group members.

Further, we have filed an application dated April 13, 2022 to SEBI under regulation 300(1)(c) of the SEBI ICDR Regulations, for allowing exemption from disclosing names of aforementioned relatives of the promoters and their connected entities as members of Promoter Group of our Company.

## **2. Corporate Entities or Firms forming part of the Promoter Group**

As per Regulation 2(1)(pp) of the SEBI (ICDR) Regulations, 2018, the following entities would form part of our Promoter Group:

- Orchid Agro Systems
- N.S. Barhat HUF
- Kinlak Biotech
- Uptrend Skill Solutions Private Limited
- Universal Containers

## **DIVIDEND POLICY**

Under the Companies Act, our Company can pay dividends upon a recommendation by our Board of Directors and approval by the shareholders at the general meeting of our Company. The Articles of Association of our Company give our shareholders, the right to decrease, and not to increase, the amount of dividend recommended by the Board of Directors.

The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends. No dividend shall be payable for any financial except out of profits of our Company for that year or that of any previous financial year or years, which shall be arrived at after providing for depreciation in accordance with the provisions of Companies Act, 2013.

Our Company does not have any formal dividend policy for declaration of dividend in respect of 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 may depend on a number of factors, including the results of operations, earnings, Company's future expansion plans, capital requirements and surplus, general financial condition, contractual restrictions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

Our Company has not declared any dividend on the Equity Shares in last five years. 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 IX - FINANCIAL INFORMATION OF OUR COMPANY**

### **RESTATED FINANCIAL STATEMENTS**

#### **INDEPENDENT AUDITORS' REPORT ON RESTATED FINANCIAL INFORMATION**

**(As required by Section 26 of Companies Act, 2013 read with Rule 4 of Companies (Prospectus and Allotment of Securities) Rules, 2014)**

**To,  
The Board of Directors,  
ARISTO BIO-TECH AND LIFESCIENCE LIMITED  
VADODARA**

Dear Sir,

We have examined the attached Restated Audited Financial Information of ARISTO BIO-TECH AND LIFESCIENCE LIMITED comprising the Restated Audited Statement of Assets and Liabilities as at 31<sup>st</sup> October, 2021, March 31, 2021, March 31, 2020 & March 31, 2019 the Restated Audited Statement of Profit & Loss, the Restated Audited Cash Flow Statement for stub period ended on 31<sup>st</sup> October, 2021, and for the financial year ended March 31, 2021, March 31, 2020 & March 31, 2019, the Summary statement of Significant Accounting Policies and other explanatory Information (Collectively the Restated Financial Information) as approved by the Board of Directors in their meeting held on 21/03/2022 for the purpose of inclusion in the Offer Document, prepared by the Company in connection with its Initial Public Offer of Equity Shares (IPO) and 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 ("ICDR Regulations") as amended (ICDR Regulations"); and related amendments / clarifications from time to time issued by the Securities and Exchange Board of India ("SEBI");
- c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) 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 Financial Information 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, Gujarat, Dadra & Nagar Havelli in connection with the proposed IPO. The Restated Financial Information has been prepared by the management of the Company for the stub period ended on 31st October, 2021 on the basis of preparation stated in ANNEXURE – IV to the Restated Financial Information. The Board of Directors of the company's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The board of directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.

We have examined such Restated Financial Information taking into consideration:

- a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 15/02/2021 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 Financial Information; and ,
- d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

These Restated Financial Information have been compiled by the management from:

- a) Audited financial statements of company as at and for the stub period ended on 31st October, 2021 and for the financial year ended March 31, 2021, March 31, 2020 & March 31, 2019 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.

For the purpose of our examination, we have relied on:

a) Auditors' Report issued by the Previous Auditor Jain M & Co. dated 24/09/2019 & us dated 04/04/2022 for the stub period ended on 31st October, 2021, Auditors' Report issued by us dated 07/11/2020 for period ended 31<sup>st</sup> March, 2020 and dated 14/09/2021 for period ended 31<sup>st</sup> March, 2021.

b) The audit were conducted by the Company's previous statutory auditor, and accordingly reliance has been placed on the statement of assets and liabilities and statements of profit and loss, the Significant Accounting Policies, and other explanatory information and (collectively, the Audited Financial Statement") examined by them for the said years.

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 March 31, 2021, March 31, 2020 and March 31, 2019. There is no qualification of previous auditor for the Financial Statement of 31st March 2021, 2020 and, 2019.

The audit reports on the financial statements were modified and included following matter(s) giving rise to modifications on the financial statements as at and for the period ended on 31st October, 2021, March 31, 2021, 2020 & 2019:-

- a) The Restated Financial Information or Restated Summary 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 Financial Information or Restated Summary Financial Statement have been made after incorporating adjustments for prior period and other material amounts in the respective financial years/period to which they relate and there are no qualifications which require adjustments;
- c) Extra-ordinary items that needs to be disclosed separately in the accounts has been disclosed wherever required;
- d) There were no qualifications in the Audit Reports issued by us for the stub Period Ended on 31st October , 2021 and the Previous Auditors for the Financial Year Ended March 31, 2019 which would require adjustments in this Restated Financial Statements of the Company; except
- e) 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;
- f) Adjustments in Restated Financial Information or Restated Summary Financial Statement have been made in accordance with the correct accounting policies,
- g) There was no change in accounting policies, which needs to be adjusted in the Restated Financial Information or Restated Summary Financial Statement;
- h) There are no revaluation reserves, which need to be disclosed separately in the Restated Financial Information or Restated Summary Financial Statement.
- i) The related party transaction for purchase & sales of Goods entered by the company are at arm's length price.
- j) The Company has not paid any dividend since its incorporation.
- k) The company has not provided actuarial valuation of the long-term employee benefits. Hence it is difficult to report the same as per Accounting Standard 15. However The Company operates a defined benefit gratuity plan which requires contributions to be made to a separately administered fund by the Life Insurance Corporation of India (LIC). The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method. The premium paid by the company is charged to the Statement of Profit and Loss.

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 Stub Period Ended on 31st October, 2021 & Financial Year Ended March 31, 2021, 2020 and 2019 is prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Assets and Liabilities, have been arrived at after making such adjustments and regroupings 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 Stub Period Ended on 31st October , 2021 & Financial Year Ended March 31, 2021, 2020 and 2019 is prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Profit and Loss have been arrived at after making such adjustments and regroupings 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 Stub Period Ended on 31st October, 2021 & Financial Year Ended March 31, 2021, 2020 and 2019 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.

Audit for the financial year ended on March 31, 2021 & 2020 was conducted by us and financial year ended on March 31, 2019 was conducted by Jain M & Co. & Accordingly reliance has been placed on the financial statement examined by them for the said years. Financial Reports included for said years are solely based on report submitted by them.

We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company for the Stub Period Ended on 31st October , 2021 & Financial Year Ended March 31, 2021, 2020 and 2019 proposed to be included in the Draft Prospectus / Prospectus (“Offer Document”) for the proposed IPO.

Restated Statement of Share Capital, Reserves And Surplus	Annexure – A.1 & Annexure – A.2
Restated Statement of Long Term Borrowing	Annexure – B
Restated Statement of Deferred Tax (Assets) / Liabilities	Annexure – C
Restated Statement of Short Term Borrowing	Annexure – BB
Restated Statement of Trade Payables	Annexure – E
Restated Statement of Other Current Liabilities And Short Term Provisions	Annexure – F
Restated Statement of Fixed Assets	Annexure – G
Restated Statement of Other Non-Current Assets	Annexure – H
Restated Statement of Inventories	Annexure – J
Restated Statement of Trade Receivables	Annexure – K
Restated Statement of Cash & Cash Equivalents	Annexure – L
Restated Statement of Short Term Loans & Advances	Annexure – M
Restated Statement of Other Current Assets	Annexure – N
Restated Statement of Revenue from Operations	Annexure – II.1
Restated Statement of Other Income	Annexure – II.2
Restated Statement of Cost of Material Consumed	Annexure – II.3
Restated Statement of Change in Inventories of WIP, Finished Goods & Stock in Trade	Annexure – II.5
Restated Statement of Employee Benefit Expenses	Annexure – II.6
Restated Statement of Finance Cost	Annexure – II.7
Restated Statement of Depreciation & Amortisation	Annexure – G
Restated Statement of Other Expenses	Annexure - II.8
Restated Statement of Deferred Tax Asset / Liabilities	Annexure - II.9
Restated Statement of Tax shelter	Annexure – T
Restated Statement of Contingent Liabilities	Annexure – U
Restated Statement of Accounting Ratios	Annexure – Q
Restated statement of related party transaction	Annexure – R

In our opinion and to the best of information and explanation provided to us, the Restated Financial Information 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. Prakash Chandra Jain & Co., Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India (“ICAI”) and hold a valid peer review certificate issued by the “Peer Review Board” of the ICAI.

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 financial information contained in ANNEXURE – A to J of this report read with the respective Significant Accounting Policies and Notes to Accounts as set out in ANNEXURE – IV 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 IPO-SME for Proposed Issue 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 Prakash Chandra Jain & Co**  
**Chartered Accountants**  
**FRN: 002438C**  
**Peer Review No. 011912**

**Dinesh C Jain**  
**Partner**  
**M. No.: 041235**  
**UDIN: 22041235AGLKKS2114**

**Date: 04-04-2022**  
**Place: Vadodara**



**ANNEXURE-I: RESTATED STATEMENT OF ASSETS AND LIABILITIES**

(Rs. in Lakhs)

Particulars		Note No.	As at 31 Oct, 2021	As at 31 March 2021	As At 31st March 2020	As At 31st March 2019
<b>I</b>	<b>EQUITY AND LIABILITIES</b>					
<b>1</b>	<b>Shareholders' funds</b>					
(a)	Share capital	A.1	499.50	499.50	499.50	499.50
(b)	Reserves and surplus	A.2	1,053.97	838.58	731.01	630.27
<b>2</b>	<b>Non-current liabilities</b>					
(a)	Long-term borrowings	B(A)	844.90	1,206.00	1,067.09	719.78
(b)	Deferred tax liabilities (Net)	C	11.98	0.37	-	-
(c)	Long-term Provisions	D	-	-	-	-
(d)	Other Long-term Liabilities		-	-	-	-
<b>3</b>	<b>Current liabilities</b>					
(a)	Short-term borrowings	B(B)	1,455.49	1,018.77	903.88	724.82
(b)	Trade payables	E	3,224.40	3,835.13	3,780.90	6,257.29
(c)	Other current liabilities	F	83.21	669.38	1,706.83	169.36
(d)	Short-term provisions	F	129.33	73.99	95.91	62.15
	<b>TOTAL</b>		<b>7,302.77</b>	<b>8,141.73</b>	<b>8,785.12</b>	<b>9,063.18</b>
<b>II</b>	<b>ASSETS</b>					
<b>1</b>	<b>Non-current assets</b>					
(a)	Fixed assets	G				
(i)	Property, Plant and Equipment		1,314.82	1,231.20	825.63	790.75
(ii)	Intangible Assets		0.21	0.25	0.34	0.35
(iii)	Capital Work in Progress		0.00	0.00	281.54	148.38
			<b>1,315.04</b>	<b>1,231.45</b>	<b>1,107.51</b>	<b>939.48</b>
(b)	Non Current Investments	H	-	-	-	-
(c)	Long-term loans and advances	I	-	-	-	48.70
(d)	Other Non Current Assets		-	-	-	-
(e)	Deferred Tax Assets	C	-	-	7.38	5.61
<b>2</b>	<b>Current assets</b>					
(a)	Current Investments		-	-	-	-
(b)	Inventories	J	2,196.14	3,194.52	2,432.37	3,298.76
(c)	Trade receivables	K	3,639.11	3,276.55	4,830.57	4,226.38
(d)	Cash and Bank Balances	L	10.90	11.23	52.51	43.79
(e)	Short-term loans and advances	M	141.57	427.98	354.78	500.48
(f)	Other Current Assets	N	-	-	-	-
	<b>TOTAL</b>		<b>7,302.77</b>	<b>8,141.73</b>	<b>8,785.12</b>	<b>9,063.18</b>

For Prakash Chandra Jain & Co  
Chartered Accountants  
FRN: 002438C  
Peer Review No. 011912

For Aristo Bio-Tech And Lifescience Limited

Narendra Singh Barhat  
Chairman & Managing Director  
DIN - 00310306

Kusum Narendra Singh Barhat  
Director  
DIN - 00310065

Dinesh C Jain  
Partner  
M. No.: 041235  
UDIN: 22041235AGLKK2114  
Date: 04-04-2022

Ketankumar Harkantbhai Joshi  
Whole-time Director & Chief  
Financial Officer

Neha Batra  
Company Secretary

Place: Vadodara

**ANNEXURE-II: RESTATED STATEMENT OF PROFIT AND LOSS**

(Rs. in Lakhs)

Particulars		Refer Note No.	For the year ended 31 Oct 2021	For the year ended 31 March 2021	For the year ended 31 March 2020	For the year ended 31 March 2019
I.	Revenue from operations	O	12,002.60	19,606.48	23,550.30	23,466.12
	Less: Excise Duty & GST		1,710.68	2,884.67	3,427.17	3,299.47
			10,291.91	16,721.81	20,123.13	20,166.65
II.	Other income	P	3.47	1.15	0.80	10.57
<b>III.</b>	<b>Total Revenue (I + II)</b>		<b>10,295.39</b>	<b>16,722.96</b>	<b>20,123.94</b>	<b>20,177.21</b>
IV.	Expenses:					
	Cost of Material Consumed	Q	8,297.38	12,377.78	15,420.01	15,703.76
	Purchase of stock in trade	R	766.50	2,566.32	2,883.59	2,609.25
	Changes in inventories of finished goods work-in-progress and Stock-in-Trade	S	(91.38)	59.00	450.88	103.23
	Employee benefits expense	T	286.64	354.16	373.85	467.57
	Finance costs	U	135.72	210.82	260.05	224.84
	Depreciation and amortization expense	G	60.74	74.99	52.00	50.79
	Other expenses	V	527.77	930.07	543.95	600.85
	<b>Total expenses</b>		<b>9,983.37</b>	<b>16,573.14</b>	<b>19,984.33</b>	<b>19,760.28</b>
<b>V.</b>	<b>Profit before tax (VII- VIII)</b>		<b>312.01</b>	<b>149.82</b>	<b>139.60</b>	<b>416.93</b>
VI	Exceptional Items		-	-	Nil	6.68
VII	Extraordinary Items		-	-	Nil	-
VIII	Tax expense:					
	(1) Current tax	Z	85.02	34.49	40.64	128.29
	(2) Deferred tax	C	11.61	7.75	(1.78)	(0.87)
	(3) Earlier year Income tax				-	
<b>IX</b>	<b>Profit (Loss) for the period (XI + XIV)</b>		<b>215.39</b>	<b>107.57</b>	<b>100.74</b>	<b>282.83</b>
X	Earnings per equity share:		Refer Annexure [W]; Accounting Ratios as Restated			

**For Prakash Chandra Jain & Co**  
Chartered Accountants  
FRN: 002438C  
Peer Review No. 011912

**For Aristo Bio-Tech And Lifescience Limited**

**Narendra Singh Barhat**  
Chairman & Managing Director  
DIN - 00310306

**Kusum Narendra Singh Barhat**  
Director  
DIN - 00310065

**Dinesh C Jain**  
Partner  
M. No.: 041235

UDIN: 22041235AGLKKS2114  
Date: 04-04-2022

**Ketankumar Harkantbhai Joshi**  
Whole-time Director & Chief  
Financial Officer

**Neha Batra**  
Company Secretary

Place: Vadodara

**ANNEXURE-III: RESTATED STATEMENT OF CASH FLOWS**
**(Rs. in Lakhs)**

Sr. No.	Particulars	31.10.2021	FY 2020-21	FY 2019-20	F.Y. 2018-19
		Amount	Amount	Amount	Amount
A.	Cash flow from Operating Activities				
	Net Profit Before tax as per Statement of Profit & Loss	312.01	149.82	139.60	416.93
	Adjustments for :				
	Depreciation & Amortisation Exp.	60.74	74.99	52.00	50.79
	Loss (Profit) on Sale of Assets	(1.56)	Nil	Nil	Nil
	Deferred Tax Expense/ (Income)	Nil	Nil	Nil	(2.40)
	Provision for Employee Benefit	41.31	37.26	41.75	Nil
	Expenses Reported under other activity head	135.72	210.82	260.05	224.84
	Income Reported under other activity head	Nil	Nil	Nil	Nil
	Dividend Income	Nil	Nil	Nil	Nil
	Extraordinary Items	Nil	Nil	(4.01)	(6.68)
	Office rent	Nil		Nil	Nil
	Interest Income	(3.47)	(1.15)	(0.80)	(10.57)
	Preliminary Expenses Written off	Nil	Nil	Nil	Nil
		<b>232.72</b>	<b>321.92</b>	<b>348.99</b>	<b>255.98</b>
	<b>Operating Profit before working capital changes</b>	544.73	471.74	488.59	672.91
	Changes in Working Capital				
	Trade receivable	(362.56)	1,554.02	(604.19)	609.51
	Other Loans and advances receivable	286.41	(73.20)	145.70	Nil
	Long term Loans and advances	Nil	Nil	48.70	Nil
	Inventories	998.38	(762.14)	866.38	(409.31)
	Short Term Loans and Advance	Nil	Nil	Nil	(168.22)
	Other current assets	Nil	Nil	Nil	3.17
	Other Non current assets	Nil	Nil	Nil	Nil
	Trade Payables	(610.73)	54.23	(2,476.39)	453.11
	Other long term liability	Nil	Nil	Nil	Nil
	Short Term borrowing	436.71	114.89	179.06	(342.16)
	Other Current Liabilities	(627.48)	(1,074.71)	1,495.72	62.01
	Short term Provisions	55.33	(21.92)	37.77	58.14
		<b>176.06</b>	<b>(208.84)</b>	<b>(307.25)</b>	<b>266.25</b>
	Net Cash Flow from Operation	720.80	262.90	181.34	939.16
	Less : Income Tax paid	85.02	34.49	40.64	124.28
	<b>Net Cash Flow from Operating Activities (A)</b>	<b>635.78</b>	<b>228.41</b>	<b>140.70</b>	<b>814.88</b>
B.	Cash flow from investing Activities				
	Purchase of Fixed Assets (Net)	(144.76)	(143.70)	(86.87)	(59.94)
	Increase in Capital Work In Progress	Nil	(55.23)	(133.16)	(148.38)
	Sale of Fixed Assets	0.44	Nil	Nil	2.37
	Purchase of Investment	Nil	Nil	Nil	Nil
	Sale / Redemption of Investment	Nil	Nil	Nil	Nil
	Movement in Loan & Advances	Nil	Nil	Nil	(48.70)
	Other cash receipts from sales of equity or debt instruments of other entities	Nil	Nil	Nil	Nil

	Profit On Sale of Fixed Assets	1.56	Nil	Nil	Nil
	Interest Income	3.47	1.15	0.80	10.57
	Dividend Income	Nil	Nil	Nil	Nil
		<b>(139.29)</b>	<b>(197.78)</b>	<b>(219.23)</b>	<b>(244.07)</b>
	<b>Net Cash Flow from Investing Activities (B)</b>	<b>(139.29)</b>	<b>(197.78)</b>	<b>(219.23)</b>	<b>(244.07)</b>
C.	Cash Flow From Financing Activities				
	Proceeds From Issue of shares capital	Nil	Nil	Nil	Nil
	Decrease/(Increase) in Secured Loans	(361.10)	138.91	347.31	(352.10)
	Finance Cost	(135.72)	(210.82)	(260.05)	(224.84)
	Increase in Short Term Provisions	Nil	Nil	Nil	Nil
	Increase in Unsecured Loans	Nil	Nil	Nil	Nil
	Interest Paid	Nil	Nil	Nil	Nil
	Other Borrowing Costs	Nil			
		(496.81)	(71.91)	87.25	(576.94)
	<b>Net Cash Flow from Financing Activities (C)</b>	<b>(496.81)</b>	<b>(71.91)</b>	<b>87.25</b>	<b>(576.94)</b>
D.	<b>Net (Decrease)/ Increase in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>(0.32)</b>	<b>(41.28)</b>	<b>8.72</b>	<b>(6.14)</b>
E.	<b>Opening Cash &amp; Cash Equivalents</b>	<b>11.23</b>	<b>52.51</b>	<b>43.79</b>	49.92
F.	<b>Cash and cash equivalents at the end of the period</b>	<b>10.90</b>	<b>11.23</b>	<b>52.51</b>	<b>43.79</b>
G.	Cash And Cash Equivalents Comprise :				
	Cash	5.86	5.10	4.62	4.76
	Bank Balance :				
	Current Account	0.77	2.00	26.81	26.09
	Deposit Account	4.28	4.13	21.08	12.93
	<b>Total</b>	<b>10.90</b>	<b>11.23</b>	<b>52.51</b>	<b>43.79</b>

**For Prakash Chandra Jain & Co**  
Chartered Accountants  
FRN: 002438C  
Peer Review No. 011912

**For Aristo Bio-Tech And Lifescience Limited**

**Narendra Singh Barhat**  
Chairman & Managing Director  
DIN - 00310306

**Kusum Narendra Singh Barhat**  
Director  
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**Dinesh C Jain**  
Partner  
M. No.: 041235

UDIN: 22041235AGLKKS2114  
Date: 04-04-2022

**Ketankumar Harkantbhai Joshi**  
Whole-time Director & Chief  
Financial Officer

**Neha Batra**  
Company Secretary

Place: Vadodara

## ANNEXURE – IV: SIGNIFICANT ACCOUNTING POLICIES & NOTES TO THE ACCOUNTS

### SIGNIFICANT ACCOUNTING POLICIES:

#### A. Basis of Preparation of Financial Statements

Financial statements have been prepared under the historical cost convention in accordance with the generally accepted accounting principles in India and the provisions of the Companies Act, 2013. The Company follows the mercantile system of accounting and recognizes income and expenditure on accrual basis except statutory claims/ refunds, which are accounted at the time of their admission by the concerned authorities.

#### B. Property, Plant and Equipments (PPE)

Property, Plant and Equipments (PPE) PPE are recorded at cost of acquisition / construction less accumulated depreciation and impairment losses, if any. Cost comprises of the purchase price net of indirect taxes, if any, and any attributable cost of bringing the assets to its working condition for its intended use. Spare parts are treated as capital assets when they meet the definition of PPE. Otherwise, such items are classified as inventory. Any gains or losses on their disposal, determined by comparing sales proceeds with carrying amount, are recognized in the Statement of Profit or Loss.

#### C. Depreciation

Depreciation on fixed assets has been provided on Written down Method at the rates provided in part C of Schedule II of the Companies Act, 2013. No depreciation has been provided on Freehold land.

#### D. Foreign Currency Transaction

Foreign-currency-denominated monetary assets and liabilities are translated at exchange rates in effect at the Balance Sheet date. The gains or losses resulting from such translations are included in the statement of Profit and Loss.

Revenue, expenses and cash flow items denominated in foreign currencies are translated using the exchange rate in effect on the date of the transaction. Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled.

#### E. Investments

As such the company does not have any Items of Current investments, However if company has to maintain the same shall be carried at the lower of cost and quoted/fair value, computed category wise.

Company does not have any Items of Long-term investments, however if company has to maintain the same shall be carried at cost and provision for diminution in the value of long-term investments is made only if such a decline is other than temporary in the opinion of the management.

#### F. Inventories

Items of inventories are valued at lower of cost or net realizable value. Raw materials, stores and spare parts are valued at FIFO/weighted average basis. Cost of finished goods and stock in process is determined by taking material, labor and overheads.

#### G. Revenue Recognition:

Revenue is recognized based on nature of activity when consideration can be reasonably measured and there exists reasonable certainty of its recovery.

a) Sales of Goods & Services

b) Interest income is accrued at applicable interest rate.

c) Other items of income are accounted as and when the right to receive arises.

## **H. Employee Benefits:**

### **a) Short term employee benefits:**

All employee benefits falling due wholly within twelve months of rendering the service are classified as short-term employee benefits. The benefits like salaries, wages, short term compensated absences, etc are recognized in the period in which the employee renders the related service.

### **b) Retirement benefits:**

All employee benefits falling due wholly within twelve months of rendering the service are classified as short-term employee benefits. The benefits like salaries, wages, short term compensated absences, etc are recognized in the period in which the employee renders the related service.

The Company operates a defined benefit gratuity plan which requires contributions to be made to a separately administered fund by the Life Insurance Corporation of India (LIC). The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method. The premium paid by the company is charged to the Statement of Profit and Loss.

The company has framed policy regarding Leave Encashment. A provision shall be created each year based on the amount of leaves outstanding to each employee of the organization which shall be in excess of 15 days and the maximum capping of encashment of leaves shall be 90 days, in other words leaves in excess of 90 days shall lapse.

## **I. Provision for Current and Deferred Tax**

Provision for current tax liability of the company is estimated considering the provisions of the Income Tax Act, 1961.

Deferred tax resulting from timing difference between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantively enacted on the balance sheet date. The deferred tax asset is recognized and carried forward only to the extent there is a reasonable certainty that the asset will be realized in the near future.

## **J. Treatment of Contingent Liabilities**

Provisions are recognized for liabilities that can be measured only by using a substantial degree of estimation, if

- a) The company has a present obligation as a result of past event;
- b) a probable outflow of resources is expected to settle the obligation; and
- c) The amount of obligation can be reliably estimated.

Contingent liability is disclosed in case of

- a) a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation;
- b) a present obligation arising from past events, when no reliable estimate is possible; and
- c) a possible obligation arising from past events where the probability of outflow of resources is not remote.

Contingent assets are neither recognize nor disclosed. Provisions, contingent liabilities and contingent assets are reviewed at each balance Sheet date.

## **K. Borrowing Cost:**

Borrowing costs that are attributable to the acquisition, construction, or production of a qualifying asset are capitalized as a part of cost of such asset till such time as the asset is ready for its intended use. A qualifying asset is an asset that requires a substantial period of time to get ready for its intended use. All other borrowing costs are recognized as an expense in the period in which they are incurred.

## **L. Impairment of Assets:**

The Company assesses at each reporting date as to whether there is any indication that an asset (tangible and intangible) may be impaired. An asset is treated as impaired, when the carrying cost of the asset exceeds its recoverable amount. Recoverable amount

is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life.

An impairment loss is charged to Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

## NOTES TO THE ACCOUNTS:

### 1. Contingent Liabilities:

Sr. No.	Particulars	Amount(Rs.) in Lakhs
a.	Estimated amount of contracts remaining to be executed and not provided for:	Nil
b.	Claims against the Company not acknowledged as debt:	Nil
c.	Bank Guarantees:	Nil
d.	Letters of credits outstanding:	Nil
e.	Outstanding Tax Demand with Respect to Income Tax Assessment year - AY 2014-15	5.77

### 2. Earnings per Share

#### Basic Earnings Per share

Particulars	31-10-2021	2020-21
Net Profit After Tax (Rs. in Lakh)	250.81	106.00
Weighted Average no. of Shares	49,95,000	49,95,000
Nominal Value Per share (Rs.)	Rs.10/-	Rs.10/-
Earnings Per share (Rs.)	5.02	2.12

### 3. Indigenous and Imported Raw Material Consumed:

(Rs. in Lakhs)

Sr. No.	Particular	31-10-2021	2020-21
		Amount(Rs.)	Amount(Rs.)
A	Imported (Including Custom Duty & other related charges)	520.97	1091.11
B	Indigenous	6686.65	12107.81
	<b>Consumption</b>	<b>7207.62</b>	<b>13198.92</b>

### 4. Payment to Auditors

(Rs. in Lakhs)

Particulars	2020-21	2019-20
	Amount (Rs.)	Amount (Rs.)
Audit Fees	2.00	2.00
<b>Total</b>	<b>2.00</b>	<b>2.00</b>

### 5. The Deferred Tax liability as at 31st October, 2021 comprise of the following:

(Rs. in Lakh)

Particulars	Upto 31-10-2021	2020-21
WDV as per Books	728.23	677.63
WDV as per IT	685.16	676.29
Time Difference	(43.07)	(1.34)
Tax Rate	27.82%	27.82%
Deferred Tax Asset/(Liability)	(11.98)	(0.37)
Deferred Tax Asset/(Liabilities) (Net) as at the Closing of the year	<b>(11.98)</b>	<b>(0.37)</b>
Deferred Tax Asset/(Liabilities) (Net) as at the beginning of the year	(0.37)	7.38
<b>Deferred Tax Income/(Expense) to be recognized in the P&amp;L this year</b>	<b>(11.61)</b>	<b>(7.75)</b>

Deferred tax liability on opening WDV has been charged to the profit and loss appropriation account, whereas the current deferred tax liability has been charged to profit and loss account.

6. The company has not provided actuarial valuation of the long-term employee benefits. Hence it is difficult to report the same as per Accounting Standard 15. However, The Company operates a defined benefit gratuity plan which requires contributions to be made to a separately administered fund by the Life Insurance Corporation of India (LIC). The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method. The premium paid by the company is charged to the Statement of Profit and Loss.
7. Expenditure in Foreign Currency for traveling: Rs.0.00/-
8. Earnings in foreign currency (Amount in Lakhs): Rs.774.40/-
9. Remittances in foreign currency (Amount in Lakhs): Rs.485.40/-
10. Stud period end balance confirmation has not been obtained in cases of all the creditors, debtors and loans & advances of the company.
11. Interbranch sale and purchase transactions are treated as supply as per GST Law while as per general accounting norms Interbranch transactions are branch transfer.
12. Related Party Disclosures:

**a. Related Parties:**

Key Managerial Person:

1. Mr. Narendra Singh Barhat
2. Mrs. Kusum N. Barhat
3. Mr. Ketankumar Harkantbhai Joshi
4. Mr. Raghavender Mateti
5. Mr. Laxman Singh Rathore
6. Mr. Dipakkumar Harkant Joshi
7. Mrs. Neha Batra

Associates:

1. Orchid Agro System
2. Kinlak Biotech

Relatives of Director:

1. Himanshu Barhat
2. Richa Barhat
3. Narendra Singh Barhat HUF

**b. Transaction carried out with related parties referred in a. above, in ordinary course of business:**

Sr. No	Nature of Transactions	Subsidiaries/ Beneficiary	Associates	Key Managerial Personnel/ Relative	Controlling interest	Total
1	Directors' Remuneration	-	-	59.50	-	59.50
2	Director Sitting Fees	-	-	-	-	-
2	Loan Accepted	-	-	3.50	-	3.50
3	Loan Repaid	-	-	3.50	-	3.50
4	Sales	-	498.98	-	-	498.98
5	Loan advanced	-	-	-	-	-



6	Rent paid			1.40		1.40
7	Purchase		230.99	-		230.99
8	Salary			21.05		21.05
<b>Total:</b>			<b>729.97</b>	<b>88.95</b>		<b>818.92</b>

Nature of Transaction	Name of Related Party	Amount Paid (Rs. in Lakh)
Directors' Remuneration	Mr. Narendra Singh Barhat	28.00
	Mrs. Kusum N. Barhat	15.75
	Mr. Ketankumar Harkantbhai Joshi	15.75
Director Sitting Fees	Raghvender Mateti	0.00
Rent Paid	Mrs. Kusum N. Barhat	1.40
Salary	Himanshu Barhat	11.20
	Richa Barhat	8.05
Sales	Orchid Agro System	325.04
Sales	Kinlak Biotech	173.94
Purchase	Orchid Agro System	230.99
Loans Accepted		
	Richa Barhat	3.00
	Narendra Singh Barhat	0.50
Loan Repaid		
	Narendra Singh Barhat	3.50

**For Prakash Chandra Jain & Co**  
Chartered Accountants  
FRN: 002438C  
Peer Review No. 011912

**For Aristo Bio-Tech And Lifescience Limited**

**Narendra Singh Barhat**  
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Date: 04-04-2022

**Ketankumar Harkantbhai Joshi**  
Whole-time Director & Chief  
Financial Officer

**Neha Batra**  
Company Secretary

Place: Vadodara

**ANNEXURE – A: STATEMENT OF SHARE CAPITAL, RESERVES AND SURPLUS**
**(Rs. in Lakhs)**

Particulars	As at			
	31.10.2021	31.03.2021	31.03.2020	31.03.2019
<b>Share Capital</b>				
Authorized Share Capital				
Equity shares of Rs.10 each	800.00	800.00	800.00	100.00
Addition: during the year	-	-	-	-
7000000 EQUITY SHARE OF RS. 10 EACH	-	-	-	700.00
Total Share Capital in Rs.	800.00	800.00	800.00	800.00
<b>Issued, Subscribed and Paid up Share Capital</b>				
Equity Shares of Rs. 10 each fully paid up	499.50	499.50	499.50	99.90
Add: during the year	Nil	Nil	Nil	Nil
3996000 Issued Bonus Share Of Rs.10 each	Nil	Nil	Nil	399.60
Less : CALL UNPAID	Nil	Nil	Nil	Nil
Less : FORFEITED SHARES	Nil	Nil	Nil	Nil
Share Capital (in Rs.)	499.50	499.50	499.50	499.50
<b>Total</b>	<b>499.50</b>	<b>499.50</b>	<b>499.50</b>	<b>499.50</b>
<b>Reserves and Surplus</b>				
<b>A. Securities Premium Account</b>				
Opening Balance	Nil	Nil	Nil	19.95
Add -Securities premium credited on Share issue	Nil	Nil	Nil	Nil
Less : Premium Utilised for various reasons				
For Issuing Bonus Shares	Nil	Nil	Nil	19.95
Less: During the year	Nil	Nil	Nil	Nil
<b>Closing Balance</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>B. General Reserve</b>				
Opening Balance	20.25	20.25	20.25	Nil
Add : During the year	Nil	Nil	Nil	399.90
Less : Premium Utilised for various reasons	Nil	Nil	Nil	Nil
Less: For Issuing Bonus Shares	Nil	Nil	Nil	379.65
Closing Balance	20.25	20.25	20.25	20.25
<b>C. Surplus in Profit and Loss account</b>				
Opening Balance	818.33	710.76	610.02	727.09
Add: Restated Profit/ (Loss) for the year	215.39	107.57	100.74	282.83
(-) Preliminary Expenses Written off	Nil	Nil	Nil	6.68
(-) Transfer for Issue of Bonus Shares	Nil	Nil	Nil	399.90
(-) Adjustment in F.A as per Companies Act, 2013	Nil	Nil	Nil	Nil
<b>Total</b>	<b>1,033.72</b>	<b>818.33</b>	<b>710.76</b>	<b>603.34</b>
<b>Total (A+B+C)</b>	<b>1,053.97</b>	<b>838.58</b>	<b>731.01</b>	<b>623.59</b>

**Share Capital**
**(Rs. in Lakhs)**

Share Capital	As at 31st Oct, 2021		As at 31st March 2021		As at 31st March 2020		As at 31st March 2019	
	Number	Amt.	Number	Amt.	Number	Amt.	Number	Amt.
<b>Authorized</b>								
Equity Shares of Rs.10 each	80.00	800.00	80.00	800.00	80.00	800.00	80.00	800.00
<b>Issued</b>								
Equity Shares of Rs.10 each	49.95	499.50	49.95	499.50	49.95	499.50	49.95	499.50

<b>Subscribed &amp; Paid up</b>								
Equity Shares of Rs.10 each fully paid up	49.95	499.50	49.95	499.50	49.95	499.50	49.95	499.50
<b>Total</b>	49.95	499.50	49.95	499.50	49.95	499.50	49.95	499.50

## RECONCILIATION OF NUMBER OF SHARES

(Rs. in Lakhs)

Particulars	Equity Shares		Equity Shares		Equity Shares		Equity Shares	
	Number	Amt.	Number	Amt.	Number	Amt.	Number	Amt.
Shares outstanding at the beginning of the year	49.95	499.50	49.95	499.50	49.95	499.50	9.99	99.90
Shares Issued during the year	-	-	-	-	-	-	39.96	399.60
Right Shares issued during the year	-	-	-	-	-	-	-	-
Shares bought back during the year	-	-	-	-	-	-	-	-
Shares outstanding at the end of the year	49.95	499.50	49.95	499.50	49.95	499.50	49.95	499.50

## Details of Shares held by shareholders holding more than 5% of the aggregate shares in the co.

Name of Shareholder	As at 31st Oct, 2021			As at 31st March 2021			As at 31st March 2020			As at 31st March 2019		
	No. of Shares held	% of Holding	Percentage Change During the Year	No. of Shares held	% of Holding	Percentage Change During the Year	No. of Shares held	% of Holding	Percentage Change During the Year	No. of Shares held	% of Holding	Percentage Change During the Year
Narendra Singh Barhat	22.8	45.65%	0.00%	22.8	45.65%	0.00%	22.8	45.65%	0.00%	22.8	45.65%	0.00%
Kusum Narendra Singh Barhat	6.25	12.51%	0.00%	6.25	12.51%	0.00%	6.25	12.51%	0.00%	6.25	12.51%	0.00%
Ketan Kumar Joshi	7.2	14.41%	0.00%	7.2	14.41%	0.00%	7.2	14.41%	0.00%	7.2	14.41%	0.00%
Hemanshu Narendra Singh Barhat	5.15	10.31%	0.00%	5.15	10.31%	0.00%	5.15	10.31%	0.00%	5.15	10.31%	0.00%
Neeta Ketan Joshi	4.8	9.61%	0.00%	4.8	9.61%	0.00%	4.8	9.61%	0.00%	4.8	9.61%	0.00%
N S Barhat HUF	2.5	5.01%	0.00%	2.5	5.01%	0.00%	2.5	5.01%	0.00%	2.5	5.01%	0.00%

## The shareholding pattern of promoters at the period end as follows:

Name of Shareholder	As at 31st Oct, 2021	As at 31st March 2021	As at 31st March 2020	As at 31st March 2019
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	No. of Shares held	% of Holding	Percentage Change During the Year	No. of Shares held	% of Holding	Percentage Change During the Year	No. of Shares held	% of Holding	Percentage Change During the Year	No. of Shares held	% of Holding	Percentage Change During the Year
Narendra Singh Barhat	22.8	45.65%	0.00%	22.8	45.65%	0.00%	22.8	45.65%	0.00%	22.8	45.65%	0.00%
Kusum Narendra Singh Barhat	6.25	12.51%	0.00%	6.25	12.51%	0.00%	6.25	12.51%	0.00%	6.25	12.51%	0.00%
Ketan Kumar Joshi	7.2	14.41%	0.00%	7.2	14.41%	0.00%	7.2	14.41%	0.00%	7.2	14.41%	0.00%

**ANNEXURE – B: STATEMENT OF LONG TERM AND SHORT TERM BORROWINGS**

(Rs. in Lakhs)

Particulars	As at			
	31.10.2021	31.03.2021	31.03.2020	31.03.2019
<b>Long Term Borrowings</b>				
<b>(Secured)</b>				
From Banks	569.36	621.16	285.02	37.22
From Financial Institutions	Nil	309.30	342.15	356.90
<b>Total</b>	<b>569.36</b>	<b>930.46</b>	<b>627.17</b>	<b>394.12</b>
<b>(Unsecured)</b>				
<b>(I) From Related Parties ('Promoters' and 'Promoter Group Companies')</b>				
<b>A) From Body Corporate</b>				
Inter Corporate Loan	Nil	Nil	Nil	Nil
<b>B) From Others</b>				
From Directors	156.37	159.37	144.37	91.97
From Relative	79.17	76.17	220.44	162.52
From Banks	Nil	Nil	31.99	Nil
From Financial Institutions	40.00	40.00	43.12	71.18
<b>Sub Total (I)</b>	<b>275.54</b>	<b>275.54</b>	<b>439.92</b>	<b>325.66</b>
<b>(II) From Others</b>				
<b>A) From Body Corporate</b>				
Inter Corporate Loan	Nil	Nil	Nil	Nil
<b>Sub Total (II)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>Total (I+II)</b>	<b>275.54</b>	<b>275.54</b>	<b>439.92</b>	<b>325.66</b>
<b>Short Term Borrowings</b>				
From Banks/Financial Institutions (Secured)	1,280.67	930.37	759.97	609.45
From Directors	Nil	Nil	Nil	Nil
Loan Repayable on Demand	Nil	Nil	Nil	
Current Maturity	174.81	88.40	143.91	115.38
The above amount includes:				
<b>Secured Borrowings</b>	<b>569.36</b>	<b>930.46</b>	<b>627.17</b>	<b>394.12</b>
<b>Unsecured Borrowings</b>	<b>275.54</b>	<b>275.54</b>	<b>439.92</b>	<b>325.66</b>

<b>Short Term Borrowings</b>	<b>1,455.49</b>	<b>1,018.77</b>	<b>903.88</b>	<b>724.82</b>
1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.				
2. 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.				
3. List of persons/entities classified as 'Promoters' and 'Promoter 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.				
4. The terms and conditions and other information in respect of Secured Loans as on 31.10.2021 are given in Annexure -B (A)				
5. The terms and conditions and other information in respect of Unsecured Loans as on 31.10.2021 are given in Annexure - B (B)				

**ANNEXURE – B(A): STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS CHARGED AS SECURITY**

(Rs. in Lakhs)

Name of Lender	Purpose	Sanctioned Amount (Rs.)	Rate of interest	Securities offered	Re-Payment Schedule	Moratorium	Outstanding amount as on (as per Books)	Current Maturities of Long Term Debt	Outstanding amount after Current Maturity as on (as per Books)
							31.10.2021	31.10.2021	31.10.2021
<b>From Bank</b>									
BOB Car Loan AC 318806/823 UP 32 Km 3305	Vehicle Loan	10.00	10.75%	Vehicle	52	NA	4.294	2.596	1.699
BOB JEEP LOAN 24790600000836	Vehicle Loan	19.00	12.29%	Vehicle	84	NA	11.631	2.908	8.722
Hdfc Car Loan Ac 45876731 Pb -31-R-7662	Vehicle Loan	5.07	9.25%	Vehicle	60	NA	0.517	0.517	0.000
Sbi Car Loan Ac 37251936142	Vehicle Loan	10.00	8.75%	Vehicle	60	NA	2.363	2.363	0.000
BOB Loan Ac 66920600000005	Covid Loan	173.00	7.50%	Stock and Book debts	36	12 Months	173.000	52.800	120.200
BOB Alcazar Loan A/c. No. 66920600000013	Vehicle Loan	18.20	7.90%	Vehicle	84	NA	17.471	2.088	15.383
BOB Term Loan :- 66920600000014	Take Over of Business Loan	441.00	9.00%	Land & Building	84	NA	425.250	63.000	362.250
BOB Term Loan :- 66920600000015	Term Loan for Plant & Machinery	260.00	9.00%	Land-Building, Machinery	84	6 Months	79.646	18.540	61.106
Bank of Baroda A/c 02010600002881	Covid Loan	90.00	7.50%	Stock and Book debts	24	6 Months	30	30	Nil
<b>Total</b>							<b>744.17</b>	<b>174.81</b>	<b>569.36</b>

### 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
- B) Unsecured Loans from Promoters/Directors are interest free and all are taken without any preconditions attached towards repayments.

