

# HI-GREEN CARBON LIMITED

Corporate Identity Numbers: U45100GJ2011PLC066917

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	TELEPHONE AND EMAIL	WEBSITE
G-557, Lodbhika Industrial Estate, Metoda G.I.D.C. Gate No. 3, Metoda, Lodbhika Rajkot-360021, Gujarat, India	-	Mr. Sagar Dhirubhai Siyani	Tel No: +91 92275 74010 Email Id: <a href="mailto:compliance@higreencarbon.com">compliance@higreencarbon.com</a>	<a href="http://www.higreencarbon.com">www.higreencarbon.com</a>
<b>PROMOTERS OF OUR COMPANY: M/S RNG FINLEASE PRIVATE LIMITED, MR. AMITKUMAR HASMUKHRAI BHALODI, DR. SHAILESHKUMAR VALLABHDAS MAKADIA, MRS. KRUPA CHETANKUMAR DETHARIYA, MRS. RADHIKA AMITKUMAR BHALODI, MRS. SHRIYAKUMARI SHAILESHKUMAR MAKADIA AND MR. KOOSH CHETANBHAI DETHARIYA</b>				
<b>DETAILS OF THE OFFER</b>				
TYPE	FRESH ISSUE SIZE (IN ₹ LAKHS)	OFFER FOR SALE SIZE (BY NO. OF SHARES OR BY AMOUNT ₹ IN LAKHS)	TOTAL OFFER SIZE	ELIGIBILITY
Fresh Issue & Offer for Sale	5990000 Equity Shares aggregating to ₹ 4,492.50 Lakhs	1050000 Equity Shares aggregating to ₹ 787.50 Lakhs	7040000 Equity Shares aggregating to ₹ 5,280.00 Lakhs	THIS OFFER IS BEING MADE IN TERMS OF CHAPTER IX OF THE SEBI (ICDR) REGULATIONS, 2018 AS AMENDED.
<b>DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDER AND THEIR AVERAGE COST OF ACQUISITION</b>				
Name of Promoter Selling Shareholder	Type	Number of Equity Shares Offered/Amount (₹ in Lakhs)	Weighted Average Cost of Acquisition (In ₹ per Equity Shares)*#	
M/S RNG Finlease Private Limited	Promoter Selling Shareholder	1050000 Equity Shares aggregating to ₹ 787.50 Lakhs	₹ 9.80	
*Calculated on a fully diluted basis. # As certified by the Independent Chartered Accountant, by way of their certificate dated June 17, 2023.				
<b>RISK IN RELATION TO THE FIRST OFFER</b>				
The face value of the Equity Shares is ₹ 10/- each. The Floor Price, the Cap Price and the Offer Price to be determined by our Company in consultation with the BRLM on the basis of the assessment of market demand for our Equity Shares by way of the Book Building Process, as disclosed in "Basis for Offer Price" on page 91 or in case where, Price Band is not disclosed otherwise, will be advertised in two national daily newspapers (one each in English and in Hindi) with wide circulation and one daily Gujarati regional newspaper with wide circulation at least two working days prior to the Bid / Offer Opening Date, 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.				
<b>GENERAL RISKS</b>				
Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Prospectus. Specific attention of the investors is invited to section titled "Risk Factors" appearing on 26 of this Prospectus.				
<b>ISSUER'S AND PROMOTER SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY</b>				
Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this 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 Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. Further, each of the Promoter Selling Shareholders, severally and not jointly, accepts responsibility for and confirms only the statements specifically made by it in this Prospectus solely in relation to itself and its respective portion of the Offered Shares and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. Further, each Promoter Selling Shareholder, severally and not jointly, does not assume responsibility for any other statement, including without limitation, any and all statements made by or relating to our Company or its business or any other Promoter Selling Shareholder or any other person(s), in this Prospectus.				
<b>LISTING</b>				
The Equity Shares offered through 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 this Offer, the Designated Stock Exchange will be the National Stock Exchange of India Limited ("NSE").				
<b>BOOK RUNNING LEAD MANAGER TO THE OFFER</b>				
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 4918 5784		
<b>REGISTRAR TO THE OFFER</b>				
NAME AND LOGO	CONTACT PERSON	EMAIL & TELEPHONE		
 <b>LINK INTIME INDIA PRIVATE LIMITED</b>	Shanti Gopalkrishnan	Email: <a href="mailto:higreencarbon.ipo@linkintime.co.in">higreencarbon.ipo@linkintime.co.in</a> Tel. No: +91 810 811 4949		
<b>BID/OFFER PERIOD</b>				
<b>BID/ OFFER OPENED FOR ANCHOR INVESTORS: WEDNESDAY, SEPTEMBER 20, 2023</b>				
<b>BID/OFFER OPENED ON: THURSDAY, SEPTEMBER 21, 2023</b>			<b>BID/OFFER CLOSED ON: MONDAY, SEPTEMBER 25, 2023</b>	



# HI-GREEN CARBON LIMITED

Corporate Identity Numbers: U45100GJ2011PLC066917

Our Company was originally incorporated as "Shantol Green Hydrocarbons (India) Private Limited" as a private limited company under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated August 29, 2011, issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Subsequently, the name of our company was changed from "Shantol Green Hydrocarbons (India) Private Limited" to "Shantol Green Energy (India) Private Limited", pursuant to a special resolution passed by our Shareholders in the Extra-Ordinary General Meeting held on October 31, 2011, vide Certificate of Incorporation dated November 04, 2011, issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Later on, the name of our company was changed from "Shantol Green Energy (India) Private Limited" to "Shantol Green (India) Private Limited", pursuant to a special resolution passed by our Shareholders in the Extra-Ordinary General Meeting held on February 28, 2017, vide Certificate of Incorporation dated March 15, 2017 issued by the Registrar of Companies, Ahmedabad. Thereafter, the name of our company was changed from "Shantol Green (India) Private Limited" to "Hi-Green Carbon Private Limited", pursuant to a special resolution passed by our Shareholders in the Annual General Meeting held on September 12, 2022, vide Certificate of Incorporation dated September 21, 2022 issued by the Registrar of Companies, Ahmedabad. Further, our company was converted from a private limited company to public limited company, pursuant to a special resolution passed by our Shareholders in the Extra-Ordinary General Meeting held on February 14, 2023 and consequently, the name of our Company was changed to "Hi-Green Carbon Limited" and a fresh certificate of incorporation dated March 21, 2023 was issued to our Company by the Registrar of Companies, Ahmedabad. The Corporate Identification Number of our Company is U45100GJ2011PLC066917.

Registered Office: G-557, Lodhika Industrial Estate, Metoda G.I.D.C. Gate No. 3, Metoda, Lodhika Rajkot- 36002, Gujarat, India

Website: [www.higreencarbon.com](http://www.higreencarbon.com); E-Mail: [compliance@higreencarbon.com](mailto:compliance@higreencarbon.com); Telephone No: +91 92275 74010

Company Secretary and Compliance Officer: Mr. Sagar Dhruvhai Siyani

**PROMOTERS OF OUR COMPANY: M/S RNG FINLEASE PRIVATE LIMITED, MR. AMITKUMAR HASMUKHRAI BHALODI, DR. SHAILESHKUMAR VALLABHDAS MAKADIA, MRS. KRUPA CHETANKUMAR DETHARIYA, MRS. RADHIKA AMITKUMAR BHALODI, MRS. SHRIYAKUMARI SHAILESHKUMAR MAKADIA AND MR. KOOSH CHETANBHAI DETHARIYA**

## THE OFFER

INITIAL PUBLIC OFFER OF 7040000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH OF HI-GREEN CARBON LIMITED ("HGCL" OR THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ 75/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ 65/- PER EQUITY SHARE (THE "OFFER PRICE") AGGREGATING TO ₹ 5,280.00 LAKHS (THE "OFFER") COMPRISING OF A FRESH ISSUE 5990000 EQUITY SHARES AGGREGATING TO ₹ 4,492.50/- LAKHS (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF 1050000 EQUITY SHARES BY PROMOTER SELLING SHAREHOLDER- M/S RNG FINLEASE PRIVATE LIMITED AGGREGATING TO ₹ 787.50/- LAKHS ("OFFER FOR SALE"), OF WHICH 420800 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH FOR CASH AT A PRICE OF ₹ 75/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ 65/- PER EQUITY SHARE AGGREGATING TO ₹ 315.60 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE OFFER (THE "MARKET MAKER RESERVATION PORTION"). THE OFFER LESS THE MARKET MAKER RESERVATION PORTION I.E. NET OFFER OF 6619200 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AT A PRICE OF ₹ 75/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ 65/- PER EQUITY SHARE AGGREGATING TO ₹ 4,964.40 LAKHS IS HEREIN AFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER WILL CONSTITUTE 28.17% AND 26.49%, RESPECTIVELY, OF THE POST OFFER PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10/- EACH.

THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY AND THE PROMOTER SELLING SHAREHOLDER IN CONSULTATION WITH THE BRLM ADVERTISED IN ALL EDITION OF ENGLISH NEWSPAPER (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER) AND ALL EDITION OF HINDI NEWSPAPER (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER) AND REGIONAL LANGUAGE NEWSPAPER, EACH WITH WIDE CIRCULATION (GUJARATI REGIONAL LANGUAGE OF RAJKOT WHERE OUR REGISTERED OFFICE IS LOCATED). AT LEAST TWO WORKING DAYS PRIOR TO THE OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE") FOR THE PURPOSE OF UPLOADING ON THEIR WEBSITE.

FOR FURTHER DETAILS KINDLY REFER TO CHAPTER TITLED "TERMS OF THE OFFER" BEGINNING ON PAGE 197 OF THIS PROSPECTUS.

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

This Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 229 of the SEBI ICDR Regulations and in compliance with Regulation 253 of the SEBI ICDR Regulations, wherein not more than 50.00% of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Portion"). Further, 5.00% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5.00% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15.00% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35.00% of the Net Offer shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. All Bidders are required to participate in the Offer by mandatorily utilizing the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective ASBA Account (as defined hereinafter) in which the corresponding Bid Amounts will be blocked by the Self Certified Syndicate Banks ("SCSBs") or under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. For details, see "Offer Procedure" on page 207.

All potential investors shall participate in the Offer through an Application Supported by Blocked Amount ("ASBA") process including through UPI mode (as applicable) by providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to "Offer Procedure" on page 207 of this Prospectus. A copy of Prospectus will be delivered to the Registrar of Companies for filing in accordance with Section 32 of the Companies Act, 2013.

## RISK IN RELATION TO THE FIRST OFFER

This being the first public Offer of Equity Shares, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 10 each. The Floor Price, the Cap Price and the Offer Price 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 nor regarding the price at which the Equity Shares will be traded after listing.

## GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Offer 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 Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer including the risks involved. The Equity Shares offered in the Offer have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" beginning on page 26 of this Prospectus.