(Rs. in Lakhs)

Name of Lender	Purpose	Rate of interest	Re-Payment Schedule	Moratorium	Outstanding amount as on (as per Books) 31.10.2021
<b>From Director</b>					
KETAN JOSHI LOAN AC	Business Loan	Nil	On Demand	NA	39.55
KUSUM BARHAT LOAN AC	Business Loan	Nil	On Demand	NA	37.48
N S BARHAT LOAN AC	Business Loan	Nil	On Demand	NA	79.34
<b>From Relative</b>					
N S BARHAT HUF AC	Business Loan	Nil	On Demand	NA	46.52
RICHA BARHAT LOAN AC	Business Loan	Nil	On Demand	NA	16.60
HIMANSHU BARHAT LOAN AC	Business Loan	Nil	On Demand	NA	16.05
<b>Business Loans from Financial Institutions</b>					
BAJAJ FINANCE LTD	Business Loan	18%	96	NA	40.00
<b>Sub Total</b>					<b>275.54</b>

### ANNEXURE – B(B): STATEMENT OF TERMS & CONDITIONS OF SHORTTERM BORROWING

- 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
- B) Unsecured Loans from Promoters/Directors are interest free and all are taken without any preconditions attached towards repayments.

(Rs. in Lakhs)

Name of Lender	Purpose	Rate of interest	Re-Payment Schedule	Moratorium	Outstanding amount as on (as per Books) 31.10.2021
<b>Business Loans from Banks</b>					
Bank of Baroda CC AC 51	Business CC Account	8.25%	NA	NA	1280.67
Current Maturity	Refer Ann. -B(A)	NA	NA	NA	174.81
<b>Sub Total</b>					<b>1455.49</b>

### ANNEXURE – C: STATEMENT OF DEFERRED TAX (ASSETS) / LIABILITIES

(Rs. in Lakhs)

Particulars	Upto 31/10/2021	2020-21	2019-20	2018-19
WDV as per Books	728.23	677.63	275.40	268.58
WDV as per IT	685.16	676.29	301.93	288.73
Time Difference	(43.07)	(1.34)	26.53	20.15
Tax Rate	27.82%	27.82%	27.82%	27.82%
A. Deferred Tax Asset/(Liability)	(11.98)	(0.37)	7.38	5.61
Deferred Tax Asset/(Liabilities) (Net) as at the Closing of the year	<b>(11.98)</b>	<b>(0.37298)</b>	<b>7.38</b>	<b>5.61</b>
Deferred Tax Asset/(Liabilities) (Net) as at the beginning of the year	(0.37)	7.38	5.61	4.74
<b>Deferred Tax Income/(Expense) to be recognized in the P&amp;L this year</b>	<b>(11.61)</b>	<b>(7.75)</b>	<b>1.78</b>	<b>0.87</b>

**ANNEXURE – D: STATEMENT OF LONG TERM PROVISIONS**
**(Rs. in Lakhs)**

Particulars	As at			
	31.10.2021	31.03.2021	31.03.2020	31.03.2019
Provision for Employee Benefits				
Gratuity Payable	Nil	Nil	Nil	Nil
Compensated Absences	Nil	Nil	Nil	Nil
Others	Nil	Nil	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

**NOTE:**

1) All employee benefits falling due wholly within twelve months of rendering the service are classified as short-term employee benefits. The benefits like salaries, wages, short term compensated absences, etc are recognized in the period in which the employee renders the related service.

2) The company has framed policy regarding Leave Encashment. A provision shall be created each year based on the amount of leaves outstanding to each employee of the organization which shall be in excess of 15 days and the maximum capping of encashment of leaves shall be 90 days, in other words leaves in excess of 90 days shall lapse.

3) The Company operates a defined benefit gratuity plan which requires contributions to be made to a separately administered fund by the Life Insurance Corporation of India (LIC). The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method. The premium paid by the company are charged to the Statement of Profit and Loss.

**ANNEXURE – E: STATEMENT OF TRADE PAYABLES**
**(Rs. in Lakhs)**

Particulars	As at			
	31.10.2021	31.03.2021	31.03.2020	31.03.2019
<b>Trade Payables</b>				
For Goods & Services				
Micro, Small and Medium Enterprises	543.83	452.80	562.92	471.40
Others	2,680.57	3,382.33	3,217.98	5,785.89
<b>Total</b>	<b>3,224.40</b>	<b>3,835.13</b>	<b>3,780.90</b>	<b>6,257.29</b>

**Notes:**

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

2. 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

3. 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

**(Rs. in Lakhs)**

Disclosure as required by Micro, Small and Medium Enterprises Development Act, 2006	31-10-2021	31-03-2021	31-03-2020	31-03-2019
A(i). Principal amount remaining unpaid	543.83	452.80	562.92	471.40
A(ii). Interest amount remaining unpaid	-	-	-	-
Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day	-	-	-	-
Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but	-	-	-	-

without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006				
Interest accrued and remaining unpaid	-	-	-	-
Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	-	-	-	-
<b>Total</b>	<b>543.83</b>	<b>452.80</b>	<b>562.92</b>	<b>471.40</b>

#### Ageing Analysis of Trade Payable

(Rs. in Lakhs)

Particulars	31-10-2021				Total
	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	543.83	--	--	--	<b>543.83</b>
(ii) Others	2680.57	--	--	--	<b>2680.57</b>
(iii) Disputed dues- MSME	--	--	--	--	--
(iv) Disputed dues- Others	--	--	--	--	--

(Rs. in Lakhs)

Particulars	2020-21				Total
	Outstanding for following periods from due date of payment				
	Less than 1 year.	1-2 years	2-3 years	More than 3 years	
(i) MSME	452.80	--	--	--	<b>452.80</b>
(ii) Others	3382.33	--	--	--	<b>3382.33</b>
(iii) Disputed dues- MSME	--	--	--	--	--
(iv) Disputed dues- Others	--	--	--	--	--

(Rs. in Lakhs)

Particulars	2019-20				Total
	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	562.92	--	--	--	<b>562.92</b>
(ii) Others	3217.98	--	--	--	<b>3217.98</b>
(iii) Disputed dues- MSME	--	--	--	--	--
(iv) Disputed dues- Others	--	--	--	--	--

(Rs. in Lakhs)

Particulars	2018-19				Total
	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	471.40	--	--	--	<b>471.40</b>
(ii) Others	5785.89	--	--	--	<b>5785.89</b>
(iii) Disputed dues- MSME	--	--	--	--	--
(iv) Disputed dues- Others	--	--	--	--	--

#### ANNEXURE – F: STATEMENT OF OTHER CURRENT LIABILITIES AND SHORT TERM PROVISIONS

(Rs. in Lakhs)

Particulars	As at			
	31.10.2021	31.03.2021	31.03.2020	31.03.2019
<b>Other Current Liabilities</b>				
Statutory Payables	17.37	14.09	5.55	160.38
Security Deposit	Nil	0.15	2.15	7.96
Advance from Customer	65.84	655.15	1,699.13	Nil
<b>Total - (I)</b>	<b>83.21</b>	<b>669.38</b>	<b>1,706.83</b>	<b>168.34</b>



<b>Short Term Provisions</b>				
Provision for Employee Benefit	41.31	37.26	41.75	1.02
Provision for Income Tax	85.02	34.49	40.64	60.20
Other Expense	3.00	2.25	13.52	1.95
Provisions for Compensated Absences				
<b>Total - (II)</b>	<b>129.33</b>	<b>73.99</b>	<b>95.91</b>	<b>63.17</b>
<b>Total ( I + II)</b>	<b>212.53</b>	<b>743.37</b>	<b>1,802.74</b>	<b>231.51</b>

**NOTES:**

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. 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.

**ANNEXURE - G**

(Rs. in Lakhs)

	Fixed Assets	Gross Block			Accumulated Depreciation					Net Block		
		Balance as at 1 April 2018	Additions	Disposals	Balance as at 31 March 2019	Balance as at 1 April 2018	Depreciation charge for the year	Adjustment due to revaluations	On disposals	Balance as at 31 March 2019	Balance as at 31 March 2019	Balance as at 31 March 2018
a	<b>PPE</b>											
	Air Conditioner	4.18	-	-	4.18	3.29	0.36	-	-	3.65	0.53	0.89
	Factory Building	177.01	1.48	-	178.49	82.41	8.85	-	-	91.26	87.23	94.61
	Lease Hold Factory Land	11.81	-	-	11.81	7.79	0.41	-	-	8.20	3.61	4.02
	Computer And Data Processing Units	11.74	0.45	-	12.18	8.70	1.54	-	-	10.25	1.94	3.03
	Electrical Installation And Equipment	6.16	-	-	6.16	4.15	0.54	-	-	4.69	1.47	2.01
	Furniture & Fixtures	32.54	-	-	32.54	16.80	3.92	-	-	20.72	11.81	15.73
	Lab Equipment	-	0.44	-	0.44	-	0.08	-	-	0.08	0.36	-
	Motor Vehicle	81.49	34.93	17.24	99.18	44.52	16.78	-	14.87	46.43	52.75	36.97
	Office Equipment	28.35	0.46	-	28.80	17.97	2.40	-	-	20.37	8.44	10.38
	Plant And Machinery	202.71	21.16	-	223.87	107.98	15.81	-	-	123.79	100.09	94.73
	Alindra Plot	211.10	0.50	-	211.60	-	-	-	-	-	211.60	-
	Factory Land At Manjusar E 24& E25	298.42	-	-	298.42	-	-	-	-	-	298.42	-
	Flat at Manjusar	12.50	-	-	12.50	-	-	-	-	-	12.50	-
	<b>TOTAL</b>	<b>1,078.00</b>	<b>59.42</b>	<b>17.24</b>	<b>1,120.18</b>	<b>293.61</b>	<b>50.69</b>	<b>-</b>	<b>14.87</b>	<b>329.43</b>	<b>790.75</b>	<b>262.37</b>
b	<b>CAPITAL WORK IN PROGRESS</b>											
	Factory Building At E 24& E25	-	148.38	-	148.38	-	-	-	-	-	148.38	-
	<b>Total</b>	<b>-</b>	<b>148.38</b>	<b>-</b>	<b>148.38</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>148.38</b>	<b>-</b>
b	<b>Intangible Assets</b>											
	Software	0.18	0.31	-	0.49	0.03	0.10	-	-	0.13	0.35	0.15
	Patent	-	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>0.18</b>	<b>0.31</b>	<b>-</b>	<b>0.49</b>	<b>0.03</b>	<b>0.10</b>	<b>-</b>	<b>-</b>	<b>0.13</b>	<b>0.35</b>	<b>0.15</b>
	<b>Total</b>	<b>1,078.18</b>	<b>208.10</b>	<b>17.24</b>	<b>1,269.04</b>	<b>293.64</b>	<b>50.79</b>	<b>-</b>	<b>14.87</b>	<b>329.56</b>	<b>939.48</b>	<b>262.52</b>

	Fixed Assets	Gross Block				Accumulated Depreciation					Net Block	
		Balance as at 1 April 2019	Additions	Disposals	Balance as at 31 March 2020	Balance as at 1 April 2019	Depreciation charge for the year	Adjustment due to revaluations	On disposals	Balance as at 31 March 2020	Balance as at 31 March 2020	Balance as at 31 March 2019
a	<b>PPE</b>											
	Air Conditioner	4.18	-		4.18	3.65	0.18			3.83	0.35	0.53
	Factory Building	178.49	-		178.49	91.26	8.10			99.36	79.14	87.23
	Lease Hold Factory Land	11.81	-		11.81	8.20	0.36			8.57	3.24	3.61
	Computer And Data Processing Units	12.18	0.63		12.82	10.25	1.02			11.26	1.55	1.94
	Electrical Installation And Equipment	6.16	17.90		24.06	4.69	0.61			5.30	18.76	1.47
	Furniture & Fixtures	32.54	0.42		32.96	20.72	2.97			23.69	9.27	11.81
	Lab Equipment	0.44	-		0.44	0.08	0.20			0.28	0.16	0.36
	Motor Vehicle	99.18	-		99.18	46.43	16.32			62.74	36.43	52.75
	Office Equipment	28.80	-		28.80	20.37	1.83			22.20	6.61	8.44
	Plant And Machinery	223.87	39.77		263.64	123.79	20.32			144.10	119.54	100.09
	Alindra Plot	211.60	-		211.60	-	-			-	211.60	211.60
	Factory Land At Manjusar E 24& E25	298.42	28.05	-	326.47	-	-			-	326.47	298.42
	Flat At Manjusar	12.50	-	-	12.50	-	-			-	12.50	12.50
	<b>TOTAL</b>	<b>1,120.18</b>	<b>86.78</b>	<b>-</b>	<b>1,206.96</b>	<b>329.43</b>	<b>51.90</b>	<b>-</b>	<b>-</b>	<b>381.33</b>	<b>825.63</b>	<b>790.75</b>
b	<b>CAPITAL WORK IN PROGRESS</b>											
	Factory Building At E 24& E25	148.38	133.16		281.54	-	-	-	-	-	281.54	148.38
	<b>Total</b>	<b>148.38</b>	<b>133.16</b>	<b>-</b>	<b>281.54</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>281.54</b>	<b>148.38</b>
b	<b>Intangible Assets</b>											
	Software	0.49	0.09		0.58	0.13	0.10	-	-	0.24	0.34	0.35
	Patent	-	-		-	-	-	-	-	-	-	-
	<b>Total</b>	<b>0.49</b>	<b>0.09</b>	<b>-</b>	<b>0.58</b>	<b>0.13</b>	<b>0.10</b>	<b>-</b>	<b>-</b>	<b>0.24</b>	<b>0.34</b>	<b>0.35</b>
	<b>Total</b>	1,269.04	220.03	-	1,489.07	329.56	52.00	-	-	381.57	1,107.51	939.48

	Fixed Assets	Gross Block			Accumulated Depreciation					Net Block		
		Balance as at 1 April 2020	Additions	Disposals	Balance as at 31 March 2021	Balance as at 1 April 2020	Depreciation charge for the year	Adjustment due to revaluations	On disposals	Balance as at 31 March 2021	Balance as at 31 March 2021	Balance as at 31 March 2020
a	<b>PPE</b>											
	Air Conditioner	4.18	-	-	4.18	3.83	0.09			3.92	0.26	0.35
	Factory Building	178.49	336.77	-	515.27	99.36	23.78			123.14	392.13	79.14
	Lease Hold Factory Land	11.81	-	-	11.81	8.57	-			8.57	3.24	3.24
	Computer And Data Processing Units	12.82	2.83	-	15.64	11.26	1.24			12.50	3.14	1.55
	Electrical Installation And Equipment	24.06	8.93	-	33.00	5.30	5.80			11.09	21.90	18.76
	Furniture & Fixtures	32.96	17.88	-	50.84	23.69	2.65			26.35	24.49	9.27
	Lab Equipment	0.44	1.35	-	1.79	0.28	0.12			0.40	1.39	0.16
	Motor Vehicle	99.18	-	-	99.18	62.74	11.06			73.81	25.37	36.43
	Office Equipment	28.80	-	-	28.80	22.20	1.35			23.55	5.25	6.61
	Plant And Machinery	263.64	112.71	-	376.35	144.10	28.80			172.91	203.44	119.54
	Alindra Plot	211.60	-	-	211.60	-	-			-	211.60	211.60
	Factory Land At Manjusar E 24& E25	326.47	-	-	326.47	-	-			-	326.47	326.47
	Flat At Manjusar	12.50	-	-	12.50	-	-			-	12.50	12.50
	<b>TOTAL</b>	<b>1,206.96</b>	<b>480.47</b>	<b>-</b>	<b>1,687.43</b>	<b>381.33</b>	<b>74.90</b>	<b>-</b>	<b>-</b>	<b>456.23</b>	<b>1,231.20</b>	<b>825.63</b>
		-				-						-
		-				-						-
b	<b>CAPITAL WORK IN PROGRESS</b>											
	Factory Building At E 24 & E25	281.54	55.23	336.77	0.00	-	-	-	-	-	0.00	281.54
	<b>Total</b>	<b>281.54</b>	<b>55.23</b>	<b>336.77</b>	<b>0.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.00</b>	<b>281.54</b>
b	<b>Intangible Assets</b>											
	Software	0.58	-	-	0.58	0.24	0.09			0.33	0.25	0.34
	<b>Total</b>	<b>0.58</b>	<b>-</b>	<b>-</b>	<b>0.58</b>	<b>0.24</b>	<b>0.09</b>	<b>-</b>	<b>-</b>	<b>0.33</b>	<b>0.25</b>	<b>0.34</b>
												-
	<b>Total</b>	<b>1,489.07</b>	<b>535.71</b>	<b>336.77</b>	<b>1,688.00</b>	<b>381.57</b>	<b>74.99</b>	<b>-</b>	<b>-</b>	<b>456.55</b>	<b>1,231.45</b>	<b>1,107.51</b>

(Rs. in Lakhs)

	Fixed Assets	Gross Block				Accumulated Depreciation					Net Block	
		Balance as at 1 April 2021	Additions	Disposals	Balance as at 31 October 2021	Balance as at 1 April 2021	Depreciation charge for the year	Adjustment due to revaluations	On disposals	Balance as at 31 October 2021	Balance as at 31 October 2021	Balance as at 31 March 2021
a	<b>PPE</b>											
	Air Conditioner	4.18	-	-	4.18	3.92	0.03	-	-	3.95	0.23	0.26
	Factory Building	515.27	-	-	515.27	123.14	21.94	-	-	145.08	370.19	392.13
	Lease Hold Factory Land	11.81	-	-	11.81	8.57	-	-	-	8.57	3.24	3.24
	Computer And Data Processing Units	15.64	0.26	-	15.90	12.50	0.77	-	-	13.27	2.63	3.14
	Electrical Installation And Equipment	33.00	0.69	-	33.68	11.09	3.36	-	-	14.46	19.23	21.90
	Furniture & Fixtures	50.84	7.37	-	58.21	26.35	2.26	-	-	28.61	29.60	24.49
	Lab Equipment	1.79	1.42	-	3.22	0.40	0.38	-	-	0.78	2.44	1.39
	Motor Vehicle	99.18	20.78	8.73	111.22	73.81	6.68	-	8.30	72.19	39.04	25.37
	Office Equipment	28.80	-	-	28.80	23.55	0.60	-	-	24.15	4.66	5.25
	Plant And Machinery	376.35	81.24	-	457.59	172.91	24.68	-	-	197.59	260.01	203.44
	Alindra Plot	211.60	-	-	211.60	-	-	-	-	-	211.60	211.60
	Factory Land At Manjusar E 24& E25	326.47	33.00	-	359.47	-	-	-	-	-	359.47	326.47
	Flat At Manjusar	12.50	-	-	12.50	-	-	-	-	-	12.50	12.50
	<b>TOTAL</b>	<b>1,687.43</b>	<b>144.76</b>	<b>8.73</b>	<b>1,823.45</b>	<b>456.23</b>	<b>60.70</b>	<b>-</b>	<b>8.30</b>	<b>508.63</b>	<b>1,314.82</b>	<b>1,231.20</b>
b	<b>CAPITAL WORK IN PROGRESS</b>											
	-	0.00	-	-	0.00	-	-	-	-	-	0.00	0.00
	<b>Total</b>	<b>0.00</b>	<b>-</b>	<b>-</b>	<b>0.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.00</b>	<b>0.00</b>
	-	-	-	-	-	-	-	-	-	-	-	-
b	<b>Intangible Assets</b>											
	Software	0.58	-	-	0.58	0.33	0.04	-	-	0.36	0.21	0.25
	<b>Total</b>	<b>0.58</b>	<b>-</b>	<b>-</b>	<b>0.58</b>	<b>0.33</b>	<b>0.04</b>	<b>-</b>	<b>-</b>	<b>0.36</b>	<b>0.21</b>	<b>0.25</b>
	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>1,688.00</b>	<b>144.76</b>	<b>8.73</b>	<b>1,824.03</b>	<b>456.55</b>	<b>60.74</b>	<b>-</b>	<b>8.30</b>	<b>508.99</b>	<b>1,315.04</b>	<b>1,231.45</b>

**CWIP aging schedule FY 2018-19**

**(Rs. in Lakhs)**

	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	148.38	--	--	--	148.38
Projects temporarily suspended	--	--	--	--	--

**CWIP aging schedule FY 2019-20**

**(Rs. in Lakhs)**

	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	--	281.54	--	--	281.54
Projects temporarily suspended	--	--	--	--	--

**Notes:**

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. 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.

**ANNEXURE – H: STATEMENT OF NON-CURRENT INVESTMENTS**

**(Rs. in Lakhs)**

Particulars	As at			
	31.10.2021	31.03.2021	31.03.2020	31.03.2019
<b>Non-Current Investment</b>				
Unquoted (at Cost)	Nil	Nil	Nil	Nil
Investment in Equity Shares of Subsidiary - Unquoted- (At Cost)	Nil	Nil	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

**NOTES:**

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. 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.

**ANNEXURE – I: STATEMENT OF LONG-TERM LOANS AND ADVANCES**

**(Rs. in Lakhs)**

Particulars	As at			
	31.10.2021	31.03.2021	31.03.2020	31.03.2019
Unsecured, Considered Good unless otherwise stated				
Security Deposits/Rent Deposit	Nil	Nil	Nil	Nil
Advance against Capital Expenditure	Nil	Nil	Nil	49
Other Deposits	Nil	Nil	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>49</b>

**NOTES:**

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. 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.

**ANNEXURE – J: STATEMENT OF INVENTORIES**
**(Rs. in Lakhs)**

Particulars	As at			
	31.10.2021	31.03.2021	31.03.2020	31.03.2019
Raw Materials	2,092.61	3,182.37	2,361.22	2,776.73
Work in Progress	Nil	Nil	Nil	Nil
Finished Goods	103.53	12.15	71.15	522.03
Stock In trade	Nil	Nil	Nil	Nil
<b>Total</b>	<b>2,196.14</b>	<b>3,194.52</b>	<b>2,432.37</b>	<b>3,298.76</b>

Note:- Inventory has been physically verified by the management of the Company at the end of respective year/period.

**ANNEXURE – K: STATEMENT OF TRADE RECEIVABLES**
**(Rs. in Lakhs)**

Particulars	As at			
	31.10.2021	31.03.2021	31.03.2020	31.03.2019
<b>Outstanding for a period exceeding six months (Unsecured and considered Good)</b>				
From Directors/Promoters/Promoter Group/Associates/Relatives of Directors/ Group Companies.	Nil	Nil	43.09	Nil
Orchid Agro Systems	Nil	Nil	43.09	Nil
Others	849.15	766.64	1,842.78	770.43
<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.	358.06	188.61	69.79	130.56
Orchid Agro Systems	342.25	188.61	22.76	130.56
Kinlak Boitech	15.80	Nil	47.03	Nil
Others	2,431.90	2,321.30	2,874.90	3,325.39
<b>Total</b>	<b>3,639.11</b>	<b>3,276.55</b>	<b>4,830.57</b>	<b>4,226.38</b>

**Notes:**

- The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
- 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.
- 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.

**Trade Receivable Ageing as on 31/10/2021**
**(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	2,789.96	849.15	--	--	--	3,639.11
(ii) Undisputed Trade Receivables- which have significant increase in credit risk	--	--	--	--	--	--
(iii) Undisputed Trade Receivables – credit impaired	--	--	--	--	--	--
(iv) Disputed Trade Receivables– considered good	--	--	--	--	--	--

(v) Disputed Trade Receivables – which have significant increase in credit risk	--	--	--	--	--	--
(vi) Disputed Trade Receivables – credit impaired	--	--	--	--	--	--

**Trade Receivable Ageing as on 31/03/2021**

(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	2,509.91	766.64	--	--	--	3,276.55
(ii) Undisputed Trade Receivables- which have significant increase in credit risk	--	--	--	--	--	--
(iii) Undisputed Trade Receivables – credit impaired	--	--	--	--	--	--
(iv) Disputed Trade Receivables– considered good	--	--	--	--	--	--
(v) Disputed Trade Receivables – which have significant increase in credit risk	--	--	--	--	--	--
(vi) Disputed Trade Receivables – credit impaired	--	--	--	--	--	--

**Trade Receivable Ageing as on 31/03/2020**

(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	2,944.69	1,885.87	--	--	--	4,830.57
(ii) Undisputed Trade Receivables- which have significant increase in credit risk	--	--	--	--	--	--
(iii) Undisputed Trade Receivables – credit impaired	--	--	--	--	--	--
(iv) Disputed Trade Receivables– considered good	--	--	--	--	--	--
(v) Disputed Trade Receivables – which have significant increase in credit risk	--	--	--	--	--	--
(vi) Disputed Trade Receivables – credit impaired	--	--	--	--	--	--

**Trade Receivable Ageing as on 31/03/2019**

(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	3455.95	770.43	--	--	--	4226.38



(ii) Undisputed Trade Receivables- which have significant increase in credit risk	--	--	--	--	--	--
(iii) Undisputed Trade Receivables – credit impaired	--	--	--	--	--	--
(iv) Disputed Trade Receivables– considered good	--	--	--	--	--	--
(v) Disputed Trade Receivables – which have significant increase in credit risk	--	--	--	--	--	--
(vi) Disputed Trade Receivables – credit impaired	--	--	--	--	--	--

#### ANNEXURE – L: STATEMENT OF CASH & BANK BALANCE

(Rs. in Lakhs)

Particulars	As at			
	31.10.2021	31.03.2021	31.03.2020	31.03.2019
<b>Cash and Cash Equivalents:</b> (as per Accounting Standard 3: Cash flow Statements)				
Balances with Banks in Current Accounts	0.77	2.00	26.81	26.09
Cash on Hand	5.86	5.10	4.62	4.76
<b>Other Bank Balances</b>				
Bank deposits with original maturity of more than 12 months	4.28	4.13	21.08	12.93
<b>Total</b>	<b>10.90</b>	<b>11.23</b>	<b>52.51</b>	<b>43.79</b>
1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.				
2. 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.				

#### ANNEXURE – M: STATEMENT OF SHORT-TERM LOANS AND ADVANCES

(Rs. in Lakhs)

Particulars	As at			
	31.10.2021	31.03.2021	31.03.2020	31.03.2019
<b>Unsecured, Considered Good unless otherwise stated</b>				
a. Loans and advances to Directors/Promoters/Promoter Group/ Associates/ Relatives of Directors/Group Company	Nil	Nil	Nil	Nil
b. Balance with Government Authorities	59.23	<b>267.86</b>	<b>145.16</b>	<b>431.73</b>
i) Balance with revenue Authorities under Direct Taxes:	--	37.36	32.91	Nil
ii) Balance with revenue Authorities under Indirect Taxes:	--	230.50	112.25	431.73
c. Others (specify nature)	Nil	Nil	Nil	Nil
Advance Tax & TDS	3.22	6.05	4.79	5.48
Prepaid Expenses	5.31	5.09	4.65	1.86
Tender Deposit/ EMD	48.69	45.98	36.78	32.92
Others /Security Deposit	14.07	14.27	15.17	28.24
Advance to Supplier	5.17	79.31	137.07	Nil

Advance to Employee	5.88	7.20	11.15	
Advance recoverable in Cash or kind	Nil	Nil	Nil	Nil
Preliminary & Misc Exp Not Written Off	Nil	Nil	Nil	Nil
Loan to Subsidiary Company	Nil	Nil	Nil	Nil
<b>Total</b>	<b>141.57</b>	<b>425.75</b>	<b>354.78</b>	<b>500.23</b>

**Notes:**

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. 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.
3. 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.

**ANNEXURE – N: STATEMENT OF OTHER CURRENT ASSETS**

(Rs. in Lakhs)

Particulars	As at			
	31.10.2021	31.03.2021	31.03.2020	31.03.2019
Other	Nil	2.23	Nil	0.25
<b>Total</b>	<b>Nil</b>	<b>2.23</b>	<b>Nil</b>	<b>0.25</b>

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. 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.

**ANNEXURE – O: STATEMENT OF TURNOVER**

(Rs. in Lakhs)

Particulars	As at			
	31.10.2021	31.03.2021	31.03.2020	31.03.2019
<b>Revenue From Operation</b>				
(i) Turnover of Products Manufactured by the Issuer Company	11,988.99	19,557.88	23,440.33	23,286.37
Less - Excise Duty & GST	1,710.68	2,884.67	3,427.17	3,299.47
(ii) Turnover of Products Traded by the Issuer Company	Nil	Nil	Nil	Nil
(iii) Turnover in respect of Products not Normally dealt in by the Issuer Company but included in (ii) above				
<b>Other Operating Revenue</b>	13.60	48.60	109.97	179.75
<b>Total</b>	<b>10,291.91</b>	<b>16,721.81</b>	<b>20,123.13</b>	<b>20,166.65</b>

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. 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.

**ANNEXURE – P: STATEMENT OF OTHER INCOME**

(Rs. in Lakhs)

Particulars	As at			
	31.10.2021	31.03.2021	31.03.2020	31.03.2019
<b>Related and Recurring Income:</b>				
<b>Related and Non-Recurring Income:</b>				
Dividend Income	Nil	Nil	Nil	Nil

Profit on Sale of Assets	1.56	Nil	Nil	Nil
Interest Income	0.15	1.15	0.79	10.57
Other Misc. income	1.76	Nil	0.01	Nil
<b>Total</b>	<b>3.47</b>	<b>1.15</b>	<b>0.80</b>	<b>10.57</b>

1. 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.

2. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

3. 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.

#### ANNEXURE – Q: STATEMENT OF COST OF GOODS CONSUMED

(Rs. in Lakhs)

Particulars	As at			
	31.10.2021	31.03.2021	31.03.2020	31.03.2019
Opening Inventory of Raw Material	3,182	2,361	2,777	2,264
Add: PURCHASE OF RAW MATERIAL	7,207.62	13,198.92	15,004.51	16,216.30
Less: Closing Inventory of Raw Material	2,092.61	3,182.37	2,361.22	2,776.73
<b>Total</b>	<b>8,297.38</b>	<b>12,377.78</b>	<b>15,420.01</b>	<b>15,703.76</b>

#### ANNEXURE – R: STATEMENT OF COST OF PURCHASE OF STOCK IN TRADE

(Rs. in Lakhs)

Particulars	As at			
	31.10.2021	31.03.2021	31.03.2020	31.03.2019
Purchase of Trading Goods	766.50	2,566.32	2,883.59	2,609.25
<b>Total</b>	<b>766.50</b>	<b>2,566.32</b>	<b>2,883.59</b>	<b>2,609.25</b>

#### ANNEXURE – S: STATEMENT OF COST OF CHANGE IN INVENTORY OF STOCK IN TRADE

(Rs. in Lakhs)

Particulars	As at			
	31.10.2021	31.03.2021	31.03.2020	31.03.2019
<b>Inventories at the end of year</b>				
Finished Goods, Semi Finished Goods & Traded Goods	103.53	12.15	71.15	522.03
<b>Inventories at the Beginning of the Year</b>				
Finished Goods, Semi Finished Goods & Traded Goods	12.15	71.15	522.03	625.27
<b>Total</b>	<b>(91.38)</b>	<b>59.00</b>	<b>450.88</b>	<b>103.23</b>

#### ANNEXURE – T: STATEMENT OF EMPLOYEE BENEFITS EXPENSES

(Rs. in Lakhs)

Particulars	As at			
	31.10.2021	31.03.2021	31.03.2020	31.03.2019
Salaries and Wages	210.78	229.63	241.08	365.40
Staff Welfare Exp	6.09	8.01	7.42	8.35
Gratuity Contribution	-	2.64	7.85	9.02
Contribution to Provident and other fund	6.20	7.48	8.79	5.45
Bonus	4.08	4.40	6.70	4.35

Director Remuneration	59.50	102.00	102.00	75.00
<b>Total</b>	<b>286.64</b>	<b>354.16</b>	<b>373.85</b>	<b>467.57</b>

**ANNEXURE – U: STATEMENT OF FINANCE COST**

(Rs. in Lakhs)

Particulars	As at			
	31.10.2021	31.03.2021	31.03.2020	31.03.2019
Borrowing Cost - Interest Expense	110.87	220.90	214.37	214.12
Other Borrowing Cost	40.90	10.49	10.30	10.72
Gain Or (Loss) Due to Foreign Exchange Transaction / Translation	(16.06)	(20.56)	35.38	-
<b>Total</b>	<b>135.72</b>	<b>210.82</b>	<b>260.05</b>	<b>224.84</b>

**ANNEXURE – V: STATEMENT OF OTHER COST**

(Rs. in Lakhs)

Particulars	As at			
	31.10.2021	31.03.2021	31.03.2020	31.03.2019
Job Work Expense Paid	42.00	206.02	71.52	70.25
Freight Inward Expense	26.44	59.09	50.07	52.54
Freight Outward Expense	33.29	107.92	49.89	30.58
Printing & Stationary	2.14	3.54	2.45	2.46
Travelling & Conveyance	1.25	1.32	11.94	16.49
Postage & Courier	0.69	0.51	1.69	1.22
Discount / Cash-Trade -Rebate Allowed	0.28	33.13	2.77	8.58
Telephone Expense	0.26	0.85	1.09	1.36
Sales / Business Promotion Expense	0.35	0.43	22.49	34.46
Loading & Unloading Expense	7.61	13.38	9.92	29.95
Audit Fees	1.00	4.10	3.61	2.12
Commission & Brokerage	1.84	2.73	10.22	53.98
Insurance Expense	16.00	14.89	8.66	7.96
Miscellaneous Expenses	4.86	164.84	154.37	97.47
Power & Fuel	8.46	13.35	13.73	15.69
Govt Fees & License Fees	0.36	0.71	2.06	0.66
Professional Tax	0.02	0.02	0.02	0.07
Professional Charges / Fees	32.27	110.55	37.56	114.74
Custom Duty Not Availed	32.94	66.72	42.84	26.41
Rent	4.31	8.42	10.62	6.80
Repair & Maintenance Expense	15.43	12.14	11.06	9.76
Export & Import Related Expense	288.42	58.93	21.87	17.31
Lodging & Boarding Expense	0.00	0.17	3.08	-
Software Charges	-	0.23	0.30	-
Vat Expense	-	-	0.01	-
Donation	-	-	0.11	-
Director Sitting Fees	-	1.00	-	-
Round Off	0.03	0.08	-	-
Balance Write Off	0.80	44.99	-	-
Factory Expenses	6.71	-	-	-
<b>Total</b>	<b>527.77</b>	<b>930.07</b>	<b>543.95</b>	<b>600.85</b>

**ANNEXURE – W: SUMMARY OF ACCOUNTING RATIOS**
**(Rs. in Lakhs)**

<b>Ratios</b>	<b>For the period ended 31 Oct 2021</b>	<b>For the year ended 31 March 2021</b>	<b>For the year ended 31 March 2020</b>	<b>For the year ended 31 March 2019</b>
<b>Restated PAT as per P&amp; L Account</b>	215.39	107.57	100.74	282.83
Weighted Average Number of Equity Shares at the end of the Year/Period	49.95	49.95	49.95	9.99
Impact of issue of Bonus Shares before stub period	Nil	Nil	Nil	39.96
Impact of issue of Bonus Shares after stub period	Nil	Nil	Nil	Nil
Weighted Average Number of Equity Shares at the end of the Year/Period after adjustment for issue of bonus shares	49.95	49.95	49.95	49.95
No. of equity shares at the end of the year/period	49.95	49.95	49.95	49.95
Impact of issue of Bonus Shares before stub period	Nil	Nil	Nil	Nil
Impact of issue of Bonus Shares after December 31, 2019	Nil	Nil	Nil	Nil
No. of equity shares at the end of the year/period after adjustment for issue of bonus shares	49.95	49.95	49.95	49.95
<b>Net Worth</b>	<b>1,553.47</b>	<b>1,338.08</b>	<b>1,230.51</b>	<b>1,129.77</b>
Current Assets (E)	5,987.73	6,910.28	7,670.23	8,069.40
Current Liabilities (F)	4,892.42	5,597.27	6,487.52	7,213.62
<b>Earnings Per Share</b>				
Basic & Diluted - before bonus	4.31	2.15	2.02	28.31
Basic & Diluted - after bonus	4.31	2.15	2.02	5.66
<b>Return on Net Worth (%)</b>	<b>14%</b>	<b>8.04%</b>	<b>8.19%</b>	<b>25%</b>
<b>Net Asset Value Per Share (Rs) - before bonus</b>	<b>31.10</b>	<b>26.79</b>	<b>24.63</b>	<b>113.09</b>
<b>Net Asset Value Per Share (Rs) - after bonus</b>	<b>31.10</b>	<b>26.79</b>	<b>24.63</b>	<b>22.62</b>
Nominal Value per Equity share (Rs.)	10	10	10	10
<b>1.Current Ratio (E/F)</b>	<b>1.22</b>	<b>1.23</b>	<b>1.18</b>	<b>1.12</b>
Debt	2,300.38	2,224.77	1,970.97	1,444.61
Equity	499.50	499.50	499.50	499.50
<b>2.Debt Equity Ratio</b>	<b>4.61</b>	<b>4.45</b>	<b>3.95</b>	<b>2.89</b>
EBIT	447.73	360.64	399.65	641.77
Interest + Principal	2,436.10	2,435.59	2,231.02	1,669.45
<b>3.Debt Service Coverage Ratio</b>	<b>18.38%</b>	<b>14.81%</b>	<b>17.91%</b>	<b>38.44%</b>
Pat	215.39	107.57	100.74	282.83
Average Equity Shareholder	499.50	499.50	499.50	299.70
<b>4.Return On Equity</b>	<b>43.12%</b>	<b>21.54%</b>	<b>20.17%</b>	<b>94.37%</b>
COGS	8,972.51	15,003.10	18,754.48	18,416.24
Opening Inventory	3,194.52	2,432.37	3,298.76	2,889.45
Closing Inventory	2,196.14	3,194.52	2,432.37	3,298.76
Avg Inventory	2,695.33	2,813.45	2,865.57	3,094.10
<b>5.Inventory Turnover Ratio</b>	<b>3.33</b>	<b>5.33</b>	<b>6.54</b>	<b>5.95</b>
Revenue From Operation	10,291.91	16,721.81	20,123.13	20,166.65
Opening Trade Receivable	3,276.55	4,830.57	4,226.38	4,835.89

Closing Trade Receivable	3,639.11	3,276.55	4,830.57	4,226.38
Avg Trade Receivable	3,457.83	4,053.56	4,528.47	4,531.14
<b>6.Trade Receivables turnover ratio (in times)</b>	<b>2.98</b>	<b>4.13</b>	<b>4.44</b>	<b>4.45</b>
Purchase	7,974.13	15,765.24	17,888.10	18,825.55
Opening Trade Payable	3,835.13	3,780.90	6,257.29	5,804.18
Closing Trade Payable	3,224.40	3,835.13	3,780.90	6,257.29
Avg Trade Payable	3,529.76	3,808.01	5,019.09	6,030.73
<b>7.Trade Payable Ratio</b>	<b>2.26</b>	<b>4.14</b>	<b>3.56</b>	<b>3.12</b>
Revenue From Operation	10,291.91	16,721.81	20,123.13	20,166.65
Capital Employed	1,519.21	1,793.89	1,710.50	1,334.66
<b>8. Net Capital Turnover Ratio (In Times)</b>	<b>6.77</b>	<b>9.32</b>	<b>11.76</b>	<b>15.11</b>
Revenue From Operation	10,291.91	16,721.81	20,123.13	20,166.65
PROFIT After Tax	215.39	107.57	100.74	282.83
<b>9. N P Ratio</b>	<b>2.09%</b>	<b>0.64%</b>	<b>0.50%</b>	<b>1.40%</b>
EBIT	447.73	360.64	399.65	641.77
Opening capital employed	1,793.89	1,710.50	1,334.66	1,171.79
closing capital employed	1,519.21	1,793.89	1,710.50	1,334.66
Avg Capital Employed	1,656.55	1,752.20	1,522.58	1,253.22
<b>10. Return on Capital employed</b>	<b>27.03%</b>	<b>20.58%</b>	<b>26.25%</b>	<b>51.21%</b>
Net profit after Tax	215.39	107.57	100.74	282.83
Opening Assets	8,141.73	8,785.12	9,063.18	8,897.34
Closing Assets	7,302.77	8,141.73	8,785.12	9,063.18
Avg Assets	7,722.25	8,463.42	8,924.15	8,980.26
<b>11. Return on Investment</b>	<b>2.79%</b>	<b>1.27%</b>	<b>1.13%</b>	<b>3.15%</b>

(Rs. in Lakhs)

S. No.	Particular	October 31, 2021	March 31, 2021	March 31, 2020	March 31, 2019	Reason for Movements
(a)	Current Ratio	1.22	1.23	1.18	1.12	Movements is well within the limits hence no reason requires.
(b)	Debt-Equity Ratio	4.61	4.45	3.95	2.89	Debt Equity ratio is increased in March 2020 due to fact that the company acquired/constructed additional fixed assets which have been fully funded by long term debt including unsecured loan from directors and their relatives.
(c)	Debt Service Coverage Ratio	18.38%	14.81%	17.91%	38.44%	Debt Service Coverage Ratio has decreased as at March 31, 2020 as compare to March 31, 2019 due to the fact that there is reduction in EBITDA as component to previous year, increase in long term debt so as increase in finance cost .
(d)	Return on Equity Ratio	43.12%	21.54%	20.17%	94.37%	Return on equity has decrease in March 2020 compare March 2019 due to increase in Share capital and subsequently decreased in EBITDA which is further enhanced as at 31/10/2021
(e)	Inventory turnover ratio (in times)	3.33	5.33	6.54	5.95	The Inventory Turnover Ratio has decreased significantly due to increase in stock in trade and also sales is only for 7 months hence ratio has decreased .
(f)	Trade Receivables turnover ratio (in times)	2.98	4.13	4.44	4.45	Level of debtors in terms of Rupees remains almost same in stud period however sales is only for 7 months hence ratio has decreased .
(g)	Trade payables turnover ratio (in times)	2.26	4.14	3.56	3.12	Level of creditors in terms of Rupees remains almost same in stud period however purchase is only for 7 months hence ratio has decreased

(h)	Net capital turnover ratio (in times)	6.77	9.32	11.76	15.11	Net Capital Turnover Ratio Decreased due to increase in Average Capital Employed by way of Long Term Borrowings. In march 20 and 21, it is further reduced due to conversion of long term debt into short term loan
(i)	Net profit ratio	2.09%	0.64%	0.50%	1.40%	Net Profit Ratio is decreased in March 2020 due to high borrowing cost. Net Profit increased significantly in Oct 2021 because borrowing cost has decreased on account of better negotiation with the bank which is further reduced due to repayment of long term debts.
(j)	Return on Capital employed	27.03%	20.58%	26.25%	51.21%	Return on Capital Employed is decreased significantly due to increase in share capital which is further reduced due to reduction in sales and increase in finance cost on account of increase in long term debts
(k)	Return on investment.	2.79%	1.27%	1.13%	3.15%	Return on Investment has decreased in March 2020 due to increase in share capital and decrease in Profit after tax .

#### ANNEXURE – X: STATEMENT OF RELATED PARTY TRANSACTION

(Rs. in Lakhs)

a)	Names of the related parties with whom transaction were carried out during the years and description of relationship:-	<b>Orchid Agro System (Associate Concern)</b>			
		<b>Kinlak Biotech (Associate Concern)</b>			
1	Holding Company	Na			
2	Subsidiary Companies	Na			
3	Key Managerial Person	<b>Narendra Singh Barhat</b>			
		<b>Kusum Barhat</b>			
		<b>Ketankumar Harkantbhai Joshi</b>			
		<b>Raghvender Mateti</b>			
		<b>Laxman Singh Rathore</b>			
		<b>Deepakkumar Harkantbhai Joshi</b>			
4	Relatives of Key Management Personnel with whom transactions have taken place	<b>Himanshu Barhat</b>			
		<b>Richa Barhat</b>			
		<b>Narendra Singh Barhat Huf</b>			
5	Enterprises Owned or controlled by Key Management personnel and/or their Relatives	<b>Orchid Agro System</b>			
		<b>Kinlak Biotech</b>			
Sr No	Particulars	For the year ended 31 Oct 2021	For the year ended 31 March 2021	For the year ended 31 March 2020	For the year ended 31 March 2019
1	<b>Expenses</b>				
	<b>Director Remuneration</b>				
	Narendra Singh Barhat	59.50	102.00	102.00	102.00
	Kusum Barhat	28.00	48.00	48.00	48.00
	Ketan Joshi	15.75	27.00	27.00	27.00
	<b>Director's Sitting Fees</b>				
	Raghvender Mateti	15.75	27.00	27.00	27.00
		<b>Nil</b>	<b>1.00</b>	<b>Nil</b>	<b>Nil</b>
		<b>Nil</b>	<b>1.00</b>	<b>Nil</b>	<b>Nil</b>
	<b>Rent Paid</b>				
	Kusum Barhat	<b>1.40</b>	<b>2.40</b>	<b>2.20</b>	<b>1.79</b>
		1.40	2.40	2.20	1.79

	<b>SALARY</b>	<b>19.25</b>	<b>33.00</b>	<b>33.00</b>	<b>33.00</b>
	HIMANSHU BARHAT	11.20	19.20	19.20	19.20
	RICHA BARHAT	8.05	13.80	13.80	13.80
<b>2</b>	<b>Issue of Share</b>				<b>399.60</b>
	<b>Name of Shareholder</b>				
	Narendra Singh Barhat	Nil	Nil	Nil	182.40
	N S Barhat HUF	Nil	Nil	Nil	20.00
	Kusum Barhat	Nil	Nil	Nil	50.00
	Ketankumar Joshi	Nil	Nil	Nil	57.60
	Himanshu Barhat	Nil	Nil	Nil	41.20
	Richa Barhat	Nil	Nil	Nil	10.00
	Neeta Ketan Joshi	Nil	Nil	Nil	38.40
<b>3</b>	<b>Sales</b>	<b>498.98</b>	<b>486.90</b>	<b>468.74</b>	<b>556.93</b>
	Orchid Agro System	325.04	286.40	360.78	508.03
	Kinlak Biotech	173.94	200.50	107.96	48.90
<b>4</b>	<b>Purchase</b>	<b>230.99</b>	<b>334.50</b>	<b>905.91</b>	<b>124.38</b>
	Orchid Agro System	230.99	334.50	797.95	124.38
	Kinlak Biotech	Nil	Nil	107.96	Nil
<b>5</b>	<b>Loan Taken</b>	<b>235.54</b>	<b>235.54</b>	<b>364.81</b>	<b>254.49</b>
	<b>Himanshu Barhat</b>				
	Op. Bal as on	16.05	16.05	8.75	8.75
	Add: Loans Taken	Nil	Nil	7.30	Nil
		16.05	16.05	16.05	8.75
	Less: Loan Repaid	Nil	Nil	Nil	Nil
	Closing Balance	<b>16.05</b>	<b>16.05</b>	<b>16.05</b>	<b>8.75</b>
	<b>Ketan Joshi</b>				
	Op. Bal as on	39.55	39.55	35.55	35.55
	Add: Loans Taken	Nil	Nil	6.50	Nil
		39.55	39.55	42.05	35.55
	Less: Loan Repaid	Nil	Nil	2.50	Nil
	Closing Balance	<b>39.55</b>	<b>39.55</b>	<b>39.55</b>	<b>35.55</b>
	<b>Kusum Barhat</b>				
	Op. Bal as on	37.48	36.98	13.88	63.88
	Add: Loans Taken	Nil	9.50	24.00	Nil
		37.48	46.48	37.88	63.88
	Less: Loan Repaid		9.00	0.90	50.00
	Closing Balance	<b>37.48</b>	<b>37.48</b>	<b>36.98</b>	<b>13.88</b>
	<b>N S Barhat HUF</b>				
	Op. Bal as on	46.52	187.79	142.77	9.50
	Add: Loans Taken	Nil	Nil	59.00	141.27
		46.52	187.79	201.77	150.77
	Less: Loan Repaid		141.27	13.98	8.00
	Closing Balance	<b>46.52</b>	<b>46.52</b>	<b>187.79</b>	<b>142.77</b>
	<b>Narendra Singh Barhat Loan</b>				
	Op. Bal as on	82.34	67.84	42.54	67.54
	Add: Loans Taken	0.50	14.50	27.00	1.00
		82.84	82.34	69.54	68.54
	Less: Loan Repaid	3.50		1.70	26.00
	Closing Balance	<b>79.34</b>	<b>82.34</b>	<b>67.84</b>	<b>42.54</b>
	<b>Richa Barhat Loan</b>				
	Op. Bal as on	13.60	16.60	11.00	11.00
	Add: Loans Taken	3.00	Nil	5.60	Nil
		16.60	16.60	16.60	11.00
	Less: Loan Repaid		3.00	Nil	Nil
	Closing Balance	<b>16.60</b>	<b>13.60</b>	<b>16.60</b>	<b>11.00</b>
	<b>Closing Balance of Related Parties</b>				



Name	31-10-2021	2020-21	2019-20	2018-19
<b>Related Parties</b>				
<b>Narendra Singh Barhat</b>				
Expenses	0.67	1.84	0.88	0.23
Salary	3.02	2.83	6.15	10.77
<b>Kusum Barhat</b>				
Expenses	Nil	0.27	0.27	2.27
Salary	1.73	1.08	3.56	6.70
<b>Ketankumar Harkantbhai Joshi</b>				
Expenses	Nil	0.34	0.09	0.35
Salary	1.84	1.84	3.82	3.34
<b>Neha Batra</b>				
Salary	0.33	0.16	0.33	0.28
<b>Associate Concerns</b>				
<b>Orchid Agro Systems</b>	342.25	188.61	22.76	8.18
<b>Kinlak Biotech</b>	15.80	56.84	34.13	Nil
<b>Relatives of Directors</b>				
<b>Himanshu Barhat</b>				
Salary	1.35	0.99	1.89	5.61
Expenses	0.06	0.32	0.63	1.09
<b>Richa Barhat</b>		Nil	Nil	Nil
Salary	1.06	1.08	2.08	3.89

#### ANNEXURE – Y: STATEMENT OF CAPITALISATION

(Rs. in Lakhs)

Particulars	Pre-Issue 31-10-2021	Post Issue
<b>Borrowings</b>		
Short term debt (A)	1,455.49	--
Long Term Debt (B)	844.90	--
<b>Total debts (C)</b>	<b>2,300.38</b>	--
<b>Shareholders' funds</b>		
Equity share capital	499.50	--
Reserve and surplus - as restated	1,053.97	--
<b>Total shareholders' funds</b>	<b>1,553.47</b>	--
<b>Long term debt / shareholders' funds</b>	0.54	--
<b>Total debt / shareholders' funds</b>	1.48	--

#### 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
- The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 31/10/2021.

#### Annexure – Z: STATEMENT OF TAX SHELTERS

(Rs. in Lakhs)

Particulars	For the period ended 31 Oct 2021	For the year ended 31 March 2021	Year ended March 31, 2020	Year ended March 31, 2019
Restated Profit before tax (A)	312	149.82	140	417
Tax Rate (%)	27.82%	27.82%	27.82%	27.82%

Tax at notional rate on profits	87	41.68	39	116
<b>Adjustments :</b>				
<b>Permanent Differences(B)</b>				
Any other amount allowable as deduction				3
Expenses disallowed under Income Tax Act, 1961	Nil	3.54	0	14
<b>Total Permanent Differences(B)</b>	<b>Nil</b>	<b>3.54</b>	<b>0</b>	<b>10</b>
<b>Income considered separately (C)</b>	Nil	1.15	1	Nil
<b>Total Income considered separately (C)</b>	<b>Nil</b>	<b>1.15</b>	<b>1</b>	<b>Nil</b>
<b>Timing Differences (D)</b>				
Difference between tax depreciation and book depreciation	(6)	(31.12)	6	8
Difference due to any other items of addition u/s 28 to 44DA	Nil	Nil	Nil	Nil
<b>Total Timing Differences (D)</b>	<b>(6)</b>	<b>(31.12)</b>	<b>6</b>	<b>8</b>
<b>Net Adjustments E = (B+D)</b>	<b>(6)</b>	<b>(28.72)</b>	<b>6</b>	<b>18</b>
<b>Tax expense / (saving) thereon</b>	(2)	(7.99)	2	5
<b>Income from Other Sources (F)</b>	Nil	1.15	1	Nil
<b>Loss of P.Y. Brought Forward &amp; Adjusted(G)</b>	Nil	Nil	Nil	
Taxable Income/(Loss) (A+E+F+G)	<b>306</b>	<b>122.24</b>	<b>146</b>	<b>435</b>
<b>Taxable Income/(Loss) as per MAT</b>	312	149.82	140	417
<b>Tax as per MAT</b>	58	27.72	26	77
<b>Tax as per Normal Calculation</b>	85.02	34.49	40.64	128.29
<b>MAT credit entitlement</b>				
<b>Tax paid</b>	Nil	Nil	Nil	Nil
Tax paid as per normal or MAT	Normal	Normal	Normal	Normal

**ANNEXURE – AA: RESTATED SUMMARY STATEMENT OF CONTINGENT LIABILITIES**

**(Rs. in Lakhs)**

Particulars	As at			
	31.10.2021	31.03.2021	31.03.2020	31.03.2019
Contingent liabilities in respect of:				
Claims against the company not acknowledged as debts	Nil	Nil	Nil	Nil
Guarantees given on Behalf of the Company	Nil	Nil	Nil	Nil
Guarantees given on Behalf of the Subsidiary Company	Nil	Nil	Nil	Nil
Other moneys for which the company is contingently liable	Nil	Nil	Nil	Nil
Outstanding Tax Demand with Respect to Sales Tax AY 2014-15	5.77	Nil	Nil	Nil
Excise Duty Liability	Nil	Nil	Nil	Nil
Commitments (to the extent not provided for)	Nil	Nil	Nil	Nil
Estimated amount of contracts remaining to be executed on capital account and not provided for	Nil	Nil	50.48	183.64
Uncalled liability on shares and other investments partly paid	Nil	Nil	Nil	Nil
Other commitments	Nil	Nil	Nil	Nil
<b>Total</b>	<b>5.77</b>	<b>Nil</b>	<b>50.48</b>	<b>183.64</b>
1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.				
2. 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.				

**ANNEXURE – AB: STATEMENT OF MATERIAL ADJUSTMENT TO THE RESTATED FINANCIAL STATEMENT**

**1 Material Regrouping:**

Appropriate adjustments have been made in the Restated Standalone Financial Statements of Assets and Liabilities, Profit and Losses and Cash Flows, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities in order to bring them in line with the regroupings as per the audited financial statements of the company and the requirements of SEBI Regulations.

**2. Material Adjustments:**

The Summary of results of restatement made in the Audited Financial Statements for the respective years and its impact on the profit/(loss) of the Company is as follows:

**(Rs. in Lakhs)**

Particulars	For The Period Ended October 31,	For The Year Ended March 31,		
	2021	2021	2020	2019
<b>(A) Net Profits as per audited financial statements (A)</b>	216.73	106.00	96.73	293.52
<b>Add/(Less) : Adjustments on account of -</b>				
1) Prepaid Expenses of P.Y. Transfer to Expenses	Nil	Nil	Nil	Nil
2) Prior period expenses	Nil	0.67	Nil	(6.68)
3) Provision for Outstanding Expenses Payable	Nil	Nil	Nil	Nil
4) Difference on Account of Calculation in Deferred Tax	1.34	0.90	Nil	Nil
5) Change in Provision for Current Tax	Nil	Nil	4.01	(4.01)
<b>Total Adjustments (B)</b>	<b>(1.34)</b>	<b>1.57</b>	<b>4.01</b>	<b>(10.69)</b>
<b>Restated Profit/ (Loss) (A+B)</b>	<b>215.39</b>	<b>107.57</b>	<b>100.74</b>	<b>282.83</b>
	215.39	107.57	100.74	282.83

**3. Notes on Material Adjustments pertaining to prior years**

**(1) Prepaid Expenses charged to Profit & Loss Account**

Expenses related to Next year (if any) were transferred in Prepaid of Current Year.

**(2) Provision for Outstanding Expenses**

Provision is made for expenses related to particular period & their corresponding impact is given in next year.

**(3) Prior Period Expenses**

Miscellaneous Expenses -Assets has been written off wholly in FY 2018-19 and corresponding impact in subsequent year is given and added to the profit of particular year.

**(4) Difference on Account of Calculation in Deferred Tax**

Deferred tax is calculated on the difference of Closing WDV as per Companies Act & income tax Act in Restated financials but in Audited financials the same has been calculated between difference in current year's Depreciation and difference of opening WDV as per Companies Act and income tax act.

**(5) Change in Provision for Current Tax**

There is change in audited profit and Restated profit and hence Provision for current tax is also changed and effect is given in the respected period.

**Reconciliation Statement between Restated Reserve & Surplus affecting Equity due to Adjustment made in Restated Financial Statements:**

**(Rs. in Lakhs)**

Particulars	For The Period Ended October 31,	For The Year Ended March 31,		
	2021	2021	2020	2019
<b>Equity Share Capital &amp; Reserves &amp; Surplus as per Audited financial Statement</b>	1,559.92	1,343.19	1,237.19	1,140.46
Add/(Less) : Adjustments on account of change in Profit/Loss	(6.44)	(5.11)	(6.68)	(10.69)
Total Adjustments (B)	<b>(6.44)</b>	<b>(5.11)</b>	<b>(6.68)</b>	<b>(10.69)</b>
<b>Equity Share Capital &amp; Reserves &amp; Surplus as per Restated Financial Statement</b>	1,553.47	1,338.09	1,230.51	1,129.77

**For Prakash Chandra Jain & Co**  
Chartered Accountants  
FRN: 002438C  
Peer Review No. 011912

**For Aristo Bio-Tech And Lifescience Limited**

**Narendra Singh Barhat**  
Chairman & Managing Director  
DIN - 00310306

**Kusum Narendra Singh Barhat**  
Director  
DIN - 00310065

**Dinesh C Jain**  
Partner  
M. No.: 041235

UDIN: 22041235AGLKKS2114  
Date: 04-04-2022

**Ketankumar Harkantbhai Joshi**  
Whole-time Director & Chief  
Financial Officer

**Neha Batra**  
Company Secretary

Place: Vadodara

**OTHER FINANCIAL INFORMATION**

(Rs. in Lakhs)

<b>Ratios</b>	<b>For the period ended 31 Oct 2021</b>	<b>For the year ended 31 March 2021</b>	<b>For the year ended 31 March 2020</b>	<b>For the year ended 31 March 2019</b>
<b>Restated PAT as per P&amp; L Account</b>	215.39	107.57	100.74	282.83
Weighted Average Number of Equity Shares at the end of the Year/Period	49.95	49.95	49.95	9.99
Impact of issue of Bonus Shares before stub period	Nil	Nil	Nil	39.96
Impact of issue of Bonus Shares after stub period	Nil	Nil	Nil	Nil
Weighted Average Number of Equity Shares at the end of the Year/Period after adjustment for issue of bonus shares	49.95	49.95	49.95	49.95
No. of equity shares at the end of the year/period	49.95	49.95	49.95	49.95
Impact of issue of Bonus Shares before stub period	Nil	Nil	Nil	Nil
Impact of issue of Bonus Shares after December 31, 2019	Nil	Nil	Nil	Nil
No. of equity shares at the end of the year/period after adjustment for issue of bonus shares	49.95	49.95	49.95	49.95
<b>Net Worth</b>	1,553.47	1,338.08	1,230.51	1,129.77
Current Assets (E)	5,987.73	6,910.28	7,670.23	8,069.40
Current Liabilities (F)	4,892.42	5,597.27	6,487.52	7,213.62
<b>Earnings Per Share</b>				
Basic & Diluted - before bonus	4.31	2.15	2.02	28.31
Basic & Diluted - after bonus	4.31	2.15	2.02	5.66
<b>Return on Net Worth (%)</b>	14%	8.04%	8.19%	25%
<b>Net Asset Value Per Share (Rs) - before bonus</b>	31.10	26.79	24.63	113.09
<b>Net Asset Value Per Share (Rs) - after bonus</b>	31.10	26.79	24.63	22.62
Nominal Value per Equity share (Rs.)	10	10	10	10
<b>1.Current Ratio (E/F)</b>	<b>1.22</b>	<b>1.23</b>	<b>1.18</b>	<b>1.12</b>
Debt	2,300.38	2,224.77	1,970.97	1,444.61
Equity	499.50	499.50	499.50	499.50
<b>2.Debt Equity Ratio</b>	<b>4.61</b>	<b>4.45</b>	<b>3.95</b>	<b>2.89</b>
EBIT	447.73	360.64	399.65	641.77
Interest + Principal	2,436.10	2,435.59	2,231.02	1,669.45
<b>3.Debt Service Coverage Ratio</b>	<b>18.38%</b>	<b>14.81%</b>	<b>17.91%</b>	<b>38.44%</b>
Pat	215.39	107.57	100.74	282.83
Average Equity Shareholder	499.50	499.50	499.50	299.70
<b>4.Return On Equity</b>	<b>43.12%</b>	<b>21.54%</b>	<b>20.17%</b>	<b>94.37%</b>
COGS	8,972.51	15,003.10	18,754.48	18,416.24
Opening Inventory	3,194.52	2,432.37	3,298.76	2,889.45
Closing Inventory	2,196.14	3,194.52	2,432.37	3,298.76
Average Inventory	2,695.33	2,813.45	2,865.57	3,094.10
<b>5.Inventory Turnover Ratio</b>	<b>3.33</b>	<b>5.33</b>	<b>6.54</b>	<b>5.95</b>
Revenue From Operation	10,291.91	16,721.81	20,123.13	20,166.65
Opening Trade Receivable	3,276.55	4,830.57	4,226.38	4,835.89

Closing Trade Receivable	3,639.11	3,276.55	4,830.57	4,226.38
Average Trade Receivable	3,457.83	4,053.56	4,528.47	4,531.14
<b>6.Trade Receivables turnover ratio (in times)</b>	<b>2.98</b>	<b>4.13</b>	<b>4.44</b>	<b>4.45</b>
Purchase	7,974.13	15,765.24	17,888.10	18,825.55
Opening Trade Payable	3,835.13	3,780.90	6,257.29	5,804.18
Closing Trade Payable	3,224.40	3,835.13	3,780.90	6,257.29
Average Trade Payable	3,529.76	3,808.01	5,019.09	6,030.73
<b>7.Trade Payable Ratio</b>	<b>2.26</b>	<b>4.14</b>	<b>3.56</b>	<b>3.12</b>
Revenue From Operation	10,291.91	16,721.81	20,123.13	20,166.65
Capital Employed	1,519.21	1,793.89	1,710.50	1,334.66
<b>8. Net Capital Turnover Ratio (In Times)</b>	<b>6.77</b>	<b>9.32</b>	<b>11.76</b>	<b>15.11</b>
Revenue From Operation	10,291.91	16,721.81	20,123.13	20,166.65
PROFIT After Tax	215.39	107.57	100.74	282.83
<b>9. N P Ratio</b>	<b>2.09%</b>	<b>0.64%</b>	<b>0.50%</b>	<b>1.40%</b>
EBIT	447.73	360.64	399.65	641.77
Opening capital employed	1,793.89	1,710.50	1,334.66	1,171.79
closing capital employed	1,519.21	1,793.89	1,710.50	1,334.66
Average Capital Employed	1,656.55	1,752.20	1,522.58	1,253.22
<b>10. Return on Capital employed</b>	<b>27.03%</b>	<b>20.58%</b>	<b>26.25%</b>	<b>51.21%</b>
Net profit after Tax	215.39	107.57	100.74	282.83
Opening Assets	8,141.73	8,785.12	9,063.18	8,897.34
Closing Assets	7,302.77	8,141.73	8,785.12	9,063.18
Average Assets	7,722.25	8,463.42	8,924.15	8,980.26
<b>11. Return on Investment</b>	<b>2.79%</b>	<b>1.27%</b>	<b>1.13%</b>	<b>3.15%</b>

## **MANAGEMENT'S DISCUSSION & ANALYSIS OF FINANCIAL CONDITIONS & RESULTS OF OPERATIONS**

*You should read the following discussion of our financial condition and results of operations together with our restated financial statements included in the Draft Prospectus. You should also read the section entitled "Risk Factors" beginning on page 21 and "Forward Looking Statements" beginning on page 14, which discusses a number of factors, risks and contingencies that could affect our financial condition and results of operations.*

*The following discussion of our financial condition and results of operations should be read in conjunction with our restated financial statements for the stub period ended on October 31, 2021 and for the years ended March 31, 2021, March 31, 2020 and 2019 including the schedules and notes thereto and the reports thereto, which appear in the section titled "Financial Information of our company" on Page No. 138 of the Draft Prospectus. The financial statements presented and discussed herein have been prepared to comply in all material respects with the notified accounting standards by Companies (Accounting Standards) Rules, 2006 (as amended), the relevant provisions of the Companies Act and SEBI (Issue of Capital and Disclosure Requirements) Regulations. Our fiscal year ends on March 31 of each year. Accordingly, all references to a particular fiscal year/financial year are to the twelve-month period ended on March 31 of that year. The forward-looking statements contained in this discussion and analysis is subject to a variety of factors that could cause actual results to differ materially from those contemplated by such statements*

### **Overview**

Our Company is engaged in the manufacturing, formulation, supplying, packaging and job work services for various Pesticides such as Insecticides, Herbicides, Fungicides, Plant Growth Regulators and a wide variety of other Agrochemicals in India as well as for Export. Agrochemical industries are very vast field and deals with production and distribution of pesticides and fertilizers to increase the crop yields. Agrochemicals (Crop protection products/pesticides) are designed to protect crops from insects, diseases and weeds. Currently our company has 158 products registered with CIB & RC for manufacturing and sales in India and Exports. In Addition, the company has applied for registration of 4 products with CIB & RC which are pending at various stages. Company is currently manufacturing and selling its products across 20 states in India and 15 countries.

Our Company was originally incorporated on March 17, 2005 as "Aristo Bio-Tech and Lifescience Private Limited" under the provisions of the Companies Act, 1956 with the Registrar of Companies, Maharashtra, Mumbai. Subsequently our Company was converted into Public Limited Company and name of company was changed from "Aristo Bio-Tech and Lifescience Private Limited" to "Aristo Bio-Tech and Lifescience Limited" vide fresh certificate of incorporation dated May 20, 2020 issued by the Registrar of Companies, Mumbai. Further our Company has changed the registered office from State of Maharashtra to Gujarat vide Certificate of Registration of Regional Director order for Change of State dated November 18, 2021 issued by Registrar of Companies, Ahmedabad.

Our Registered Office and our state of the art Agrochemical and Pesticide Formulation & Packaging Unit of the company is situated at E-24, 25, 26, G.I.D.C Estate, Manjusar, Taluka Savli, Vadodara, Gujarat - 391775, India having latest Quality Control, Manufacturing and Packaging Machinery and Equipments.

Our Company is an ISO 9001: 2015 certified company for Quality Management System which confirms to the requirements of the quality standard for manufacturing of agrochemicals and pesticides and SMERA SME 3 for good credit worthiness.

Our diversified product portfolio can be classified as Herbicides/Weedicides, Fungicides, Plant Growth Regulator and Insecticides. Agrochemicals are important agricultural support and boosts to it, while preventing, reducing and eliminating the impact of disease to increase food output and safety. Our company has risen out the diversified portfolio of agrochemical product segment. Instituted with a vision to cater to growing needs of the agriculture market and provide high quality products, it now bags a wide range of agrochemicals products in its product portfolio like herbicides, insecticides, fungicides, plant growth regulators & fertilizers in various forms – liquid, dust, powder and granules. The Company has expanded its operations beyond the borders of its state of inception to Punjab and Uttar Pradesh.

Besides manufacturing our own products, our company also provide Contract manufacturing, Job work and Toll manufacturing services and products for Crop Protection companies.

Our company has adequate production and quality control system. All formulations are strictly tested with the latest available guidelines and testing methods by our in-house Quality Control Lab personnel. High Performance Liquid Chromatography (HPLC), Ultraviolet Spectrography (UV) and Gas Chromatography (GC) are used to ensure top quality Raw materials and formulation testing and release. Strict testing for all Packing materials like Tin, HDPE bottles, Coextruded bottles, Fluorinated HDPE bottles, Pet bottles, Labels, Mono cartons, Corrugated boxes, Laminated pouches is also done as per the Food and Agriculture Organization of the United Nations (FAO) and Bureau of Indian Standards (BIS) guidelines and testing methods. All Finished goods are re-tested and counter samples are stored separately in sample storage rooms.

## STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

For details in respect of Statement of Significant Accounting Policies, please refer to Annexure IV of Restated Financial Statements under chapter titled “Restated Financial Statements” beginning on page 138 of this Draft Prospectus.

### Factors Affecting our Results of Operations

Our business is subjected to various risks and uncertainties, including those discussed in the section titled “Risk Factors” beginning on page 21 of this Draft Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

1. Uncertainty in relation to continuing effect of the COVID-19 pandemic on our business and operations.
2. Destruction in our manufacturing process.
3. Our ability to successfully implement our strategy, our growth and expansion, technological changes.
4. Fail to attract, retain and manage the transition of our management team and other skilled & unskilled employees;
5. Our ability to protect our intellectual property rights and not infringing intellectual property rights of other parties;
6. Ability to respond to technological changes;
7. Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
8. Inability to successfully obtain registrations in a timely manner or at all;
9. General economic and business conditions in the markets in which we operate and in the local, regional and national economies;
10. Our ability to effectively manage a variety of business, legal, regulatory, economic, social and political risks associated with our operations;
11. Recession in the market;
12. Changes in laws and regulations relating to the industries in which we operate;
13. Effect of lack of infrastructure facilities on our business;
14. Our ability to successfully implement our growth strategy and expansion plans;
15. Our ability to meet our capital expenditure requirements;
16. Our ability to attract, retain and manage qualified personnel;
17. Failure to adapt to the changing technology in our industry of operation may adversely affect our business and financial condition;
18. Failure to obtain any approvals, licenses, registrations and permits in a timely manner;
19. Changes in political and social conditions in India or in countries that we may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
20. Occurrence of natural disasters or calamities affecting the areas in which we have operations;
21. Conflicts of interest with affiliated companies, the promoter group and other related parties;
22. The performance of the financial markets in India and globally;
23. Any adverse outcome in the legal proceedings in which we are involved;
24. Our ability to expand our geographical area of operation;
25. Concentration of ownership among our Promoters.

### RESULTS OF OUR OPERATION

(Rs. in Lakhs)

Particulars	For the period ended		For the year ended		For the year ended			
	October 31, 2021	% of Total Income	March 31, 2021	% of Total Income	March 31, 2020	% of Total Income	March 31, 2019	% of Total Income
<b>INCOME</b>								
Revenue from Operations	10,291.91	99.97	16721.81	99.99	20123.13	100.00	20166.65	99.95
Other Income	3.47	0.03	1.15	0.01	0.80	0.00	10.57	0.05
<b>Total Income (A)</b>	<b>10,295.38</b>	<b>100.00</b>	<b>16,722.96</b>	<b>100.00</b>	<b>20,123.94</b>	<b>100.00</b>	<b>20,177.21</b>	<b>100.00</b>
<b>EXPENDITURE</b>								
Cost of Material Consumed	8,297.38	80.59	12377.78	74.02	15420.01	76.63	15703.76	77.83
Purchase of stock in trade	766.50	7.45	2566.32	15.35	2883.59	14.33	2609.25	12.93
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	(91.38)	-0.89	59.00	0.35	450.88	2.24	103.23	0.51



Particulars	For the period ended		For the year ended		For the year ended			
	October 31, 2021	% of Total Income	March 31, 2021	% of Total Income	March 31, 2020	% of Total Income	March 31, 2019	% of Total Income
Employee benefits expense	286.64	2.78	354.16	2.12	373.85	1.86	467.57	2.32
Finance costs	135.72	1.32	210.82	1.26	260.05	1.29	224.84	1.11
Depreciation and amortization expense	60.74	0.59	74.99	0.45	52.00	0.26	50.79	0.25
Other expenses	527.77	5.13	930.07	5.56	543.95	2.70	600.85	2.98
<b>Total Expenses (B)</b>	<b>9,983.37</b>	<b>96.97</b>	<b>16,573.14</b>	<b>99.10</b>	<b>19,984.33</b>	<b>99.31</b>	<b>19,760.28</b>	<b>97.93</b>
<b>Profit before Exceptional Items(A-B)</b>	312.01	3.03	149.82	0.90	139.60	0.69	416.93	2.07
<b>Exceptional Items</b>	-	-	-	-	-	-	6.68	0.04
<b>Profit Before Tax</b>	<b>312.01</b>	<b>3.03</b>	<b>149.82</b>	<b>0.90</b>	<b>139.60</b>	<b>0.69</b>	<b>410.25</b>	<b>2.03</b>
<b>Tax expense :</b>								
(i) Current tax	85.02	0.83	34.49	0.21	40.64	0.20	128.29	0.64
(ii) Deferred tax	11.61	0.11	7.75	0.05	-1.78	-0.01	-0.87	0.00
<b>Total Tax Expense</b>	<b>96.63</b>	<b>0.94</b>	<b>42.24</b>	<b>0.25</b>	<b>38.86</b>	<b>0.19</b>	<b>127.42</b>	<b>0.63</b>
<b>Profit for the year</b>	<b>215.39</b>	<b>2.09</b>	<b>107.57</b>	<b>0.64</b>	<b>100.74</b>	<b>0.50</b>	<b>282.83</b>	<b>1.40</b>

#### Review of Restated Financials,

#### Key Components of Company's Profit and Loss Statement

**Revenue from Sale of Services:** Revenue from operations mainly consists from Sales of Products.

**Other Income:** Other Income Consist of Profit on Sale of Assets, Interest Income etc.

**Expenses:** Company's expenses consist of Cost of Material Consumed, Purchases of Stock in Trade, Changes in Inventories of Finished Goods, WIP & Stock in Trade, Employee benefit expenses, Finance Cost, Depreciation and Amortization expenses & Other Expenses.

**Employee Benefits Expense:** Employee benefit expenses includes Salaries and Wages, Directors Remuneration & Contribution to Statutory Funds etc.

**Depreciation and Amortization Expense:** We recognize Depreciation and Amortization expense on a WDV Basis as per the rates set forth in the Companies Act, 2013/ Companies Act, 1956, as applicable.

**Other Expenses:** Other expenses includes Job Work Expenses, Freight Expenses, Professional Expenses & Export/Import Expenses etc.

#### Financial Performance Highlights for the year ended 31<sup>st</sup> October, 2021

##### **Total Income:**

The company's total income which includes from Sale of Products during the stub period ended on October 31, 2021 was Rs. 10295.39 Lakhs.

##### **Total Expenses:**

The total expenditure during the stub period ended on October 31, 2021 was Rs. 9983.37 Lakhs. The total expenditure represents 96.97% of the total revenue. The total expenses are represented by Cost of Material Consumed, Purchases of Stock in Trade, Changes in Inventories of Finished Goods, WIP & Stock in Trade, Employee benefit expenses, Finance Cost, Depreciation and Amortization expenses & Administration & Other Expenses. The main constituent of total expenditure is Cost of Material Consumed.

**Profit/ (Loss) after tax:**

The restated net profit during the stub period ended on October 31, 2021 was Rs. 215.39 Lakhs representing 2.09% of the total revenue of the Company.

**Fiscal 2021 compared with Fiscal 2020*****Revenue from Operation***

Revenue from operations had decreased by 16.90% from ₹ 20123.13 lakhs in Fiscal 2020 to ₹ 16721.81 lakhs in Fiscal 2021. The change was primarily due to decrease in sales.

***Other Income***

Other income had increased by 43.75% from ₹ 0.80 lakhs in Fiscal 2020 to ₹ 1.15 lakhs in Fiscal 2021.

***Cost of Material Consumed***

Cost of Material Consumed had decreased by 19.73% from ₹ 15420.01 lakhs in Fiscal 2020 to ₹ 12377.78 Lakhs in the Fiscal 2021. This change was primarily due to Decrease in Revenue from Operations.

***Purchase of Stock in Trade***

Purchase of Stock in Trade had decreased by 11% from ₹ 2883.59 lakhs in Fiscal 2020 to ₹ 2566.32 Lakhs in the Fiscal 2021. This change was primarily due to Decrease in Revenue from Operations.

***Changes in Inventory of Finished Goods, Work in Progress & Stock in Trade***

These Expenses had decreased by 86.91% from ₹ 450.88 lakhs in Fiscal 2020 to ₹ 59 Lakhs in the Fiscal 2021. This change was primarily due to Decrease in Revenue from Operations.

***Employee Benefit Expenses***

Employee benefit expenses had decreased by 5.27% from ₹ 373.85 lakhs in Fiscal 2020 to ₹ 354.16 lakhs in Fiscal 2021. This decrease was primarily due to lower salary expenses.

***Finance Costs***

Finance Costs had decreased from ₹ 260.05 lakhs in Fiscal 2020 to ₹ 210.82 in Fiscal 2021. This was primarily due to lower interest paid during the financial year.

***Depreciation and Amortization Expenses***

Depreciation had increased by 44.21% from ₹ 52.00 lakhs in Fiscal 2020 to ₹ 74.99 lakhs in Fiscal 2021.

***Other Expenses***

Other expenses had increased by 70.98% from ₹ 543.95 lakhs in Fiscal 2020 to ₹ 930.07 lakhs in Fiscal 2021. The increase was primarily due to increase in Job Work Expenses, Freight Expenses & Other Misc. Expenses.

***Tax Expenses***

The Company's tax expenses had increased by 8.70% from ₹ 38.86 lakhs in the Fiscal 2020 to ₹ 42.24 lakhs in Fiscal 2021. This was primarily due to higher profit before tax during the financial year.