## COMPANY'S AND PROMOTER SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

The Issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this 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 Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Further, each of the Promoter Selling Shareholder, severally and not jointly, accepts responsibility for and confirms only the statements specifically made by it in this Prospectus solely in relation to itself and its respective portion of the Offered Shares and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. Further, each Promoter Selling Shareholder, severally and not jointly, does not assume responsibility for any other statements, including without limitation, any and all statements made by or relating to our Company or its business or any other Promoter Selling Shareholder(s) or any other person(s), in this Prospectus.

## LISTING

The Equity Shares offered through 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 August 24, 2023 from National Stock Exchange of India Limited ("NSE") for using its name in Offer document for listing our shares on the EMERGE Platform of National Stock Exchange of India Limited ("NSE EMERGE"). For this Offer, the designated Stock Exchange is the National Stock Exchange of India Limited ("NSE").

## BOOK RUNNING LEAD MANAGER

## REGISTRAR TO THE OFFER



BEELINE CAPITAL ADVISORS PRIVATE LIMITED

SEBI Registration Number: INM000012917

Address: B 1311-1314 Thirteenth Floor Ship Corporate Park, Rajpath Rangoli Road Thalje Ahmedabad Gujarat 380054 India.

Telephone Number: +91 79 4918 5784

Email Id: [mb@beelinemb.com](mailto:mb@beelinemb.com)

Investors Grievance Id: [ig@beelinemb.com](mailto:ig@beelinemb.com)

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

Contact Person: Mr. Nikhil Shah

CIN: U67190GJ2020PTC114322

LINK INTIME INDIA PRIVATE LIMITED

SEBI Registration Number: INR000004058

Address: C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai, Maharashtra, India – 400 083.

Tel. Number: +91 810 811 4949; Fax: +91 22 4918 6195

Email Id: [higreencarbon ipo@linkintime.co.in](mailto:higreencarbon ipo@linkintime.co.in)

Investors Grievance Id: [higreencarbon ipo@linkintime.co.in](mailto:higreencarbon ipo@linkintime.co.in)

Website: [www.linkintime.co.in](http://www.linkintime.co.in)

Contact Person: Shanti Goapalkrishnan

CIN: U67190MH1999PTC118368

## BID/OFFER PERIOD

BID/ OFFER OPENED FOR ANCHOR INVESTORS: WEDNESDAY, SEPTEMBER 20, 2023

BID/OFFER OPENED ON: THURSDAY, SEPTEMBER 21, 2023

BID/OFFER CLOSED ON: MONDAY, SEPTEMBER 25, 2023

## TABLE OF CONTENTS

<b>SECTION I – DEFINATIONS AND ABBREVIATIONS.....</b>	<b>2</b>
GENERAL AND COMPANY RELATED TERMS .....	2
OFFER RELATED TERMS .....	3
TECHNICAL AND INDUSTRY RELATED TERMS .....	10
CONVENTIONAL AND GENERAL TERMS / ABBREVIATIONS .....	10
PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA .....	14
FORWARD – LOOKING STATEMENTS.....	16
<b>SECTION II – SUMMARY OF PROSPECTUS .....</b>	<b>18</b>
<b>SECTION III – RISK FACTORS .....</b>	<b>26</b>
<b>SECTION IV – INTRODUCTION .....</b>	<b>39</b>
THE OFFER .....	39
SUMMARY OF FINANCIAL INFORMATION.....	41
<b>SECTION V - GENERAL INFORMATION .....</b>	<b>45</b>
<b>SECTION VI - CAPITAL STRUCTURE .....</b>	<b>55</b>
<b>SECTION VII – PARTICULARS OF THE OFFER.....</b>	<b>77</b>
OBJECTS OF THE OFFER .....	77
BASIS FOR OFFER PRICE.....	91
STATEMENT OF SPECIAL TAX BENEFITS .....	98
<b>SECTION VIII – ABOUT THE COMPANY.....</b>	<b>101</b>
INDUSTRY OVERVIEW .....	101
BUSINESS OVERVIEW .....	111
HISTORY AND CORPORATE STRUCTURE .....	126
KEY INDUSTRY REGULATIONS .....	132
OUR MANAGEMENT .....	137
OUR PROMOTERS AND PROMOTER GROUP.....	149
DIVIDEND POLICY.....	160
<b>SECTION IX – FINANCIAL STATEMENTS .....</b>	<b>161</b>
RESTATEMENT FINANCIAL INFORMATION .....	161
OTHER FINANCIAL INFORMATION .....	162
MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS .....	163
CAPITALISATION STATEMENT .....	171
<b>SECTION X – LEGAL AND OTHER INFORMATION .....</b>	<b>172</b>
OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS.....	172
GOVERNMENT APPROVALS .....	177
<b>SECTION XI – INFORMATION WITH RESPECT TO GROUP COMPANIES / ENTITIES .....</b>	<b>180</b>
<b>SECTION – XII – OTHER REGULATORY AND STATUTORY DISCLOSURES.....</b>	<b>185</b>
<b>SECTION XIII – OFFER RELATED INFORMATION.....</b>	<b>197</b>
TERMS OF OFFER.....	197
OFFER STRUCTURE.....	204
OFFER PROCEDURE .....	207
RESTRICTION ON FOREIGN OWNERSHIP OF INDIAN SECURITIES .....	233
DESCRIPTION OF EQUITY SHARES RELATED TERMS OF THE ARTICALS OF ASSOCIATION .....	235
<b>SECTION XIV – OTHER INFORMATION .....</b>	<b>290</b>
MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION.....	290
DECLARATION .....	292

## SECTION I – DEFINITIONS AND ABBREVIATIONS

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

### GENERAL AND COMPANY RELATED TERMS

Term	Description
“Hi-Green Carbon”, “our Company”, “we”, “us”, “our”, “the Company”, “the Issuer Company” or “the Issuer”	Hi-Green Carbon Limited, a public limited company, registered under the Companies Act, 1956 and having its registered office at G-557, Lodhika Industrial Estate, Metoda G.I.D.C. Gate No. 3, Metoda, Lodhika Rajkot- 360021, Gujarat, India
Our Promoters	M/S RNG Finlease Private Limited, Mr. Amitkumar Hasmukhrai Bhalodi, Dr. Shaileshkumar Vallabhdas Makadia, Mrs. Krupa Chetankumar Dethariya, Mrs. Radhika Amitkumar Bhalodi, Mrs. Shriyakumari Shaileshkumar Makadia, Mr. Koosh Chetankumar Dethariya
Promoter’s Group	Companies, individuals and entities (other than companies) as defined under Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018 which is provided in the chapter titled “ <i>Our Promoters and Promoter’s Group</i> ”.

### COMPANY RELATED TERMS

Term	Description
Articles / Articles of Association/AOA	Articles of Association of our Company.
Audit Committee	The Audit Committee of the Board of Directors constituted in accordance with Section 177 of the Companies Act, 2013. For details refer section titled “ <i>Our Management</i> ” on page 137 of this Prospectus.
Auditor of our Company / Joint Statutory Auditor	The Statutory Auditors of our Company, being J C Ranpura & Co., Chartered Accountants as mentioned in the section titled “ <i>General Information</i> ” beginning on page 45 of this Prospectus.
Bankers to the Company	Central Bank of India
Board of Directors / Board/BOD	The Board of Directors of Hi-Green Carbon Limited unless otherwise specified.
Companies Act	The Companies Act, 2013 as amended from time to time.
CIN	Corporate Identification Number of our Company i.e., U45100GJ2011PLC066917.
MD	The Managing Director of our company, being Mr. Amitkumar Hasmukhrai Bhalodi
Chief Financial Officer (CFO)	The Chief Financial officer of our Company, being Mr. Amitkumar Hasmukhrai Bhalodi
Company Secretary and Compliance Officer (CS)	The Company Secretary and Compliance Officer of our Company, being Mr. Sagar Dhirubhai Siyani
Depositories Act	The Depositories Act, 1996, as amended from time to time
DIN	Director Identification Number
Equity Shares	Equity Shares of our Company of Face Value of ₹ 10/- each unless otherwise specified in the context thereof
Equity Shareholders	Persons/ Entities holding Equity Shares of Our Company
ED	Executive Director
Group Companies	Group Companies as defined under Regulation 2(1)(t) of the SEBI (ICDR) Regulations, 2018, “Group companies shall include such companies (other than our Promoters and Subsidiary) with which there were related party transactions as disclosed in the Restated Financial Information as covered under the applicable accounting standards, and as disclosed in “ <i>Information with respect to Group Companies/Entities</i> ” on page 180 of this Prospectus.

Term	Description
Independent Director	A non-executive & Independent Director as per the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
Indian GAAP	Generally Accepted Accounting Principles in India
ISIN	INE0PIC01017
Key Managerial Personnel / Key Managerial Employees	The officer vested with executive power and the officers at the level immediately below the Board of Directors as described in the section titled “Our Management” on page 137 of this Prospectus.
Materiality Policy	The policy on identification of group companies, material creditors and material litigation, adopted by our Board on March 27, 2023 in accordance with the requirements of the SEBI ICDR Regulations.
MD	Managing Director
MOA/ Memorandum / Memorandum of Association	Memorandum of Association of our Company as amended from time to time
Non-Residents	A person resident outside India, as defined under FEMA
Nomination and Remuneration Committee	The Nomination and Remuneration Committee of our Board of Directors constituted in accordance with Companies Act, 2013. For details refer section titled “Our Management” on page 137 of this Prospectus.
Non-Executive Director	A Director not being an Executive Director or an Independent Director.
NRIs / Non-Resident Indians	A person resident outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin under Foreign Outside India Regulations, 2000.
Peer Reviewed Auditor	The Statutory Auditors of our Company, being J C Ranpura & Co., Chartered Accountants, holding a valid peer review certificate, as mentioned in the section titled “General Information” beginning on page 45 of this Prospectus.
Registered Office	G-557, Lodhika Industrial Estate, Metoda G.I.D.C. Gate No. 3, Metoda, Lodhika Rajkot- 360021, Gujarat, India
Restated Financial Information	Restated Financial Statements along with Report from the peer review certified auditor J C Ranpura & Co., Chartered Accountants, Ahmedabad for the year ended March 31, 2023, 2022 and 2021 dated May 22, 2023 included in the Prospectus.
ROC / Registrar of Companies	Registrar of Companies, Ahmedabad.
Stakeholders Relationship Committee	The Stakeholders Relationship Committee of our Board of Directors constituted in accordance with Section 178 of the Companies Act, 2013. For details refer section titled “Our Management” on page 137 of this Prospectus.
WTD	Whole-Time Director

#### OFFER RELATED TERMS

Terms	Description
Abridged Prospectus	Abridged Prospectus means a memorandum containing such salient features of a Prospectus as may be specified by SEBI in this behalf
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application
Allotment/Allot/Allotted	Unless the context otherwise requires, allotment of Equity Shares offered pursuant to the Fresh Issue pursuant to successful Bidders.
Application Form	The Form in terms of which the applicant shall apply for the Equity Shares of our Company
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchanges
Application Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by applicants to make an application authorising a SCSB to block the application amount in the ASBA Account maintained with the SCSB.
ASBA Account	An account maintained with the SCSB and specified in the application form submitted by ASBA applicant for blocking the amount mentioned in the application form.

Terms	Description
Allotment	Offer of the Equity Shares pursuant to the Offer to the successful applicants
Allottee (s)	The successful applicant to whom the Equity Shares are being / have been issued
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Prospectus and who has Bid for an amount of at least ₹ 200 lakhs.
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Prospectus and the Prospectus, which will be decided by our Company and the Promoter Selling Shareholder, in consultation with the Book Running Lead Managers
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Prospectus and the Prospectus
“Anchor Investor Bidding Date” or “Anchor Investor Bid/Offer Period”	The day, being one Working Day prior to the Bid / Offer Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Managers will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed.
Anchor Investor Offer Price	The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company and the Promoter Selling Shareholder, in consultation with the Book Running Lead Managers.
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), the Anchor Investor Bid/Offer Period, and in the event the Anchor Investor Allocation Price is lower than the Anchor Investor Offer Price, not later than two Working Days after the Bid/ Offer Closing Date.
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company and the Promoter Selling Shareholder, in consultation with the Book Running Lead Managers, to the Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price.
Basis of Allotment	The basis on which equity shares will be allotted to successful applicants under the Offer and which is described in paragraph titled ‘Basis of allotment’ under chapter titled “Offer Procedure” starting from page no. 207 of this Prospectus.
Bid	An indication to make an Offer during the Bid/Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Prospectus and the relevant Bid cum Application Form. The term “Bidding” shall be construed accordingly.
Bid Lot	1600 Equity Shares and in multiples of 1600 Equity Shares thereafter
Bid/Offer Closing Date	The date after which the Designated Intermediaries will not accept any Bids, being September 21, 2023, which shall be published in all editions of Financial express (a widely circulated English national daily newspaper), All editions of Jansatta (a widely circulated Hindi national daily newspaper) and Rajkot edition of (a widely circulated Regional language daily newspaper) (Gujarati being the regional language of Gujarat, where our Registered Office is located). Our Company in consultation with the BRLM, may, consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/ Offer Closing Date shall be widely disseminated by notification to the Stock Exchanges, and also be notified on the websites of the BRLM and at the terminals of the Syndicate Members, if any and communicated to the Designated Intermediaries and the Sponsor Bank, which shall also be notified in an advertisement in same newspapers in which

Terms	Description
	the Bid/ Offer Opening Date was published, as required under the SEBI ICDR Regulations
Bid/Offer Opening Date	The date on which the Designated Intermediaries shall start accepting Bids, being September 25, 2023, which shall be published in all editions of financial express (a widely circulated English national daily newspaper), All editions of Jansatta (a widely circulated Hindi national daily newspaper), and editions of Rajkot (a widely circulated regional language daily newspaper) (Gujarati being the regional language of Gujarat, where our Registered Office is located).
Bid/ Offer Period	The period between the Bid/ Offer Opening Date and the Bid/ Offer Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof in accordance with the SEBI ICDR Regulations and the terms of the Prospectus. Provided, however, that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders. Our Company in consultation with the Book Running Lead Manager may consider closing the Bid/Offer Period for the QIB Portion One Working Day prior to the Bid/Offer Closing Date which shall also be notified in an advertisement in same newspapers in which the Bid/Offer Opening Date was published, in accordance with the SEBI ICDR Regulations. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid / Offer Period for a minimum of three Working Days, subject to the Bid/ Offer Period not exceeding 10 Working Days
Bidder/ Investor	Any prospective investor who makes a bid for Equity Shares in terms of Prospectus.
Bidding Centres	Centres at which the Designated Intermediaries shall accept the Bid cum 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.
Bid Amount	The amount at which the bidder makes a bid for the Equity Shares of our Company in terms of Prospectus.
Bid cum Application Form	The form in terms of which the bidder shall make a bid, including ASBA Form, and which shall be considered as the bid for the Allotment pursuant to the terms of this Prospectus.
Book Building Process	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made
BRLM / Book Running Lead Manager	Book Running Lead Manager to the Offer, in this case being Beeline Capital Advisors Private Limited, SEBI Registered Category I Merchant Banker.
Bankers to the Offer and Refund Banker	Axis Bank Limited
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.
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
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
Cap Price	The higher end of the Price Band, subject to any revisions thereto, above which the Offer Price will not be finalised and above which no Bids will be accepted
Client Id	Client Identification Number maintained with one of the Depositories in relation to demat account.

Terms	Description
Collecting Depository Participants or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure bids 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 BRLM, the Registrar to the Offer and the Stock Exchange.
Depository	A depository registered with SEBI under the SEBI (Depositories and Participants) Regulations, 2018.
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
Designated Date	The date on which amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Offer Account or the Refund Account, as appropriate, in terms of the Prospectus, after finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Board of Directors may Allot Equity Shares to successful Bidders in the Offer.
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Bid cum Application Form from the ASBA bidder 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 bidder can submit the Bid cum 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 Bid cum 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 bidder can submit the Bid cum Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Bid cum Application Forms are available on the websites of the Stock Exchange i.e. <a href="http://www.nseindia.com">www.nseindia.com</a>
Designated Intermediaries/Collecting Agent	The members of the Syndicate, sub-syndicate/agents, SCSBs, Registered Brokers, CDPs and RTAs, who are categorized to collect Application Forms from the Applicant, in relation to the Offer.
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996
Designated Stock Exchange	Emerge Platform of National Stock Exchange of India Limited (“NSE EMERGE”)
DP ID	Depository Participant’s Identity Number
Red Herring Prospectus	Red Herring Prospectus dated September 13, 2023 issued in accordance with Section 32 of the Companies Act, 2013 and SEBI (ICDR) Regulations.
Engagement Letter	The Engagement letter dated January 17, 2023 executed between Issuer and BRLM.
Eligible NRI	NRIs from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Prospectus constitutes an invitation to subscribe to the Equity Shares Allotted herein.
Emerge Platform of NSE	The EmERGE Platform of NSE for Listing of Equity Shares offered under Chapter IX of SEBI (ICDR) Regulations which was approved by SEBI as an NSE EmERGE on October 14, 2011.
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 Offer and in relation to whom the Prospectus constitutes an invitation to purchase the Equity Shares Issued thereby and who have opened demat accounts with SEBI registered qualified depository participants.
Escrow Account	Accounts opened with the Banker to the Offer
First/ Sole bidder	The bidder whose name appears first in the Bid cum Application Form or Revision Form.



Terms	Description
Floor Price	The lower end of the Price Band, subject to any revision(s) thereto, not being less than the face value of Equity Shares, at or above which the Offer Price will be finalised and below which no Bids will be accepted
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000
FPI / Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered pursuant to the of Securities And Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended
Fresh Issue	The Fresh Issue of 5990000 Equity Shares aggregating to ₹ 4,492.50 Lakhs.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1) (III) of the SEBI ICDR Regulations
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/ Offer/ Offer Size/ Public Offer	Initial Public Offering
Offer document	Includes Draft Red Herring Prospectus / Red Herring Prospectus / Prospectus and Prospectus filed with Registrar of Companies.
Offer Period	The periods between the Offer Opening Date and the Offer Closing Date inclusive of both days and during which prospective Applicants may submit their Bidding application
Offer Proceeds	Proceeds to be raised by our Company through this Fresh Offer, for further details please refer chapter titled “ <i>Objects of the Offer</i> ” page 77 of this Prospectus
Offer/ Offer Size/ Initial Public Offer/ Initial Public Offer/ Initial Public Offering/ IPO	The initial public offering of 7040000 Equity Shares for cash at a price of ₹ 75/- each, aggregating up to ₹ 5,280.00 Lakhs comprising the Fresh Issue of 5990000 equity shares and offer for sale of 1050000 equity shares.
Offer Price	The price at which the Equity Shares are being issued by our Company through this Prospectus, being ₹ 75/- (including share premium of ₹ 65/- per Equity Share).
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the National Stock Exchange of India Limited.
Market Making Agreement	The Market Making Agreement dated September 01, 2023 and Supplemental Market Making Agreement dated September 25, 2023 between our Company, Book Running Lead Manager and Market Maker.
Market Maker	The Market Maker to the Offer, in this case being M/s. Spread X Securities Private Limited.
Market Maker Reservation Portion	The reserved portion of 420800 Equity Shares of ₹ 10 each at an Offer price of ₹ 75/- each aggregating to ₹ 315.60 Lakhs to be subscribed by Market Maker in this Offer.
Materiality Policy	The policy adopted by our Board on March 27, 2023, for identification of material outstanding litigation involving our Company, Directors or Promoters, in accordance with the disclosure requirements under the SEBI ICDR Regulations, for the purposes of disclosure in this Prospectus, the Prospectus and the Prospectus.
Mutual Funds	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time

Terms	Description
Net Offer	The Offer excluding the Market Maker Reservation Portion of 6619200 Equity Shares of Face Value of ₹ 10.00 each fully paid for cash at a price of ₹ 75/- Equity Share aggregating ₹ 4,964.40 Lakhs by our Company.
Net Proceeds	The proceeds from the Fresh Issue and Offer for Sale less the Offer related expenses applicable to the Fresh Issue and Offer for Sale.
NPCI	NPCI, a Reserve Bank of India (RBI) initiative, is an umbrella organization for all retail payments in India. It has been set up with the guidance and support of the Reserve Bank of India (RBI) and Indian Banks Association (IBA).
Offer Document	Offer Document includes Draft Red Herring Prospectus / Red Herring Prospectus / Prospectus.
Offer	The initial public offer of 7040000 Equity Shares of face value of ₹10 each for cash at a price of ₹ 75/- each (including a share premium of ₹ 65/- per Equity Share), aggregating up to ₹ 5280.00 lakhs, comprising of the Fresh Issue and Offer for Sale.
Offer for Sale	Offer for sale of 1050000 equity shares by Promoter Selling Shareholder - M/s. RNG Finlease Private Limited aggregating to ₹ 787.50 /- lakhs.
Offer Agreement	The offer agreement dated June 05, 2023, and Supplemental offer agreement entered into between our Company, Promoter Selling Shareholder and the Book Running Lead Managers, pursuant to which certain arrangements are agreed upon in relation to the Offer.
Person/Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Price Band	Price Band of a minimum price (Floor Price) of ₹ 71/- and the maximum price (Cap Price) of ₹ 75/-. The Price Band will be decided by our Company in consultation with the BRLM and advertised in two national daily newspapers (one each in English and in Hindi) with wide circulation and one daily regional newspaper with wide circulation at least two working days prior to the Bid / Issue Opening Date
Prospectus	The Prospectus to be filed with the RoC in accordance with the Companies Act, 2013, and the SEBI ICDR Regulations containing, inter alia, the Issue Price that is determined at the end of the Book Building Process, the size of the Issue and certain other information, including any addenda or corrigenda thereto.
Public Offer Account	Account opened with the Bankers to the Offer to receive monies from the SCSBs from the bank account of the ASBA bidder, on the Designated Date.
Public Offer Account Agreement	Agreement to be entered into by our Company, the Registrar to the Offer, the Book Running Lead Manager, and the Public Offer Bank/Banker to the Offer for collection of the Application Amounts.
Qualified Institutional Buyers / QIBs	The qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Red Herring Prospectus / RHP	The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be Issued and the size of the Offer, including any addenda or corrigenda thereto
Refund Account	Account opened / to be opened with a SEBI Registered Banker to the Offer from which the refunds of the whole or part of the Application Amount, if any, shall be made.
Refund Bank(s) / Refund Banker(s)	Bank(s) which is / are clearing member(s) and registered with the SEBI as Bankers to the Offer at which the Refund Accounts will be opened in case listing of the Equity Shares does not occur, in this case being Axis Bank Limited.
Registrar / Registrar to the Offer	Registrar to the Offer being Link Intime India Private Limited.