***Profit after Tax***

After accounting for taxes at applicable rates, our Company reported a net profit of ₹ 107.57 lakhs in Fiscal 2021 as compared to a net profit of ₹ 100.74 lakhs in Fiscal 2020.

## Fiscal 2020 compared with Fiscal 2019

### Revenue from Operation

Revenue from operations had decreased by 0.22% from ₹ 20166.65 lakhs in Fiscal 2019 to ₹ 20123.13 lakhs in Fiscal 2020. The change was primarily due to decrease in sales.

### Other Income

Other income had decreased by 92.43% from ₹ 10.57 lakhs in Fiscal 2019 to ₹ 0.80 lakhs in Fiscal 2020.

### Cost of Material Consumed

Cost of Material Consumed had decreased by 1.81% from ₹ 15703.76 lakhs in Fiscal 2019 to ₹ 15420.01 Lakhs in the Fiscal 2020. This change was primarily due to Decrease in Revenue from Operations.

### Purchase of Stock in Trade

Purchase of Stock in Trade had increased by 10.51% from ₹ 2609.25 lakhs in Fiscal 2019 to ₹ 2883.59 Lakhs in the Fiscal 2020. This change was primarily due to Higher Purchases of Stock in Trade.

### Changes in Inventory of Finished Goods, Work in Progress & Stock in Trade

These Expenses had increased by 336.77% from ₹ 103.23 lakhs in Fiscal 2019 to ₹ 450.88 Lakhs in the Fiscal 2020. This change was primarily due to Decrease in Inventories.

### Employee Benefit Expenses

Employee benefit expenses had decreased by 20.04% from ₹ 467.57 lakhs in Fiscal 2019 to ₹ 373.85 lakhs in Fiscal 2020. This decrease was primarily due to lower salary expenses.

### Finance Costs

Finance Costs had increased from ₹ 224.84 lakhs in Fiscal 2019 to ₹ 260.05 in Fiscal 2020. This was primarily due to higher interest paid during the financial year.

### Depreciation and Amortization Expenses

Depreciation had decreased by 2.38% from ₹ 50.79 lakhs in Fiscal 2019 to ₹ 52.00 lakhs in Fiscal 2020.

### Other Expenses

Other expenses had decreased by 9.47% from ₹ 600.85 lakhs in Fiscal 2019 to ₹ 543.95 lakhs in Fiscal 2020. The decrease was primarily due to decrease in Sales & Commission Expenses, Professional Expenses etc.

### Tax Expenses

The Company's tax expenses had decreased by 69.50% from ₹ 127.42 lakhs in the Fiscal 2019 to ₹ 38.86 lakhs in Fiscal 2020. This was primarily due to Lower Profit during the year .

### Profit after Tax

After accounting for taxes at applicable rates, our Company reported a net profit of ₹ 100.74 lakhs in Fiscal 2020 as compared to a net profit of ₹ 282.83 lakhs in Fiscal 2019.

### Cash Flows

(₹ in lakhs)

Particulars	For the period ended October 31, 2021	For the year ended March 31,		
		2021	2020	2019
Net Cash from Operating Activities	635.78	228.41	140.70	814.88

Net Cash from Investing Activities	(139.29)	(197.78)	(219.23)	(244.07)
Net Cash used in Financing Activities	(496.81)	(71.91)	87.25	(576.94)

### ***Cash Flows from Operating Activities***

Net cash from operating activities for fiscal 2021 was at ₹ 228.41 lakhs as compared to the Profit Before Tax at ₹ 149.82 lakhs while for fiscal 2020 Net cash from operating activities was at ₹ 140.70 lakhs as compared to the Profit Before Tax at ₹ 139.60 Lakhs. This was primarily due to adjustments against adjustments against, changes in Working Capital.

Net cash from operating activities for fiscal 2020 was at ₹ 140.70 lakhs as compared to the Profit Before Tax at ₹ 139.60 lakhs while for fiscal 2019, net cash from operating activities was at ₹ 814.88 lakhs as compared to the Profit Before Tax of ₹ 410.25 lakhs. This was primarily due to adjustments against, changes in Working Capital.

Net cash from operating activities for fiscal 2019 was at ₹ 814.88 lakhs as compared to the Profit Before Tax at ₹ 410.25 lakhs.

### ***Cash Flows from Investment Activities***

In fiscal 2021, the net cash invested in Investing Activities was ₹ (197.78) lakhs. This was mainly on account of Purchases of Fixed Assets & Increase in Capital Work in Progress.

In fiscal 2020, the net cash invested in Investing Activities was ₹ (219.23) lakhs. This was mainly on account of Purchases of Fixed Assets & Increase in Capital Work in Progress.

In fiscal 2019, the net cash invested in Investing Activities was ₹ (244.07) lakhs. This was mainly on account of Purchases of Fixed Assets & Increase in Capital Work in Progress.

### ***Cash Flows from Financing Activities***

In fiscal 2021, the net cash from financing activities was ₹ (71.91) lakhs. This was on account of payment of Interest of Borrowings.

In fiscal 2020, the net cash from financing activities was ₹ 87.25 lakhs. This was on account of Proceeds from Borrowings.

In fiscal 2019, the net cash from financing activities was ₹ (576.94) lakhs. This was on account of Payment of Borrowings & Finance Costs.

### **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. There are no Unusual or infrequent events or transactions in our Company. The transactions are as per usual business operations.

#### ***2. Significant economic changes that materially affected or are likely to affect income from continuing operations.***

Except for any change in economic policy affecting agrochemical industry in India, there are no other 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 21 in 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***

Our Company’s future costs and revenues will be determined by growth of industry in which we operate.

**5. Increases in net sales or revenue and Introduction of new products or services or increased sales prices**

Increases in revenues are by and large linked to increases in volume of our business.

**6. Status of any publicly announced New Products or Business Segment**

Our Company has not announced any new Product.

**7. Seasonality of business**

Our Company's business is seasonal in nature as it is agrochemical industry.

**8. Dependence on few customers/ clients**

The percentage of contribution of our Company's Top Customers/Clients for the year ended October 31, 2021 is as follows:

Particulars	Customers
Top Ten (%)	60.20%

**9. Competitive conditions**

Competitive conditions are as described under the Chapters "Industry Overview" and "Business Overview" beginning on pages 76 and 88, respectively of the Draft Prospectus.

**10. Details of material developments after the date of last balance sheet i.e. October 31, 2021**

After the date of last Balance sheet i.e. October 31, 2021, the following material events have occurred after the last audited period:

- a. We have changed the designation of Mr. Narendra Singh Barhat as Chairman, Mr. Ketankumar Harkantbhai Joshi as Whole-time Director with effect from March 20, 2022
- b. Mr. Laxman Singh Rathore is appointed as Non-Executive Director of the Company with effect from March 20, 2022.
- c. We have appointed Ms. Rashmi Kamlesh Otavani and Mr. Parag Sureshbhai as Independent Director with effect from March 20, 2022.
- d. Our Company has passed a Board Resolution for Initial Public Issue in Board Meeting held on March 11, 2022 and Shareholder's Resolution in Extra-Ordinary Meeting held on April 06, 2022.
- e. Our Company has re-constituted an Audit Committee ("Audit Committee") and Nomination and Remuneration Committee and constitute Stakeholders Relationship Committee vide Board Resolution dated April 09, 2022, as per the applicable provisions of the Section 177 of the Companies Act, 2013 and also to comply with SEBI (Listing Obligations and Disclosure 221 Requirements) Regulations, 2015 applicable upon listing of the Company's Equity shares on SME platform of NSE.

**CAPITALISATION STATEMENT**

**(Rs. in Lakhs)**

<b>Particulars</b>	<b>Pre-Issue 31-10-2021</b>	<b>Post Issue</b>
<b>Borrowings</b>		
Short term debt (A)	1,455.49	1,455.49
Long Term Debt (B)	844.90	844.90
<b>Total debts (C)</b>	<b>2,300.38</b>	<b>2,300.38</b>
<b>Shareholders' funds</b>		
Equity share capital	499.50	**
Reserve and surplus - as restated	1,053.97	**
<b>Total shareholders' funds</b>	<b>1,553.47</b>	**
<b>Long term debt / shareholders' funds</b>	0.54	**
<b>Total debt / shareholders' funds</b>	1.48	**
<b>NOTES:</b>		
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 31/10/2021.		
** The Figures will be updated while filing Prospectus with RoC.		

## **SECTION X - LEGAL AND OTHER INFORMATION**

### **OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS**

Except as stated in this section, there are no: (i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; or (iv) Material Litigation (as defined below); involving our Company, Directors, Promoters or Group Companies. Our Board, in its meeting held on April 09, 2022, determined that all pending litigation involving our Company, holding, Subsidiary, Directors, Promoters and Group Companies, other than criminal proceedings and statutory or regulatory actions, disciplinary actions including penalty imposed by SEBI or stock exchanges, claims related to direct and indirect taxes, would be considered 'material' if the monetary amount of claim by or against the entity or person in any such pending proceeding is in excess of Rs. 1,00,000/- ("Material Litigation").

As per the materiality policy adopted by the Board of our Company in its meeting held on April 09, 2022, creditors of our Company The outstanding dues to creditors in excess of Rs. 1,00,000/- will be considered material. Details of outstanding dues to creditors (including micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006) as required under the SEBI Regulations have been disclosed on our website at <https://www.aristobiotech.com/>

Our Company, Directors, Promoter and Group Companies are not Wilful Defaulters or fraudulent borrower and there have been no violations of securities laws in the past or pending against them.

### **OUTSTANDING TAXATION MATTERS INVOLVING OUR COMPANY, DIRECTORS, PROMOTERS AND SUBSIDIARIES**

#### **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) Disciplinary Actions by Authorities**

NIL

###### **4) Litigation involving Tax Liability**

Direct Tax

- A.** As per details available on the website of Income Tax department, a demand of Rs. 15,580/- has been raised against M/s. Aristo Bio-tech and Lifescience Limited (hereinafter referred to as the "assessee") for A.Y. 2019-20 vide demand reference No. 20202019370021 66302 dated 01.05.2020. The assessee has disagreed with the said demand by submitting response on 18.01.2022 and the same is pending.


Indirect Tax:

- B.** Notice bearing no. ZD240721011915N and ZD240721011935L both dated 13.07.2021 have been served to the Company under Section 61 read with Rule 99 (1) of the GST, by Commercial Tax Officer, Vadodara, Gujarat, wherein intimation has been made to the Company regarding several discrepancies noticed in respect of returns filed for F.Y. 2018-19 and F.Y. 2019-20 respectively and explanations have been sought in respect of such discrepancies. The same is pending with concerned authority.
- C.** An assessment order dated 02.03.2018 had been passed by the state Tax officer (3), Unit-7, Vadodara, Gujarat, under Rule 9(a) of the Central Sales Tax (Gujarat) Rules, 1970 for the period between 01.04.2013 till 31.03.2014, wherein a demand of net amount of Rs. 1,33,118/- had been raised against M/s. Aristo Bio-tech and Lifescience Limited (hereinafter referred to as the "Assessee"). The Assessee in response to the said order had filed an appeal against the order vide application dated

25.07.2018 and had requested for the permanent stay of recovery proceedings in respect of the order and the same is pending before the Gujarat Tax, Appeal, Vadodara.

- D.** An assessment order dated 02.03.2018 had been passed by the state Tax officer (3), Unit-7, Vadodara, Gujarat, under Section 32, 34, 35 of Gujarat Value Added Tax Act, 2003 for the period between 01.04.2013 till 31.03.2014, wherein a demand of net amount of Rs. 5,77,616/- had been raised against M/s. Aristo Bio-tech and Lifescience Limited (hereinafter referred to as the “Assessee”). The Assessee in response to the said order had filed an appeal against the order vide application dated 25.07.2018 and had requested for the permanent stay of recovery proceedings in respect of the order and the same is pending before the Gujarat Tax, Appeal, Vadodara.
- E.** An assessment order dated 10.12.2020 had been passed by the state Tax officer (3), Unit-7, Vadodara, Gujarat, under Rule 9(a) of the Central Sales Tax (Gujarat) Rules, 1970 for the period between 01.04.2016 till 31.03.2017, wherein a demand of net amount of Rs. 15,26,703/- had been raised against M/s. Aristo Bio-tech and Lifescience Limited (hereinafter referred to as the “Assessee”). The Assessee in response to the said order had filed an appeal against the order for the permanent stay of recovery proceedings in respect of the order. The Gujarat Tax Officer, Appeals Vide its order bearing no. 9540/42 dated 02.08.2021 stayed the recovery of the above amount till 31.12.2021. No further recovery notice has been received till date.
- F.** An assessment order dated 02.03.2018 had been passed by the state Tax officer (3), Unit-7, Vadodara, Gujarat, under Section 32, 34, 35 of Gujarat Value Added Tax Act, 2003 for the period between 01.04.2017 till 30.06.2017, wherein a demand of net amount of Rs. 59,63,750/- had been raised and an amount of Rs. 13,54,124/- had been adjusted against refund available under CST, Gujarat, against M/s. Aristo Bio-tech and Lifescience Limited (hereinafter referred to as the “Assessee”). The Assessee in response to the said order had filed an appeal against the order and the same is pending.

#### **5) Other Pending Litigation based on Materiality Policy of our Company**

- A.** The Company (Applicant) had vide application no. 3934942 dated 04.09.2018 filed for registration of its logo  as trademark with the office of Controller General of Patents, Designs & Trademarks, Ministry of Commerce and Industry (hereinafter referred to as the “Authority”). However, the said application has been opposed vide opposition no. 1037449 dated 20.03.2020 filed by M/s. Aristo Pharmaceuticals Private Limited, Mumbai, India and another opposition no. 1040651 dated 16.04.2020 by M/s. Arysta Lifescience Corporation, Tokyo, Japan (both the parties hereinafter collectively referred to as “the opponents”). Counter statements in respect of the above oppositions have already been filed by the Applicants and in response to same, counter affidavits have been filed by both the opponents. The opponents in their applications and counter affidavits have prayed the authority to refuse the registration of the applicant’s application and to award the cost of proceeding in favor of the opponents.
- B.** Raam Chem PTE. Ltd. (Plaintiff) V/s. 1. UPL Limited 2. Aristo Bio-Tech and Lifescience Pvt. Ltd., 3. Falcon International Biosciences LLP, 4. Jay Laxmi Industries, 5. Orchid Agro Systems (Parties from 1 to 5 collectively referred to as Defendants and individually as Defendant No. 1, 2, 3, 4 & 5 respectively) bearing registration no. COMS/233/2021 dated 18.12.2021.

An Interim Application No. IA/1169/2022 dated 23.03.2022 filed by the Defendant No. 2 in the above Suit.

Interim Application No. IA/1175/2022 dated 23.03.2022 filed by the Defendant No. 5 in the above Suit.

The Plaintiff having been approached by on Adama for procuring a product by the name Mancozeb 75% WG (hereinafter referred to as “the Product”) a fungicide used for control of a wide variety of diseases in agricultural, ornamental and horticulture crops and is commonly used by farmers for cultivation of Apple fruits, placed a purchase order with Defendant No. 3. Defendant No. 3 procured the product from Defendant No. 2 (also being the applicant herein) who got it manufactured from Defendant No. 4. To get the product manufactured, the Defendant No. 2 supplied the Active Ingredient to Defendant No. 4, which the Defendant No. 2 along with Defendant No. 5, procured from Defendant No. 1.

Defendant No. 4 manufactured the Product and supplied the entire consignment to Defendant no. 2 which re-packed the product into smaller bags of 10Kgs each and supplied the same to Defendant No. 3, which directly shipped the product to the Adama on behalf of the Plaintiff.

The Product was then sold by Adama to its Client which then sold the products to its final end user customers. Later the Plaintiff complaint to have received assertion from Adama claiming to that the Product contained a chemical which is phytotoxic to specific strains of Apples and hence the apple trees of the of certain farmers allegedly got damaged. The Plaintiff indicated that Adama claims to have settled the claims of 29 farmers to the tune of NZD 13,310,098.87 and incurred cost of NZD 1,349,316.42 in that regard.



The Plaintiff indicates that due to alleged loss, suffered by Adama, Adama instituted proceedings in New Zealand (NZ) High Court against the plaintiff claiming the damages of NZD 13,310,098.87 and the cost of NZD 1,349,316.42 incurred by it for settlements. Pending proceedings against the Plaintiff in the High Court of New Zealand, the Plaintiff preferred a the captioned suit on the Original Side of the Honb'le Bombay High Court under the Commercial Division lodged on 10.01.2020 bearing Commercial Suit lodging No. 28 of 2020.

Thereafter the plaintiff subsequently lodged an application under Clause XII of the Letters Patent Act as LPETN lodging No. 112 of 2020 numbered LPETN/71/2020 and the Suit finally got registered on 18.12.2021 bearing Suit No. 233 of 2021.

The Defendant No. 2 in the aforementioned suit, filed the present Interim Application bearing registration no. IA/1169/2022 dated 23.03.2022 with the Honb'le High Court of Bombay, seeking relief by way of Rejection of Plaint as being barred in view of Section 12A of the Commercial Courts Act, 2015 read along with Section 9 of the Code of Civil Procedure, 1908 and on other grounds.

NOTE: As the above suit has been collectively filed against the Company and M/s. Orchid Agro System (a Partnership firm in which the promoters of the Company i.e. Mr. Narendra Singh Barhat and Mr. Ketankumar Harkantbhai Joshi), the same has been included under the litigation against the Company only and not been reproduced under the heading, litigation against the promoters.

## **B. CASES FILED BY OUR COMPANY**

### **1) Litigation involving Criminal Laws**

NIL

### **2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

### **3) Disciplinary Actions by Authorities**

NIL

### **4) Litigation involving Tax Liability**

NIL

### **5) Other Pending Litigation based on Materiality Policy of our Company**

NIL

## **PART 2: LITIGATION RELATING TO OUR DIRECTORS AND PROMOTERS OF THE COMPANY**

### **A. LITIGATION AGAINST OUR DIRECTORS AND PROMOTERS**

#### **1) Litigation involving Criminal Laws**

NIL

#### **2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

#### **3) Disciplinary Actions by Authorities**

NIL

#### **4) Litigation involving Tax Liability**

NIL

**5) Other Pending Litigation based on Materiality Policy of our Company**

NIL

**B. LITIGATION FILED BY OUR DIRECTORS AND PROMOTERS**

**1) Litigation involving Criminal Laws**

NIL

**2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3) Disciplinary Actions by Authorities**

NIL

**4) Litigation involving Tax Liability**

**5) Other Pending Litigation based on Materiality Policy of our Company**

NIL

**PART 3: LITIGATION RELATING TO OUR SUBSIDIARIES**

**A. LITIGATION AGAINST OUR SUBSIDIARIES**

**1) Litigation involving Criminal Laws**

NIL

**2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3) Disciplinary Actions by Authorities**

NIL

**4) Litigation involving Tax Liability**

NIL

**5) Other Pending Litigation based on Materiality Policy of our Company**

NIL

**B. LITIGATION FILED BY OUR SUBSIDIARIES**

**1) Litigation involving Criminal Laws**

NIL

**2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3) Disciplinary Actions by Authorities**

NIL

**4) Litigation involving Tax Liability**

NIL

**5) Other Pending Litigation based on Materiality Policy of our Company**

NIL

**MATERIAL DEVELOPMENTS OCCURRING AFTER LAST BALANCE SHEET DATE**

Except as disclosed in Chapter titled “Management’s Discussion & Analysis of Financial Conditions & Results of Operations” beginning on page 180 there have been no material developments that have occurred after the Last Balance Sheet Date.

**OUTSTANDING DUES TO CREDITORS**

There are no disputes with such entities in relation to payments to be made to our Creditors. The details pertaining to amounts due towards such creditors are available on the website of our Company.

Below are the details of the Creditors where outstanding amount as on October 31, 2021: -

<b>Name</b>	<b>Balance as on 31.10.2021 (in Lakhs)</b>
Total Outstanding dues to Micro and Small & Medium Enterprises	543.83
Total Outstanding dues to Creditors other than Micro and Small & Medium Enterprises	2680.57

## **GOVERNMENT AND OTHER APPROVALS**

*We have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business (as applicable on date of this Draft Prospectus) and except as mentioned below, no further approvals are required for carrying on our present business.*

*In view of the approvals listed below, we can undertake this Issue and our current/proposed business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the Issue or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Draft Prospectus.*

The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to carry out its activities. The following are the details of licenses, permissions and approvals obtained by the Company under various Central and State Laws for carrying out its business:

### **Approvals In Relation to Our Company's incorporation**

1. Certificate of Incorporation dated 17.03.2005 from the Registrar of Companies, Mumbai, under the Companies Act, 1956 as "ARISTO BIO-TECH AND LIFESCIENCE PRIVATE LIMITED" (Corporate Identification No.: U01100MH2005PTC152037)
2. Fresh Certificate of Incorporation dated 20.05.2020 from the Registrar of Companies, Mumbai, Maharashtra, consequent to conversion of the Company "ARISTO BIO-TECH AND LIFESCIENCE PRIVATE LIMITED" to "ARISTO BIO-TECH AND LIFESCIENCE LIMITED" (Corporate Identification No. - U01100MH2005PLC152037)
3. Certificate of Registration of Order of Regional Director for Change of Registered office of the Company from the state of Maharashtra to the state of Gujarat dated 18.11.2021 from the Registrar of Companies, Ahmedabad, Gujarat bearing Corporate Identification No. - U01100GJ2005PLC127397.

### **Approvals in relation to the Issue**

#### ***Corporate Approvals***

1. Our Board of Directors has, pursuant to resolutions passed at its meeting held on March 11, 2022 authorized the Issue, subject to the approval by the shareholders of our Company under section 62(1) (c) of the Companies Act, 2013.
2. Our shareholders have, pursuant to a resolution dated April 06, 2022, under Section 62(1) (c) of the Companies Act, 2013, authorized the Issue.
3. Our Board of Directors has, pursuant to a resolution dated April 14, 2022 and [●] authorized our Company to take necessary action for filing the Draft Prospectus and Prospectus respectively with NSE EMERGE.

#### ***Approvals from Stock Exchange***

1. Our Company has received in- principle listing approval from the NSE EMERGE dated [●] for listing of Equity Shares issued pursuant to the issue.

#### ***Other Approvals***

1. The Company has entered into a tripartite agreement dated May 10, 2019 with the Central Depository Services (India) Limited (CDSL) and the Registrar and Transfer Agent, who in this case is Link Intime India Private Limited, for the dematerialization of its shares.
2. The Company has entered into an agreement dated May 10, 2019 with the National Securities Depository Limited (NSDL) and the Registrar and Transfer Agent, who in this case is Link Intime India Private Limited, for the dematerialization of its shares.

### Tax Related Approvals

S.No	Description	Address of Place of Business / Premises	Registration Number	Issuing Authority	Date of issue	Date of Expiry
1.	Permanent Account Number (PAN)	NA	AAFCA1552P	Income Tax Department	--	Valid till Cancelled
2.	Tax Deduction Account Number (TAN)	4 Neel Orchid, Plot No.4, Sector-10, New Panvel, Panvel-410206, Maharashtra	PNEA06804A	Income Tax Department	--	Valid till Cancelled
3.	Professions Tax Registration certificate (P.T.E.C.):	E26, GIDC Estate, Manjusar, Savli, Vadodara,Gujarat, 391775	19090590214	Profession Tax officer(C-026) registration br. Gujarat	19.01.2008	Valid till Cancelled
4.	Professions Tax Registration certificate (P.T.R.C.):	E26, GIDC Estate, Manjusar, Savli, Vadodara,Gujarat, 391775	PER19090590213	Profession Tax officer(C-026) registration br. Gujarat	19.01.2008	Valid till Cancelled
5.	GST Registration Certificate Gujarat	E-24/25/26, Gidc Estate, Manjusar, Tal Savli, Vadodara,Gujarat, 391775	24AAFCA1552P1 ZL	Goods and Services Tax department	13.07.2020	Valid till Cancelled
6.	GST Registration Certificate Punjab	Godown No 1, Street No 5 Hardev nagar, Sivian Road, Bathinda, Bathinda, Punjab, 151001	03AAFCA1552P1 ZP	Goods and Services Tax department	27.08.2020	Valid till Cancelled
7.	GST Registration Certificate Rajasthan	99A, New Dhan Mandi, Hanumangarh, Town, Hanumangarh, Rajasthan, 335513	08AAFCA1552P1 ZF	Goods and Services Tax department	16.07.2018	Valid till Cancelled
8.	GST Registration Certificate Uttar Pradesh	296, Ist Floor, Sahara Shopping Center, Faizabad Road, Indira Nagar, Lucknow, Uttar Pradesh, 226026	09AAFCA1552P1 ZD	Goods and Services Tax department	26.09.2017	Valid till Cancelled
9.	GST Registration Certificate Uttarakhand	N.A., Bareilly Road, Kichha, Udham Singh Nagar, Uttarakhand, 263148	05AAFCA1552P1 ZL	Goods and Services Tax department	28.07.2018	Valid till Cancelled
10.	Central Sales Tax Registration Number	E26, GIDC Estate, Manjusar, Savli, Vadodara,Gujarat, 391775	24692100998	Gujarat Commercial Tax,Unit-7,Vadodara	01.04.2009	Valid till Cancelled
11.	VAT, Gujarat	E26, GIDC Estate, Manjusar, Savli, Vadodara,Gujarat, 391775	24192100998	Gujarat Commercial Tax,Unit-7,Vadodara	02.07.2009	Valid till Cancelled
12..	Central Excise Registration Number	E26, GIDC Estate, Manjusar, Savli, Vadodara,Gujarat, 391775	AAFCA1552PXM 001	Commissioner of Central Excise, Divisional 1, Vadodara-1	17.07.2008	Valid till Cancelled
13.	Service Tax Registration	E26, GIDC Estate, Manjusar, Savli,	AAFCA1552PST 001	Office Of The Assistant	11.09.2008	Valid till Cancelled

	Number	Vadodara,Gujarat, 391775		Commissioner, Central Excise & Customs, Vadodara		
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### Business Related Approvals

S.No.	Description	Address of Premises	Registration Number	Issuing Authority	Date of issue	Date of Expiry
1.	License to Manufacture Insecticides	Aristo Bio-Tech & Lifescience Private Limited, E-26, G.I.D.C. Manjusar Tal.Savil, Dist-Vadodara, Gujarat-391775	License No. 551	Directorate of Agriculture, Government of Gujarat	Original issue date: 17.02.2007 Renewed on 30.09.2020	Valid for 5 years from date of renewal
2.	Consolidated Consent and Authorization (CC&A) under Water (Prevention and Control of Pollution) Act, 1974; Water (Prevention and Control of Pollution) Act, 1981 and Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 framed under Environment Protection Act, 1986	Aristo Bio-Tech & Lifescience Private Limited, E-26, G.I.D.C. Manjusar Tal.Savil, Dist-Vadodara, Gujarat-391775	WH-38638	Gujarat Pollution Control Board	28.09.2019	30.06.2024
3.	License to Import and Store Petroleum in an Installation	Aristo Bio-Tech & Lifescience Private Limited, E-26, G.I.D.C. Manjusar Tal. Savil, Dist-Vadodara, Gujarat-391775	P/WC/GJ/15/24 84 (P232661)	Petroleum and Explosives Safety Organisation (PESO) Ministry of Commerce and Industry	Original issue date: 07.09.2009 Renewed on 16.12.2019	31.12.2029

### Labour Approvals

S.No.	Description	Address of Premises	Registration Number	Issuing Authority	Date of issue	Date of Expiry
1.	Employees Provident Fund License	E-26, G.I.D.C. Manjusar Tal. Savil, Dist-Vadodara, Gujarat-391775	VDBRD006674 7	Employees Provident Fund Organization	22.05.2007	Valid till Cancelled
2.	Registration under Employee	E-26, G.I.D.C. Manjusar Tal. Savil, Dist-	3800047505000 0301	Sub Regional Office,	31.07.2019	Valid till Cancelled

	State Insurance Corporation (ESIC)	Vadodara, Gujarat-391775		Employee State Insurance Corporation		
3.	Factory License	E-24, 25, 26, G.I.D.C. Manjusar Tal. Savli, Dist-Vadodara, Gujarat-391775	Registration no. 319/24219/2008 License No. 4422	Directorate Industrial Safety and Health, Gujarat State	01.12.2008	31.12.2025

#### Other Approvals

S.No.	Description	Address of Premises	Registration Number	Issuing Authority	Date of issue	Date of Expiry
1.	Importer-Exporter Code	4 Neel Orchid, Plot No.41 Sector-10,New Panvel,,Maharashtra,Palghar-410206 Branch office: E-24/25/26, GIDC Estate, Manjusar, Savli, Vadodara,Gujarat, 391775	0305035878	Ministry of Commerce and Industry, Directorate General of Foreign trade, Mumbai	22.08.2005	Valid till Cancelled
2.	ISO 9001:2015	Aristo Bio-Tech & Life Science Limited,E/24,25,26, G.I.D.C. Manjusar Tal.Savli,Dist-Vadodara, Gujarat-391775	ANZSIC Code: 1831, 1832 Certificate No.15323	TCL, Transpacific certifications Limited	08.02.2021	31.01.2023
3.	Udyam Registration Certificate	Aristo Bio-Tech And Lifescience Private Limited ,E/24,25,26, G.I.D.C. Manjusar Tal.Savli,Dist-Vadodara, Gujarat-391775	UDYAM-GJ-24-0003717	Ministry of Micro Small & Medium Enterprises, Vadodara, Ahmedabad	08.09.2020	Valid till Cancelled
4.	Certificate of Verification issued under the Standards of Weights & Measures Act	E26, GIDC Estate, Manjusar, Savli, Vadodara,Gujarat, 391775	2273041/VAD/2022/1	the Controller, Legal Metrology Gujarat State	14.03.2022	Next due date on 14.03.2023
5.	SSI Registration Certificate	E26, Gidc Estate, Manjusar, Savli, Vadodara,Gujarat, 391775	DIC/VAD/SSI/3766	District Industries Center, Vadodara	15.02.2008	Valid till Cancelled

#### Registration Applied For:

S. No.	Description	Issuing Authority	Date of Application
1.	Registration Cum Membership Certificate (RCMC)	Directorate General of Foreign Trade	25.03.2022
2.	Solvent License	District Magistrate, Vadodara, Gujarat	01.12.2021

#### Intellectual Property

Set forth below are the trademarks registered/abandoned/objected in the name of our Company under the Trademarks Act, 1999:

S.No.	Logo/ Trademark	Class	Nature of Trademark	Owner	Application No. & Date
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1.	Trademark	5		Aristo Bio-Tech & Life Science Private Limited	Application No. – 3934942 Application Date – 04/09/2018 Status- Opposed
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**The Details of Domain Name registered on the name of the Company is: -**

S.No.	Domain Name and ID	Sponsoring Registrar and IANA ID	Registrant Name	Creation Date	Registration Expiry Date
1.	www.aristobiotech.com	Registrar: 1763649777_DOMAIN_COM -VRSN Registrar IANA ID: 1495	Aristo Bio-Tech & Life Science Limited	03.12.2012	03.12.2022



## **SECTION XI: INFORMATION WITH RESPECT TO GROUP COMPANIES**

As per the SEBI ICDR Regulations, 2018 for the purpose of identification of Group Companies, our Company has considered companies covered under the Accounting Standard 18 as per Restated Financial Statements (other than our Subsidiary Company if any) and other companies considered material by our Board with which our Company has had related party transactions during the period for which financial information is disclosed, as covered under the applicable accounting standards, and also other companies as considered material by the board.

Pursuant to a resolution of our Board dated April 09, 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 Company if Such company forms part of the Promoter Group of our Company in terms of Regulation of the SEBI ICDR Regulations and Companies who 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.

Based on the above, our Company does not have "Group Companies" in terms of the definition provided for above, as on date of this Draft Prospectus.

## **SECTION XII - OTHER REGULATORY AND STATUTORY DISCLOSURES**

### **Authority for the Issue**

#### **Fresh Issue**

This Issue in terms of this Draft Prospectus has been authorized by the Board of Directors pursuant to a resolution dated March 11, 2022 and by the shareholders pursuant to a special resolution in an Extra Ordinary General Meeting held on April 06, 2022 under section 62 (1) (c) of the Companies Act, 2013.

Our Company has obtained in-principle approval from the NSE Emerge for using its name in the Draft Prospectus/Prospectus pursuant to letter dated [●] NSE is the Designated Stock Exchange.

#### **Prohibition by the SEBI or other Governmental Authorities**

Our Company, our Group Company, our Promoters, our Promoter Group, our Directors, Person in control of Promoter or Company, have not been prohibited from accessing the capital market for any reason or restrained from buying, selling or dealing in securities, under any order or directions by the SEBI or any other regulatory or government authorities.

The listing of any securities of our Company has never been refused by any of the Stock Exchanges in India.

None of our Directors are associated with the securities market and there are no violations of securities laws committed by any of them in the past or pending against them, nor have any companies with which our director was associated have been debarred or prohibited from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

Further, none of our Promoters or Directors are declared as fugitive economic offenders under Fugitive Economic Offenders Act, 2018.

#### **Association with Securities Market**

None of our Directors in any manner 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.

#### **Prohibition by RBI**

Neither our Company, our subsidiary, our Promoter, our Directors, the relatives (as defined under the Companies Act, 2013) of Promoter or the person(s) in control of our Company have been identified as a wilful defaulter or fraudulent borrower by the RBI or other governmental authority and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided in the chapter “Outstanding Litigations And Material Development” beginning on page 188 of the Draft Prospectus.

#### **Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018**

Our Company is in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 (“SBO Rules”), to the extent applicable, as on the date of the Draft Prospectus.

#### **Eligibility for the Issue**

Our Company is eligible in terms of Regulations 230 of SEBI ICDR Regulations for this Issue.

Our Company is eligible for the Issue in accordance with the Regulation 229 (1) of Chapter IX of the SEBI (ICDR) Regulations, 2018, whereby, an issuer whose post issue paid-up capital is less than ten crore rupees. Our Company shall issue shares to the public and has proposed to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the SME Platform of NSE i.e. NSE EMERGE).

As per Regulation 229 (3) of the SEBI ICDR Regulations, our Company satisfies track record and/or other eligibility conditions of NSE in accordance with the Restated Financial Statements, prepared in accordance with the Companies Act and restated in accordance with the SEBI ICDR Regulations.

We confirm that:

1. In accordance with regulation 260 of the SEBI (ICDR) Regulations, this Issue was 100% underwritten and shall not restrict to the minimum subscription level. The LM shall underwrite at least 15% of the total Issue size. For further details pertaining to underwriting please refer to chapter titled “General Information” beginning on page 46 of this Draft Prospectus.
2. In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight 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 days, be liable to repay such application money, with interest as prescribed under section 40 of the Companies Act, 2013.
3. In accordance with Regulation 246 of the SEBI (ICDR) Regulations, we will file Draft Prospectus with SEBI as well as stock exchange (s). However, Board shall not issue any observation pursuant to Regulation 246(2) of the SEBI (ICDR) Regulations.
4. In accordance with Regulation 261 of the SEBI ICDR Regulations, we have entered into an agreement with the LM and Market Maker to ensure compulsory market making for the minimum period of three years from the date of listing of equity shares offered in this issue. For further details of the market making arrangement see chapter titled “General Information” beginning on page 46 of this Draft Prospectus.
5. The Post Issue paid up capital of the company will be less than ₹ 25 Crore.
6. The Company has a track record of atleast 3 years as on the date of filling Draft Prospectus.
7. The Net-worth of our Company is Positive as per latest audited financial statement.
8. Our Company’s net worth and Operating Profit (earnings before interest, depreciation and tax), based on the Restated Financial Statements included in this Draft Prospectus as on period ended October 31, 2021 and as at Fiscals ended March 31, 2021, March 31, 2020 and 2019 are set forth below:

**(Rs. in Lakhs)**

Particulars	October 31, 2021	March 31, 2021	March 31, 2020	March 31, 2019
Net Worth	1553.47	1338.08	1230.51	1129.77
Operating Profit	508.46	435.63	451.66	692.56

(i) *Net Worth has been computed as the aggregate of equity shares capital and reserves (excluding revaluation reserves) and after deducting miscellaneous expenditure not written off, if any.*

(ii) *Operating Profit has been defined as the Earnings before interest, depreciation and tax from operations.*

9. The Company will mandatorily facilitate trading in demat securities and will enter into agreement with both the depositories.
10. Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
11. 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.
12. No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the company.
13. 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.
14. Our Company has a website i.e. [www.aristobiotech.com](http://www.aristobiotech.com)

**Other Disclosures:**

- 1) We have Disclosed all material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) of the applicant company in the Draft Prospectus.

- 2) There are no Defaults in respect of payment of interest and/or principal to the debenture/bond/ fixed deposit holders, banks, FIs by the applicant, promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) during the past three years. An auditor's certificate will be provided by the issuer to the exchange, in this regard.
- 3) We have Disclosed the details of the applicant, promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) litigation record, the nature of litigation, and status of litigation, For details, please refer the chapter “Outstanding Litigations & Material Developments” on page no. 188 of this Draft Prospectus.
- 4) We have disclosed all details of the track record of the directors, the status of criminal cases filed or nature of the investigation being undertaken with regard to alleged commission of any offence by any of its directors and its effect on the business of the company, where all or any of the directors of issuer have or has been charge-sheeted with serious crimes like murder, rape, forgery, economic offences etc. For Details, refer the chapter “Outstanding Litigation & Material Developments” on page no. 188 of this Draft Prospectus.

As per Regulation 230 (1) of the SEBI ICDR Regulations, our Company has ensured that:

- The Draft Prospectus has been filed with NSE and our Company has made an application to NSE for listing of its Equity Shares on the SME platform. NSE is the Designated Stock Exchange.
- Our Company has entered into an agreement dated May 10, 2019 with NSDL and agreement dated May 10, 2019 with CDSL for dematerialization of its Equity Shares already issued and proposed to be issued.
- The entire pre-Issue capital of our Company has shares fully paid-up Equity Shares and the Equity Shares proposed to be issued pursuant to this IPO will be fully paid-up.
- The entire Equity Shares held by the Promoters will be dematerialized form.
- Our Company has made firm arrangements of finance through verifiable means towards seventy-five per cent of the stated means of finance for funding from the issue proceeds, excluding the amount to be raised through the proposed public offer or through existing identifiable internal accruals – Not required as the object of Issue is working capital requirement, general corporate purpose and issue expenses, for details, please refer the chapter “Objects of the Issue” on page no. 65 of this Draft Prospectus.

Our Company confirms that it will ensure compliance with the conditions specified in Regulation 230 (2) of the SEBI ICDR Regulations, to the extent applicable.

Further, our Company confirms that it is not ineligible to make the Issue in terms of Regulation 228 of the SEBI ICDR Regulations, to the extent applicable. The details of our compliance with Regulation 228 of the SEBI ICDR Regulations are as follows:

- (a) Neither our Company nor our Promoter, members of our Promoter Group or our Directors are debarred from accessing the capital markets by the SEBI.
- (b) None of our Promoter or Directors are promoters or directors of companies which are debarred from accessing the capital markets by the SEBI.
- (c) Neither our Company nor our Promoters or Directors is a wilful defaulter or fraudulent borrower.
- (d) None of our Promoters or Directors is a fugitive economic offender.

We further confirm that we shall be complying with all other requirements as laid down for such offer under Chapter IX of SEBI (ICDR) Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

#### **DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF DRAFT PROSPECTUS TO 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 DRAFT PROSPECTUS. THE LEAD MERCHANT BANKER, BEELINE CAPITAL ADVISORS PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH 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 AN INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT PROSPECTUS, THE LEAD MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKER, BEELINE CAPITAL ADVISORS PRIVATE LIMITED HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED [●]**

**THE FILING OF THE DRAFT PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE DRAFT PROSPECTUS.**

*Note:*

*All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the Registrar of Companies, Ahmedabad in terms of sections 26, 32 and 33 of the Companies Act,*

#### **Disclaimer from our Company and the Lead Manager**

Our Company 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 MOU entered between the LM (Beeline Capital Advisors Private Limited) and our Company on April 12, 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 subsidiary, our Promoter Group, Group Entities, 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, Group Entities, and our affiliates or associates, for which they have received and may in future receive compensation.

#### **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 ₹ 2,500.00 Lakhs and pension funds with a minimum corpus of ₹ 2,500.00 Lakhs, and permitted non-residents including FIIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India provided that they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. 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 Ahmedabad.

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 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 Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

#### **Disclaimer Clause of the SME Platform 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 [●] dated [●] permission to the Issuer to use the Exchange’s name in this Offer Document as one of the stock exchanges on which this Issuer’s securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer’s securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.”

#### **Filing**

This Draft Prospectus is being filed with National Stock Exchange of India Limited, Exchange Plaza, Plot No. C/1, G Block, Bandra- Kurla Complex, Bandra (East), Mumbai-400051, Maharashtra.

The copy of the Draft Prospectus will not have filed with SEBI and SEBI will not issue any observation on the Draft Prospectus in terms of Regulation 246(2) of the SEBI (ICDR) Regulations, 2018. Pursuant to SEBI Circular No SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Prospectus will be filed online through SEBI Intermediary portal at <https://siportal.sebi.gov.in>.

A copy of the Prospectus, along with the documents required to be filed under Section 26 of the Companies Act, 2013 would be delivered for registration to the Registrar of Companies, ROC Bhavan, Opp. Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad – 380 013.

#### **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 Emerge).

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 SME Platform is not granted by NSE, our Company shall forthwith repay, all moneys received from the applicants in pursuance of this 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 mentioned above are taken within Six (6) Working Days of the Issue Closing Date. If Equity Shares are not Allotted pursuant to the Issue 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.

### **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 to action under section 447 of the Companies, Act 2013

### **Consents**

Consents in writing of (a) Our Directors, Our Promoters, Our Company Secretary & Compliance Officer, Chief Financial Officer, Our Statutory Auditor, Our Peer Review Auditor, Our Banker(s) to the Company\*; (b) Lead Manager, Registrar to the Issue, Banker(s) to the Issue\*, Legal Advisor to the Issue, Underwriter(s) to the Issue\* and Market Maker to the Issue\* to act in their respective capacities have been obtained as required under section 26 of the Companies Act, 2013 and shall be filed along with a copy of the Prospectus with the RoC, as required under Sections 32 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC.

*\* The consent will be taken while registering the Prospectus with Roc.*

In accordance with the Companies Act and the SEBI (ICDR) Regulations, M/s Prakash Chandra Jain & Co., Chartered Accountant Peer Review Auditors of the Company have agreed to provide their written consent to the inclusion of their respective reports on Statement of Possible Tax Benefits relating to the possible tax benefits and restated financial statements as included in this Draft Prospectus/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 our Company” and “Statement of Possible Tax Benefits” on page 138 and 72 of this Draft Prospectus from the Peer Review Auditors and Statutory Auditor, our Company has not obtained any expert opinions. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act 1933.

### **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 except as disclosed in 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 54 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 since our incorporation.

**Particulars in regard to our Company and other listed group-companies / subsidiaries/ associates under the same management within the meaning of Section 370(1B) of the Companies Act, 1956 / Section 186 of the Companies Act, 2013 which made any capital issue during the last three years:**

Neither our Company nor any other companies under the same management within the meaning of Section 370(1B) of the Companies Act, 1956 has made / Section 186 of the Companies Act, 2013, had made any public issue or rights issue during the last three years.

**Performance vis-à-vis objects – Public/rights issue of our Company and/or listed Group Companies/ Subsidiaries and Associates of our Company**

Except as stated in the chapter titled “Capital Structure” beginning on page 54 of this Draft Prospectus our Company has not undertaken any previous public or rights issue. None of the Group Companies/ Entities or associates of our Company are listed on any stock exchange.

**Performance vis-a-vis objects - Last Issue of Group/Associate Companies**

Except as disclosed in this Draft Prospectus, All of our Group/ Associate are unlisted and have not made a public issue of shares.

**Outstanding Debentures or Bond Issues or Redeemable Preference Shares and other instruments**

Our Company does not have any outstanding debentures or bonds or Preference Redeemable Shares as on the date of filing this Draft Prospectus.

**Outstanding Convertible Instruments**

Our Company does not have any outstanding convertible instruments as on the date of filing this Draft Prospectus.

**Option to Subscribe**

Equity Shares being offered through the Prospectus can be applied for in dematerialized form only.

**Stock Market Data of the Equity Shares**

This being an initial public offering of the Equity Shares of our Company, the Equity Shares are not listed on any Stock Exchanges.

**Mechanism for Redressal of Investor Grievances**

The Agreement amongst the Registrar to the Issue, our Company provides for retention of records with the Registrar to the Issue for a period of at least three (3) year from the last date of dispatch of the letters of allotment, or refund orders, demat credit or where refunds are being made electronically, giving of refund instructions to the clearing system, to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

We hereby confirm that there is no investor complaints received during the three years preceding the filing of Draft Prospectus. Since there is no investor complaints received, none are pending as on the date of filing of this Draft Prospectus.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, application number, number of Equity Shares applied for, amount paid on application, Depository Participant, and the bank branch or collection centre where the application was submitted.

The Applicant should give full details such as name of the sole/ first Applicant, Application Form number, Applicant DP ID, Client ID, PAN, date of the Application Form, address of the Applicant, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Application Form was submitted by the Applicant. Further, the investor shall also enclose the Acknowledgement Slip from the Designated Intermediaries in addition to the documents or information mentioned herein above.

**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 constituted Stakeholders Relationship Committee in the meeting of our Board of Directors held on April 09, 2022. For further details on the Stakeholders Relationship Committee, please refer to section titled “Our Management” beginning on page 119 of this Draft Prospectus.

**Our Company has appointed Ms. Neha Batra, 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:**

**Mrs. Neha Batra**

E-24, 25, 26, G.I.D.C., Manjusar,  
Ta. Savli, Vadodara – 391775, Gujarat, India

**Tel. No.:** +91-2667-264843

**E-mail:** [cs@aristobiotech.com](mailto:cs@aristobiotech.com)

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

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)

**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.

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

Except as disclosed in Chapter titled “General Information” beginning on Page 46 of this Draft Prospectus; there are no changes in the Auditors of the company during the last three years.

**Capitalization of Reserves or Profits**

Except as disclosed under section titled “Capital Structure” beginning on page 54 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.

**Tax Implications**

Investors who are allotted Equity Shares in the Issue will be subject to capital gains tax on any resale of the Equity Shares at applicable rates, depending on the duration for which the investors have held the Equity Shares prior to such resale and whether the Equity Shares are sold on the Stock Exchanges. For details, please refer the section titled “Statement of Possible Tax Benefits” beginning on page 72 of this Draft Prospectus.

**Purchase of Property**

Other than as disclosed in Section “Business Overview” on page 88 of the Draft Prospectus, there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of the Draft Prospectus, other than property, in respect of which:

The contract for the purchase or acquisition was entered into in the ordinary course of business, or the contract was entered into in contemplation of the Issue, or that the Issue was contemplated in consequence of the contract; or the amount of the purchase money is not material.

Except as stated elsewhere in the Draft Prospectus, our Company has not purchased any property in which the Promoter and/or Directors have any direct or indirect interest in any payment made there under.

#### **Servicing Behavior**

Except as stated in this Draft Prospectus, 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 119 and Restated Statement of Related Party Transactions" under chapter titled "Financial Information of our Company" beginning on page 138 of the Draft Prospectus, none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company.

#### **Exemption from complying with any provision of security laws, if any granted by SEBI**

As on date of Prospectus, our company has not availed any exemption from complying with any provision of security laws granted by SEBI

#### **Statement on Price Information of Past Issues handled by Beeline Capital Advisors Private Limited:**

Since this is first Issue handled by Beeline Capital Advisors Private Limited, hence Price Information of Past Issues is not applicable.

#### **Track Record of past issues handled by Beeline Capital Advisors Private Limited**

Since this is first Issue handled by Beeline Capital Advisors Private Limited, hence Price Information of Past Issues is not applicable.

#### **Note:**

**Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the Issue.**

## **SECTION XIII – ISSUE RELATED INFORMATION**

### **TERMS OF THE ISSUE**

*The Equity Shares being offered are subject to the provisions of the Companies Act, 2013, SCRR, 1957, SEBI (ICDR) Regulations, 2018, our Memorandum and Articles of Association, the terms of the Draft Prospectus, Prospectus, Application Form, the Revision Form, the Confirmation of Allocation Note (CAN), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, the FIPB, the RoC and/or other authorities, as in force on the date of the Issue and to the extent applicable.*

For details in relation to Issue expenses, see “Objects of the Issue” and “Other Regulatory and Statutory Disclosures” on pages 65 and 199, respectively.

#### **Authority for the Issue**

The present Public Issue of upto 18,15,000 Equity Shares which have been authorized by a resolution of the Board of Directors of our Company at their meeting held on March 11, 2022 and was approved by the Shareholders of the Company by passing Special Resolution at the Extra-Ordinary General Meeting held on April 06, 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 Memorandum and Articles of Association and shall rank pari-passu in all respects with the existing Equity Shares of our Company including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please refer to "Description of Equity Shares and terms of the Articles of Association" on page 258 of the 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 recommended 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. For further details, please refer to “Dividend Policy” on page 137 of the Draft Prospectus.

#### **Face Value and Issue Price**

The Equity Shares having a Face Value of ₹10.00 each are being offered in terms of the Draft Prospectus at the price of [●] per equity Share (including premium of [●] per share). The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the section titled “Basis for Issue Price” on page 70 of the 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**

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, 2018. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

#### **Rights of the Equity Shareholders**

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports & notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive offer for rights shares and be allotted bonus shares, if announced;

- Right to receive surplus on liquidation; subject to any statutory or preferential claims being satisfied;
- Right of free transferability of the Equity Shares; and
- 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, 2018 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 “Description of Equity Shares and terms of the Articles of Association” beginning on page 258 of the Draft Prospectus.

#### **Allotment only in Dematerialised Form**

In terms of Section 29 of Companies Act, 2013, the Equity Shares shall be allotted only in dematerialised form. As per the SEBI Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar and Share Transfer Agent to the Issue:

1. Tripartite agreement dated May 10, 2019 between our Company, NSDL and the Registrar and Share Transfer Agent to the Issue.
2. Tripartite agreement dated May 10, 2019 between our Company, CDSL and the Registrar and Share Transfer Agent to the Issue.

#### **Minimum Application Value, 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 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 and 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.

*Further, in accordance with SEBI (ICDR) Regulations the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.*

#### **Minimum Number of Allottees**

The minimum number of allottees in the Issue shall be 50 shareholders in case the number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the amounts in the ASBA Account shall be unblocked forthwith.

#### **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 Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Section 72 of the Companies Act, 2013 any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

- To register himself or herself as the holder of the Equity Shares; or

- To make such transfer of the Equity Shares, as the deceased holder could have made.

Further, 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.

#### **Withdrawal of the Issue**

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

#### **Period of Operation of Subscription List of Public Issue**

<b>ISSUE OPENS ON</b>	[●]
<b>ISSUE CLOSES ON</b>	[●]

#### **Minimum Subscription**

*In accordance with Regulation 260 (1) of the SEBI (ICDR) Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the offer through the draft Prospectus and shall not be restricted to the minimum subscription level. Further, in accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than Rs. 1,00,000 (Rupees One Lakh) per application.*

As per section 39 of the Companies Act 2013, if the “stated minimum amount” has not been subscribed and the sum payable on Application is not received within a period of 30 days from the date of issue of Prospectus, the application money has to be returned within such period as may be prescribed.

If the issuer does not receive the subscription of 100% of the Issue through this offer document including devolvement of Underwriters within 60 (sixty) days from the date of closure of the issue, the issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond 8 (eight) days after the issuer becomes liable to pay the amount, the issuer shall pay interest prescribed under Section 39 read with Rule 11 of Companies (Prospectus and Allotment of Securities) Rules, 2014 of the Companies Act, 2013 and other applicable laws, if any.

In accordance with SEBI ICDR Regulations, the minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the amounts in the ASBA Account shall be unblocked forthwith.

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.

#### **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 Exchange.

### **Application by Eligible NRIs, FPIs or VCFs 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.

### **As per the extent Guidelines 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.

### **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 Promoter minimum contribution in the Issue as detailed in the section titled "Capital Structure" beginning on page 54 of the 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 sub-heading " Description of Equity Shares and terms of the Articles of Association " on page 258 of the Draft Prospectus.

*The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Managers do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.*

### **Allotment of Securities in Dematerialised Form**

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange.

### **Migration to Main Board**

In accordance with the NSE Circular dated March 10, 2014, our Company will have to be mandatorily listed and traded on the SME Platform of the NSE for a minimum period of 2 (Two) years from the date of listing and only after that it can migrate to the Main Board of the NSE as per the guidelines specified by SEBI and as per the procedures laid down under Chapter IX of the SEBI (ICDR) Regulations.

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 ₹ 25 Crore 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 or
- If the Paid-Up Capital of our Company is more than ₹10.00 Crore and up to ₹25.00 Crore, our company may still apply for migration to the Main Board. If our Company fulfils the eligibility criteria for listing laid down by the Main Board of NSE and if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

## Market Making

The shares offered through this Issue are proposed to be listed on the SME platform of NSE, 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 "General Information - Details of the Market Making Arrangements for this Issue" on page 46 of the Draft Prospectus.

In accordance with the SEBI Circular No. CIR/MRD/DSA/31/2012 dated November 27, 2012; it has been decided to make applicable limits on the upper side for the Market Makers during market making process taking into consideration the Issue size in the following manner:

Issue size	Buy quote exemption threshold (including mandatory initial inventory of 5% of issue size)	Re-entry threshold for buy quotes (including mandatory initial inventory of 5% of issue size)
Upto ₹20 Crore	25%	24%

Further, the Market Maker shall give (2) Two way quotes till it reaches the upper limit threshold; thereafter it has the option to give only sell quotes. Two (2) way quotes shall be resumed the moment inventory reaches the prescribed re-entry threshold.

In view of the Market Maker obligation, there shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts its inventory through market making process on the platform of the exchange, the concerned stock exchange may intimate the same to SEBI after due verification.

## New Financial Instruments

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company.

## 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.

## Jurisdiction

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Vadodara.

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and may not be 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.

## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229 (1) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up face value capital is less than Rs. 10 Crores, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the SME Platform of 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 208 and 215 of the Draft Prospectus.

The Issue comprise of a Public Issue of upto 18,15,000 Equity Shares of Face Value of ₹10/- each fully paid (The “Equity Shares”) for cash at a price of [●] per Equity Shares (including a premium of [●] per equity share) aggregating to [●] lakhs (“the issue”) by our Company of which [●] Equity Shares of [●] each will be reserved for subscription by Market Maker Reservations Portion and a Net Issue to public of [●] Equity Shares of [●] each is hereinafter referred to as the net issue. The Issue and the Net Issue will constitute [●] and [●] respectively of the post issue paid up Equity Share Capital of the Company.

The Issue is being made by way of Fixed Price Issue Process

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
Number of Equity Shares available for allocation	[●] Equity Shares	[●] Equity Shares
Percentage of Issue Size available for allocation	[●] of the Issue Size	[●] of the Issue Size
Basis of Allotment	Proportionate subject to minimum allotment of [●] Equity Shares and further allotment in multiples of [●] Equity Shares each. For further details please refer to “Issue Procedure” on page 215 of this Draft Prospectus.	Firm Allotment
Mode of Application	All the applications shall make the application (Online or Physical) through ASBA Process Only	Through ASBA Process Only
Mode of Allotment	Compulsorily in dematerialized form.	Compulsorily in dematerialized form.
Minimum Application Size	<b><u>For Other than Retail Individual Investors:</u></b> Such number of Equity Shares in multiples of [●] Equity Shares at an Issue price of [●] each, such that the Application Value exceeds ₹2.00 Lakh.  <b><u>For Retail Individuals Investors:</u></b> [●] Equity Shares at an Issue price of [●] each	[●] Equity Shares
Maximum Application Size	<b><u>For Other than Retail Individual Investors:</u></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><u>For Retail Individuals Investors:</u></b> Such number of Equity Shares in multiples of [●] Equity Shares such that the Application Value does not exceed ₹2,00,000/-	[●] Equity Shares
Trading Lot	[●] 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.
Application lot Size	[●] Equity Shares thereafter Equity Shares and in multiples of [●]	



Terms of Payment	The entire Application Amount shall be blocked by the SCSBs in the bank account of the Applicants, or by the Sponsor Banks through UPI mechanism (for RIIs using the UPI Mechanism) at the time of the submission of the Application Form
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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 213 of the Draft Prospectus.

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

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

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

### **Withdrawal of the Issue**

The Company in consultation with the Lead Manager, reserves the right not to proceed with the Issue at any time before the Issue Opening Date, without assigning any reason thereof.

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 the Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, the Company will file a fresh 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) the final RoC approval to the Prospectus after it is filed with the 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.

It is clarified that Bids not uploaded in the book, would be rejected. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid form, for a particular bidder, the details as per physical application form of that Bidder 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 any public holiday).

## ISSUE PROCEDURE

All Applicants shall review the “General Information Document for Investing in Public Issues” prepared and issued in accordance with the circular SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 notified by SEBI, suitably modified from time to time, if any, and the UPI Circulars (“General Information Document”), highlighting the key rules, procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, and the SEBI Regulations.

The General Information Documents will be updated to reflect the enactments and regulations including the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, SEBI Listing Regulations and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document will also be available on the websites of the Stock Exchange and the Lead Manager, before opening of the Issue. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 effective to public issues opening on or after from May 01, 2021. However, said circular has been modified pursuant to SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 in which certain applicable procedure w.r.t. SMS Alerts, Web portal to CUG etc shall be applicable to Public Issue opening on or after January 1, 2022 and October 1, 2021 respectively.

Additionally, all Applicants may refer to the General Information Document for information in relation to (i) Category of investor eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) Allocation of shares; (iii) Payment Instructions for ASBA Applicants; (iv) Issuance of CAN and Allotment in the Offer; (v) General instructions (limited to instructions for completing the Application Form); (vi) Submission of Application Form; (vii) Other Instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (viii) applicable provisions of the Companies Act, 2013 relating to punishment for fictitious applications; (vi) mode of making refunds; and (vii) interest in case of delay in Allotment or refund.

SEBI through UPI Circulars, 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.

Subsequently, for applications by Retail Individual Investors through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism with existing timeline of T+6 days is applicable for a period of three months or launch of five main board public issues, whichever is later (“**UPI Phase II**”), with effect from July 1, 2019, by SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, read with circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019. Further, as per the SEBI circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the UPI Phase II had been extended until March 31, 2020. However, due to the outbreak of COVID-19 pandemic, UPI Phase II has been further extended by SEBI until further notice, by its circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020. Thereafter, the final reduced timeline of T+3 days may be made effective using the UPI Mechanism for applications by Retail Individual Investors (“**UPI Phase III**”), as may be prescribed by SEBI. Accordingly, the Offer has been undertaken under UPI Phase II, till any further notice issued by SEBI.

The list of Banks that have been notified by SEBI as Issuer Banks for UPI are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>. The list of Stock Brokers, Depository Participants (DP), Registrar to an Issue and Share Transfer Agent (RTA) that have been notified by NSE to act as intermediaries for submitting Application Forms are provided on [www.nseindia.com](http://www.nseindia.com) For details on their designated branches for submitting Application Forms, please see the above mentioned website of NSE.

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 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 Prospectus and the Prospectus.

This section applies to all the Applicants.

## **FIXED PRICE ISSUE PROCEDURE**

In terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the “SCRR”) read with Regulation 252 of SEBI (ICDR) Regulations, 2018, the Issue is being made for at least 25% of the post-Issue paid-up Equity Share capital of our Company. The Issue is being made under Regulation 229(1) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via Fixed Price Issue method. In terms of Regulation 253(2) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, 50% of the Net Issue to Public is being offered to the Retail Individual Applicants and the balance shall be issued 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 to valid Applications being received from them at or above the Issue Price.

Subject to the valid Applications being received at Issue Price, allocation to all categories in the Net Offer, shall be made on a proportionate basis, except for the Retail Portion where Allotment to each Retail Individual Applicants shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription, if any, in any category would be allowed to be met with 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. However, if the retail individual investor category is entitled to more than fifty per cent of the net Issue on a proportionate basis, the retail individual investors shall be allocated that higher percentage.

Applicants are required to submit their Applications to the Application collecting intermediaries i.e. SCSB or Registered Brokers of Stock Exchanges or Registered Registrar to the Issue and Share Transfer Agents (RTAs) or Depository Participants (DPs) registered with SEBI.

In case of QIB Applicants, the Company, in consultation with the Lead Manager, may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing. In case of Non-Institutional Applicants and Retail Individual Applicants, the Company would have a right to reject the Applications only on technical grounds.

**Investors should note that according to section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialised form. The Application Forms which do not have the details of the Applicant’s depository account including DP ID, PAN and Beneficiary Account Number shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic system of the stock exchange, do not match with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected. Applicants will not have the option of getting allotment of the Equity Shares in physical form. The Equity Shares on allotment shall be traded only in the dematerialised segment of the Stock Exchange.**

## **PHASED IMPLEMENTATION OF UPI FOR BIDS BY RETAIL INDIVIDUAL BIDDERS AS PER THE UPI CIRCULAR**

SEBI has issued UPI Circular in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circular, UPI will be introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIIs through intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI Mechanism, the UPI Circular proposes to introduce and implement the UPI Mechanism in three phases in the following manner:

**Phase I:** This phase was applicable from January 1, 2019 and till June 30, 2019. Under this phase, a Retail Individual Applicant had the option to submit the Application Form with any of the intermediaries and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing would continue to be six Working Days.

**Phase II:** This phase has become applicable from July 1, 2019 and the continuation of this phase has been extended until March 31, 2020. Under this phase, submission of the ASBA Form by RIIs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and is replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase. Further, pursuant to SEBI circular dated March 30, 2020, this phase has been extended till further notice.

**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 are to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Bidders into the UPI Mechanism.

For further details, refer to the General Information Document to be available on the website of the Stock Exchange and the Lead Manager.

### Electronic registration of Bids

- a) The Designated Intermediary registered the Bids using the online facilities of the Stock Exchanges. The Designated Intermediaries could also set up facilities for off-line electronic registration of Bids, subject to the condition that they would subsequently upload the off-line data file into the online facilities for Book Building on a regular basis before the closure of the Offer.
- b) On the Bid/Offer Closing Date, the Designated Intermediaries uploaded the Bids till such time as were permitted by the Stock Exchanges and as disclosed in this Prospectus.
- c) Only Bids that are uploaded on the Stock Exchanges Platform were considered for allocation/Allotment. The Designated Intermediaries were given till 1:00 pm on the next Working Day following the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchanges' Platform during the Bid/Offer Period after which the Stock Exchange(s) sent the bid information to the Registrar to the Offer for further processing.

### AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS

The Memorandum containing the salient features of the Prospectus together with the Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, from the Registered Office of the Lead Manager to the Issue, Registrar to the Issue as mentioned in the Application form. An electronic copy of the Application Form will also be available for download on the website of the Stock Exchange (NSE) i.e. [www.nseindia.com](http://www.nseindia.com) at least one day prior to the Issue Opening Date.

All the investors (except Retail Individual Investors) applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment. Further, Retail Individual Investors applying in public Issue through intermediaries shall use only UPI payment mechanism for application. The application form submitted by NIIs and QIBs must provide applicant's bank account details and authorization to block funds in the relevant space provided in the Application Form. Further, Retail Individual Investors submitting application form using UPI shall mention the UPI of his/her own Bank account in the application form in the relevant space. The Application Forms that do not contain applicant's bank account details or UPI of own Bank Account, as the case may be, are liable to be rejected. All the investors were also required to ensure that the ASBA Account had sufficient credit balance as an amount equivalent to the full Bid Amount which could have been blocked by the SCSB.

Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of the syndicate member/ SCSBs/ RTA/ DPs/ stock brokers, 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. Applications made by the RIIs using third party bank account or using third party linked bank account UPI ID were liable for rejection.

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour of Application Form*
Resident Indians, including resident QIBs, Non-Institutional Investors, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents including Eligible NRIs, FII's, FVCIs etc. applying on a repatriation basis	Blue

\*excluding electronic Application Forms downloaded by the Applicants.

### SUBMISSION AND ACCEPTANCE OF APPLICATION FORMS

Applicants shall only use the specified Application Form for the purpose of making an application in terms of the 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 or UPI linked Bank 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.

Applicants are required to submit their applications only through any of the following Application Collecting Intermediaries:

- i. An SCSB, with whom the bank account to be blocked, is maintained
- ii. A syndicate member (or sub-syndicate member)
- iii. A stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (“broker”)
- iv. A depository participant (“DP”) (Whose name is mentioned on the website of the stock exchange as eligible for this activity)
- v. A registrar to an issuer and share transfer agent (“RTA”) (Whose name is mentioned on the website of the stock exchange as eligible for this activity)

Retail investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as “Intermediaries”), shall enter their UPI ID in the application form.

The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

Designated Intermediaries (other than SCSBs) after accepting application form submitted by 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.

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. Further, Intermediaries shall retain physical application forms submitted by retail individual investors with UPI as a payment mechanism, for a period of six months and thereafter forward the same to the issuer/ Registrar to the Issue. However, in case of Electronic forms, “printouts” of such applications need not be retained or sent to the issuer. Intermediaries shall, at all times, maintain the electronic records relating to such forms for a minimum period of three years.

SCSB, after accepting the form, shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and blocked funds available in the bank account specified in the form, to the extent of the application money specified.

It is clarified that Retail Individual Investors may continue to submit physical ASBA Forms with SCSBs without using the UPI Mechanism.

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 submitted by RIIs (without using UPI for payment), NIIs and QIBs, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For applications submitted by investors (other than Retail Individual Investors) to intermediaries other than SCSBs without use of UPI for payment:</b>	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of 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 Offer.
<b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment</b>	<p>After accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).</p> <p>Stock Exchange shall share application details including the UPI ID with Sponsor Bank on a continuous basis through API integration, to enable Sponsor Bank to initiate mandate request on investors for blocking of funds.</p> <p>Sponsor Bank shall initiate request for blocking of funds through NPCI to investor. Investor shall accept mandate request for blocking of funds, on his / her mobile application, associated with UPI ID linked bank account.</p>

Stock exchange(s) shall validate the electronic application details with depository's records for DP ID/Client ID and PAN Combination, on a real time basis through API Integration and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange(s) shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the application details already uploaded.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants have deemed to have authorised our Company to make the necessary changes in the Prospectus, without prior or Subsequent notice of such changes to the Applicants.

## WHO CAN APPLY?

**As per the existing RBI regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case to case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI or prior approval from Government, as the case may be. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation.**

Each Applicants should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.

**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) QIBs;
- e) Mutual Funds registered with SEBI;
- f) 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;
- g) 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);
- h) 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;
- i) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- j) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional applicant's category;
- k) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;

- l) Foreign Venture Capital Investors registered with the SEBI;
- m) 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;
- n) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- o) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- p) Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- q) Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- r) 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;
- s) Insurance funds set up and managed by army, navy or air force of the Union of India;
- t) Multilateral and bilateral development financial institution;
- u) Eligible QFIs;
- v) Insurance funds set up and managed by army, navy or air force of the Union of India;
- w) Insurance funds set up and managed by the Department of Posts, India;
- x) Any other person eligible to applying in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

**Applications not to be made by:**

1. Minors (except under guardianship)
2. Partnership firms or their nominees
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

***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.***

**PARTICIPATION BY ASSOCIATES/AFFILIATES OF LEAD MANAGER**

The Lead Manager and the Syndicate Members, if any, shall not be allowed to purchase in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Lead Manager and the Syndicate Members, if any, may subscribe the Equity Shares in the Issue, in the Non-Institutional Category where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of Lead Manager and syndicate members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Promoter and Promoter Group and any persons related to our Promoters and Promoter Group cannot participate in the Issue.

**APPLICATION BY INDIAN PUBLIC INCLUDING ELIGIBLE NRIS APPLYING ON NON-REPATRIATION**

Application must be made only in the names of individuals, limited companies or statutory corporations / institutions and not in the names of minors (other than minor having valid depository accounts as per demographic details provided by the depository), foreign nationals, 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 (HUF), partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF.

Eligible NRIs applying on a non-repatriation basis may make payments by inward remittance in foreign exchange through normal banking channels or by debits to NRE / FCNR accounts as well as NRO accounts.

An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public.

#### **APPLICATION BY MUTUAL FUNDS**

As per the current regulations, the following restrictions are applicable for investments by mutual funds:

- No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any 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.

The Applications made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

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.

#### **APPLICATIONS BY ELIGIBLE NRIS ON REPATRIATION BASIS**

**ELIGIBLE NRIS APPLYING ON A REPATRIATION BASIS ARE ADVISED TO USE THE APPLICATION FORM MEANT FOR NON-RESIDENTS (BLUE IN COLOUR).**

Under the Foreign Exchange Management Act, 1999 (FEMA) general permission is granted to companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRI's subject to the terms and conditions stipulated therein. Companies are required to file declaration in the prescribed form to the concerned Regional Office of RBI within 30 days from the date of issue of shares for allotment to NRI's on repatriation basis.

NRIs may obtain copies of Application Form from the offices of the Lead Manager and the Designated Intermediaries. Eligible NRI Applicants making application on a repatriation basis by using the Non Resident Forms, should authorize their SCSB to block their Non-Resident External (NRE) accounts, or Foreign Currency Non-Resident (FCNR) or ASBA Accounts.

**Eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non Resident Ordinary (NRO) accounts for the full Application Amount, at the time of the submission of the Application Form.**

Allotment of Equity Shares to Non Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in Equity Shares will be allowed to be repatriated along with the income thereon subject to permission of the RBI and subject to the Indian Tax Laws and regulations and any other applicable laws.

The Company does not require approvals from FIPB or RBI for the Transfer of Equity Shares in the issue to eligible NRI's, FII's, Foreign Venture Capital Investors registered with SEBI and multilateral and bilateral development financial institutions.

#### **APPLICATIONS BY ELIGIBLE FPIs INCLUDING FIIs ON REPATRIATION BASIS**

**FPIs INCLUDING FIIs WHO WISH TO PARTICIPATE IN THE ISSUE ARE ADVISED TO USE THE APPLICATION FORM FOR NON- RESIDENTS (BLUE IN COLOUR).**

As per the current regulations, the following restrictions are applicable for investments by FPIs:

1. Foreign portfolio investor shall invest only in the following securities, namely- (a) Securities in the primary and secondary markets including shares, debentures and warrants of companies, listed or to be listed on a recognized stock exchange in India; (b) Units of schemes floated by domestic mutual funds, whether listed on a recognized stock exchange or not; (c) Units of



- schemes floated by a collective investment scheme; (d) Derivatives traded on a recognized stock exchange; (e) Treasury bills and dated government securities; (f) Commercial papers issued by an Indian company; (g) Rupee denominated credit enhanced bonds; (h) Security receipts issued by asset reconstruction companies; (i) Perpetual debt instruments and debt capital instruments, as specified by the Reserve Bank of India from time to time; (j) Listed and unlisted non-convertible debentures/bonds issued by an Indian company in the infrastructure sector, where 'infrastructure' is defined in terms of the extant External Commercial Borrowings (ECB) guidelines; (k) Non-convertible debentures or bonds issued by Non-Banking Financial Companies categorized as 'Infrastructure Finance Companies'(IFCs) by the Reserve Bank of India; (l) Rupee denominated bonds or units issued by infrastructure debt funds; (m) Indian depository receipts; and (n) Such other instruments specified by the Board from time to time.
2. Where a foreign institutional investor or a sub account, prior to commencement of FEMA Act, holds equity shares in a company whose shares are not listed on any recognized stock exchange, and continues to hold such shares after initial public offering and listing thereof, such shares shall be subject to lock-in for the same period, if any, as is applicable to shares held by a foreign direct investor placed in similar position, under the policy of the Government of India relating to foreign direct investment for the time being in force.
3. In respect of investments in the secondary market, the following additional conditions shall apply:
- (a). A foreign portfolio investor shall transact in the securities in India only on the basis of taking and giving delivery of securities purchased or sold;
- (b). Nothing contained in clause (a) shall apply to:
- i. Any transactions in derivatives on a recognized stock exchange;
  - ii. Short selling transactions in accordance with the framework specified by the Board;
  - iii. Any transaction in securities pursuant to an agreement entered into with the merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - iv. Any other transaction specified by the Board.
- (c). No transaction on the stock exchange shall be carried forward;
- (d). The transaction of business in securities by a foreign portfolio investor shall be only through stock brokers registered by the Board;
- Provided nothing contained in this clause shall apply to:
- i. transactions in Government securities and such other securities falling under the purview of the Reserve Bank of India which shall be carried out in the manner specified by the Reserve Bank of India;
  - ii. sale of securities in response to a letter of offer sent by an acquirer in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - iii. sale of securities in response to an offer made by any promoter or acquirer in accordance with the Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2009;
  - iv. Sale of securities, in accordance with the Securities and Exchange Board of India (Buy-back of securities) Regulations, 2018;
  - v. divestment of securities in response to an offer by Indian Companies in accordance with Operative Guidelines for Disinvestment of Shares by Indian Companies in the overseas market through issue of American Depository Receipts or Global Depository Receipts as notified by the Government of India and directions issued by Reserve Bank of India from time to time;
  - vi. Any Application for, or acquisition of, securities in response to an offer for disinvestment of shares made by the Central Government or any State Government;
  - vii. Any transaction in securities pursuant to an agreement entered into with merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - viii. Any other transaction specified by the Board.
- (e). A foreign portfolio investor shall hold, deliver or cause to be delivered securities only in dematerialized form:

Provided that any shares held in non-dematerialized form, before the commencement of FEMA Act, can be held in non-dematerialized form, if such shares cannot be dematerialized.

Unless otherwise approved by the Board, securities shall be registered in the name of the foreign portfolio investor as a beneficial owner for the purposes of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

4. The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below ten percent of the total issued capital of the company.
5. The investment by the foreign portfolio investor shall also be subject to such other conditions and restrictions as may be specified by the Government of India from time to time.
6. In cases where the Government of India enters into agreements or treaties with other sovereign Governments and where such agreements or treaties specifically recognize certain entities to be distinct and separate, the Board may, during the validity of such agreements or treaties, recognize them as such, subject to conditions as may be specified by it.
7. A foreign portfolio investor may lend or borrow securities in accordance with the framework specified by the Board in this regard.
8. No foreign portfolio investor shall issue, subscribe to or otherwise deal in offshore derivative instruments, directly or indirectly, unless the following conditions are satisfied:

(a). Such offshore derivative instruments are issued only to persons who are regulated by an appropriate foreign regulatory authority;

(b). Such offshore derivative instruments are issued after compliance with 'know your client' norms:

Provided that those unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated shall not issue, subscribe or otherwise deal in offshore derivatives instruments directly or indirectly:

Provided further that no Category III foreign portfolio investor shall issue, subscribe to or otherwise deal in offshore derivatives instruments directly or indirectly.

9. A foreign portfolio investor shall ensure that further issue or transfer of any offshore derivative instruments issued by or on behalf of it is made only to persons who are regulated by an appropriate foreign regulatory authority.
10. Foreign portfolio investors shall fully disclose to the Board any information concerning the terms of and parties to off-shore derivative instruments such as participatory notes, equity linked notes or any other such instruments, by whatever names they are called, entered into by it relating to any securities listed or proposed to be listed in any stock exchange in India, as and when and in such form as the Board may specify.
11. Any offshore derivative instruments issued under the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995 before commencement of SEBI (Foreign Portfolio Investors) Regulations, 2014 shall be deemed to have been issued under the corresponding provisions of SEBI (Foreign Portfolio Investors) Regulations, 2014.
12. A FII or its subaccount which holds a valid certificate of registration shall, subject to payment of conversion fees, be eligible to continue to buy, sell or otherwise deal in securities till the expiry of its registration as a foreign institutional investor or sub-account, or until he obtains a certificate of registration as foreign portfolio investor, whichever is earlier.
13. A qualified foreign investor may continue to buy, sell or otherwise deal in securities subject to the provisions of the SEBI (Foreign Portfolio Investors) Regulations, 2014, for a period of one year from the date of commencement of the aforesaid regulations, or until it obtains a certificate of registration as foreign portfolio investor, whichever is earlier.
14. The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below 10% of the total issued capital of the company.
15. The issue of Equity Shares to a single FII should not exceed 10% of our post Issue Paid up Capital of the Company. In respect of an FII investing in Equity Shares of our Company on behalf of its sub accounts, the investment on behalf of each sub account shall not exceed 10% of our total issued capital or 5% of our total issued capital in case such sub account is a foreign corporate or an individual.
16. In accordance with the foreign investment limits, the aggregate FII holding in our Company cannot exceed 24% of our total issued capital. However, this limit can be increased to the permitted sectoral cap/statutory limit, as applicable to our Company

after obtaining approval of its board of Directors followed by the special resolution to that effect by its shareholders in their General Meeting. As on the date of filing the Prospectus, no such resolution has been recommended to the shareholders of the Company for adoption.

17. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of regulation 15A(1) of the Securities Exchange Board of India (Foreign Institutional Investors) Regulations 1995, as amended, an FII may issue, deal or hold, off shore derivative instruments such as participatory notes, equity linked notes or any other similar instruments against underlying securities listed or proposed to be listed in any stock exchange in India only in favour of those entities which are regulated by any relevant regulatory authorities in the countries of their incorporation or establishment subject to compliance of “Know Your Client” requirements. An FII shall also ensure that no further downstream issue or transfer of any instrument referred to hereinabove is made to any person other than a regulated entity.
18. In case of FII’s in NRI/FII Portion, number of Equity Shares applied shall not exceed issue size.

#### **APPLICATION BY SEBI REGISTERED ALTERNATIVE INVESTMENT FUND (AIF), VENTURE CAPITAL FUNDS AND FOREIGN VENTURE CAPITAL INVESTORS**

The SEBI (Venture Capital Funds) 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. Further, the SEBI, AIF Regulations prescribes, among others, the investment restrictions on AIFs.

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.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company or the Lead Manager will not be responsible for loss, if any, incurred by the Applicants on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all such Applicants will be treated on the same basis with other categories for the purpose of allocation.

All non-resident investors should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

#### **APPLICATIONS BY LIMITED LIABILITY PARTNERSHIPS**

In case of applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing which, the 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 the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended (The “IRDA Investment Regulations”), are broadly set forth below:

- (a.) Equity shares of a Company: the least of 10% of the investee Company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- (b.) The entire group of the investee Company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- (c.) the industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be. Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

#### **APPLICATION BY PROVIDENT FUNDS / PENSION FUNDS**

In case of applications made by provident funds with minimum corpus of ₹ 25 Crore (subject to applicable law) and pension funds with minimum corpus of ₹ 25 Crore, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof.

#### **APPLICATION UNDER POWER OF ATTORNEY**

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of ₹ 25 Crores (subject to applicable law) and pension funds with a minimum corpus of ₹ 25 Crores, a certified copy of the power of attorney or the relevant Resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

In addition to the above, certain additional documents are required to be submitted by the following entities:

- a.) With respect to applications by VCFs, FVCIs, FPIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
- b.) With respect to applications by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged with the Application Form as applicable. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
- c.) With respect to applications made by provident funds with minimum corpus of ₹ 25 Crores (subject to applicable law) and pension funds with a minimum corpus of ₹ 25 Crores, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject such application, in whole or in part, in either case without assigning any reasons thereof.
- d.) With respect to Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form.

The Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that the Company and the lead manager may deem fit.

The Company, in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar to the Issue that, for the purpose of printing particulars on the refund order and mailing of the Allotment Advice / CANs / letters notifying the unblocking of the bank accounts of ASBA applicants, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the application). In such cases, the Registrar to the Issue shall use Demographic Details as given on the Application Form instead of those obtained from the Depositories.

*The above information is given for the benefit of the Applicants. The Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.*

## INDICATIVE PROCESS FLOW FOR APPLICATIONS IN PUBLIC ISSUE

### ASBA PROCESS

**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 the 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.**

Lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on [www.sebi.gov.in](http://www.sebi.gov.in). For details on designated branches of SCSB collecting the Application Form, please refer the below mentioned SEBI link.

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

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

A Resident Retail Individual Investor shall submit his Application through an Application Form, either in physical or electronic mode, to the SCSB with whom the bank account of the ASBA Applicant or bank account utilized by the ASBA Applicant (“ASBA Account”) is maintained. The SCSB shall block an amount equal to the Application Amount in the bank account specified in the ASBA Application Form, physical or electronic, on the basis of an authorization to this effect given by the account holder at the time of submitting the Application.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against the allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the ASBA Application, as the case may be.