Terms	Description
Regulations	Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
Retail Individual Investors / (RII)	Individual investors (including HUFs applying through their Karta and Eligible NRI Bidders) who applies or bids for the Equity Shares of a value of not more than ₹. 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 bid under reservation portion.
Reservation Portion	The portion of the Offer reserved for category of eligible bidders as provided under the SEBI (ICDR) Regulations, 2018
Revision Form	The form used by the bidders to modify the quantity of Equity Shares or the bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s)
SCSB	A Self Certified Syndicate Bank registered with SEBI under the SEBI (Bankers to an Offer) Regulations, 1994 and Issues the facility of ASBA, including blocking of bank account. A list of all SCSBs is available at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a>
Promoter Selling Shareholder	M/s RNG Finlease Private Limited,
Sponsor Bank	The Banker to the Offer registered with SEBI and appointed by our Company to act as a conduit between the Stock Exchanges and the NPCI in order to push the mandate collect requests and / or payment instructions of the Retail Individual Bidders into the UPI and carry out other responsibilities, in terms of the UPI Circulars.
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 bidders, as proof of registration of the bid.
Underwriter	The BRLM who has underwritten this Offer 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 entered into between the Underwriter dated September 01, 2023 and Supplemental Underwriter Agreement dated September 25, 2023 our company, RNG Finlease Private Limited- Promoter Selling Shareholder and Book Running Lead Manager
UPI	Unified payment Interface, which is an instant payment mechanism, developed by NPCI.
UPI Circular	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, Circular number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 April 20, 2022 and any subsequent circulars or notifications issued by SEBI in this regard and any subsequent circulars or notifications issued by SEBI in this regard.
UPI ID	ID created on UPI for single-window mobile payment system developed by the NPCI.
UPI Mandate Request	A request (intimating the Retail Individual Bidder by way of a notification on the Mobile App and by way of a SMS directing the Retail Individual Bidder to such Mobile App) to the Retail Individual Bidder initiated by the Sponsor Bank to

Terms	Description
	authorize blocking of funds on the Mobile App equivalent to Bid Amount and Subsequent debit of funds in case of Allotment.
UPI Mechanism	The bidding mechanism that may be used by a RII to make a Bid in the Offer in accordance with the UPI Circulars.
UPI PIN	Password to authenticate UPI transactions.
Willful Defaulter	Willful defaulter as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.
Working Days	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 Prospectus are open for business:- However, in respect of announcement of price band and Offer 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. In respect to the time period between the Offer 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.

#### TECHNICAL AND INDUSTRY RELATED TERMS

Term	Description
rCB	Recovered Carbon Black
EHS	Environmental, Health, and Safety
ELTs	end-of-life tyres
GIDC	Gujarat industrial Development Corporation
GMP	Good manufacturing Process
ISO	International Organization for Standardization
RoHS	Restriction of Hazardous Substances Directive
rCB	Recovered Carbon Black
SCADA	Supervisory Control and Data Acquisition
UV	Ultra Violate

#### CONVENTIONAL AND GENERAL TERMS / ABBREVIATIONS

Term	Description
A/c	Account
Act or Companies Act	Companies Act, 1956 and/or the Companies Act, 2013, as amended from time to time
AGM	Annual General Meeting
AO	Assessing Officer
ASBA	Application Supported by Blocked Amount
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
AY	Assessment Year
BG	Bank Guarantee
CAGR	Compounded Annual Growth Rate
CAN	Confirmation Allocation Note
CDSL	Central Depository Services (India) Limited
CFSS	Companies Fresh Start Scheme under Companies Act, 2013
CIN	Corporate Identity Number
CIT	Commissioner of Income Tax
CRR	Cash Reserve Ratio
Depositories	NSDL and CDSL
Depositories Act	The Depositories Act, 1996 as amended from time to time

Term	Description
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended from time to time
DIN	Director identification number
DP/ Depository Participant	A Depository Participant as defined under the Depositories Act, 1996.
DP ID	Depository Participant's Identification
EBIDTA	Earnings Before Interest, Depreciation, Tax and Amortization
ECS	Electronic Clearing System
EMDE	Emerging Market and Developing Economy
EoGM	Extra-ordinary General Meeting
EPS	Earnings Per Share i.e. profit after tax for a fiscal year divided by the weighted average outstanding number of equity shares at the end of that fiscal year
Financial Year/ Fiscal Year/ FY	The period of twelve months ended March 31 of that particular year
FDI	Foreign Direct Investment
FDR	Fixed Deposit Receipt
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations there-under and as amended from time to time
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended
FII	Foreign Institutional Investor (as defined under SEBI FII (Foreign Institutional Investors) Regulations, 1995, as amended from time to time) registered with SEBI under applicable laws in India
FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended
Fis	Financial Institutions
FIPB	Foreign Investment Promotion Board
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time
GDP	Gross Domestic Product
GIR Number	General Index Registry Number
Gov/ Government/GoI	Government of India
HUF	Hindu Undivided Family
IFRS	International Financial Reporting Standard
ICSI	Institute of Company Secretaries of India
ICAI	Institute of Chartered Accountants of India
Indian GAAP	Generally Accepted Accounting Principles in India
I.T. Act	Income Tax Act, 1961, as amended from time to time
ITAT	Income Tax Appellate Tribunal
INR/ Rs./ Rupees / ₹	Indian Rupees, the legal currency of the Republic of India
LIC	Low-Income Country
Ltd.	Limited
Pvt. Ltd.	Private Limited
MCA	Ministry of Corporate Affairs
Merchant Banker	Merchant banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 as amended
MOF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
NA	Not Applicable
NAV	Net Asset Value

Term	Description
NEFT	National Electronic Fund Transfer
NOC	No Objection Certificate
NR/ Non-Residents	Non-Resident
NRE Account	Non-Resident External Account
NRI	Non-Resident Indian, is a person resident outside India, as defined under FEMA and the FEMA Regulations
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
NTA	Net Tangible Assets
p.a.	Per annum
P/E Ratio	Price/ Earnings Ratio
PAN	Permanent Account Number allotted under the Income Tax Act, 1961, as amended from time to time
PAT	Profit After Tax
PBT	Profit Before Tax
PIO	Person of Indian Origin
PLR	Prime Lending Rate
R & D	Research and Development
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934, as amended from time to time
RoNW	Return on Net Worth
RTGS	Real Time Gross Settlement
SAT	Securities Appellate Tribunal
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to Time
SCSBs	Self-Certified Syndicate Banks
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time
SEBI Insider Trading Regulations	SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, including instructions and clarifications issued by SEBI from time to time
SEBI ICDR Regulations / ICDR Regulations / SEBI ICDR / ICDR	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time
SEBI Rules and Regulations	SEBI (ICDR) Regulations, 2018, SEBI (Underwriters) Regulations, 1993, as amended, the SEBI (Merchant Bankers) Regulations, 1992, as amended, and any and all other relevant rules, regulations, guidelines, which SEBI may issue from time to time, including instructions and clarifications issued by it from time to time
Sec.	Section
Securities Act	The U.S. Securities Act of 1933, as amended
S&P BSE SENSEX	S&P Bombay Stock Exchange Sensitive Index
SICA	Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time
SME	Small and Medium Enterprises
Stamp Act	The Indian Stamp Act, 1899, as amended from time to time
State Government	The Government of a State of India
Stock Exchanges	Unless the context requires otherwise, refers to, the NSE
STT	Securities Transaction Tax
TDS	Tax Deducted at Source

Term	Description
TIN	Tax payer Identification Number
TRS	Transaction Registration Slip
UIN	Unique Identification Number
U.S. GAAP	Generally accepted accounting principles in the United States of America
VCFs	<p>Venture capital funds as defined in, and registered with SEBI under, the erstwhile Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, as amended, which have been repealed by the SEBI AIF Regulations.</p> <p>In terms of the SEBI AIF Regulations, a VCF shall continue to be regulated by the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 till the existing fund or scheme managed by the fund is wound up, and such VCF shall not launch any new scheme or increase the targeted corpus of a scheme. Such VCF may seek re-registration under the SEBI AIF Regulations.</p>

## PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

### Certain Conventions

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

In this Prospectus, the terms “we”, “us”, “our”, the “Company”, “our Company”, “Hi-Green Carbon Limited”, “HGCL”, and, unless the context otherwise indicates or implies, refers to Hi-Green Carbon Limited. In this 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 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 Prospectus, all figures have been expressed in Rupees and in Lakh. Unless stated otherwise, the financial data in the Prospectus is derived from our financial statements prepared and Restated Financial Statements for the year ended March 31, 2023, 2022 and 2021 in accordance with Indian GAAP, the Companies Act and SEBI (ICDR) Regulations, 2018 included under Section titled “*Restated Financial Information of our Company*” beginning on page 161 of this Prospectus. Our fiscal year commences on April 1 of every year and ends on March 31<sup>st</sup> 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 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 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 Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s Restated Financial Information 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 “*Restated Financial Information*” beginning on page 161 of this Prospectus.

For additional definitions used in this Prospectus, see the section “*Definitions and Abbreviations*” on page 2 of this Prospectus. In the section titled “*Description of Equity Shares and Terms of the Articles of Association*”, on page 235 of the 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 Prospectus in “Lakhs” units. One Lakh represents 1,00,000. In this 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 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 Prospectus is reliable, it has not been independently verified by us or the BRLM 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, methodologies, and assumptions may vary widely among different market and industry sources.



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In accordance with the SEBI (ICDR) Regulations, the section titled “*Basis for Offer Price*” on page 91 of the Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the BRLM, have independently verified such information.

## FORWARD – LOOKING STATEMENTS

All statements contained in this 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 Prospectus regarding matters that are not historical facts. We have included statements in the 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 service process.
3. Our ability to successfully implement our strategy, our growth and expansion, technological changes.
4. Failure 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 Position and Results of Operations*” beginning on page 26, 111 and 163 respectively of the 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 Offer.

## SECTION II – SUMMARY OF PROSPECTUS

### PRIMARY BUSINESS OF THE COMPANY

Our Company was originally incorporated as “*Shantol Green Hydrocarbons (India) Private Limited*” as a private limited company under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated August 29, 2011, issued by the Registrar of Companies, Gujarat, Dadra and Nagar Havelli. Subsequently, the name of our company was changed from “*Shantol Green Hydrocarbons (India) Private Limited*” to “*Shantol Green Energy (India) Private Limited*”, pursuant to a special resolution passed by our Shareholders in the Extra-Ordinary General Meeting held on October 31, 2011, vide Certificate of Incorporation dated November 04, 2011, issued by the Registrar of Companies, Gujarat, Dadra and Nagar Havelli. Later on, the name of our company was changed from “*Shantol Green Energy (India) Private Limited*” to “*Shantol Green (India) Private Limited*”, pursuant to a special resolution passed by our Shareholders in the Extra-Ordinary General Meeting held on February 28, 2017, vide Certificate of Incorporation dated March 15, 2017 issued by the Registrar of Companies, Ahmedabad. Thereafter, the name of our company was changed from “*Shantol Green (India) Private Limited*” to “*Hi-Green Carbon Private Limited*”, pursuant to a special resolution passed by our Shareholders in the Annual General Meeting held on September 12, 2022, vide Certificate of Incorporation dated September 21, 2022 issued by the Registrar of Companies, Ahmedabad. Further, our company was converted from a private limited company to public limited company, pursuant to a special resolution passed by our Shareholders in the Extra-Ordinary General Meeting held on February 14, 2023 and consequently, the name of our Company was changed to “*Hi-Green Carbon Limited*” and a fresh certificate of incorporation dated March 21, 2023 was issued to our Company by the Registrar of Companies, Ahmedabad.

Headquartered in Rajkot, Gujarat, Hi-Green Carbon Limited is a part of Radhe Group Energy, based at Rajkot, Gujarat. Radhe Group of Energy, founded by Dr. Shaileshkumar Vallabhadas Makadia, is fast growing private enterprise in the renewable energy sector. The Group's core focus is on Renewable Energy with a diversified balanced portfolio stretching from castings, capital goods, consumer goods, corporate farming, packaging and herbal products.

Our company was originally formed by Mr. Amitkumar Hasmukhrai Bhalodi, Mrs. Dakshaben Shaileshbhai Makadia (wife of Dr. Shaileshkumar Vallabhadas Makadia), Mrs. Binaben Sandip Makadia and Mr. Rajendra Umedlal Mehta in year 2011. Subsequently, M/s. RNG Finlease Private Limited acquired control of our company, by way of acquisition of Equity Share of the company during year 2012 to 2017. Later on, Mr. Amitkumar Hasmukhrai Bhalodi, Dr. Shaileshkumar Vallabhadas Makadia, Mrs. Krupa Chetakumar Dethariya, Mrs. Radhika Amirkumar Bhalodi, Mrs. Shiryakumari Shaileshkumar Makadia, and Mr. Koosh Chetankumar Dethariya acquired a total of 54,00,000 Equity Shares, constituting 28.42% of pre-issue paid up capital of our company, from M/s. RNG Finlease Private Limited in year 2022. As on the date of this Prospectus M/s. RNG Finlease Private Limited is holding 71.58% of pre-issue paid up capital of our company.

Our company was established by our promoters with a mission to create wealth from waste. Our promoters are professionals from science and commerce fields, having vision to support healthier environment for next generations, by recycling the end of life tyres i.e. tyres waste.

Our Company is engaged in the business of waste tyres recycling. Our manufacturing plant operates on continuous pyrolysis process. It is an uninterrupted working method with continuous feeding and discharging system controlled by the Supervisory control and data acquisition (SCADA). The process is fully automatic and requires almost no human intervention. Following continuous pyrolysis, we process the end-of-life tyres (ELTs) pieces to produce energy components and raw materials. Our major products are Recovered Carbon Black (rCB) and Steel Wires under Raw Material Category, Fuel Oil and Synthesis Gas under Energy components category. In order to utilise the energy in efficient manner, we utilise said synthesis gas, produced as by product of the pyrolysis process, for also manufacturing sodium silicate commonly known as raw glass.

We follow the highest quality practice and compliant with Highest Environmental, Health, and Safety (EHS) in recycle industries. The company has modern, Supervisory Control and Data Acquisition (SCADA) operated in integrated recycling plant at our manufacturing plant situated in Rajasthan. Our production facility at Rajasthan is installed with capacity of recycling of 100 MT waste tyres per day and Sodium silicates 60MT Per days. Our company has been certified with Environmental Management Measures with ISO 14001:2015, Occupational Health & Safety Management standards with ISO 45001:2018, Quality Management Standards with ISO 9001:2015, Good Manufacturing Practice (GMP) and RoHS. Our product is REACH complied in terms of sustainability standards.

Our company is proposing a new manufacturing plant in Dhule district of Maharashtra, with capacity of recycling of 100 MT waste tyres per day. Our company has already acquired land admeasuring 21,500 sq. meters for the said purpose. The said expansion will add to the company's existing tyre processing capacity.

### GLOBAL OUTLOOK

The global economy is yet again at a highly uncertain moment, with the cumulative effects of the past three years of adverse shocks—most notably, the COVID-19 pandemic and Russia's invasion of Ukraine—manifesting in unforeseen ways.

Spurred by pent-up demand, lingering supply disruptions, and commodity price spikes, inflation reached multidecade highs last year in many economies, leading central banks to tighten aggressively to bring it back toward their targets and keep inflation expectations anchored.

Although telegraphed by central banks, the rapid rise in interest rates and anticipated slowing of economic activity to put inflation on a downward path have, together with supervisory and regulatory gaps and the materialization of bank-specific risks, contributed to stresses in parts of the financial system, raising financial stability concerns. Banks' generally strong liquidity and capital positions suggested that they would be able to absorb the effects of monetary policy tightening and adapt smoothly. However, some financial institutions with business models that relied heavily on a continuation of the extremely low nominal interest rates of the past years have come under acute stress, as they have proved either unprepared or unable to adjust to the fast pace of rate rises.

The unexpected failures of two specialized regional banks in the United States in mid-March 2023 and the collapse of confidence in Credit Suisse—a globally significant bank—have roiled financial markets, with bank depositors and investors reevaluating the safety of their holdings and shifting away from institutions and investments perceived as vulnerable. The loss of confidence in Credit Suisse resulted in a brokered takeover. Broad equity indices across major markets have fallen below their levels prior to the turmoil, but bank equities have come under extreme pressure. Despite strong policy actions to support the banking sector and reassure markets, some depositors and investors have become highly sensitive to any news, as they struggle to discern the breadth of vulnerabilities across banks and nonbank financial institutions and their implications for the likely near-term path of the economy. Financial conditions have tightened, which is likely to entail lower lending and activity if they persist.

Prior to recent financial sector ructions, activity in the world economy had shown nascent signs of stabilizing in early 2023 after the adverse shocks of last year. Russia's invasion of Ukraine and the ongoing war caused severe commodity and energy price shocks and trade disruptions, provoking the beginning of a significant reorientation and adjustment across many economies. More contagious COVID-19 strains emerged and spread widely. Outbreaks particularly affected activity in economies in which populations had lower levels of immunity and in which strict lockdowns were implemented, such as in China. Although these developments imperiled the recovery, activity in many economies turned out better than expected in the second half of 2022, typically reflecting stronger-than-anticipated domestic conditions. Labor markets in advanced economies—most notably, the United States—have stayed very strong, with unemployment rates historically low. Even so, confidence remains depressed across all regions compared with where it was at the beginning of 2022, before Russia invaded Ukraine and the resurgence of COVID-19 in the second quarter.

With the recent increase in financial market volatility and multiple indicators pointing in different directions, the fog around the world economic outlook has thickened. Uncertainty is high, and the balance of risks has shifted firmly to the downside so long as the financial sector remains unsettled. The major forces that affected the world in 2022—central banks' tight monetary stances to allay inflation, limited fiscal buffers to absorb shocks amid historically high debt levels, commodity price spikes and geo-economics fragmentation with Russia's war in Ukraine, and China's economic reopening—seem likely to continue into 2023. But these forces are now overlaid by and interacting with new financial stability concerns. A hard landing—particularly for advanced economies—has become a much larger risk. Policymakers may face difficult trade-offs to bring sticky inflation down and maintain growth while also preserving financial stability.

## INDIAN ECONOMY

The Indian economy, however, appears to have moved on after its encounter with the pandemic, staging a full recovery in FY22 ahead of many nations and positioning itself to ascend to the pre-pandemic growth path in FY23. Yet in the current year, India has also faced the challenge of reining in inflation that the European strife accentuated. Measures taken by the government and RBI, along with the easing of global commodity prices, have finally managed to bring retail inflation below the RBI upper tolerance target in November 2022. However, the challenge of the depreciating rupee, although better performing than most other currencies, persists with the likelihood of further increases in policy rates by the US Fed. The widening of the CAD may also continue as global commodity prices remain elevated and the growth momentum of the Indian economy remains strong. The loss of export stimulus is further possible as the slowing world growth and trade shrinks the global market size in the second half of the current year.

Despite these, agencies worldwide continue to project India as the fastest-growing major economy at 6.5-7.0 per cent in FY23. These optimistic growth forecasts stem in part from the resilience of the Indian economy seen in the rebound of private consumption seamlessly replacing the export stimuli as the leading driver of growth. The uptick in private consumption has also given a boost to production activity resulting in an increase in capacity utilisation across sectors. The rebound in consumption was engineered by the near-universal vaccination coverage overseen by the government that brought people back to the streets to spend on contact-based services, such as restaurants, hotels, shopping malls, and cinemas, among others. The world's second-largest vaccination drive involving more than 2 billion doses also served to lift consumer sentiments that may prolong the rebound in consumption. Vaccinations have facilitated the return of migrant workers to cities to work in construction sites as the rebound in consumption spilled over into the housing market. This is

evident in the housing market witnessing a significant decline in inventory overhang to 33 months in Q3 of FY23 from 42 months last year.

The Capital Expenditure (Capex) of the central government, which increased by 63.4 per cent in the first eight months of FY23, was another growth driver of the Indian economy in the current year, crowding in the private Capex since the January-March quarter of 2022. On current trend, it appears that the full year's capital expenditure budget will be met. A sustained increase in private Capex is also imminent with the strengthening of the balance sheets of the Corporates and the consequent increase in credit financing it has been able to generate. The much-improved financial health of well-capitalized public sector banks has positioned them better to increase the credit supply. Consequently, the credit growth to the Micro, Small, and Medium Enterprises (MSME) sector has been remarkably high, over 30.6 per cent, on average during Jan-Nov 2022, supported by the extended Emergency Credit Linked Guarantee Scheme (ECLGS) of the Union government. The increase in the overall bank credit has also been influenced by the shift in borrower's funding choices from volatile bond markets, where yields have increased, and external commercial borrowings, where interest and hedging costs have increased, towards banks. If inflation declines in FY24 and if real cost of credit does not rise, then credit growth is likely to be brisk in FY24.