The ASBA data shall thereafter be uploaded by the SCSB in the electronic IPO system of the Stock Exchange. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant bank accounts and for transferring the amount allocable to the successful ASBA Applicants to the ASBA Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Lead Manager.

ASBA Applicants are required to submit their Applications, either in physical or electronic mode. In case of application in physical mode, the ASBA Applicant shall submit the ASBA Application Form at the Designated Branch of the SCSB or Registered Brokers or Registered RTA's or DPs registered with SEBI. In case of application in electronic form, the ASBA Applicant shall submit the Application Form either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA account held with SCSB, and accordingly registering such Applications.

### CHANNELS OF SUBMISSION OF APPLICATION FORMS

From July 1, 2019 in Phase II, RIIs shall use only Channel I, Channel II and Channel IV (as described below) for making applications in a public issue:

Category of Investor	Channel I	Channel II	Channel III	Channel IV
Retail Individual Investor (RII)	Investor may submit the Application Form with ASBA as the sole mechanism for making payment either physically (at the branch of the SCSB) or online.	Investor may submit the Application Form online using the facility of linked online trading, demat and bank account (3-in-1 type accounts) provided by Registered Brokers.	Not Applicable	RIIs may submit the Application Form with any of the Designated Intermediaries and use his/her UPI ID for the purpose of blocking of funds.
Non- Institutional	For such applications the		Investor may submit	Not Applicable

Category of Investor	Channel I	Channel II	Channel III	Channel IV
Investor (NII) including Qualified Institutional Buyer (QIB)	existing process of uploading the Application and blocking of funds in the RIIs account by the SCSB would continue.		<p>the Application Form with any of the Designated Intermediaries, along with details of his/her ASBA Account for blocking of funds.</p> <p>For such applications the Designated Intermediary will upload the Application in the stock exchange bidding platform and forward the application form to Designated Branch of the concerned SCSB for blocking of funds.</p>	

Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB 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.

If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Applications and shall not upload such Applications with the Stock Exchange.

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 into the electronic bidding system as a separate Application and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Applicant on request.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalisation 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 SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants to the Public Issue Account. In case of withdrawal/failure of the Offer, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Offer.

#### **PROCESS FLOW FOR APPLICATIONS IN PUBLIC ISSUE SUBMITTED BY RETAIL INDIVIDUAL INVESTOR**

In addition to application to be submitted to SCSB, with whom the bank account to be blocked, is maintained, a RII would also have the option to submit application form with any of the intermediary and use his / her bank account linked UPI ID for the purpose of blocking of funds with effect from January 01, 2019.

The detailed process in this regard is as detailed hereunder:

#### **Application and validation process**

- submission of the application with the intermediary, the RII would be required to have / create a UPI ID, with a maximum length of 45 characters including the handle (Example: InvestorID@bankname).
- RII will fill in the Application details in the application form along with his/ her bank account linked UPI ID and submit the application with any of the intermediary.
- The intermediary upon receipt of form will upload the Application details along with UPI ID in the stock exchange bidding

platform.

- (d). Once the Application has been entered in the bidding platform, the exchange will undertake validation of the PAN and Demat Account details of RII with the depository.
- (e). Depository will validate the aforesaid Application details on a real time basis and send response to stock exchange which would be shared by stock exchange with intermediary through its platform, for corrections, if any.
- (f). SMS from exchange to RII for applying: Once the Application details are uploaded on the stock exchange platform, the stock exchange shall send an SMS to the RII regarding submission of his / her application, daily at the end of day basis, during bidding period. For the last day of applying, the SMS may be sent out the next working day.

### **The Block Process**

- (a). Post undertaking validation with depository, the stock exchange will, on a continuous basis, electronically share the Application details along with RIIs UPI ID, with the Sponsor Bank appointed by the issuer.
- (b). The Sponsor Bank will initiate a mandate request on the RII i.e. request the RII to authorize blocking of funds equivalent to application amount and Subsequent debit of funds in case of allotment. For all pending UPI Mandate Requests, the Sponsor Bank will initiate requests for blocking of funds in the ASBA Accounts of relevant investors with a confirmation cut-off time of 12:00 pm on the first Working Day after the Bid/Issue Closing Date (“**Cut-Off Time**”). Accordingly, RIIs using the UPI Mechanism need to accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests after the Cut-Off Time will lapse.
- (c). The request raised by the Sponsor Bank, would be electronically received by the RII as a SMS / intimation on his / her mobile no. / Mobile app, associated with UPI ID linked bank account.
- (d). The RII would be able to view the amount to be blocked as per his / her Application in such intimation. The RII would also be able to view an attachment wherein the IPO Application details submitted by RII will be visible. After reviewing the details properly, RII would be required to proceed to authorize the mandate. Such mandate raised by sponsor bank would be a one-time mandate for each application in the IPO.
- (e). Upon successful validation of block request by the RII, as above, the said information would be electronically received by the RIIs’ bank, where the funds, equivalent to application amount, would get blocked in RIIs account. Intimation regarding confirmation of such block of funds in RIIs account would also be received by the RII.
- (f). The information containing status of block request (e.g. – accepted / decline / pending) would also be shared with the Sponsor Bank, which in turn would be shared with stock exchange. The block request status would also be displayed on stock exchange platform for information of the intermediary.
- (g). The information received from Sponsor Bank, would be shared by stock exchange with RTA in the form of a file for the purpose of reconciliation.
- (h). RIIs would continue to have the option to modify or withdraw the Application till the closure of the Issue period. For each such modification of Application, RII will submit a revised Application and shall receive a mandate request from sponsor bank to be validated as per the process indicated above.

Post closure of the Offer, the stock exchange will share the Application details with the Registrar along with the final file received from the Sponsor Bank containing status of blocked funds or otherwise, along with the ASBA Account details with respect to applications made by RIIs using UPI ID.

### **NUMBER OF APPLICATIONS PER BANK ACCOUNT**

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.

## HOW TO APPLY?

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants has to compulsorily apply through the ASBA Process. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

## MODE OF PAYMENT

Upon submission of an Application Form with the SCSB, whether in physical or electronic mode, each ASBA Applicant shall be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount, in the bank account maintained with the SCSB.

Applicants must specify the Bank Account number, or the UPI ID, as applicable, in the Application Form. The Application Form submitted by applicant and which is accompanied by cash, demand draft, cheque, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account, may not be accepted. The SCSB or Sponsor Bank shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the application or receipt of instructions from the Registrar to unblock the Application Amount.

However, Non Retail Applicants shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalisation 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 (except Anchor Investors) applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018 and all related circulars issued thereafter, Retail Individual Investors applying in public Issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

On the Designated Date, the SCSBs shall transfer the amounts allocable to the ASBA Applicants from the respective ASBA Account, in terms of the SEBI Regulations, into the ASBA Public Issue Account. The balance amount, if any against the said Application in the ASBA Accounts shall then be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue.

In case of applications made by using any of channels under UPI Payments Mechanism, post closure of the Offer, the stock exchange will share the Application details with the Registrar along with the final file received from the Sponsor Bank containing status of blocked funds or otherwise, along with the ASBA Account details with respect to applications made by RIIs using UPI ID.

The RTA, based on information of Applications and blocking received from stock exchange, would undertake reconciliation of the Applications data and block confirmation corresponding to the Applications by all investor category applications (with and without the use of UPI) and prepare the basis of allotment.

Upon approval of basis of allotment, RTA will share the debit file with Sponsor bank (through Stock exchange) and SCSBs, as applicable, for credit of funds in the public issue account and unblocking of excess funds in the RIIs account. The Sponsor bank based on the mandate approved by the RII at the time of blocking of funds, will raise the debit / collect request from RIIs bank account, whereupon the funds will be transferred from RIIs account to public issue account and remaining funds, if any, will be unblocked without any manual intervention by RII or his / her bank.

Upon confirmation of receipt of funds in the public issue account, shares would be credited to the RII's account. RII will be notified for full/partial/no allotment. For partial allotment the remaining funds would be unblocked. For no allotment, mandate would be revoked and application amount would be unblocked for the RII.



## UNBLOCKING OF ASBA ACCOUNT

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the ASBA Public Issue Account as per section 40(3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account.

In case of applications made by using any of channels under UPI Payments Mechanism, Registrar to the Issue will share the debit file with Sponsor bank (through Stock exchange) and SCSBs, as applicable, for credit of funds in the public issue account and unblocking of excess funds in the RIIs account. The Sponsor bank based on the mandate approved by the RII at the time of blocking of funds, will raise the debit / collect request from RIIs bank account, whereupon the funds will be transferred from RIIs account to public issue account and remaining funds, if any, will be unblocked without any manual intervention by RII or his / her bank.

However, the Application Amount may be unblocked in the ASBA Account or Bank Account link in UPI Mechanism prior to receipt of intimation from the Registrar to the Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application or Application made through UPI Mechanism, as the case may be.

## MAXIMUM AND MINIMUM APPLICATION SIZE

The applications in this Issue, being a fixed price issue, will be categorized into two;

### 1. For Retail Individual Applicants

The Application must be for a minimum of [●] Equity Shares so as to ensure that the Application amount payable by the Applicant does not exceed ₹ 2,00,000.

### 2. For Other Applicants (Non Institutional Applicants and QIBs):

The Application must be for a minimum of [●] Equity Shares so as to ensure that the Application Amount exceeds ₹ 2,00,000 and in multiples of [●] Equity Shares thereafter.

A person shall not make an application in the net Issue category for a number of specified securities that exceeds the total number of securities offered to the public. Further, the maximum application by non-institutional investors shall not exceed total number of specified securities offered in the issue less total number of specified securities offered in the issue to qualified institutional buyers.

Further, 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 ₹ 2,00,000 for being considered for allocation in the Non Institutional Portion.

**Applicants are advised to ensure that any single Application form does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Prospectus.**

## OPTION TO RECEIVE EQUITY SHARES IN DEMATERIALIZED FORM

**Furnishing the details of depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.**

Investors should note that Allotment of Equity Shares to all successful Applicants will only be in the dematerialized form in compliance of the Companies Act, 2013.

The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchanges.

Applicants will not have the option of getting Allotment of the Equity Shares in physical form. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provision of the Companies Act and the Depositories Act.

## INFORMATION FOR THE APPLICANTS

- a.) The Company will file the Prospectus with the RoC at least 3 (three) working days before the Issue Opening Date.
- b.) The Lead Manager will circulate copies of the Prospectus along with the Application Form to potential investors.
- c.) Any investor, being eligible to invest in the Equity Shares offered, who would like to obtain the Prospectus and/ or the Application Form can obtain the same from the Company's Registered Office or from the Registered Office of the Lead Manager.
- d.) Applicants who are interested in subscribing to the Equity Shares should approach the Lead Manager or their authorized agent(s) to register their Applications.
- e.) Applications made in the name of Minors and/or their nominees shall not be accepted.

## PRE-ISSUE ADVERTISEMENT

As provided in Section 30 of the Companies Act, 2013 and 264(2) of the SEBI (ICDR) Regulations, 2018, the Company shall, after registering the Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in one widely circulated English national daily newspaper; one widely circulated Hindi national daily newspaper and one widely circulated Gujarati newspaper.

## SIGNING OF UNDERWRITING AGREEMENT

The issue is 100% Underwritten. Our Company has entered into an Underwriting Agreement with the Lead Manager on [●]

## FILING OF THE PROSPECTUS WITH THE ROC

The Company will file a copy of the Prospectus with the RoC in terms of Section 32 of Companies Act, 2013.

## INFORMATION FOR THE APPLICANTS

- a.) **Designated Date and Allotment of Equity Shares Designated Date:** On the Designated date, the SCSBs or Sponsor Bank shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.
- b.) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the designated stock exchange, the Registrar shall upload it on its website. On the basis of approved basis of allotment, the Issuer shall make 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.
- c.) Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been allotted Equity Shares in the Issue. The dispatch of allotment advice shall be deemed a valid, binding and irrevocable contract.
- d.) Issuer will make the allotment of the equity shares and initiate corporate action for credit of shares to the successful applicants Depository Account within 5 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within two 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 or Sponsor Bank shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

The Company will issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 5 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 Section 56 of the Companies Act, 2013 or other applicable provisions, if any.

## **INTEREST AND REFUNDS**

### **COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING**

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of NSE where the Equity Shares are proposed to be listed are taken within 6 (Six) working days from Issue Closing Date. Giving of Instructions for refund by unblocking of amount via ASBA not later than 4(four) working days of the Issue Closing Date, would be ensured. 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.

## **GROUND FOR REFUND**

### **NON RECEIPT OF LISTING PERMISSION**

An Issuer makes an Application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in Prospectus. The designated Stock Exchange may be as disclosed in the Prospectus with which the Basis of Allotment may be finalised.

If the permission to deal in and official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith repay, without interest, all money received from the Applicants in pursuance of the Prospectus.

In case, our Company fails to obtain listing or trading permission from the stock exchanges where the specified securities were to be listed, our Company shall refund through verifiable means the entire monies received within seven days of receipt of intimation from stock exchanges rejecting the application for listing of specified securities. The Lead Manager and Registrar to the Issue shall intimate Public Issue bank/Bankers to the Issue and Public Issue Bank/Bankers to the Issue shall transfer the funds from Public Issue account to Refund Account as per the written instruction from lead Manager and the Registrar for further payment to the beneficiary Applicants.

If any such money is not repaid within eight 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 eighth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent. per annum.

## **MINIMUM SUBSCRIPTION**

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. As per section 39 of the Companies Act, 2013, if the “Stated Minimum Amount” has not been subscribed and the sum payable on application is not received within a period of thirty days from the date of issue of the Prospectus, or such other period as may be specified by the Securities and Exchange Board, the amount received under sub-section (1) shall be returned within such time and manner as may be prescribed under that section. If the Issuer does not received the subscription of 100% of the Issue through this Prospectus including devolvement of underwriters within Sixty Days from the date of closure of the Issue, the Issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the Issuer become liable to pay the amount, the Issuer shall pay interest prescribed under section 39 of the Companies Act, 2013.

## **MINIMUM NUMBER OF ALLOTTEES**

The Issuer may ensure that the number of proposed Allottees to whom Equity Shares may be allotted shall not be less than 50 (Fifty), failing which the entire application monies may be refunded forthwith.

## **MODE OF REFUND**

Within six Working Days of the Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs or in case of Applications by RIIs applying through the UPI mechanism to the Sponsor Bank, to revoke the mandate and for unblocking the amount in ASBA Accounts of unsuccessful Applicants and also for any excess amount blocked on Applications.

The Registrar to the Issue may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA Applications or in the event of withdrawal or failure of the Issue.

## LETTERS OF ALLOTMENT OR REFUND ORDERS OR INSTRUCTIONS TO THE SCSBS

The Registrar to the Issue shall give instructions for credit to the beneficiary account with depository participants within 6 Working Days from the Issue Closing Date. The Registrar shall instruct the Sponsor Bank or relevant SCSBs to, on the receipt of such instructions from the Registrar, revoke the mandate and for unblocking the amount in ASBA Accounts to the extent of the Application Amount specified in the Application Form or the relevant part thereof, for withdrawn, rejected or unsuccessful or partially successful ASBA Applications within 6 Working Days of the Issue Closing Date.

## INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND:

The issuer shall allot securities offered to the public shall be made within the period prescribed by the Board. The issuer shall also pay interest at the rate of fifteen per cent. per annum if the allotment letters or refund orders have not been despatched to the applicants or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner within eight days from the date of the closure of the issue. However applications received after the closure of issue in fulfilment of underwriting obligations to meet the minimum subscription requirement, shall not be entitled for the said interest.

1. **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Lead Manager or the Registrar to the Issue shall send to the Bankers to the Issue a list of their Applicants who have been allocated/Allotted Equity Shares in this Issue.
2. Pursuant to confirmation of corporate actions with respect to Allotment of Equity Shares, the Registrar to the Issue will dispatch Allotment Advice to the Applicants who have been Allotted Equity Shares in the Issue.
3. Approval of the Basis of Allotment by the Designated Stock Exchange. As described above shall be deemed a valid, binding and irrevocable contract for the Applicant.

## GENERAL INSTRUCTIONS

### Do's:

- Check if you are eligible to apply as per the terms of the Prospectus and under applicable law, rules, regulations, guidelines and approvals;
- Read all the instructions carefully and complete the Application Form in the prescribed form;
- Ensure that the details about the PAN, DP ID and Client ID, UPI ID are correct and the Applicants depository account is active, as Allotment of the Equity Shares will be in the dematerialized form only;
- Ensure that your Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
- If the first applicant is not the account holder, ensure that the Application Form is signed by the account holder.
- Ensure that you have mentioned the correct bank account number in the Application Form;
- Ensure that the signature of the First Applicants in case of joint Applications, is included in the Application Forms;
- QIBs, Non-Institutional Applicants and the Retail Applicants should submit their Applications through the ASBA process only. However, pursuant to SEBI circular dated November 01, 2018, RII may submit their Application by using UPI mechanism for payment.
- Ensure that the name(s) given in the Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Applications, the Application Form should contain only the name of the First Applicants whose name should also appear as the first holder of the beneficiary account held in joint names;
- Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your Application;
- Ensure that you have funds equal to the Application Amount in the Bank Account maintained with the SCSB before submitting the Application Form under the ASBA process or application forms submitted by RIIs using UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centres), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
- Submit revised Applications to the same Designated Intermediary, through whom the original Application was placed and obtain a revised acknowledgment;
- Except for Applications (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Applications by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Applicants should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary

- account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
- Ensure that the Demographic Details are updated, true and correct in all respects;
  - Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
  - Ensure that the category and the investor status is indicated;
  - Ensure that in case of Application under power of attorney or by limited companies, corporates, trust etc, relevant documents are submitted;
  - Ensure that Application submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
  - Applicants should note that in case the DP ID, Client ID and the PAN mentioned in their Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Applications are liable to be rejected. Where the Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Application Form;
  - Ensure that the Application Forms are delivered by the Applicants within the time prescribed as per the Application Form and the Prospectus;
  - Ensure that you have mentioned the correct ASBA Account number or UPI ID in the Application Form;
  - Ensure that you have mentioned the details of your own bank account for blocking of fund or your own bank account linked UPI ID to make application in the Public Issue;
  - Ensure that on receipt of the mandate request from sponsor bank, you have taken necessary step in timely manner for blocking of fund on your account through UPI ID using UPI application;
  - Ensure that you have correctly signed the authorization/undertaking box in the Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form at the time of submission of the Application;
  - 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 at a Price Different from the Price Mentioned herein or in the Application Form;
- Do not pay the Application Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
- Do not send Application Forms by post; instead submit the same to the Designated Intermediary only;
- Do not submit the Application Forms to any non-SCSB bank or our Company;
- Do not make Application on an Application Form that does not have the stamp of the relevant Designated Intermediary;
- Do not make Application at Cut-off Price (for Applications by QIBs and Non-Institutional Applicants);
- Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
- Do not make Application for Application Amount exceeding ₹ 2,00,000 (for Applications by Retail Individual Applicants);
- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Net Issue Size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Prospectus;
- Do not submit the General Index Register number instead of the PAN;
- Do not submit the Application without ensuring that funds equivalent to the entire Application Amount are blocked in the relevant ASBA Account;
- Do not submit Application on plain paper or on incomplete or illegible Application Forms or on Application Forms in a colour prescribed for another category of Applicants;
- Do not submit Application in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
- Do not make Application if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
- Do not submit Application by using details of the third party's bank account or UPI ID which is linked with bank account of the third party. Kindly note that Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection.

#### **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. Application forms submitted to the SCSBs should bear the stamp of respective intermediaries to whom the application form



submitted. Application form submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch. Application forms submitted by Applicants whose beneficiary account is inactive shall be rejected. SEBI, vide Circular No. CIR/CFD/14/2012 dated October 4, 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's Centre is available on the websites of NSE i.e. www.nseindia.com.

Applicants may note that forms not filled completely or correctly as per instructions provided in this Prospectus, the General Information Document which shall be made available on the website of the Stock Exchange, the Issuer and the BRLM, are liable to be rejected. Instructions to fill each field of the Application Form can be found on the reverse side of the Application Form. Specific instructions for filling various fields of the Resident Application Form and Non-Resident Application Form and samples are provided below;

### A. INSTRUCTION FOR FILLING THE APPLICATION FORM

COMMON APPLICATION FORM		XYZ LIMITED - INITIAL PUBLIC ISSUE - R Registered Office: Tel. No.: Fax No.: Email: Website: Contact Person: CIN:				FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs, NON INSTITUTIONAL INVESTORS, RETAIL INDIVIDUAL INVESTORS AND ELIGIBLE NRI's APPLYING ON A NON-REPATRIATION BASIS
LOGO	TO, THE BOARD OF DIRECTORS XYZ LIMITED	FIXED PRICE SME ISSUE ISIN : XXXXXXXX		Application Form No.		
SYNDICATE MEMBER'S STAMP & CODE		BROKER/SCSB/CDP/RTA STAMP & CODE		1. NAME & CONTACT DETAILS OF SOLE/FIRST APPLICANT		
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE		SCSB BRANCH STAMP & CODE		Mr. / Ms.		
BANK BRANCH SERIAL NO.		SCSB SERIAL NO.		Address		
				Email		
				Tel. No (with STD code) / Mobile		
				2. PAN OF SOLE/FIRST APPLICANT		
3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL				6. INVESTOR STATUS		
For NSDL enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL enter 16 Digit Client ID.				<input type="checkbox"/> Individual(s) - IND <input type="checkbox"/> Non-Resident Indians (Non-Repatriation Basis) - NRI <input type="checkbox"/> Hindu Undivided Family* - HUF <input type="checkbox"/> Bodies Corporate - CO <input type="checkbox"/> Banks & Financial Institutions - FI <input type="checkbox"/> Mutual Funds - MF <input type="checkbox"/> National Investment Funds - NIF <input type="checkbox"/> Insurance Funds - IF <input type="checkbox"/> Insurance Companies - IC <input type="checkbox"/> Venture Capital Funds - VCF <input type="checkbox"/> Alternative Investment Funds - AIF <input type="checkbox"/> Others (Please Specify) - OTH		
4. APPLICATION DETAILS (Only Retail Individual Investor can apply at "Cut-Off")					5. CATEGORY	
No. of Equity Shares of ₹ 10/- each applied at the Issue Price i.e. at ₹ [*]/- per share <sup>1</sup> <input type="checkbox"/> "Cut-Off" Price					<input type="checkbox"/> Retail Individual <input type="checkbox"/> Non-Institutional <input type="checkbox"/> QIB	
(In Figures)		(In Words)				
ALLOTMENT WILL BE IN DEMAT MODE ONLY <sup>2</sup>						
<sup>1</sup> Please note that applications must be made in minimum of [*] shares and further multiples of [*] shares accordingly. <sup>2</sup> Please note that the equity shares on allotment will be allotted only in the dematerialized mode on the SME Platform of BSE.						
7. PAYMENT DETAILS					PAYMENT OPTION : Full Payment	
Amount Blocked (₹ in Figures)				(₹ in words)		
ASBA Bank A/c No.						
Bank Name & Branch						
OR						
UPI Id (Maximum 45 characters)						
I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.						
8 A. SIGNATURE OF SOLE / FIRST APPLICANT		8 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)		SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)		
Date: ....., 2019		I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue				
		1)				
		2)				
		3)				
TEAR HERE						
LOGO	XYZ LIMITED INITIAL PUBLIC ISSUE - R		Acknowledgement Slip for SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA		Application Form No.	
DPID / CLID					PAN of Sole/First Applicant	
Amount Blocked (₹ in figures)	ASBA Bank & Branch		Stamp & Signature of SCSB Branch			
ASBA Bank A/c No./UPI Id						
Received from Mr./Ms.						
Telephone / Mobile	Email					
TEAR HERE						
XYZ LIMITED - INITIAL PUBLIC ISSUE - R	In Figures	In Words	Stamp & Signature of SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA	Name of Sole / First Applicant		
	No. of Equity Shares					
	Amount Blocked (₹)					
	ASBA Bank A/c No. / UPI Id:			Acknowledgement Slip for Applicant		
	Bank & Branch:			Application Form No.		
Important Note: Application made using third party UPI Id or ASBA Bank A/c are liable to be rejected.						

XYZ LIMITED 1



COMMON APPLICATION FORM

XYZ LIMITED - INITIAL PUBLIC ISSUE - NR

FOR ELIGIBLE NRIs, FIIs/FPIs, FVCI, ETC., APPLYING ON A REPATRIATION BASIS

Registered Office: Tel. No.: Fax No.: Email: Website: Contact Person: CIN:

LOGO

TO, THE BOARD OF DIRECTORS XYZ LIMITED

FIXED PRICE SME ISSUE ISIN : XXXXXXXX

Application Form No.

SYNDICATE MEMBER'S STAMP & CODE, BROKER/SCSB/CDP/RTA STAMP & CODE, 1. NAME & CONTACT DETAILS OF SOLE/FIRST APPLICANT, SUB-BROKER'S / SUB-AGENT'S STAMP & CODE, SCSB BRANCH STAMP & CODE, Address, Email, Tel. No (with STD code) / Mobile, 2. PAN OF SOLE/FIRST APPLICANT, BANK BRANCH SERIAL NO., SCSB SERIAL NO.

3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS, NSDL, CDSL, 6. INVESTOR STATUS, Non-Resident Indians - NRI (Repatriation basis), Foreign Institutional Investor - FII/, Foreign Portfolio Investor - FPI, Foreign Venture Capital Investor - FVCI, FII Sub Account Corporate / Individual - FIISA, Others - OTH (please specify)

For NSDL enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL enter 16 Digit Client ID. 4. APPLICATION DETAILS (Only Retail Individual Investor can apply at "Cut-Off"), No. of Equity Shares of ₹ 10/- each applied at the Issue Price i.e. at ₹ [\*/]- per share, "Cut-Off" Price, 5. CATEGORY, Retail Individual, Non-Institutional, QIB, ALLOTMENT WILL BE IN DEMAT MODE ONLY, Please note that applications must be made in minimum of [\*] shares and further multiples of [\*] shares accordingly. Please note that the equity shares on allotment will be allotted only in the dematerialized mode on the SME Platform of BSE.

7. PAYMENT DETAILS, PAYMENT OPTION : Full Payment, Amount Blocked (₹ in Figures), (₹ in words), ASBA Bank A/c No., Bank Name & Branch, OR, UPI Id (Maximum 45 characters)

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.

8 A. SIGNATURE OF SOLE / FIRST APPLICANT, Date: ....., 2019, 8 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS), I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue, 1), 2), 3), SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)

TEAR HERE

LOGO, XYZ LIMITED INITIAL PUBLIC ISSUE - NR, Acknowledgement Slip for SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA, Application Form No., PAN of Sole/First Applicant

DPID / CLID, Amount Blocked (₹ in figures), ASBA Bank & Branch, ASBA Bank A/c No./UPI Id, Stamp & Signature of SCSB Branch, Received from Mr./Ms., Telephone / Mobile, Email

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC ISSUE - NR, In Figures, In Words, Stamp & Signature of SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA, Name of Sole / First Applicant, No. of Equity Shares, Amount Blocked (₹), ASBA Bank A/c No. / UPI Id, Bank & Branch, Acknowledgement Slip for Applicant, Application Form No.

Important Note: Application made using third party UPI Id or ASBA Bank A/c are liable to be rejected.

## 1. FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/ FIRST APPLICANT:

Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

- a.) **Mandatory Fields:** Applicants should note that the name and address fields are compulsory and e-mail and/or telephone number/ mobile number fields are optional. Applicants should note that the contact details mentioned in the Application Form may be used to dispatch communications (letters notifying the unblocking of the bank accounts of Applicants) in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Application Form may be used by the Issuer, the members of the Syndicate the Registered Broker and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.
- b.) **Joint Applicants:** In the case of Joint Applicants, the Application should be made in the name of the Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Applicant whose name appears in the Application Form or the Revision Form and all communications may be addressed to such Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

## 2. FIELD NUMBER 2: PAN NUMBER OF SOLE /FIRST APPLICANT:

- a.) PAN (of the sole/ first Applicant) provided in the Application Form should be exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held as per the Depositories' records.
- b.) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Application on behalf of the Central or State Government, Application by officials appointed by the courts and Application by Applicant residing in Sikkim ("PAN Exempted Applicant"). Consequently, all Applicants, other than the PAN Exempted Applicant, are required to disclose their PAN in the Application Form, irrespective of the Application Amount. An Application Form without PAN, except in case of Exempted Applicants, is liable to be rejected. Application by the Applicant whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.
- c.) The exemption for the PAN Exempted Applicant is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.
- d.) Application Forms which provide the General Index Register Number instead of PAN may be rejected.
- e.) Applications by Applicant whose demat accounts have been "suspended for credit" are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as "Inactive demat accounts" and Demographic Details are not provided by depositories.

## 3. FIELD NUMBER 3: APPLICANT'S DEPOSITORY ACCOUNT DETAILS

- a.) Applicants should ensure that DP ID and the Client ID are correctly filled in the Application Form. The DP ID and Client ID provided in the Application Form should match with the DP ID and Client ID available in the Depository database, otherwise, the Application Form is liable to be rejected.
- b.) Applicants should ensure that the beneficiary account provided in the Application Form is active.
- c.) Applicants should note that on the basis of DP ID and Client ID as provided in the Application Form, the Applicants may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Applicants as available on the records of the depositories. These Demographic Details may be used, among other things, for sending allocation advice and for other correspondence(s) related to an Issue.
- d.) Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicants' sole risk.



#### 4. FIELD NUMBER 4: APPLICATION OPTIONS

- a.) Since, this is the Fixed Price Issue and the Price has already been disclosed in the Prospectus, the Applicants should make application at the Issue Price only. For the purpose of this Issue, the Price has been Determined as [●] per equity shares (including premium of [●] per equity share).
- b.) **Cut-Off Price:** Retail Individual Investors or Employees or Retail Individual Shareholders can make application at the Cut-off Price indicating their agreement to apply for and purchase the Equity Shares at the Issue Price as determined in terms of Prospectus. Making Application at the Cut-off Price is prohibited for QIBs and NIIs and such Applications from QIBs and NIIs may be rejected.
- c.) **Minimum Application Value and Application Lot:** For Application made by Retail Individual Investors, minimum application of [●] Equity Shares to ensure that the minimum Application value is not exceeding ₹ 2,00,000 and not less than ₹ 1,00,000. For Application made by QIBs and Non – Institutional Investors, minimum application of [●] Equity Shares and in multiples of [●] Equity Shares thereafter to ensure that the minimum Application value is exceeding ₹ 2,00,000.
- d.) **Allotment:** The Allotment of specified securities to each RII shall not be less than the minimum application Lot, subject to availability of shares in the RII category, and the remaining available shares, if any, shall be Allotted on a proportionate basis. Also, in case if the RII category is entitled to more than the allocated equity shares on proportionate basis, the RII category shall be allotted that higher percentage.

#### Maximum and Minimum Application Size

- e.) The Applicants may apply for the desired number of Equity Shares in multiple of [●] equity shares at Issue Price. Applications by Retail Individual Investors and Retail Individual Shareholders must be for [●] equity shares, so as to ensure that the Application Amount, payable by the Applicants does not exceed ₹ 2,00,000.

In case the Application Amount exceeds ₹ 2,00,000 due to revision of the Application or any other reason, the Application may be considered for allocation under the Non-Institutional Category or if it is at the Cut-off Price, then such Application may be rejected.

For NRIs, Application Amount of up to ₹ 2,00,000 may be considered under the Retail Category for the purposes of allocation and Application Amount exceeding ₹ 2,00,000 may be considered under the Non-Institutional Category for the purposes of allocation.

- f.) Application by QIBs and NIIs must be for [●] equity shares such that the Application Amount exceeds ₹ 2,00,000 and in multiples of [●] Equity Shares thereafter, as may be disclosed in the Application Form and the Prospectus, or as advertised by the Issuer, as the case may be. Non-Institutional Investors and QIBs are not allowed to make application at Cut off Price.
- g.) RII may revise or withdraw their application until Issue Closing Date. QIBs and NII's cannot withdraw or lower their Application (in terms of quantity of Equity Shares or the Application Amount) at any stage after making application and are required to pay the Application Amount upon submission of the Application.
- h.) In case the Application Amount reduces to ₹ 2,00,000 or less due to a revision of the Price, Application by the Non-Institutional Investors who are eligible for allocation in the Retail Category would be considered for allocation under the Retail Category.
- i.) An Application cannot be submitted for more than the net issue size.
- j.) The maximum application by any applicant including QIB applicant should not exceed the investment limits prescribed for them under the applicable laws.

#### Multiple Applications

- k.) Applicant should submit only one Application Form. Submission of a second Application Form to either the same or to another member of the Syndicate, SCSB or Registered Broker and duplicate copies of Application Forms bearing the same application number shall be treated as multiple Applications and are liable to be rejected.
- l.) Applicants are requested to note the following procedures that may be followed by the Registrar to the Issue to detect multiple Applications:

- i. All Applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds and FII sub-accounts, Applications bearing the same PAN may be treated as multiple Application by Applicants and may be rejected.
- ii. For Application from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Application on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. Such Applications which have the same DP ID and Client ID may be treated as multiple applications and are liable to be rejected.

**m.) The following Applications may not be treated as multiple Applications:**

- i. Applications by Reserved Categories making application in their respective Reservation Portion as well as application made by them in the Issue portion in public category.
- ii. Separate Applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Applications clearly indicate the scheme for which the Application has been made.
- iii. Applications by Mutual Funds, and sub-accounts of FIIs (or FIIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

**5. FIELD NUMBER 5: CATEGORY OF APPLICANTS**

- a.) The categories of Applicants are identified as per the SEBI (ICDR) Regulations, 2018 for the purpose of Applications, allocation and allotment in the Issue are RIIs, NIIs and QIBs.
- b.) An Issuer can make reservation for certain categories of Applicants as permitted under the SEBI (ICDR) Regulations, 2018. For details of any reservations made in the Issue, Applicants may refer to the Prospectus.
- c.) The SEBI (ICDR) Regulations, 2018, specify the allocation or allotment that may be made to various categories of Application in an issue depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form.
- d.) For Issue specific details in relation to allocation, Applicants may refer to the Prospectus.

**6. FIELD NUMBER 6: INVESTOR STATUS**

- a.) Each Applicants should check whether it is eligible to apply under applicable law and ensure that any prospective allotment to it in the Issue follows the investment restrictions under applicable law.
- b.) Certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.
- c.) Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Application Form and Non-Resident Application Form.
- d.) Applicants should ensure that their investor status is updated in the Depository records.

**7. FIELD NUMBER 7: PAYMENT DETAILS**

- a.) Applicants are required to enter either the ASBA Bank account details or the UPI ID in this field. In case the Applicants doesn't provide any of the ASBA Bank account details or the UPI ID then the application would be rejected. For application submitted to Designated Intermediaries (other than SCSBs), Applicants providing both the ASBA Bank account details as well as the UPI ID, the UPI ID will be considered for processing of the application.
- b.) The full Application Amount shall be blocked based on the authorization provided in the Application Form.
- c.) RIIs who make application at Cut-off price shall be blocked on the Cap Price.
- d.) All Applicants (other than Anchor Investors) can participate in the Issue only through the ASBA mechanism.

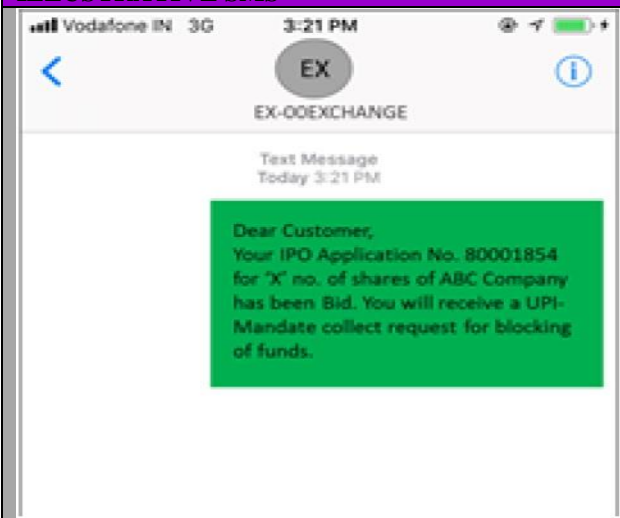
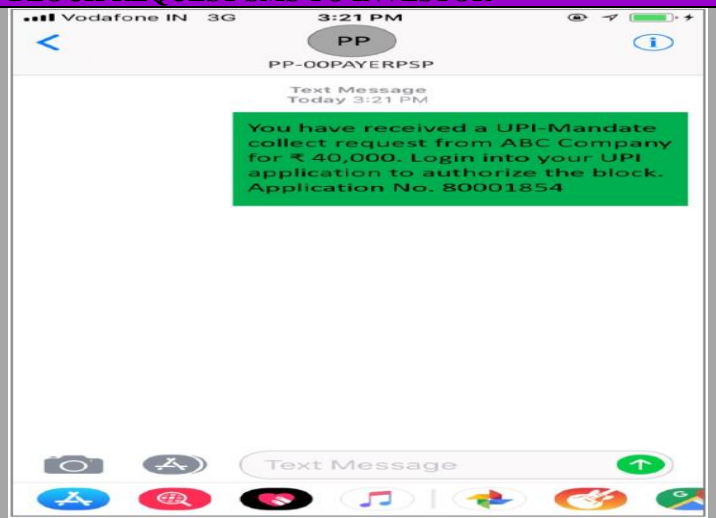
- e.) RIIs submitting their applications through Designated Intermediaries can participate in the Issue through the UPI mechanism, through their UPI ID linked with their bank account.
- f.) Application Amount cannot be paid in cash, cheque, and demand draft, through money order or through postal order.