### NAME OF PROMOTERS

Promoters of Our Company are M/s. RNG Finlease Private Limited, Mr. Amitkumar Hasmukhrai Bhalodi, Dr. Shaileshkumar Vallabhdas Makadia, Mrs. Krupa Chetankumar Dethariya, Mrs. Radhika Amitkumar Bhalodi, Mrs. Shriyakumari Shaileshkumar Makadia, Mr. Koosh Chetanbhai Dethariya. For detailed information on our Promoters and Promoter's Group, please refer to Chapter titled "Our Promoters and Promoter's Group" on page no. 149 of this Prospectus.

### SIZE OF THE ISSUE

Initial public offer of 7040000 equity shares of face value of ₹ 10/- each of Hi-Green Carbon Limited ("HGCL" or the "Company" or the "Issuer") for cash at a price of ₹ 75/- per equity share including a share premium of ₹ 65 /- per equity share (the "Offer Price") aggregating to ₹ 5,280.00 lakhs ("The Offer") comprising of a fresh issue 5990000 equity shares aggregating to ₹ 4,492.50 /- lakhs (the "Fresh Issue") and an offer for sale of 1050000 equity shares by Promoter Selling Shareholder- M/s. RNG Finlease Private Limited aggregating to ₹ 787.50/- lakhs ("Offer For Sale"), of which 420800 equity shares of face value of ₹ 10/- each for cash at a price of ₹ 75/- per equity share including a share premium of ₹ 65/- per equity share aggregating to ₹ 315.60 lakhs will be reserved for subscription by market maker to the offer (the "Market Maker Reservation Portion"). The offer less the market maker reservation portion i.e. Net offer of 6619200 equity shares of face value of ₹ 10/- each at a price of ₹ 75/- per equity share including a share premium of ₹ 65/- per equity share aggregating to ₹ 4,964.40 lakhs is herein after referred to as the "Net Offer". The offer and the net offer will constitute 28.17% and 26.49%, respectively, of the post offer paid up equity share capital of our company. The face value of the equity shares is ₹ 10/- each.

### OBJECT OF THE ISSUE

Particulars	Amount (₹ in) Lakhs
Gross Issue Proceeds	4,492.50
Less: Public Issue Related Expenses	382.09
Net Issue Proceeds	<b>4,110.41</b>

### UTILIZATION OF ISSUE PROCEEDS

Sr. No.	Particulars	Amount (₹ in) Lakhs	% of Gross Issue Proceeds	% of Net Issue Proceeds
1.	Setting up of new Manufacturing Unit at Maharashtra	1,783.13	39.69	43.38
2.	Working Capital Requirements	1,653.90	36.81	40.23
3.	General Corporate Purpose	673.38	14.98	16.38
<b>Net Issue Proceeds</b>		<b>4,110.41</b>		

### MEANS OF FINANCE

We intend to finance our Objects of the Issue through Issue Proceeds which are as follows:

Sr. No.	Particulars	Amount Required (₹ in Lakhs)	From IPO Proceeds	Internal Accruals/Equity/Reserves	Balance from Long/Short Term Borrowing
1.	Acquisition of Land	258.05	0.00	258.05	0.0.0
2.	Construction of Shed	495.10	495.10	0.00	0.00
3.	Purchase of Machineries	3,138.03	1,138.03	600.00	1400.00*
4.	Contingencies (3%-4%) of total project cost other than Working Capital	150.00	150.00	0.00	0.00
5.	To Meet Working Capital Requirements	4,053.18	1,653.90	1,399.28	1,000.00
6.	General Corporate Purpose	673.38	673.38	0.00	0.00
7.	Public Offer Expenses	449.52^	382.09	0.00	0.00
<b>Total</b>			<b>9,217.26</b>	<b>4,492.50</b>	<b>2,257.33</b>

\* Our company has received sanction letter dated August 31, 2023 from Central Bank of India for loan amount of ₹ 1400.00 Lakhs as term loan for the proposed project of our company.

^ As the offer expenses are to be shared between company and Promoter Selling Shareholder in the ratio of amount to be received by them from IPO, Issuer Company shall bear the ₹ 382.09 Lakhs and the rest of the issue expenses shall bear by the Selling Shareholders.

## SHAREHOLDING

The shareholding pattern of our Promoters and Promoter's Group before the Issue is as under:

Sr. No.	Name of shareholders	Pre offer		Post offer	
		No. of equity shares	As a % of Issued Capital*	No. of equity shares	As a % of Issued Capital*
<b>Promoters</b>					
1.	Mr. Amitkumar Hasmukhrai Bhalodi	1100000	5.79	1100000	4.40
2.	M/s RNG Finlease Private Limited	13600000	71.58	12550000	50.22
3.	Dr. Shaileshkumar Vallabhdas Makadia	1100000	5.79	1100000	4.40
4.	Mrs. Krupa Chetankumar Dethariya	1100000	5.79	1100000	4.40
5.	Mrs. Radhika Amitkumar Bhalodi	700000	3.68	700000	2.80
6.	Mrs. Shriyakumari Shaileshkumar Makadia	700000	3.68	700000	2.80
7.	Mr. Koosh Chetan Dethariya	700000	3.68	700000	2.80
<b>Total – A</b>		<b>19000000</b>	<b>100.00</b>	<b>17950000</b>	<b>71.83</b>
<b>Promoter's Group</b>					
1.	Promoter's Group	0	0	0	0
<b>Total – B</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public</b>					
1	Public	0	0	7040000	28.17
<b>Total-C</b>		<b>0</b>	<b>0</b>	<b>7040000</b>	<b>28.17</b>
<b>Total Promoters and Promoter's Group (A+B+C)</b>		<b>19000000</b>	<b>100.00</b>	<b>24990000</b>	<b>100.00</b>

## FINANCIAL DETAILS

Based on Restated Statements

(₹ in Lakhs)

Sr. No.	Particulars	For the year ended		
		March 31, 2023	March 31, 2022	March 31, 2021
1.	Share Capital	1,900.00	1,900.00	1,900.00

Sr. No.	Particulars	For the year ended		
		March 31, 2023	March 31, 2022	March 31, 2021
2.	Net worth	2,259.02	1,174.23	806.28
3.	Revenue from operations	7,852.41	5,110.69	2,427.09
4.	Profit After Tax	1,084.78	367.95	9.59
5.	Earnings Per Share	5.71	1.94	0.05
6.	NAV per Equity Shares	11.89	6.18	4.24
7.	Total Borrowings (As per Balance Sheet)	1,362.19	1,586.70	1,783.10

### AUDITORS' QUALIFICATIONS

There are no Auditor qualification which have not been given effect to in the Restated Financial Statements except as disclosed as below;

#### For the year ended March 31, 2023

*“The Company has neither provided any information regarding interest paid or payable to suppliers falling under the Micro, Small and Medium Enterprises Development Act 2006 (the said Act) and not charged such interest to its Statement of Profit and loss for the financial year 2022-23 (the said year) nor ascertain due date of payment as per the said Act Had the Company provided for such interest, the Company's profit for the said year would have been lower than what is stated in the Statement of Profit and loss Account for the said year, the balance of Reserves and surplus would have been lower than what is stated In the Balance Sheet as at the end of the said year and either its provision for expenses would have been higher or balance In short-term Borrowing in the nature cash credit account or Its cash and cash equivalent for the said year would have been lower than what is stated in the Balance Sheet as at the end of the said year.”*

#### For the year ended March 31, 2022

*“As stated in Note No. 6 of the financial statements, the Company has not provided for interest due and payable to suppliers falling under the Micro, Small and Medium Enterprise Development Act, 2006, which is contrary to the provisions of the said Act. The Company has not quantified such interest payable. Had the Company provided for such interest, the company's profit for the year would have been lower than what is stated in the Statement of Profit and Loss Account for the year ended on 31st March 2021 and its provision for expenses would have been higher than what is stated in the Balance Sheet as at the end of the year and the balance of Reserves and surplus would also have been higher than what is stated in the Balance Sheet as at the end of the year.”*

#### For the year ended March 31, 2021

*“As stated in Note No. 6 of the financial statements, the Company has not provided for interest due and payable to suppliers falling under the Micro, Small and Medium Enterprise Development Act, 2006, which is contrary to the provisions of the said Act. The Company has not quantified such interest payable. Had the Company provided for such interest, the company's profit for the year would have been lower than what is stated in the Statement of Profit and Loss Account for the year ended on 31st March 2021 and its provision for expenses would have been higher than what is stated in the Balance Sheet as at the end of the year and the balance of Reserves and surplus would also have been higher than what is stated in the Balance Sheet as at the end of the year.”*

Impact of above qualification has not been given in the standalone restated financial statement since impact of same was not quantifiable.

### OUTSTANDING LITIGATIONS

There are no pending Litigation against our Company nor against our Promoters or Directors of the company except mentioned below:

Sr. No.	Outstanding Litigation	Number of Matter	Financial Implication to the Extent Quantifiable
1.	<b>Litigation Relating to Company</b>		
	Filed by the company	NIL	NIL
	Filed against the company	3	₹10,44,64,205
2.	<b>Litigation relating to Directors and Promoters of the Company.</b>		
	Filed by them	NIL	NIL
	Filed against them	11	₹ 54,51,068
3.	<b>Litigation relating to group companies other than corporate promoters.</b>		



Sr. No.	Outstanding Litigation	Number of Matter	Financial Implication to the Extent Quantifiable
	Filed by them	NIL	NIL
	Filed against them	NIL	NIL

### RISK FACTORS

An investment in equity involves a high degree of risk. Investors should carefully consider all the information in this Offer Document, including the risks and uncertainties described below, before making an investment in our equity shares. Any of the following risks as well as other risks and uncertainties discussed in this Offer Document could have a material adverse effect on our business, financial condition and results of operations and could cause the trading price of our Equity Shares to decline, which could result in the loss of all or part of your investment. In addition, the risks set out in this Offer Document may not be exhaustive and additional risks and uncertainties, not presently known to us, or which we currently deem immaterial, may arise or become material in the future. Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other risks mentioned herein. Specific attention of the investors is invited to the section titled “*Risk Factors*” beginning on page no. 26 of this Prospectus.

### CONTINGENT LIABILITIES

There are no contingent liability, as on the date of this Prospectus.

## RELATED PARTY TRANSACTIONS

(₹ in Lakhs)

Name of Party	Nature of Relation	Nature of Transaction	Amount outstanding as on 31.03.2023 Payable/(Receivable)	Amount of Transaction debited in 2022-23*	Amount of Transaction credited in 2022-23*	Amount outstanding as on 31.03.2022 Payable/(Receivable)	Amount of Transaction debited in 2021-22*	Amount of Transaction credited in 2021-22*	Amount outstanding as on 31.03.2021 Payable/(Receivable)	Amount of Transaction debited in 2020-21*	Amount of Transaction credited in 2020-21*	Amount outstanding as on 31.03.2020 Payable/(Receivable)
Nirmal Sutaria	Director	Director's remuneration	0.88	9.75	9.23	1.39	10.19	5.78	5.80	2.99	5.54	3.25
		Loan taken	8.50	-	-	8.50	10.00	10.00	8.50	4.00	-	-
Amit Bhalodi	Promoter/ Director	Loan taken	-	27.50	27.50	-	41.10	18.50	22.60	25.40	48.00	-
		Director's remuneration	1.26	11.74	13.00	-	10.55	8.91	1.64	7.67	8.63	0.68
RNG Finlease Private Limited	Holding Company	Loan taken	88.95	389.10	478.05	-	45.35	35.00	10.35	439.00	73.40	375.95
Radhe Renewable Energy Development Private Limited	Group Company	Advance for Plant & Machinery	432.20	432.20	-	-	-	-	-	-	-	-
		Sales made	-	0.55	0.55	-	-	-	-	-	-	-
		Purchase of Plant & Machinery & Goods	-	34.14	34.14	-	554.48	427.08	127.40	183.40	162.39	-
Shaileshkumar Makadia	Promoter/ Director	Payment for advertisement	-	1.41	1.41	-	-	-	-	-	-	-
		Bank Payment	2.00	31.50	33.50	-	-	-	-	25.99	8.00	-
Vitagreen Products Private Limited	Subsidiary of Holding company	Purchase of Raw Materials	-	716.29	716.29	-	375.08	375.08	-	-	-	-
Radhika Amit Bhalodi	Relative of Director	Loan repaid	-	-	-	-	39.00	-	39.00	-	7.00	32.00
Hasmukhbhai A Bhalodi	Relative of Director	Salary	0.25	4.75	3.00	2.00	2.75	3.00	1.75	1.88	2.88	0.75
Hi-Can Industries Private Limited	Group Entity	Purchase of Raw Materials	-	-	-	-	1695.27	1426.65	268.62	351.88	620.50	-

\* amount mentioned in Debit and Credit Column for all the three Financial years are inclusive of GST and Net of TDS.

## FINANCING ARRANGEMENTS

There have been no financing arrangements whereby our Promoters, members of the Promoter Group or our Directors and their relatives (as defined in the Companies Act, 2013) have financed the purchase by any other person of securities of our Company (other than in the normal course of business of the financing entity) during the period of six months immediately preceding the date of this Prospectus.

## COST OF ACQUISITION & WEIGHTED AVERAGE COST

**Weighted average price at which the Equity Shares were acquired by our Promoters in Last One Year:**

Sr. No.	Name of Promoters	No. of Equity Shares Acquired during last one Year	Weighted Average Price* (in ₹ per equity share)
1.	Mr. Amitkumar Hasmukhrai Bhalodi	1100000	10.50
2.	Dr. Shaileshkumar Vallabhdas Makadia	1100000	10.50
3.	Mrs. Krupa Chetankumar Dethariya	1100000	10.50
4.	Mrs. Radhika Amitkumar Bhalodi	700000	10.50
5.	Mrs. Shriyakumari Shaileshkumar Makadia	700000	10.50
6.	Mr. Koosh Chetan Dethariya	700000	10.50

\*The average cost of acquisition of Equity Shares by our Promoters has been calculated by taking into account the amount paid by them to acquire and Shares allotted to them as reduced by amount received on sell of shares i.e. net of sale consideration is divided by net quantity of shares acquired.

## AVERAGE COST OF ACQUISITIONS OF SHARES FOR PROMOTERS:

Sr. No.	Name of Promoters	No. of Equity Shares Held	Weighted Average Price* (in ₹ per equity share)
1.	Mr. Amitkumar Hasmukhrai Bhalodi	1100000	10.50
2.	M/s RNG Finlease Private Limited	13600000	9.80
3.	Dr. Shaileshkumar Vallabhdas Makadia	1100000	10.50
4.	Mrs. Krupa Chetankumar Dethariya	1100000	10.50
5.	Mrs. Radhika Amitkumar Bhalodi	700000	10.50
6.	Mrs. Shriyakumari Shaileshkumar Makadia	700000	10.50
7.	Mr. Koosh Chetan Dethariya	700000	10.50

\*The average cost of acquisition of Equity Shares by our Promoters has been calculated by taking into account the amount paid by them to acquire and Shares allotted to them as reduced by amount received on sell of shares i.e. net of sale consideration is divided by net quantity of shares acquired.

## PRE-IPO PLACEMENT

Our Company has not allotted any shares under pre-IPO Placement.

## ISSUE OF SHARES FOR CONSIDERATION OTHER THAN CASH

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

## SPLIT / CONSOLIDATION

No Split or Consolidation was happened during the last one year.

## SECTION III – RISK FACTORS

Any investment in equity securities involves a high degree of risk. Investor should carefully consider all the information in this Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. To obtain a more complete understanding, you should read this section together with Sections titled, “Business Overview”, “The Issue”, “Industry Overview”, “Restated Financial Information”, “Outstanding Litigation and Other Material Developments”, and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page no. 111, 39, 101, 161, 172, and 163 respectively, as well as the other financial and statistical information contained in this Prospectus.

Any of the following risks, as well as the other risks and uncertainties discussed in this Prospectus, could have an adverse effect on our business, financial condition, results of operations and prospects and could cause the trading price of our Equity Shares to decline, which could result in the loss of all or a part of your investment. 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 conditions and Red Herring Prospects.

This Prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements because of certain factors, including the considerations described below and elsewhere in this Prospectus.

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the effect is not quantifiable and hence has not been disclosed in such risk factors. You should not invest in this Issuing 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 consequences to you of an investment in the Equity Shares.

The financial information in this section is, unless otherwise stated, derived from our Restated Standalone Financial Statements prepared in accordance with Indian GAAP, as per the requirements of the Companies Act, 2013, and SEBI (ICDR) Regulations.

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

1. Some risks may not be material individually but may be material when considered collectively.
2. Some risks may have material impact qualitatively instead of quantitatively.
3. Some risks may not be material at present but may have a material impact in the future.

### INTERNAL RISK FACTORS:

1. **Our Promoters are party to certain litigation and claims. These legal proceedings are pending at different levels of adjudication before various regulatory authorities. Any adverse decision may make us liable to liabilities/penalties and may adversely affect our reputation, business and financial status. A classification of these legal and other proceedings is given below:**

There is no assurance that in future, we, our promoters, our directors or group company may not face legal proceedings and any adverse decision in such legal proceedings may impact our business. For further details in relation to legal proceedings involving our Company, Promoters, Directors and Group Company, kindly refer the chapter titled “Outstanding Litigation and Material Developments” on page 172 of this Prospectus.

A classification of the present legal proceedings is mentioned below:

Sr. No.	Outstanding Litigation	Number of Matter	Financial Implication to the Extent Quantifiable
<b>1.</b>	<b>Litigation Relating to Company</b>		
	Filed by the company	NIL	NIL
	Filed against the company	3	₹10,44,64,205
<b>2.</b>	<b>Litigation relating to Directors and Promoters of the Company.</b>		
	Filed by them	NIL	NIL
	Filed against them	11	₹ 54,51,068
<b>3.</b>	<b>Litigation relating to group companies other than corporate promoters.</b>		
	Filed by them	NIL	NIL

Sr. No.	Outstanding Litigation	Number of Matter	Financial Implication to the Extent Quantifiable
	Filed against them	NIL	NIL

2. ***Our Company and its Promoters, has in past defaulted in payment of income tax and has certain outstanding income tax demands.***

Our company and our promoters have certain outstanding tax demands, following are the details in this regard:

<b>Mr. Shaileshkumar Vallabhdas Makadia</b>		
S. No	Particular	Amount along with Interest
1.	Income Tax Demand u/s 147 for the A.Y 2012	Rs. 11,75,190
2.	Income Tax Demand u/s 147 for the A.Y 2014	Rs. 5,80,300
3.	Income Tax Demand u/s 143(3) for the A.Y 2018	Rs. 1040
<b>Mr. Narendra Kantilal Patel</b>		
1.	Income Tax Demand u/s 143 (1)(a) for A.Y. 2018	Rs. 19,030
2.	Income Tax Demand u/s 143 (1)(a) for A.Y. 2021	Rs. 2402
<b>Mr. Parashar Kishorbhai Vyas</b>		
1.	Income Tax Demand u/s 143 (1)(a) for A.Y. 2014	Rs. 6
<b>RNG Finlease Private Limited</b>		
1.	Income Tax Demand u/s 154 for the A.Y 2011	Rs. 8,99,121
2.	Income Tax Demand u/s 271B for the A.Y 2011	Rs.1,07,012
3.	Income Tax Demand u/s 147 for the A.Y 2012	Rs. 26,65,447
4.	Income Tax Demand for A.Y 2013	Rs. 1520
<b>Hi-Green Carbon Limited</b>		
1.	Income Tax Demand u/s 143 (1) (a) for A.Y. 2022	Rs.8,62,140
2.	Income Tax Demand u/s 147 for A.Y. 2013	Rs. 4,26,52,065

Even though income tax demands are separate from our company's tax obligations and are specific to the personal tax liabilities of our Promoter and Director. While our company is not directly responsible for these outstanding demands, it could have an indirect impact on our company's reputation, business, results of operations, and financial condition.

3. ***Our Registered Office from where we operate is not owned by us.***

Our Registered Office premise situated at Plot No. G-557 Gate No. 1, Lodhika Industrial Estate, Metoda G.I.D.C. Gate No. 3, Metoda, Rajkot - 360021, India is not owned by us, it is taken on lease rental basis w.e.f. July 01, 2022 from our group company, M/s. Vitagreen Products Private Limited, being the owner of the property, on No Objection certificate for period of 11 months.

We cannot assure you that we will be able to continue the above arrangement on commercially acceptable / favourable terms in future. If we are required to vacate the current premises, we would be required to make alternative arrangements for new office and other infrastructure, and we cannot assure that the new arrangements will be on commercially acceptable/favourable terms. If we are required to relocate our business operations during this period, we may suffer a disruption in our operations or have to pay higher charges, which could have an adverse effect on our business, prospects, results of operations and financial condition.

4. ***Our Company is planning to set up new Manufacturing Unit at Dhule District in the state of Maharashtra.***

Our Company is planning to set up new Manufacturing Unit at Dhule District in the state of Maharashtra. Products to be manufactured at new manufacturing facility will be same as our existing manufacturing facility. Estimated Project cost (other than working capital) of ₹ 4,041.18 Lakhs of which cost of Land is Rs. 258.05 Lakhs, construction of sheds is estimated to be Rs. 495.10 Lakhs, Purchase of Machineries is estimated to Rs. 3,138.03 Lakhs and remaining Rs. 150.00 Lakhs towards Contingencies (3%-4%) of total project cost. In case, our company is unable to set up the manufacturing facilities or unable to receive requisite approvals for setting up the manufacturing facilities at Dhule District in the state of Maharashtra, we have to find alternates arrangement for such new manufacturing Unit. Moreover, schedule of implementation for competition of project is by financial year 2023-24, our company may use interim proceeds of IPO until the proposed manufacturing facilities is ready for commercial production.