#### Payment instructions for Applicants (other than Anchor Investors)

- a.) From July 1, 2019 in Phase II, RIIs shall use only Channel I, Channel II and Channel IV (as described below) for making applications in a public issue:

Category of Investor	Channel I	Channel II	Channel III	Channel IV
Retail Individual Investor (RII)	Investor may submit the Application Form with ASBA as the sole mechanism for making payment either physically (at the branch of the SCSB) or online.	Investor may submit the Application Form online using the facility of linked online trading, demat and bank account (3-in-1 type accounts) provided by Registered Brokers.		RIIs may submit the Application Form with any of the Designated Intermediaries and use his/her UPI ID for the purpose of blocking of funds.
Non- Institutional Investor (NII)	For such applications the existing process of uploading the Application and blocking of finds in the RIIs account by the SCSB would continue.		Investor may submit the Application Form with any of the Designated Intermediaries, along with details of his/her ASBA Account for blocking of funds.  For such applications the Designated Intermediary will upload the Application in the stock exchange bidding platform and forward the application form to Designated Branch of the concerned SCSB for blocking of funds.	Not Applicable

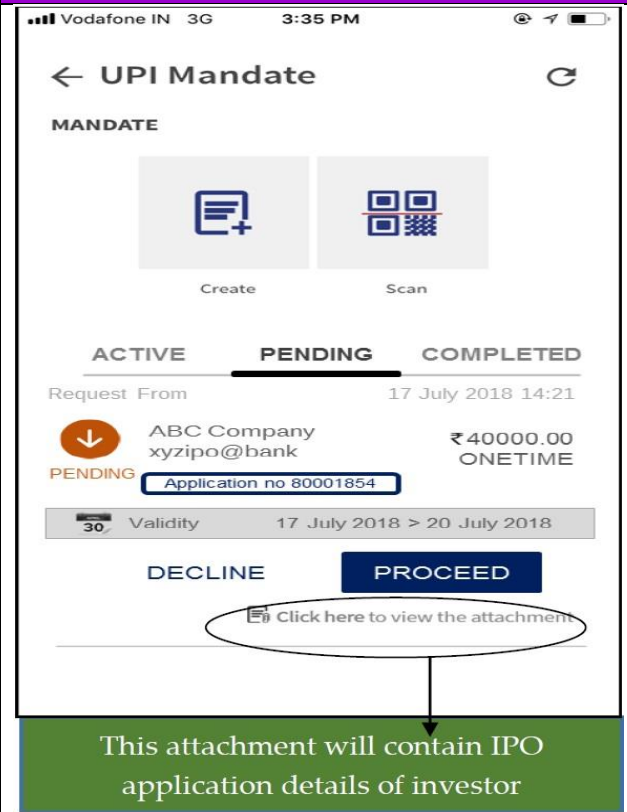
Please see below a graphical illustrative process of the investor receiving and approving the UPI mandate request:

ILLUSTRATIVE SMS	BLOCK REQUEST SMS TO INVESTOR
	

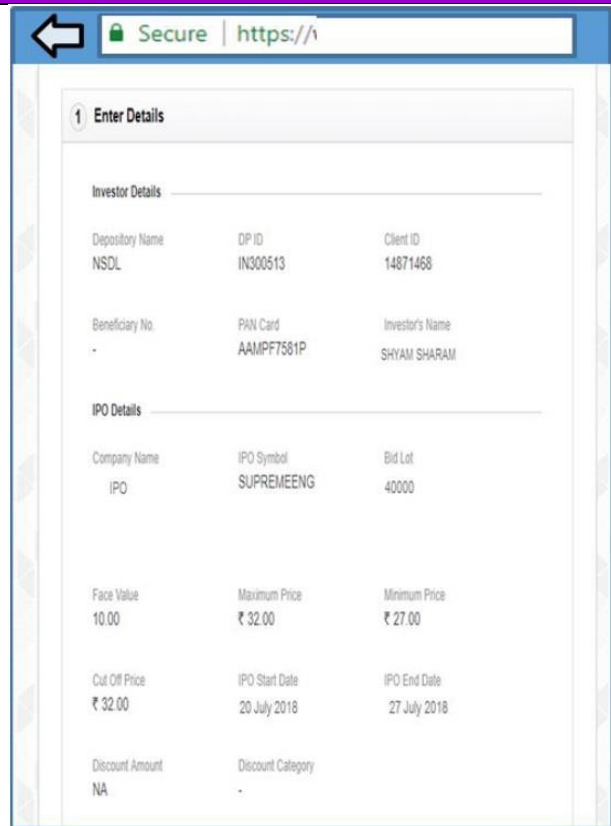
### BLOCK REQUEST INTIMATION THROUGH UPI APPLICATION



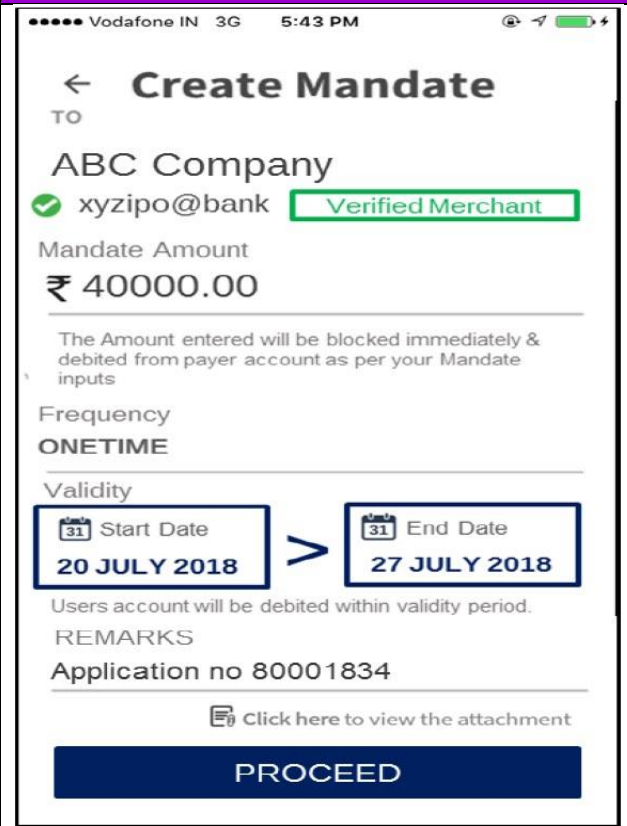
### BLOCK REQUEST SMS TO INVESTOR



### SAMPLE OF IPO DETAILS IN ATTACHMENT



### POST VERIFICATION OF DETAILS ABOVE



**PRE-CONFIRMATION PAGE**

Vodafone IN 3G 3:48 PM

Please check the below details as the amount will be **blocked** for the validity period and will be debited as per the mandate inputs. In case of non-execution of the Mandate, the amount will be unblocked

**Mandate Details**

To  
ABC Company

✓ xyzipo@bank

AMOUNT  
₹ 0000.00

FREQUENCY  
ONETIME

VALIDITY  
20 JULY 2018 to 27 JULY 2018

REMARKS  
Application no 80001854

CANCEL CONFIRM

**ENTERING OF UPI PIN**

Vodafone IN 3G 1:39 AM

CANCEL

STATE BANK OF INDIA

ABC Company ₹ 40000

ENTER UPI PIN

— — — —

1	2	3
4	5	6
7	8	9
✕	0	SUBMIT

**CONFIRMATION PAGE**

Vodafone IN 3G 3:49 PM

**Mandate Approved**

UPI ID: xyzipo@bank  
Amount: Rs 40000.00  
Frequency: ONETIME  
UMN: 5473tsfeh735489jsbyw457isntea59jdkn@upi  
Validity: 20<sup>th</sup> July 2018 to 27<sup>th</sup> July 2018

VIEW DETAILS HOME

**APPROVED MANDATES VISIBLE IN UPI APPLICATION**

Vodafone IN 3G 5:43 PM

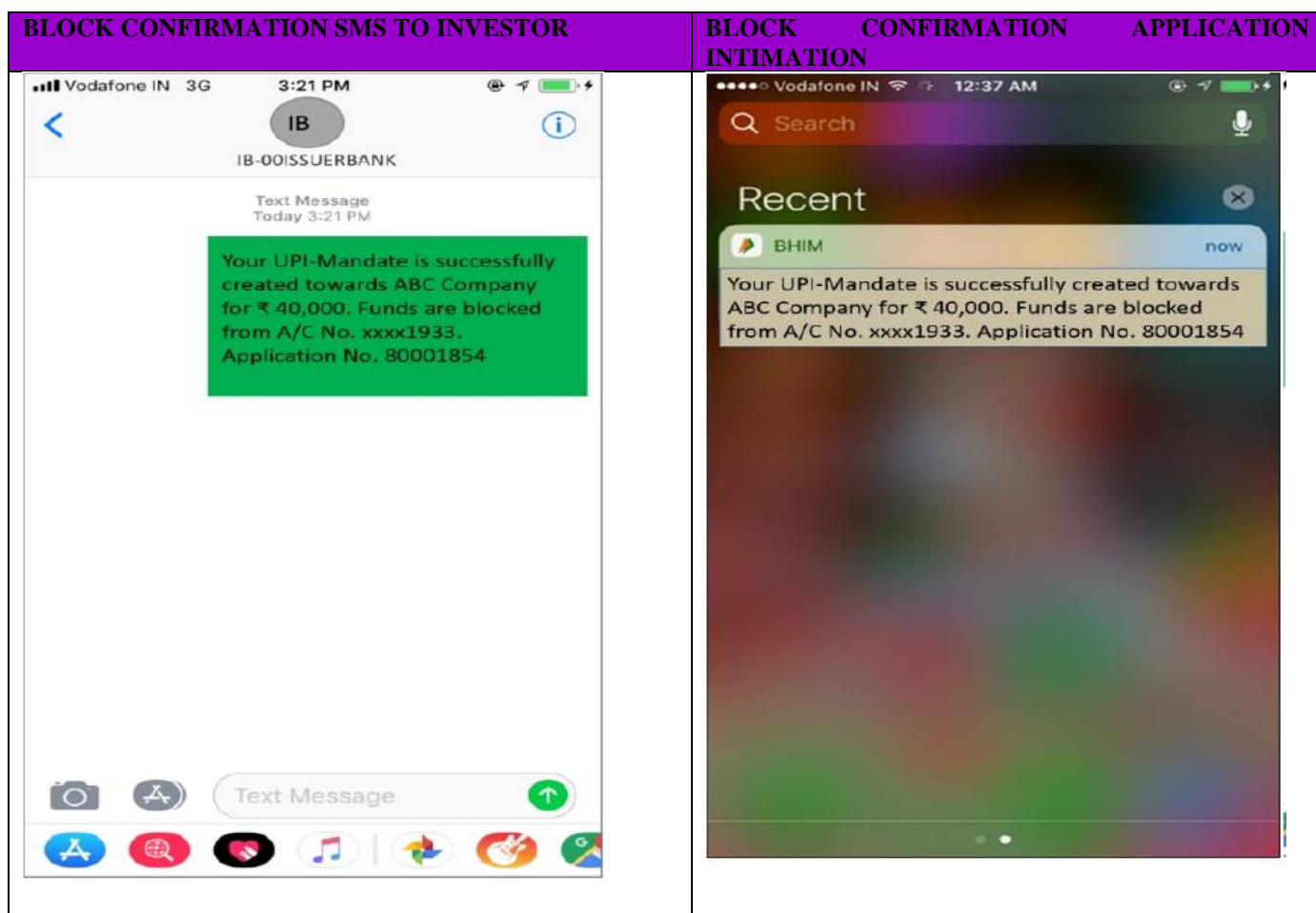
← **Active Mandate**

Received From 18 July 2018 14:21

ABC Company ₹ 40000.00  
xyzipo@bank ONETIME  
ACTIVE Application No 80001834

**MANDATE DETAILS**

START DATE: 20 July 2018  
END DATE: 27 July 2018  
FREQUENCY: One Time  
UMN: 5473tsfeh735489jsbyw457isntea59jdkn@upi  
REMARKS: Application No 80001834



- b.) QIB and NII Applicants may submit the Application Form either;
- i. to SCSB in physical or electronic mode through the internet banking facility offered by an SCSB authorizing blocking of funds that are available in the ASBA account specified in the Application Form, or
  - ii. in physical mode to any Designated Intermediary.
- c.) Applicants must specify the Bank Account number, or the UPI ID, as applicable, in the Application Form. The Application Form submitted by Applicants and which is accompanied by cash, demand draft, cheque, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account, may not be accepted.
- d.) Applicants should note that application made using third party UPI ID or ASBA Bank account are liable to be rejected.
- e.) Applicants shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the ASBA Account.
- f.) Applicants should submit the Application Form only at the Bidding Centers, i.e. to the respective member of the Syndicate at the Specified Locations, the SCSBs, the Registered Broker at the Broker Centers, the RTA at the Designated CRTA Locations or CDP at the Designated CDP Locations.
- g.) **Applicants making application through Designated Intermediaries** other than a SCSB, should note that ASBA Forms submitted to such Designated Intermediary may not be accepted, if the SCSB where the ASBA Account, as specified in the Application Form, is maintained has not named at least one branch at that location for such Designated Intermediary, to deposit ASBA Forms.
- h.) **Applicants making application directly through the SCSBs** should ensure that the Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.

- i.) Upon receipt of the Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form.
- j.) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Application Amount mentioned in the Application Form and for application directly submitted to SCSB by investor, may enter each application details into the electronic bidding system as a separate application.
- k.) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Application on the Stock Exchange platform and such Applications are liable to be rejected.
- l.) Upon submission of a completed Application Form each Applicants (not being a RII who has opted for the UPI payment mechanism and provided a UPI ID with the Application Form) may be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount specified in the Application Form in the ASBA Account maintained with the SCSBs. For details regarding blocking of Application Amount for RIIs who have provided a UPI ID with the Application Form, please refer to graphical illustrative process of the investor receiving and approving the UPI mandate request provided in clause (a).
- m.) The Application Amount may 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 or failure of the Issue, or until withdrawal or rejection of the Application, as the case may be.
- n.) SCSBs making application in the Issue must apply through an Account maintained with any other SCSB; else their Applications are liable to be rejected.

#### **8. FIELD NUMBER 8: UNBLOCKING OF ASBA ACCOUNT**

- a.) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB or the Sponsor Bank, as the case may be, along with instructions to unblock the relevant ASBA Accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Application, (ii) the amount to be transferred from the relevant ASBA Account to the Public Issue Account, for each Application, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, (iv) the amount to be unblocked, if any in case of partial allotments and (v) details of rejected ASBA Application, if any, along with reasons for rejection and details of withdrawn or unsuccessful Application, if any, to enable the SCSBs or the Sponsor Bank, as the case may be, to unblock the respective ASBA Accounts.
- b.) On the basis of instructions from the Registrar to the Issue, the SCSBs or the Sponsor Bank, as the case may be, may transfer the requisite amount against each successful Applicants to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.
- c.) In the event of withdrawal or rejection of the Application Form and for unsuccessful Applications, the Registrar to the Issue may give instructions to the SCSB or to the Sponsor Bank to revoke the mandate and, as the case may be, to unblock the Application Amount in the Relevant Account within four Working Days of the Issue Closing Date.

#### **Additional Payment Instructions for RIIs applying through Designated Intermediaries using the UPI mechanism**

- d.) Before submission of the application form with the Designated Intermediary, an RII shall download the mobile app for UPI and create a UPI ID (xyz@bankname) of not more than 45 characters with its bank and link it to his/ her bank account where the funds equivalent to the application amount is available.
- e.) RIIs shall ensure that the bank, with which it has its bank account, where the funds equivalent to the application amount is available for blocking has been notified as Issuer Banks for UPI. A list of such banks is available at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>
- f.) RIIs shall mention his / her UPI ID along with the application details in the Application Form in capital letters and submit the Application Form to any of the Designated Intermediaries.
- g.) The Designated Intermediary upon receipt of the Application Form will upload the application details along with UPI ID in the stock exchange bidding platform.

- h.) Once the application has been entered into the Stock Exchange bidding platform, the stock exchange will validate the PAN and Demat Account details of the RII with the Depository. The Depository will validate the aforesaid details on a real time basis and send a response to the stock exchange which will be shared by the stock exchange with the Designated Intermediary through its bidding platform, for corrections, if any.
- i.) Once the application details have been validated by the Depository, the stock exchange will, on a continuous basis, electronically share the application details along with the UPI ID of the concerned RII with the Sponsor Bank appointed by the Issuer.
- j.) The Sponsor Bank will validate the UPI ID of the RII before initiating the Mandate request.
- k.) The Sponsor Bank after validating the UPI ID will initiate a UPI Mandate Request for valid UPI ID on the RII which will be electronically received by the RII as an SMS / intimation on his / her mobile number / mobile app associated with the UPI ID linked account. The RII shall ensure that the details of the application are correct by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an RII may be deemed to have verified the attachment containing the application details of the RII in the UPI Mandate Request and have agreed to block the entire application Amount and authorized the Sponsor Bank to block the application Amount mentioned in the Application Form and Subsequent debit in case of allotment.
- l.) Upon successful validation of the block request by the RII, the said information would be electronically received by the RII's bank, where the funds, equivalent to the application amount would get blocked in the ASBA Account of the RII. Intimation regarding confirmation of such blocking of funds in the ASBA Account of the RII would also be received by the RII. Information on the block status request would be shared with the Sponsor Bank which in turn would share it with the stock exchange which in turn would share it with the Registrar in the form of a file for the purpose of reconciliation and display it on the stock exchange bidding platform for the information of the Designated Intermediary.
- m.) RIIs may continue to modify or withdraw the application till the closure of the Issue Period. For each modification of the application, the RII will submit a revised application and will receive a new UPI Mandate Request from the Sponsor Bank to be validated as per the process indicated above.
- n.) RIIs to check the correctness of the details on the mandate received before approving the Mandate Request.
- o.) Post closure of the Issue, the stock exchange will share the application details with the Registrar along with the final file received from the Sponsor Bank containing status of blocked funds or otherwise, along with the ASBA Account details with respect to applications made by RIIs using UPI ID.

**Discount: NOT APPLICABLE**

#### **Additional Payment Instruction for NRIs**

The Non-Resident Indians who intend to block funds through Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians (non-repatriation basis). In the case of applications by NRIs applying on a repatriation basis, payment shall not be accepted out of NRO Account.

#### **9. FIELD NUMBER 9: SIGNATURES AND OTHER AUTHORISATIONS**

- a.) Only the First Applicant is required to sign the Application Form. Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.
- b.) In relation to the Applications, signature has to be correctly affixed in the authorization/undertaking box in the Application Form, or an authorisation has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the application amount mentioned in the Application Form.
- c.) Applicants must note that Application Form without signature of Applicants and /or ASBA Account holder is liable to be rejected.

#### **10. FIELD NUMBER 10: ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

- a.) Applicant should ensure that they receive the acknowledgment duly signed and stamped by Application Collecting Intermediary or SCSB, as applicable, for submission of the Application Form.



- b.) All communications in connection with Application made in the Issue should be addressed as under:
- i. In case of queries related to Allotment, non-receipt of Allotment Advice, credit of allotted equity shares, the Applicant should contact the Registrar to the Issue.
  - ii. In case of ASBA Application submitted to the Designated Branches of the SCSBs, the Applicant should contact the relevant Designated Branch of the SCSB.
  - iii. Applicants may contact the Company Secretary and Compliance Officer or Lead Manager in case of any other complaints in relation to the Issue.
  - iv. In case of queries relating to uploading of Application by a Syndicate Member, the Applicant should contact the relevant Syndicate Member.
  - v. In case of queries relating to uploading of Application by a Registered Broker, the Applicant should contact the relevant Registered Broker
  - vi. In case of Application submitted to the RTA, the Applicant should contact the relevant RTA.
  - vii. In case of Application submitted to the DP, the Applicant should contact the relevant DP.
  - viii. In case of queries relating to uploading of Application through the UPI Mechanism, the Applicant should contact the Sponsor Bank;
- c.) The following details (as applicable) should be quoted while making any queries –
- i. Full name of the sole or First Applicant, Application Form number, Applicants' DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on Application.
  - ii. name and address of the Designated Intermediary, where the Application was submitted; or
  - iii. Applications, ASBA Account number or the UPI ID (for RIIs who make the payment of Application Amount through the UPI mechanism) linked to the ASBA Account where the Application Amount was blocked in which the amount equivalent to the Application Amount was blocked.
  - iv. For further details, Applicants may refer to the Prospectus and the Application Form.

## **B. INSTRUCTIONS FOR FILLING THE REVISION FORM**

- a.) During the Issue Period, any Applicants (other than QIBs and NIIs, who can only revise their Application amount upwards) who has registered his or her interest in the Equity Shares for a particular number of shares is free to revise number of shares applied using revision forms available separately.
- b.) RII may revise / withdraw their Application till closure of the Issue period.
- c.) Revisions can be made only in the desired number of Equity Shares by using the Revision Form.
- d.) The Applicant can make this revision any number of times during the Issue Period. However, for any revision(s) in the Application, the Applicants will have to use the services of the SCSB through which such Applicant had made the original Application. It is clarified that RIIs whose original Application is made using the UPI mechanism, can make revision(s) to their Application using the UPI mechanism only, whereby each time the Sponsor Bank will initiate a new UPI Mandate Request. Applicants are advised to retain copies of the blank Revision Form and the Application(s) must be made only in such Revision Form or copies thereof.

A sample Revision form is reproduced below:



COMMON  
APPLICATION  
REVISION FORM

### XYZ LIMITED - INITIAL PUBLIC ISSUE - R

Registered Office:  
Tel. No.: Fax No.: Email: Website:  
Contact Person: CIN:

FOR RESIDENT INDIANS, INCLUDING  
RESIDENT QIBs, NON INSTITUTIONAL  
INVESTORS, RETAIL INDIVIDUAL  
INVESTORS AND ELIGIBLE NRIs APPLYING  
ON A NON-REPATRIATION BASIS

LOGO

TO,  
THE BOARD OF DIRECTORS  
XYZ LIMITED

**FIXED PRICE SME ISSUE**  
ISIN : XXXXXXX

Application  
Form No.

<b>SYNDICATE MEMBER'S STAMP &amp; CODE</b>	<b>BROKER/SCSB/CDP/RTA STAMP &amp; CODE</b>	<b>1. NAME &amp; CONTACT DETAILS OF SOLE/FIRST APPLICANT</b> Mr. / Ms. Address Tel. No (with STD code) / Mobile	
<b>SUB-BROKER'S / SUB-AGENT'S STAMP &amp; CODE</b>	<b>SCSB BRANCH STAMP &amp; CODE</b>		<b>2. PAN OF SOLE/FIRST APPLICANT</b>
<b>BANK BRANCH SERIAL NO.</b>	<b>SCSB SERIAL NO.</b>		

**PLEASE CHANGE MY APPLICATION**  PHYSICAL

<b>4. FROM (as per last Application or Revision)</b>															
<b>Options</b>	<b>No. of Equity Shares Application (Application must be in multiples of [*] Equity Share)</b> (In Figures)							<b>Price per Equity Share (₹) [+]</b> (In Figures)							<b>"Cut-off"</b> (Please ✓ tick)
	7	6	5	4	3	2	1	4	3	2	1	4	3	2	
Option 1	ORIGINAL APPLICATION							ORIGINAL APPLICATION							
(OR) Option 2															
(OR) Option 3															

<b>5. TO (Revised Application) (Only Retail Individual Investor can apply at "Cut-Off")</b>															
<b>Options</b>	<b>No. of Equity Shares Application (Application must be in multiples of [*] Equity Share)</b> (In Figures)							<b>Price per Equity Share (₹) [+]</b> (In Figures)							<b>"Cut-off"</b> (Please ✓ tick)
	7	6	5	4	3	2	1	4	3	2	1	4	3	2	
Option 1	REVISED APPLICATION							REVISED APPLICATION							
(OR) Option 2															
(OR) Option 3															

<b>6. PAYMENT DETAILS</b>	<b>PAYMENT OPTION : Full Payment</b>
Additional Amount Blocked (₹ in Figures)	(₹ in words)
ASBA Bank A/c No.	
Bank Name & Branch	
OR UPI Id (Maximum 45 characters)	

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS REVISION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE REVISION FORM GIVEN OVERLEAF.

<b>7A. SIGNATURE OF SOLE / FIRST APPLICANT</b>	<b>7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)</b>	<b>SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)</b>
	I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue	
Date: ....., 2019	1) _____ 2) _____ 3) _____	

-----TEAR HERE-----

<b>LOGO</b>	<b>XYZ LIMITED</b> REVISION FORM - INITIAL PUBLIC ISSUE - R	<b>Acknowledgement Slip for</b> SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA	<b>Application</b> Form No.
DPID / CLID			PAN
Additional Amount Blocked (₹ in figures)	ASBA Bank & Branch	Stamp & Signature of SCSB Branch	
ASBA Bank A/c No./UPI Id			
Received from Mr./Ms.			
Telephone / Mobile	Email		

-----TEAR HERE-----

<b>XYZ LIMITED</b> REVISION FORM - INITIAL PUBLIC ISSUE - R	Option 1	Option 2	Option 3	Stamp & Signature of SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA	<b>Name of Sole / First Applicant</b>	
	No. of Equity Shares					
	Issue Price					
	Additional Amount Blocked (₹)					
<b>Acknowledgment Slip for Applicant</b>						
ASBA Bank A/c No. / UPI Id:				<b>Application</b> Form No.		
Bank & Branch:						

Important Note: Application made using third party UPI Id or ASBA Bank A/c are liable to be rejected.



<b>COMMON APPLICATION REVISION FORM</b>	<b>XYZ LIMITED - INITIAL PUBLIC ISSUE - NR</b>	FOR ELIGIBLE NRIs, FIIs/FPIs, FVCI, ETC., APPLYING ON A REPATRIATION BASIS
	Registered Office: Tel. No.:      Fax No.:      Email:      Website: Contact Person:      CIN:	

<b>LOGO</b>	TO, THE BOARD OF DIRECTORS XYZ LIMITED	<b>FIXED PRICE SME ISSUE</b> ISIN : XXXXXXXX	Application Form No. <span style="border: 1px solid black; display: inline-block; width: 100px; height: 20px;"></span>
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<b>SYNDICATE MEMBER'S STAMP &amp; CODE</b>	<b>BROKER/SCSB/CDP/RTA STAMP &amp; CODE</b>	<b>1. NAME &amp; CONTACT DETAILS OF SOLE/FIRST APPLICANT</b> Mr. / Ms. _____ Address _____ Tel. No (with STD code) / Mobile _____
<b>SUB-BROKER'S / SUB-AGENT'S STAMP &amp; CODE</b>	<b>SCSB BRANCH STAMP &amp; CODE</b>	
<b>BANK BRANCH SERIAL NO.</b>	<b>SCSB SERIAL NO.</b>	
		<b>2. PAN OF SOLE/FIRST APPLICANT</b> _____
		<b>3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS</b> NSDL <input type="checkbox"/> CDSL <input type="checkbox"/> For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

PLEASE CHANGE MY APPLICATION  PHYSICAL

4. FROM (as per last Application or Revision)																
Options	No. of Equity Shares Application (Application must be in multiples of [•] Equity Share)							Price per Equity Share (₹) [•]					"Cut-off" (Please tick)			
	(In Figures)							(In Figures)								
Option 1	7	6	5	4	3	2	1	4	3	2	1	4	3	2	1	<input type="checkbox"/>
(OR) Option 2	<del>ORIGINAL APPLICATION</del>															
(OR) Option 3	<del>ORIGINAL APPLICATION</del>															

5. TO (Revised Application) (Only Retail Individual Investor can apply at "Cut-Off")																
Options	No. of Equity Shares Application (Application must be in multiples of [•] Equity Share)							Price per Equity Share (₹) [•]					"Cut-off" (Please tick)			
	(In Figures)							(In Figures)								
Option 1	7	6	5	4	3	2	1	4	3	2	1	4	3	2	1	<input type="checkbox"/>
(OR) Option 2	<del>REVISED APPLICATION</del>															
(OR) Option 3	<del>REVISED APPLICATION</del>															

6. PAYMENT DETAILS										PAYMENT OPTION : Full Payment									
Additional Amount Blocked (₹ in Figures) _____ (₹ in words) _____																			
ASBA Bank A/c No. _____																			
Bank Name & Branch _____																			
OR UPI Id _____ (Maximum 45 characters)																			

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS REVISION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE REVISION FORM GIVEN OVERLEAF.

<b>7A. SIGNATURE OF SOLE / FIRST APPLICANT</b>  Date: _____, 2019	<b>7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(6) (AS PER BANK RECORDS)</b> I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue 1) _____ 2) _____ 3) _____	<b>SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)</b>
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----- TEAR HERE -----

<b>LOGO</b>	<b>XYZ LIMITED</b> REVISION FORM - INITIAL PUBLIC ISSUE - NR	Acknowledgement Slip for SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA	Application Form No. <span style="border: 1px solid black; display: inline-block; width: 100px; height: 20px;"></span>
DPID / CLID _____	ASBA Bank & Branch _____	PAN _____	
Additional Amount Blocked (₹ in figures) _____	ASBA Bank A/c No./UPI Id _____	Stamp & Signature of SCSB Branch	
Received from Mr./Ms. _____	Telephone / Mobile _____	Email _____	

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<b>XYZ LIMITED REVISION FORM - INITIAL PUBLIC ISSUE - NR</b>		Option 1	Option 2	Option 3	Stamp & Signature of SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA	<b>Name of Sole / First Applicant</b>
	No. of Equity Shares					
	Issue Price					
	Additional Amount Blocked (₹)					
ASBA Bank A/c No. / UPI Id: _____						<b>Acknowledgment Slip for Applicant</b>
Bank & Branch: _____						Application Form No. <span style="border: 1px solid black; display: inline-block; width: 100px; height: 20px;"></span>

Important Note: Application made using third party UPI Id or ASBA Bank A/c are liable to be rejected.

## **11. FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST APPLICANT, PAN OF SOLE/FIRST APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE APPLICANT**

Applicants should refer to instructions contained in paragraphs 1, 2 and 3 above under the heading “Instructions for Filling the Application Form”.

## **12. FIELDS 4 AND 5: APPLICATION OPTIONS REVISION ‘FROM’ AND ‘TO’**

- a.) Apart from mentioning the revised number of shares in the Revision Form, the Applicants must also mention the details of shares applied for given in his or her Application Form or earlier Revision Form. For example, if Applicant has applied for [●] equity shares in the Application Form and such applicant is changing number of shares applied for in the Revision Form, the applicant must fill the details of [●] equity shares, in the Revision Form. The members of the Syndicate, the Registered Brokers and the Designated Branches of the SCSBs may not accept incomplete or inaccurate Revision Form.
- b.) In case of revision, applicants’ options should be provided by applicants in the same order as provided in the Application Form.
- c.) In case of revision of Applicants by Retail Individual Investors and Retail Individual Shareholders, such Applicants should ensure that the Application Amount, Subsequent to revision, does not exceed ₹ 200,000. In case the Application Amount exceeds ₹ 200,000 due to revision of the Application or for any other reason, the Application may be considered, subject to eligibility, for allocation under the Non-Institutional Category or if it is at the Cut-off Price, then such Application may be rejected. The Cut-off Price option is given only to the Retail Individual Investors and Retail Individual Shareholders indicating their agreement to apply for and purchase the Equity Shares at the Issue Price.
- d.) In case the total amount (i.e., original Application Amount plus additional payment) exceeds ₹ 200,000, the Application will be considered for allocation under the Non-Institutional Category in terms of the Prospectus. If, however, the RII does not either revise the Application or make additional payment and the Issue Price is higher than the price disclosed in the Prospectus, the number of Equity Shares applied for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the RII and the RII is deemed to have approved such revised application at Cut-off Price.
- e.) In case of a downward revision in the Price, RIIs who have applied at the Cut-off Price could either revise their application or the excess amount paid at the time of application may be unblocked in case of applicants.

## **13. PAYMENT DETAILS**

- a.) All Applicants are required to make payment of the full Application Amount along with the Application Revision Form.
- b.) Applicant may Issue instructions to block the revised amount based on the revised Price in the ASBA Account of the UPI Linked Bank Account, to the same Designated Intermediary through whom such applicant had placed the original application to enable the relevant SCSB to block the additional Application Amount, if any.
- c.) In case the total amount (i.e., original Application Amount plus additional payment) exceeds ₹ 200,000, the Application may be considered for allocation under the Non-Institutional Category in terms of the Prospectus. If, however, the Applicant does not either revise the application or make additional payment and the Price is higher than Issue price disclosed in the Prospectus prior to the revision, the number of Equity Shares applied for may be adjusted downwards for the purpose of Allotment, such that additional amount is required blocked and the applicant is deemed to have approved such revised application at the Cut-off Price.
- d.) In case of a downward revision in the Price, RIIs and Retail Individual Shareholders, who have applied at the Cut-off Price, could either revise their application or the excess amount paid at the time of application may be unblocked.

## **14. FIELD NUMBER 7: SIGNATURES AND ACKNOWLEDGEMENTS**

Applicants may refer to instructions contained at paragraphs 9 above under the heading “Instructions for Filling the Application Form” for this purpose.

### **APPLICANT’S DEPOSITORY ACCOUNT AND BANK DETAILS**

*Please note that, providing bank account details or UPI ID in the space provided in the Application Form is mandatory and applications that do not contain such details are liable to be rejected.*

***Please note that, furnishing the details of depository account is mandatory and applications without depository account shall be treated as incomplete and 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, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code, occupation (hereinafter referred to as 'Demographic Details') or UPI ID (in case of Retail Individual Investors). These Bank Account or UPI ID details would be used for giving refunds to the Applicants. Hence, Applicants are advised to immediately update their Bank Account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at the Applicants' sole risk and neither the Lead Manager nor the Registrar to the Issue or the Escrow Collection Banks or the SCSB nor the Company shall have any responsibility and undertake any liability for the same. Hence, Applicants should carefully fill in their Depository Account details in the Application Form. These Demographic Details would be used for all correspondence with the Applicants including mailing of the CANs / Allocation Advice and printing of Bank particulars on the refund orders or for refunds through electronic transfer of funds, as applicable. 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.

### **PAYMENT BY STOCK INVEST**

In terms of the Reserve Bank of India Circular No. DBOD No. FSC BC 42/ 24.47.00/ 2003-04 dated November 5, 2003; the option to use the stock invest instrument in lieu of cheques or bank drafts for payment of Application money has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

### **OTHER INSTRUCTIONS**

#### **JOINT APPLICATIONS IN THE CASE OF INDIVIDUALS**

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

#### **MULTIPLE APPLICATIONS**

An Applicant should submit only one Application (and not more than one). Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same.

In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

- I. All applications are electronically strung on first name, address (1<sup>st</sup> line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband's name to determine if they are multiple applications
- II. Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.
- III. Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

In cases where there are more than 20 (Twenty) valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of "know your client" norms by the depositories. The Company reserves the right to reject, in its absolute discretion, all or any multiple Applications in any or all categories.

After submitting an ASBA Application or Application through UPI Mechanism either in physical or electronic mode, an Applicant cannot apply (either in physical or electronic mode) to either the same or another Designated Branch of the SCSB. Submission of a second Application in such manner will be deemed a multiple Application and would be rejected.

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.

Duplicate copies of Application Forms downloaded and printed from the website of the Stock Exchange bearing the same application number shall be treated as multiple applications and are liable to be rejected. The Company, in consultation with the Lead Manager reserves the right to reject, in its absolute discretion, all or any multiple applications in any or all categories. In this regard, the procedure which would be followed by the Registrar to the Issue to detect multiple applications is given below:

1. All Applications will be checked for common PAN. For Applicants other than Mutual Funds and FII sub-accounts, Applications bearing the same PAN will be treated as multiple Applications and will be rejected.
2. For Applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Applications on behalf of the Applicants for whom submission of PAN is not mandatory such as the Central or State Government, an official liquidator or receiver appointed by a court and residents of Sikkim, the Application Forms will be checked for common DP ID and Client ID.

#### **PERMANENT ACCOUNT NUMBER OR PAN**

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number (“PAN”) to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 2, 2007. Each of the Applicants should mention his/her PAN allotted under the Income Tax Act, 1961. Applications without the PAN will be considered incomplete and are liable to be rejected. It is to be specifically noted that Applicants should not submit the General Index Registration (“GIR”) number instead of the PAN, as the Application is liable to be rejected on this ground.

**Our Company/ Registrar to the Issue/ Lead Manager can, however, accept the Application(s) in which PAN is wrongly entered into by ASBA SCSB’s in the ASBA system, without any fault on the part of Applicant.**

#### **RIGHT TO REJECT APPLICATIONS**

In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

#### **GROUND FOR REJECTIONS**

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount paid does not tally with the amount payable for the highest value of Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and not firm as such shall be entitled to apply;
- Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Application Form;
- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;
- Applications at a price other than the Fixed Price of the Issue;
- Applications for number of Equity Shares which are not in multiples of [●];
- Category not ticked;
- Multiple Applications as defined in the Prospectus;
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening

- Date advertisement and the Prospectus and as per the instructions in the Prospectus and the Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US persons other than in reliance on Regulations for "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Applications not duly signed;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications by any person that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications or revisions thereof by QIB Applicants, Non Institutional Applicants where the Application Amount is in excess of ₹ 2,00,000, received after 3.00 pm on the Issue Closing Date;
- Applications not containing the details of Bank Account, UPI ID and/or Depositories Account;
- Inadequate funds in the bank account to block the Application Amount specified in the Application Form/Application Form at the time of blocking such Application Amount in the bank account;
- Where no confirmation is received from SCSB for blocking of funds;
- Applications by Applicants not submitted through ASBA process;
- Applications not uploaded on the terminals of the Stock Exchanges;
- Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Application Form;
- ASBA Account number or UPI ID not mentioned or incorrectly mentioned in the Application Form;
- Submission of Application Form(s) using third party ASBA Bank Account;
- Submission of more than one Application Form per UPI ID by RIIs applying through Designated Intermediaries;
- In case of Applications by RIIs (applying through the UPI mechanism), the UPI ID mentioned in the Application Form is linked to a third party bank account;
- The UPI Mandate is not approved by Retail Individual Investor; and
- The original Application is made using the UPI mechanism and revision(s) to the Application is made using ASBA either physically or online through the SCSB, and *vice versa*.

## **EQUITY SHARES IN DEMATERIALIZED FORM WITH NSDL OR CDSL**

To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a. a tripartite agreement dated May 10, 2019 with NSDL, our Company and Registrar to the Issue;
- b. a tripartite agreement dated May 10, 2019 with CDSL, our Company and Registrar to the Issue;

The Company's shares bear an ISIN: INE082101010

- a) An applicant applying for Equity Shares in demat form must have at least one beneficiary account with the Depository Participants of either NSDL or CDSL prior to making the application.
- b) The applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's Identification number) appearing in the Application Form or Revision Form.
- c) Equity Shares allotted to a successful applicant will be credited in electronic form directly to the Applicant's beneficiary account (with the Depository Participant).
- d) Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- e) If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
- f) The Applicant is responsible for the correctness of his or her demographic details given in the Application Form vis-à-vis those with their Depository Participant.
- g) It may be noted that Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange platform where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.

h) The trading of the Equity Shares of our Company would be only in dematerialized form.

## 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 Banker to the Issue where the Application was submitted 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. at below mentioned addresses;**

<p><b>To</b>  <b>Ms. Neha Batra</b>  <b>Aristo Bio-Tech and Lifescience Limited</b>  E-24,25,26, G.I.D.C. MANJUSAR,  Ta. Savli, Vadodara  Gujarat - 391775 India  <b>Tel. No.:</b> +91-2667-264843  <b>E-mail:</b> <a href="mailto:cs@aristobiotech.com">cs@aristobiotech.com</a>  <b>Website:</b> <a href="http://www.aristobiotech.com">www.aristobiotech.com</a></p>	<p><b>To the Registrar to the Issue</b>  <b>LINK INTIME INDIA PRIVATE LIMITED</b>  C-101, 1 Floor, 247 Park, L.B.S. Marg, Vikhroli (West),  Mumbai, Maharashtra, India- 400083  <b>Tel. No.:</b> +91-022-49186200  <b>Fax No.:</b> +91-022-49186191  <b>Email:</b> <a href="mailto:aristobio.ipo@linkintime.co.in">aristobio.ipo@linkintime.co.in</a>  <b>Website:</b> <a href="http://www.linkintime.co.in">www.linkintime.co.in</a>  <b>Investor Grievance Email:</b> <a href="mailto:aristobio.ipo@linkintime.co.in">aristobio.ipo@linkintime.co.in</a>  <b>Contact Person:</b> Shanti Gopalkrishnan  <b>SEBI Registration No.:</b> INR000004058</p>
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## DISPOSAL OF APPLICATIONS AND APPLICATION MONEYS AND INTEREST IN CASE OF DELAY

The Company shall ensure the dispatch of Allotment advice, instructions to SCSBs and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within one working day of the date of Allotment of Equity Shares.

The Company shall make best efforts that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of NSE where the Equity Shares are proposed to be listed are taken within 6 (six) working days of closure of the issue.

## IMPERSONATION

Attention of the applicants is specifically drawn to the provisions of section 38(1) of the Companies Act, 2013 which is reproduced below:

- a) **‘Any person who: makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or**
- b) **makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or**
- c) **Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447 of Companies Act, 2013 and shall be treated as Fraud.**

*Section 447 of the Companies Act, 2013, is reproduced as below:*

*Without prejudice to any liability including repayment of any debt under this Act or any other law for the time being in force, any person who is found to be guilty of fraud involving an amount of at least ten lakh rupees or one per cent. of the turnover of the company, whichever is lower shall be punishable with imprisonment for a term which shall not be less than six months but which may extend to ten years and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to three times the amount involved in the fraud:*

*Provided that where the fraud in question involves public interest, the term of imprisonment shall not be less than three years.*



*Provided further that where the fraud involves an amount less than ten lakh rupees or one per cent. of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to twenty lakh rupees or with both.*

## **BASIS OF ALLOTMENT**

Allotment will be made in consultation with NSE (The Designated 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).
3. For applications where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
  - a) Each successful applicant shall be allotted [●] equity shares; and
  - b) The successful applicants out of the total applicants for that category shall be determined by the drawal of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
4. If the proportionate allotment to an applicant works out to a number that is not a multiple of [●] equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of [●] equity shares.
5. If the Shares allocated 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.
6. 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) (Amendment) 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 Equity Shares applied for;

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

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

Please note that the Allotment to each Retail Individual Investor shall not be less than the minimum application lot, subject to availability of Equity Shares in the Retail portion. The remaining available Equity Shares, if any in Retail portion shall be allotted on a proportionate basis to Retail individual Investor in the manner in this para titled “BASIS OF ALLOTMENT”.

“Retail Individual Investor” means an investor who applies for shares of value of not more than ₹ 2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with the SMEadpro Platform of NSE.

## **BASIS OF ALLOTMENT IN THE EVENT OF UNDER SUBSCRIPTION**

In the event of under subscription in the Issue, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100% of the Issue size as specified in Page no. 46 under chapter titled “General Information” of this Draft Prospectus shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange.

The Executive Director/Managing Director of the SME Platform of NSE – the Designated 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, 2018.

## **UNDERTAKING BY OUR COMPANY**

Our Company undertakes the following:

1. that the complaints received in respect of this Issue shall be attended to by our Company 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 closure of the Issue;
3. that funds required for making refunds/unblocking to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by us;
4. that the instruction for electronic credit of Equity Shares/ refund orders/intimation about the refund to non-resident Indians shall be completed within specified time; and
5. that no further issue of Equity Shares shall be made till the Equity Shares offered through the Prospectus are listed or till the application monies are refunded on account of non-listing, under subscription etc.
6. 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.
7. Adequate arrangements shall be made to collect all Application forms.

## **UTILIZATION OF ISSUE PROCEEDS**

The Board of Directors certifies that:

- 1) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;
- 2) Details of all monies utilized out of the Issue shall be disclosed and continue to be disclosed till any part of the issue proceeds remains unutilized under an appropriate separate head in the Company's balance sheet 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 an appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested;
- 4) Our Company shall comply with the requirements of section SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to section 177 of the Company's Act, 2013 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue respectively;
- 5) Our Company shall not have recourse to utilize 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.

## **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, from time to time, has made policy pronouncements on Foreign Direct Investment ("FDI") through press notes and press releases. The DIPP, has issued consolidated FDI Policy Circular of 2020 ("FDI Policy 2020"), effective from October 15, 2020, which consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2020 will be valid until the DIPP issues an updated circular.

The RBI also issues Master Circular on Foreign Investment in India every year. Presently, FDI in India is being governed by Master Circular on Foreign Investment dated July 01, 2015 as updated from time to time by RBI and Master Direction –Foreign Investment In India (updated upto March 08, 2019). In terms of the Master Circular, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Circular and Master Direction. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including filing of Form FC-GPR.

In case of investment in sectors through Government Route, approval from competent authority as mentioned in Chapter 4 of the FDI Policy 2020 has to be obtained.

The transfer of shares between an Indian resident to a non-resident does not require the prior approval of the RBI, subject to fulfilment of certain conditions as specified by DIPP / RBI, from time to time.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of our Company. Investors will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

### **Investment conditions/restrictions for overseas entities**

Under the current FDI Policy 2020 and amendments from time to time thereupon, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FPI, NRI/OCI, LLPs, FVCI, Investment Vehicles and DRs under Schedule 1, 2, 3, 6, 7, 8, 9, 10 and 11 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations, 2017 as amended from time to time. 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 recognized stock exchange in India by Non- Resident Indian (NRI) or Overseas Citizen of India (OCI) on repatriation basis is allowed subject to certain conditions under Schedule 3 of the FEMA (Transfer or Issue of security by a person resident outside India) Regulations, 2017 as amended from time to time. 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, schedule 4 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations – 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.**

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 Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

### SECTION XIII - MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

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.

Sr. 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.	Table F Applicable.
<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.	Act
	(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.	Articles
	(c) "Auditors" means and includes those persons appointed as such for the time being of the Company.	Auditors
	(d) "Capital" means the share capital for the time being raised or authorized to be raised for the purpose of the Company.	Capital
	(e) *"The Company" shall mean ARISTO BIO-TECH AND LIFESCIENCE LIMITED	
	(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.	Executor or Administrator
	(g) "Legal Representative" means a person who in law represents the estate of a deceased Member.	Legal Representative
	(h) Words importing the masculine gender also include the feminine gender.	Gender
	(i) "In Writing" and "Written" includes printing lithography and other modes of representing or reproducing words in a visible form.	In Writing and Written
	(j) The marginal notes hereto shall not affect the construction thereof.	Marginal notes
	(k) "Meeting" or "General Meeting" means a meeting of members.	Meeting or General Meeting
	(l) "Month" means a calendar month.	Month
	(m) "Annual General Meeting" means a General Meeting of the Members held in accordance with the provision of section 96 of the Act.	Annual General Meeting
	(n) "Extra-Ordinary General Meeting" means an Extraordinary General Meeting of the Members duly called and constituted and any adjourned holding thereof.	Extra-Ordinary General Meeting
	(o) "National Holiday" means and includes a day declared as National Holiday by the Central Government.	National Holiday
	(p) "Non-retiring Directors" means a director not subject to retirement by rotation.	Non-retiring Directors
	(q) "Office" means the registered Office for the time being of the Company.	Office
	(r) "Ordinary Resolution" and "Special Resolution" shall have the meanings assigned thereto by Section 114 of the Act.	Ordinary and Special Resolution
	(s) "Person" shall be deemed to include corporations and firms as well as individuals.	Person
	(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.	Proxy

Sr. No	Particulars	
	(u) "The Register of Members" means the Register of Members to be kept pursuant to Section 88(1) (a) of the Act.	Register of Members
	(v) "Seal" means the common seal for the time being of the Company.	Seal
	(w) Words importing the Singular number include where the context admits or requires the plural number and vice versa.	Singular number
	(x) "The Statutes" means the Companies Act, 2013 and every other Act for the time being in force affecting the Company.	Statutes
	(y) "These presents" means the Memorandum of Association and the Articles of Association as originally framed or as altered from time to time.	These presents
	(z) "Variation" shall include abrogation; and "vary" shall include abrogate.	Variation
	(aa) "Year" means the calendar year and "Financial Year" shall have the meaning assigned thereto by Section 2(41) of the Act.	Year and Financial Year
	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.	Expressions in the Act to bear the same meaning in Articles
<b>CAPITAL</b>		
3.	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.	Authorized Capital.
4.	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.	Increase of capital by the Company how carried into effect
5.	Except so far as otherwise provided by the conditions of issue or by these Presents, any capital raised by the creation of new Shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and instalments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.	New Capital same as existing capital
6.	The Board shall have the power to issue a part of authorized capital by way of non-voting Shares at price(s) premia, dividends, eligibility, volume, quantum, proportion and other terms and conditions as they deem fit, subject however to provisions of law, rules, regulations, notifications and enforceable guidelines for the time being in force.	Non-Voting Shares
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.	Redeemable Preference Shares
8.	The holder of Preference Shares shall have a right to vote only on Resolutions, which directly affect the rights attached to his Preference Shares.	Voting rights of preference shares
9.	On the issue of redeemable preference shares under the provisions of Article 7 hereof, the following provisions shall take effect: (a) No such Shares shall be redeemed except out of profits of which would otherwise be available for dividend or out of proceeds of a fresh issue of shares made for the purpose of the redemption; (b) No such Shares shall be redeemed unless they are fully paid; (c) Subject to section 55(2)(d)(i) the premium, if any payable on redemption shall have been provided for out of the profits of the Company or out of the Company's security premium account, before the Shares are redeemed; (d) Where any such Shares are redeemed otherwise then out of the proceeds of a fresh issue, there shall out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the Capital Redemption Reserve Account", a sum equal to the nominal amount of the Shares redeemed, and the provisions of the Act relating to the reduction of the share capital of the Company	Provisions to apply on issue of Redeemable Preference Shares

Sr. No	Particulars	
	<p>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</p> <p>(e) Subject to the provisions of Section 55 of the Act, the redemption of preference shares hereunder may be effected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf, in such manner as the Directors may think fit. The reduction of Preference Shares under the provisions by the Company shall not be taken as reducing the amount of its Authorized Share Capital</p>	
10.	<p>The Company may (subject to the provisions of sections 52, 55, 66, both inclusive, and other applicable provisions, if any, of the Act) from time to time by Special Resolution reduce</p> <p>(a) the share capital;</p> <p>(b) any capital redemption reserve account; or</p> <p>(c) any security premium account</p> <p>In any manner for the time being, authorized by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power the Company would have, if it were omitted.</p>	Reduction of capital
11.	<p>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.</p>	Debentures
12.	<p>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.</p>	Issue of Sweat Equity Shares
13.	<p>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.</p>	ESOP
14.	<p>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.</p>	Buy Back of shares
15.	<p>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.</p>	Consolidation, Sub-Division And Cancellation
16.	<p>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.</p>	Issue of Depository Receipts
17.	<p>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.</p>	Issue of Securities
<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>	Modification of rights

Sr. No	Particulars	
	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.	
	(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.	New Issue of Shares not to affect rights attached to existing shares of that class.
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 shares.	Shares at the disposal of the Directors.
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.	Power to issue shares on preferential basis.
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 subdivided. Every forfeited or surrendered share shall continue to bear the number by which the same was originally distinguished.	Shares should be Numbered progressively and no share to be subdivided.
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.	Acceptance of Shares.
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.	Directors may allot shares as full paid-up
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.	Deposit and call etc. to be a debt payable immediately.
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.	Liability of Members.
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.	Registration of Shares.
	<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	Share Certificates.



Sr. No	Particulars	
	<p>name, or if the Directors so approve (upon paying such fee as provided in the relevant laws) to several certificates, each for one or more of such shares and the company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application for registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe or approve, provided that in respect of a share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one of several joint holders shall be sufficient delivery to all such holder. Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in cases of issues against letter of acceptance or of renunciation or in cases of issue of bonus shares. Every such certificate shall be issued under the seal of the Company, which shall be affixed in the presence of two Directors or persons acting on behalf of the Directors under a duly registered power of attorney and the Secretary or some other person appointed by the Board for the purpose and two Directors or their attorneys and the Secretary or other person shall sign the share certificate, provided that if the composition of the Board permits of it, at least one of the aforesaid two Directors shall be a person other than a Managing or whole-time Director. Particulars of every share certificate issued shall be entered in the Register of Members against the name of the person, to whom it has been issued, indicating the date of issue.</p> <p>(b) Any two or more joint allottees of shares shall, for the purpose of this Article, be treated as a single member, and the certificate of any shares which may be the subject of joint ownership, may be delivered to anyone of such joint owners on behalf of all of them. For any further certificate the Board shall be entitled, but shall not be bound, to prescribe a charge not exceeding Rupees Fifty. The 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>	
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.</p> <p>Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956, or any other Act, or rules applicable in this behalf.</p> <p>The provisions of this Article shall mutatis mutandis apply to debentures of the Company.</p>	Issue of new certificates in place of those defaced, lost or destroyed.
30.	<p>(a) If any share stands in the names of two or more persons, the person first named in the Register shall as regard receipts of dividends or bonus or service of notices and all or any other matter connected with the Company except voting at meetings, and the transfer of the shares, be deemed sole holder thereof but the joint-holders of a share shall be severally as well as jointly liable for the payment of all calls and other payments due in respect of such share and for all incidentals thereof according to the Company's regulations.</p>	The first named joint holder deemed Sole holder.

Sr. No	Particulars	
	(b) The Company shall not be bound to register more than three persons as the joint holders of any share.	Maximum number of joint holders.
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.	Company not bound to recognise any interest in share other than that of registered holders.
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.	Installment on shares to be duly paid.
<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.	Commission
34.	The Company may pay on any issue of shares and debentures such brokerage as may be reasonable and lawful.	Brokerage
<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.	Directors may make calls
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.	Notice of Calls
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.	Calls to date from resolution.
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 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.	Calls on uniform basis.
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.	Directors may extend time.
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.	Calls to carry interest.
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.	Sums deemed to be calls.

Sr. No	Particulars	
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 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.	Proof on trial of suit for money due on shares.
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.	Judgment, decree, partial payment motto proceed for forfeiture.
44.	<p>(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.</p> <p>(b) No Member paying any such sum in advance shall be entitled to voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable. The provisions of this Article shall mutatis mutandis apply to calls on debentures issued by the Company.</p>	Payments in Anticipation of calls may carry interest
<b>LIEN</b>		
45.	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.	Company to have Lien on shares.
46.	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.	As to enforcing lien by sale.

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47.	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.	Application of proceeds of sale.
<b>FORFEITURE AND SURRENDER OF SHARES</b>		
48.	If any Member fails to pay the whole or any part of any call or installment or any moneys due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same, the Directors may, at any time thereafter, during such time as the call or installment or any part thereof or other moneys as aforesaid remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such Member or on the person (if any) entitled to the shares by transmission, requiring him to pay such call or installment of such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all reasonable expenses (legal or otherwise) that may have been accrued by the Company by reason of such non-payment. Provided that no such shares shall be forfeited if any moneys shall remain unpaid in respect of any call or installment or any part thereof as aforesaid by reason of the delay occasioned in payment due to the necessity of complying with the provisions contained in the relevant exchange control laws or other applicable laws of India, for the time being in force.	If call or installment not paid, notice may be given.
49.	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.	Terms of notice.
50.	If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given, may at any time thereafter but before payment of all calls or installments, interest and expenses, due in respect thereof, be forfeited by resolution of the Board to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited share and not actually paid before the forfeiture.	On default of payment, shares to be forfeited.
51.	When any shares have been forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof shall forthwith be made in the Register of Members.	Notice of forfeiture to a Member
52.	Any shares so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted, or otherwise disposed of, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board in their absolute discretion shall think fit.	Forfeited shares to be property of the Company and may be sold etc.
53.	Any Member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, on demand all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon from the time of the forfeiture until payment, at such rate as the Board may determine and the Board may enforce the payment of the whole or a portion thereof as if it were a new call made at the date of the forfeiture, but shall not be under any obligation to do so.	Members still liable to pay money owing at time of forfeiture and interest.
54.	The forfeiture shares shall involve extinction at the time of the forfeiture, of all interest in all claims and demand against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.	Effect of forfeiture.
55.	A declaration in writing that the declarant is a Director or Secretary of the Company and that shares in the Company have been duly forfeited in accordance with these articles on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares.	Evidence of Forfeiture.
56.	The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposition thereof and the person to whom such share is sold, re-allotted or disposed of may be registered as the holder of the share and he shall not be bound to see to the application of the consideration: if any, nor shall his title to the share be affected	Title of purchaser and allottee of Forfeited shares.

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	by any irregularly or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the shares.	
57.	Upon any sale, re-allotment or other disposal under the provisions of the preceding Article, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a duplicate certificate or certificates in respect of the said shares to the person or persons entitled thereto.	Cancellation of share certificate in respect of forfeited shares.
58.	In the meantime and until any share so forfeited shall be sold, re-allotted, or otherwise dealt with as aforesaid, the forfeiture thereof may, at the discretion and by a resolution of the Directors, be remitted as a matter of grace and favour, and not as was owing thereon to the Company at the time of forfeiture being declared with interest for the same unto the time of the actual payment thereof if the Directors shall think fit to receive the same, or on any other terms which the Director may deem reasonable.	Forfeiture may be remitted.
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.	Validity of sale
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.	Surrender of shares.
<b>TRANSFER AND TRANSMISSION OF SHARES</b>		
61.	(a) The instrument of transfer of any share in or debenture of the Company shall be executed by or on behalf of both the transferor and transferee. (b) The transferor shall be deemed to remain a holder of the share or debenture until the name of the transferee is entered in the Register of Members or Register of Debenture holders in respect thereof.	Execution of the instrument of shares.
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. The instrument of transfer shall be in a common form approved by the Exchange;	Transfer Form.
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.	Transfer not to be registered except on production of instrument of transfer.
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;	Directors may refuse to register transfer.
65.	If the Company refuses to register the transfer of any share or transmission of any right therein, the Company shall within one month from the date on which the instrument of transfer or intimation of transmission was lodged with the Company, send notice of refusal	Notice of refusal to be given to transferor and transferee.

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	to the transferee and transferor or to the person giving intimation of the transmission, as the case may be, and there upon the provisions of Section 56 of the Act or any statutory modification thereof for the time being in force shall apply.	
66.	No fee shall be charged for registration of transfer, transmission, Probate, Succession Certificate and letter of administration, Certificate of Death or Marriage, Power of Attorney or similar other document with the Company.	No fee on transfer.
67.	The Board of Directors shall have power on giving not less than seven days previous notice in accordance with section 91 and rules made thereunder close the Register of Members and/or the Register of debentures holders and/or other security holders at such time or times and for such period or periods, not exceeding thirty days at a time, and not exceeding in the aggregate forty five days at a time, and not exceeding in the aggregate forty five days in each year as it may seem expedient to the Board.	Closure of Register of Members or debentureholder or other security holders..
68.	The instrument of transfer shall after registration be retained by the Company and shall remain in its custody. All instruments of transfer which the Directors may decline to register shall on demand be returned to the persons depositing the same. The Directors may cause to be destroyed all the transfer deeds with the Company after such period as they may determine.	Custody of transfer Deeds.
69.	Where an application of transfer relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.	Application for transfer of partly paid shares.
70.	For this purpose the notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post/speed post/ courier to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.	Notice to transferee.
71.	<p>(a) On the death of a Member, the survivor or survivors, where the Member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only person recognized by the Company as having any title to his interest in the shares.</p> <p>(b) Before 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. Provided nevertheless that in any case where the Board in its absolute discretion thinks fit, it shall be lawful for the Board to dispense with the production of Probate or letter of Administration or such other legal representation upon such terms as to indemnity or otherwise, as the Board in its absolute discretion, may consider adequate</p> <p>(c) Nothing in clause (a) above shall release the estate of the deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.</p>	Recognition of legal representative.
72.	The Executors or Administrators of a deceased Member or holders of a Succession Certificate or the Legal Representatives in respect of the Shares of a deceased Member (not being one of two or more joint holders) shall be the only persons recognized by the Company as having any title to the Shares registered in the name of such Members, and the Company shall not be bound to recognize such Executors or Administrators or holders of Succession Certificate or the Legal Representative unless such Executors or Administrators or Legal Representative shall have first obtained Probate or Letters of Administration or Succession Certificate as the case may be from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks fit, the Board upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register Shares standing in the name of a deceased Member, as a Member. However, provisions of this Article are subject to Sections 72of the Companies Act.	Titles of Shares of deceased Member
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.	Notice of application when to be given
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	Registration of persons entitled to

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	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'.	share otherwise than by transfer. (transmission clause).
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.	Refusal to register nominee.
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.	Board may require evidence of transmission.
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.	Company not liable for disregard of a notice prohibiting registration of transfer.
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.	Form of transfer Outside India.
79.	No transfer shall be made to any minor, insolvent or person of unsound mind.	No transfer to insolvent etc.
<b>NOMINATION</b>		
80.	<ul style="list-style-type: none"> <li>i) Notwithstanding anything contained in the articles, every holder of securities of the Company may, at any time, nominate a person in whom his/her securities shall vest in the event of his/her death and the provisions of Section 72 of the Companies Act, 2013 shall apply in respect of such nomination.</li> <li>ii) No person shall be recognized by the Company as a nominee unless an intimation of the appointment of the said person as nominee has been given to the Company during the lifetime of the holder(s) of the securities of the Company in the manner specified under Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014</li> <li>iii) The Company shall not be in any way responsible for transferring the securities consequent upon such nomination.</li> <li>iv) If the holder(s) of the securities survive(s) nominee, then the nomination made by the holder(s) shall be of no effect and shall automatically stand revoked.</li> </ul>	Nomination
81.	<p>A nominee, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either-</p> <ul style="list-style-type: none"> <li>(i) to be registered himself as holder of the security, as the case may be; or</li> <li>(ii) to make such transfer of the security, as the case may be, as the deceased security holder, could have made;</li> <li>(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</li> </ul>	Transmission of Securities by nominee

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	<p>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>DEMATERIALISATION 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.	Dematerialisation of Securities
<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.	Joint Holders
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.	Joint and several liabilities for all payments in respect of shares.
	(b) on the death of any such joint holders the survivor or survivors shall be the only person recognized by the Company as having any title to the share but the Board may require such evidence of death as it may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability of shares held by them jointly with any other person;	Title of survivors.
	(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	Receipts of one sufficient.
	(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.	Delivery of certificate and giving of notices to first named holders.
<b>SHARE WARRANTS</b>		
85.	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.	Power to issue share warrants
86.	<p>(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.</p> <p>(b) Not more than one person shall be recognized as depositor of the Share warrant.</p> <p>(c) The Company shall, on two day's written notice, return the deposited share warrant to the depositor.</p>	Deposit of share warrants
87.	<p>(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.</p> <p>(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</p>	Privileges and disabilities of the holders of share warrant



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	holder of the Share included in the warrant, and he shall be a Member of the Company.	
88.	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.	Issue of new share warrant coupons
<b>CONVERSION OF SHARES INTO STOCK</b>		
89.	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.	Conversion of shares into stock or reconversion.
90.	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.	Transfer of stock.
91.	The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, participation in profits, voting at meetings of the Company, and other matters, as if they hold the shares for which the stock arose but no such privilege or advantage shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.	Rights of stock holders.
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.	Regulations.
<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.	Power to borrow.
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.	Issue of discount etc. or with special privileges.
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.	Securing payment or repayment of Moneys borrowed.
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.	Bonds, Debentures etc. to be under the control of the Directors.
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	Mortgage of uncalled Capital.

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	calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.	
98.	Subject to the provisions of the Act and these Articles if the Directors or any of them or any other person shall incur or be about to incur any liability whether as principal or surety for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.	Indemnity may be given.
<b>MEETINGS OF MEMBERS</b>		
99.	All the General Meetings of the Company other than Annual General Meetings shall be called Extra-ordinary General Meetings.	Distinction between AGM & EGM.
100.	(a) The Directors may, whenever they think fit, convene an Extra-Ordinary General Meeting and they shall on requisition of requisition of Members made in compliance with Section 100 of the Act, forthwith proceed to convene Extra-Ordinary General Meeting of the members	Extra-Ordinary General Meeting by Board and by requisition
	(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.	When a Director or any two Members may call an Extra Ordinary General Meeting
101.	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.	Meeting not to transact business not mentioned in notice.
102.	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.	Chairman of General Meeting
103.	No business, except the election of a Chairman, shall be discussed at any General Meeting whilst the Chair is vacant.	Business confined to election of Chairman whilst chair is vacant.
104.	a) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. c) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. d) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.	Chairman with consent may adjourn meeting.
105.	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.	Chairman's casting vote.
106.	Any poll duly demanded on the election of Chairman of the meeting or any question of adjournment shall be taken at the meeting forthwith.	In what case poll taken without adjournment.
107.	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.	Demand for poll not to prevent transaction of other business.
<b>VOTES OF MEMBERS</b>		
108.	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	Members in arrears not to vote.

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	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.	
109.	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.	Number of votes each member entitled.
110.	On a poll taken at a meeting of the Company a member entitled to more than one vote or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.	Casting of votes by a member entitled to more than one vote.
111.	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, or a minor may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.	Vote of member of unsound mind and of minor
112.	Notwithstanding anything contained in the provisions of the Companies Act, 2013, and the Rules made there under, the Company may, and in the case of resolutions relating to such business as may be prescribed by such authorities from time to time, declare to be conducted only by postal ballot, shall, get any such business/ resolutions passed by means of postal ballot, instead of transacting the business in the General Meeting of the Company.	Postal Ballot
113.	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.	E-Voting
114.	<p>a) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. If more than one of the said persons remain present than the senior shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint holders shall be entitled to be present at the meeting. Several executors or administrators of a deceased Member in whose name share stands shall for the purpose of these Articles be deemed joints holders thereof.</p> <p>b) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.</p>	Votes of joint members.
115.	Votes may be given either personally or by attorney or by proxy or in case of a company, by a representative duly Authorised as mentioned in Articles	Votes may be given by proxy or by representative
116.	A body corporate (whether a company within the meaning of the Act or not) may, if it is member or creditor of the Company (including being a holder of debentures) authorise such person by resolution of its Board of Directors, as it thinks fit, in accordance with the provisions of Section 113 of the Act to act as its representative at any Meeting of the members or creditors of the Company or debentures holders of the Company. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate as if it were an individual member, creditor or holder of debentures of the Company.	Representation of a body corporate.
117.	(a) A member paying the whole or a part of the amount remaining unpaid on any share held by him although no part of that amount has been called up, shall not be entitled to any voting rights in respect of the moneys paid until the same would, but for this payment, become presently payable.	Members paying money in advance.
	(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.	Members not prohibited if share not held for any specified period.
118.	Any person entitled under Article 73 (transmission clause) to transfer any share may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least forty-eight hours before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote he	Votes in respect of shares of deceased or insolvent members.

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	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.	
119.	No Member shall be entitled to vote on a show of hands unless such member is present personally or by attorney or is a body Corporate present by a representative duly Authorised under the provisions of the Act in which case such members, attorney or representative may vote on a show of hands as if he were a Member of the Company. In the case of a Body Corporate the production at the meeting of a copy of such resolution duly signed by a Director or Secretary of such Body Corporate and 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.	No votes by proxy on show of hands.
120.	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.	Appointment of a Proxy.
121.	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.	Form of proxy.
122.	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.	Validity of votes given by proxy notwithstanding death of a member.
123.	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.	Time for objections to votes.
124.	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.	Chairperson of the Meeting to be the judge of validity of any vote.
<b>DIRECTORS</b>		
125.	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	Number of Directors
126.	A Director of the Company shall not be bound to hold any Qualification Shares in the Company.	Qualification shares.
127.	<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>	Nominee Directors.
128.	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	Appointment of alternate Director.

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	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.	
129.	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint any other person to be an Additional Director. Any such Additional Director shall hold office only upto the date of the next Annual General Meeting.	Additional Director
130.	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint a Director, if the office of any director appointed by the company in general meeting is vacated before his term of office expires in the normal course, who shall hold office only upto the date upto which the Director in whose place he is appointed would have held office if it had not been vacated by him.	Directors power to fill casual vacancies.
131.	Until otherwise determined by the Company in General Meeting, each Director other than the Managing/Whole-time Director (unless otherwise specifically provided for) shall be entitled to sitting fees not exceeding a sum prescribed in the Act (as may be amended from time to time) for attending meetings of the Board or Committees thereof.	Sitting Fees.
132.	The Board of Directors may subject to the limitations provided in the Act allow and pay to any Director who attends a meeting at a place other than his usual place of residence for the purpose of attending a meeting, such sum as the Board may consider fair, compensation for travelling, hotel and other incidental expenses properly incurred by him, in addition to his fee for attending such meeting as above specified.	Travelling expenses Incurred by Director on Company's business.
<b>PROCEEDING OF THE BOARD OF DIRECTORS</b>		
133.	(a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings as it thinks fit. (b) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.	Meetings of Directors.
134.	a) The Directors may from time to time elect from among their members a Chairperson of the Board and determine the period for which he is to hold office. If at any meeting of the Board, the Chairman is not present within 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.	Chairperson
135.	Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and in the case of an equality of votes, the Chairman will have a second or casting vote.	Questions at Board meeting how decided.
136.	The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.	Continuing directors may act notwithstanding any vacancy in the Board
137.	Subject to the provisions of the Act, the Board may delegate any of their powers to a Committee consisting of such member or members of its body as it thinks fit, and it may from time to time revoke and discharge any such committee either wholly or in part and either as to person, or purposes, but every Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.	Directors may appoint committee.
138.	The Meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.	Committee Meetings how to be governed.
139.	a) A committee may elect a Chairperson of its meetings.	Chairperson of Committee Meetings

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	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.	
140.	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 Chairperson shall have a second or casting vote.	Meetings of the Committee
141.	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.	Acts of Board or Committee shall be valid notwithstanding defect in appointment.
<b>RETIREMENT AND ROTATION OF DIRECTORS</b>		
142.	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.	Power to fill casual vacancy
<b>POWERS OF THE BOARD</b>		
143.	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.	Powers of the Board
144.	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	Certain powers of the Board
	(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.	To acquire any property, rights etc.
	(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.	To take on Lease.
	(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.	To erect & construct.
	(4) At their discretion and subject to the provisions of the Act, the Directors may pay property rights or privileges acquired by, or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company, and any such share may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.	To pay for property.
	(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	To insure properties of the Company.

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	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.	
(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.	To open Bank accounts.
(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.	To secure contracts by way of mortgage.
(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.	To accept surrender of shares.
(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.	To appoint trustees for the Company.
(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.	To conduct legal proceedings.
(11)	To act on behalf of the Company in all matters relating to bankruptcy insolvency.	Bankruptcy & Insolvency
(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.	To issue receipts & give discharge.
(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.	To invest and deal with money of the Company.
(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;	To give Security by way of indemnity.
(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.	To determine signing powers.
(16)	To give to any Director, Officer, or other persons employed by the Company, a commission on the profits of any particular business or transaction, or a share in the general profits of the company; and such commission or share of profits shall be treated as part of the working expenses of the Company.	Commission or share in profits.
(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.	Bonus etc. to employees.
(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	Transfer to Reserve Funds.

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	<p>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.</p>	
(19)	<p>To appoint, and at their discretion remove or suspend such general manager, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisers, research workers, labourers, clerks, agents and servants, for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties and to fix their salaries or emoluments or remuneration and to require security in such instances and for such amounts they may think fit and also from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit and the provisions contained in the next following clauses shall be without prejudice to the general powers conferred by this clause.</p>	<p>To appoint and remove officers and other employees.</p>
(20)	<p>At any time and from time to time by power of attorney under the seal of the Company, to appoint any person or persons to be the Attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in their limits authorised by the Board the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit, and such appointments may (if the Board think fit) be made in favour of the members or any of the members of any local Board established as aforesaid or in favour of any Company, or the shareholders, directors, nominees or manager of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such powers of attorney may contain such powers for the protection or convenience for dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegated Attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them.</p>	<p>To appoint Attorneys.</p>
(21)	<p>Subject to Sections 188 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.</p>	<p>To enter into contracts.</p>
(22)	<p>From time to time to make, vary and repeal rules for the regulations of the business of the Company its Officers and employees.</p>	<p>To make rules.</p>
(23)	<p>To effect, make and enter into on behalf of the Company all transactions, agreements and other contracts within the scope of the business of the Company.</p>	<p>To effect contracts etc.</p>
(24)	<p>To apply for, promote and obtain any act, charter, privilege, concession, license, authorization, if any, Government, State or municipality, provisional order or license of any authority for enabling the Company to carry any of this objects into effect, or for extending and any of the powers of the Company or for effecting any modification of the Company's constitution, or for any other purpose, which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.</p>	<p>To apply &amp; obtain concessions licenses etc.</p>



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	(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.	To pay commissions or interest.
	(26) To redeem preference shares.	To redeem preference shares.
	(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.	To assist charitable or benevolent institutions.
	(28) To pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company. (29) To pay and charge to the capital account of the Company any commission or interest lawfully payable thereon under the provisions of Sections 40 of the Act.	
	(30) To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwelling or chawls, or by grants of moneys, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing, to provide other associations, institutions, funds or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit and subject to the provision of Section 181 of the Act, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or object which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of the public and general utility or otherwise.	
	(31) To purchase or otherwise acquire or obtain license for the use of and to sell, exchange or grant license for the use of any trade mark, patent, invention or technical know-how. (32) To sell from time to time any Articles, materials, machinery, plants, stores and other Articles and thing belonging to the Company as the Board may think proper and to manufacture, prepare and sell waste and by-products. (33) From time to time to extend the business and undertaking of the Company by adding, altering or enlarging all or any of the buildings, factories, workshops, premises, plant and machinery, for the time being the property of or in the possession of the Company, or by erecting new or additional buildings, and to expend such sum of money for the purpose aforesaid or any of them as they be thought necessary or expedient. (34) To undertake on behalf of the Company any payment of rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company and to purchase the reversion or reversions, and otherwise to acquire on free hold sample of all or any of the lands of the Company for the time being held under lease or for an estate less than freehold estate. (35) To improve, manage, develop, exchange, lease, sell, resell and re-purchase, dispose 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. (36) To let, sell or otherwise dispose of subject to the provisions of Section 180 of the Act and of the other Articles any property of the Company, either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as it thinks fit and to accept payment in satisfaction for the same in cash or otherwise as it thinks fit. (37) Generally subject to the provisions of the Act and these Articles, to delegate the powers/authorities and discretions vested in the Directors to any person(s), firm, company or fluctuating body of persons as aforesaid. (38) To comply with the requirements of any local law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with.	
	<b>MANAGING AND WHOLE-TIME DIRECTORS</b>	

Sr. No	Particulars	
145.	<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>	Powers to appoint Managing/ Wholetime Directors.
146.	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.	Remuneration of Managing or Wholetime Director.
147.	<p>(1) Subject to control, direction and supervision of the Board of Directors, the day-today 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 Wholetime Director or Wholetime Directors of the Company and may exercise all the powers referred to in these Articles.</p> <p>(4) The Managing Director shall be entitled to sub-delegate (with the sanction of the Directors where necessary) all or any of the powers, authorities and discretions for the time being vested in him in particular from time to time by the appointment of any attorney or attorneys for the management and transaction of the affairs of the Company in any specified locality in such manner as they may think fit.</p> <p>(5) Notwithstanding anything contained in these Articles, the Managing Director is expressly allowed generally to work for and contract with the Company and especially to do the work of Managing Director and also to do any work for the Company upon such terms and conditions and for such remuneration (subject to the provisions of the Act) as may from time to time be agreed between him and the Directors of the Company.</p>	Powers and duties of Managing Director or Whole-time Director.
	<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 thinks 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</p>	Board to appoint Chief Executive Officer/ Manager/ Company Secretary/ Chief Financial Officer

Sr. No	Particulars	
	both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.	
	<b>THE SEAL</b>	
<b>149.</b>	(a) The Board shall provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal 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. (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.	The seal, its custody and use.
<b>150.</b>	The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.	Deeds how executed.
	<b>Dividend and Reserves</b>	
<b>151.</b>	(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. (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. (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.	Division of profits.
<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.	The company in General Meeting may declare Dividends.
<b>153.</b>	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, thinks fit. b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.	Transfer to reserves
<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.	Interim Dividend.
<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.	Debts may be deducted.
<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.	Capital paid up in advance not to earn dividend.
<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.	Dividends in proportion to amount paid-up.
<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	Retention of dividends until

Sr. No	Particulars	
	Article is entitled to transfer, until such person becomes a member, in respect of such shares or shall duly transfer the same.	completion of transfer under 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.	No Member to receive dividend whilst indebted to the company and the Company's right of reimbursement thereof.
160.	A transfer of shares does not pass the right to any dividend declared thereon before the registration of the transfer.	Effect of transfer of shares.
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.	Dividend to joint holders.
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>	Dividends how remitted.
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.	Notice of dividend.
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.	No interest on Dividends.
<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>(4) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.</p>	Capitalization.
166.	<p>(1) Whenever such a resolution as aforesaid shall have been passed, the Board shall —</p> <p>(a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid shares, if any, and</p> <p>(b) generally to do all acts and things required to give effect thereto.</p> <p>(2) The Board shall have full power -</p>	Fractional Certificates.

Sr. No	Particulars	
	<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>(4) That for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any questions or difficulties that may arise in regard to any issue including distribution of new equity shares and fractional certificates as they think fit.</p>	
167.	<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>	Inspection of Minutes Books of General Meetings.
168.	<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>	Inspection of Accounts
<b>FOREIGN REGISTER</b>		
169.	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.	Foreign Register.
<b>DOCUMENTS AND SERVICE OF NOTICES</b>		
170.	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.	Signing of documents & notices to be served or given.
171.	Save as otherwise expressly provided in the Act, a document or proceeding requiring authentication by the company may be signed by a Director, the Manager, or Secretary or other Authorised Officer of the Company and need not be under the Common Seal of the Company.	Authentication of documents and proceedings.
<b>WINDING UP</b>		
172.	<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>	

Sr. No	Particulars	
<b>INDEMNITY</b>		
173.	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.	Directors' and others right to indemnity.
174.	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.	Not responsible for acts of others
<b>SECURITY</b>		
175.	(a) Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the company shall, if so required by the Directors, before entering upon his duties, sign a declaration pleading himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matter which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents contained.	Secrecy
	(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.	Access to property information etc.

## **SECTION XV – 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 Draft Prospectus, delivered to the Registrar of Companies, for registration. Copies of the above mentioned contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office between 10 a.m. and 5 p.m. on all Working Days from the date of this Prospectus until the Issue Closing Date.

#### **Material Contracts**

1. Memorandum of Understanding dated April 12, 2022 between our Company Lead Manager to the Issue.
2. Agreement dated April 07, 2022 executed between our Company and the Registrar to the Issue (Link Intime India Private Limited)
3. Market Making Agreement dated [●] between our Company, Lead Manager and Market Maker.
4. Banker to the Issue Agreement dated [●] among our Company, Lead Manager, Banker to the Issue and the Registrar to the Issue.
5. Underwriting Agreement dated [●] between our Company, Lead Manager and Underwriters.
6. Tripartite Agreement dated May 10, 2019 among CDSL, the Company and the Registrar to the Issue.
7. Tripartite Agreement dated May 10, 2019 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 March 17, 2005 issued by the Registrar of Companies, Maharashtra, Mumbai.
3. Fresh Certificate of Incorporation dated May 05, 2020 issued by the Registrar of Companies, Mumbai consequent upon Conversion of the Company to Public Company.
4. Certificate of Registration of Regional Director order for Change of State from Maharashtra to Gujarat dated November 18, 2021 issued by Registrar of Companies, Ahmedabad.
5. Copy of the Board Resolution dated March 11, 2022 authorizing the Issue and other related matters.
6. Copy of Shareholder's Resolution dated April 06, 2022 authorizing the Issue and other related matters.
7. Copies of Audited Financial Statements of our Company for the stub period ended on October 31, 2021 and for years ended March 31, 2021, 2020 & 2019.
8. Peer Review Auditors Report dated April 04, 2022 on Restated Financial Statements of our Company for the stub period ended on October 31, 2021 and for years ended March 31, 2021, 2020 & 2019.
9. Copy of the Statement of Tax Benefits dated April 04, 2022 from the Statutory Auditor.
10. Consents of the Lead Manager, Legal Advisor to the Issue, Registrar to the Issue, Market Maker, Underwriter, Banker to our Company, Banker to the Issue, Sponsor Bank, Statutory Auditor of the Company, Peer Review Auditor, Promoters of our Company, Directors of our Company, Company Secretary and Compliance Officer, Chief Financial Officer, as referred to, in their respective capacities.
11. Board Resolution dated April 14, 2022 for approval of Draft Prospectus, dated [●] for approval of Prospectus
12. Due Diligence Certificate from Lead Manager dated April 14, 2022 filed with NSE and dated [●] filed with SEBI.
13. Approval from NSE vide letter dated [●] to use the name of NSE in the Prospectus for listing of Equity Shares on the NSE Emerge.

Any of the contracts or documents mentioned in the Draft Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, with the consent of shareholder's subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

## DECLARATION

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/ regulations issued by Securities and Exchange Board of India established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with while issuing the Draft Prospectus. No statement made in the Draft Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, each as amended from time to time or the rules made there under or regulations and guidelines issued, as the case may be. We further certify that all the statements made in the Draft Prospectus are true and correct.

### **SIGNED BY THE DIRECTOR OF OUR COMPANY:**

\_\_\_\_\_  
**Mr. Narendra Singh Barhat**  
*Chairman and Managing Director*  
DIN: 00310306

\_\_\_\_\_  
**Mrs Kusum Narendra Singh Barhat**  
*Executive Director*  
DIN: 00310065

\_\_\_\_\_  
**Mrs. Ketankumar Harkantbhai Joshi**  
*Whole Time Director*  
DIN: 02089127

\_\_\_\_\_  
**Mr. Dipakkumar Harkant Joshi**  
*Non-Executive Director*  
DIN: 08549339

\_\_\_\_\_  
**Mr. Laxman Singh Rathore**  
*Non-Executive Director*  
DIN: 0821855

\_\_\_\_\_  
**Mr. Raghavender Mateti**  
*Independent Director*  
DIN:06826653

\_\_\_\_\_  
**Ms. Rashmi Kamlesh Otavani**  
*Independent Director*  
DIN: 06976600

\_\_\_\_\_  
**Mr. Parag Sureshbhai Sumaria**  
*Independent Director*  
DIN: 08440965

### **SIGNED BY THE CHIEF FINANCIAL OFFICER AND COMPANY SECRETARY AND COMPLIANCE OFFICER OF OUR COMPANY: -**

\_\_\_\_\_  
**Mr. Ketankumar Harkantbhai Joshi**  
*Chief Financial Officer*

\_\_\_\_\_  
**Mrs. Neha Batra**  
*Company Secretary and Compliance Officer*

**Date – April 14, 2022**

**Place – Vadodara, Gujarat**