5. ***Out of total estimated cost of Machinery of ₹ 3138.03 lakhs, machinery worth ₹ 2000 lakhs are to be purchased from Radhe Renewal Energy Development Private limited (related entity) and also we are yet to place order for purchase of Machinery worth ₹ 2738.03 Lakhs which constitutes 84.95% of the total cost of Machinery.***

The total cost of Machinery including installation and transportation charges is ₹ 3138.03 lakhs comprising of indigenous machineries of Rs 3138.03 lakhs. Out of total estimated budget for purchase of machinery, machinery worth ₹ 2000 lakhs are to be purchased from Radhe Renewal Energy Development Private limited (related entity) for which payment will be made from loan from Central bank of India to the extent of ₹ 1400 lakhs and ₹ 600 lakhs out of Internal Accrual. Further, our board of directors has obtained omnibus approval for the said purchase and the said purchase is at arm's length price. Upto date of this Prospectus our company has paid ₹ 472.20 Lakhs to Radhe Renewal Energy Development Private limited (related entity) out of internal accruals. Therefore, our company is yet to place order for Machinery worth ₹ 2738.03 Lakhs amounting to 84.95% of total estimated cost of machinery. No machineries which are to purchase for new manufacturing plant at Dhule Unit at Maharashtra are second hand. The quotations have been received by our company for Machinery from various supplier. Although, our promoters are confident that the machines will be available at the price as per the quotation given by various suppliers, there can be no assurance that such Machinery will be available at same pricing on the date of placing order. In case there is price escalation our company have to arrange for such additional finances from alternate sources which may or may not be at favourable terms to our company.

**6. Total estimated cost of Contingencies of ₹ 150.00 Lakhs included in the Project cost is to be funded from the proceeds of the issue is on adhoc basis.**

Our company is planning for setting up new of Manufacturing Facility at Dhule District in the state of Maharashtra. For expansion of new manufacturing plant at Dhule District in the state of Maharashtra, our company has estimated total project cost (other than working capital) of ₹ 4,041.18 Lakhs which also includes provision for contingencies of around 3% to 4% of total project cost (other than Working Capital) amounting to ₹ 150.00 lakhs. Such miscellaneous and contingency provision is to meet small miscellaneous items related to plant such as electrification, piping, fitting and to tackle any price escalation in the estimated budget of the Project cost. Our company haven't received any quotation for such contingencies, it is based on management estimates which can change due to uncertain events or circumstances. In case there is price escalation beyond the estimation of contingencies, our company have to arrange for such additional finances from alternate sources which may or may not be at favourable terms to our company.

**7. The Company is dependent on few numbers of customers for sales. Loss of any of this large customer may affect our revenues and profitability.**

Top ten customers of our company for FY2022-23, FY 2021-22 and FY 2020-21 contributed for 63.87%, 57.91% and 53.63% respectively of our sales. Our Company is engaged in the business of waste tyres recycling. Our business operations are highly dependent on our customers and the loss of any of our customers may adversely affect our sales and consequently on our business and results of operations. While we typically have long term relationships with our customers, we have not entered into long term agreements with our customers and the success of our business is accordingly significantly dependent on us maintaining good relationships with our customers and suppliers. The actual sales by our Company may differ from the estimates of our management due to the absence of long term agreements. The loss of one or more of these significant or key customers or a reduction in the amount of business we obtain from them could have an adverse effect on our business, results of operations, financial condition and cash flows. We cannot assure you that we will be able to maintain historic levels of business and/or negotiate and execute long term contracts on terms that are commercially viable with our significant customers or that we will be able to significantly reduce customer concentration in the future. Any decline in our quality standards, growing competition and any change in the demand, may adversely affect our ability to retain them. We cannot assure that we shall generate the same quantum of business, or any business at all, and the loss of business from one or more of them may adversely affect our revenues and results of operations.

However, the composition and revenue generated from these customers might change, as we continue to add new customers in the normal course of business. Though we believe that we will not face substantial challenges in maintaining our business relationship with them or finding new customers, there can be no assurance that we will be able to maintain long term relationships with such customers or find new customers in time.

**8. Our revenues are highly dependent on our operations in geographical region of state of Rajasthan. Any adverse development affecting our operations in this region could have an adverse impact on our business, financial condition and results of operations.**

We derive our revenue from domestic as well as international regions. However, for our domestic business, we derive a large portion of our domestic revenue from state of Rajasthan. State of Rajasthan contribute 79.73%, 68.09% and 70.84% of our total domestic revenue for financial year ended on March 31, 2023, 2022 and 2021, respectively. If the economic conditions of State of Rajasthan become volatile or uncertain or the conditions in the financial market were to deteriorate or if there are any changes in laws applicable to our industry or if any restrictive conditions are imposed on us or our business, there will be a severe impact on the financial condition of our business.

9. ***We highly depend on our major raw materials and a few key suppliers who help us procure the same. Our Company has not entered into long-term agreements with its suppliers for supply of raw materials. In the event we are unable to procure adequate amounts of raw materials, at competitive prices our business, results of operations and financial condition may be adversely affected.***

Our Company is engaged in the business of waste tyres recycling. Therefore, we are highly dependent on waste tyres. Thus, if we experience significant increase in demand, or need to replace an existing supplier, we cannot assure you that we will be able to meet such demand or find suitable substitutes, in a timely manner and at reasonable costs, or at all. We depend on a few suppliers for procurement of raw materials, required for manufacturing our products. Top ten suppliers of our company for FY2022-23, FY 2021-22 and FY 2020-21 contributed for 96.88%, 97.94% and 99.15% respectively of our purchases.

We have not entered into long term contracts with our suppliers and prices for raw materials are normally based on the quotes we receive from various suppliers. Since we have no formal arrangements with our suppliers, they are not contractually obligated to supply their products to us and may choose to sell their products to our competitors. Non-availability or inadequate quantity of raw material or use of substandard quality of the raw materials in the manufacture of our products, could have a material adverse effect on our business. Further, any discontinuation of production by these suppliers or a failure of these suppliers to adhere to the delivery schedule or the required quality and quantity could hamper our manufacturing schedule. There can be no assurance that strong demand, capacity limitations or other problems experienced by our suppliers will not result in occasional shortages or delays in their supply of raw materials to us. Further, we cannot assure you that our suppliers will continue to be associated with us on reasonable terms, or at all. Since our suppliers are not contractually bound to deal with us exclusively, we may face the risk of our competitors offering better terms to such suppliers, which may cause them to cater to our competitors alongside us.

10. ***The price, at which we are able to obtain the raw material for manufacture of our finished products depend largely on prevailing market prices. Increase in costs of our raw materials could have a material adverse effect on our Company's sales, profitability and results of operations.***

Our Company is dependent on third party suppliers for procuring raw materials. We are exposed to fluctuations in the prices of these raw materials as well as its unavailability, particularly as we typically do not enter into any long-term supply agreements with our suppliers and our major requirement is met in the spot market. We may be unable to control the factors affecting the price at which we procure the materials. We also face the risks associated with compensating for or passing on such increase in our cost of production on account of such fluctuations in prices to our customers. Upward fluctuations in the prices of raw material may thereby affect our margins and profitability, resulting in a material adverse effect on our business, financial condition and results of operations. Though we enjoy favourable terms from the suppliers both in prices as well as in supplies, our inability to obtain high quality materials in a timely and cost-effective manner would cause delays in our production and delivery schedules, which may result in the loss of our customers and revenues.

11. ***We conduct our business activities on a purchase order basis and therefore, have not entered into long-term agreements with our customers.***

Our Company is engaged in the business of waste tyres recycling. We have not entered into any formal agreements, arrangement or any other understanding with our customers or our traders and therefore, our business is dependent upon the continuous relationship with the customers, our traders and the quality of products supplied to us. Further, neither do we have any exclusive agents, dealers, distributors nor have we entered into any agreements with any of the market intermediaries for selling or marketing the products. If there occurs any change in the market conditions, market trends, requirements of our customers, or if we fail to identify and understand evolving industry trends, preferences or fail to meet our customers' demands, it might have a direct impact on our revenue and customer base. The inability to procure new orders on a regular basis or at all may adversely affect our business, revenues, cash flows and operations.

12. ***Production Capacity related information of the Company included in this Prospectus has been disclosed based on certificate from a Chartered Accountant. There can be no assurance that such information is either complete or accurate***

The information about the has been prepared by a chartered accountant, who is not a subject matter expert. The information has been included based on Certificate by our statutory auditors M/s. J C Ranpura & Co. Chartered Accountants dated June 26, 2023, bearing UDIN:231118411BGWRRP5970. Although, the information has been prepared with due caution by statutory auditor of the company, the information may not be accurate as Chartered Accountant is not the subject matter expert. This data is subject to expertise limitations and based upon certain assumptions that are subjective in nature. None of our Company, the Book Running Lead Manager or any other person connected with the Issue has independently verified such information. Although we believe that the data may be considered to be reliable, the accuracy, completeness and underlying assumptions are not guaranteed, and

dependability cannot be assured. For more information, please refer to the chapter titled as “Our Business” beginning from page no 111 of this Prospectus.

**13. Our company has availed credit facility from banks, and it is subject to certain restrictive covenants. Any Delay in issuing No Objection Certificate for the proposed issue may delay our proposed Initial public offering.**

As on date of this Prospectus, we avail credit facilities from various Banks and Financial Institutions. We have entered into mortgage agreement with our lender and the covenants in borrowings from bank / lenders, among other things require us to obtain prior permissions in writing in respect of, including, but not limited to effecting any change in the management/Board of the Company, declaration of dividend, capital structure of the Company; undertake any new project, implement any scheme of expansion or acquire fixed assets, enter into borrowing arrangement either secured or unsecured with any other bank/financial institution/Company or otherwise, formulate any scheme of amalgamation, acquisition, merger, or reconstruction etc. We have applied to our lenders for No Objection Certificate (NOC) for our proposed Initial Public offer, for which their NOC is awaited. In an event, Lender’s delay in granting their NOC, it will delay our proposed Initial public offering which may delay our Schedule of Implementations and consequently impact our functioning to that extent.

**14. Our main operations may be adversely affected in case of industrial accidents at our manufacturing unit and also rubber is a combustible commodity which may lead to any fire mishaps or accidents could lead to property damages, property loss and accident claims.**

Usage of machinery, handling of materials by labour during production process or otherwise, lifting of materials by humans, cranes, heating processes of the furnace etc. may result in accidents, which could cause injury to our labour, employees, other persons on the site and could also damage our properties thereby affecting our operations. Any such occurrence of accidents could hamper our production and consequently affect our profitability.

Rubber being a combustible commodity, every stage from procurement, processing, storage and transportation to final dispatch is fraught with an imminent danger of an instant fire. The risk of fire hazard is increased due to increased automation and use of large volume of air for material handling. Any spark generated can not only generate fire but also the same could propagate to other machines through spread of fire by rubber’s flammability.

**15. Any delays and/or defaults in customer payments could result in increase of working capital investment and/or reduction of our Company’s profits, thereby affecting our operation and financial condition.**

We are exposed to payment delays and/or defaults by our customers. Our financial position and financial performance are dependent on the creditworthiness of our customers. As per our business network model, we supply our products directly to our customers without taking any advance payment or security deposit against the orders placed by them. Such delays in payments may require our Company to make a working capital investment. We cannot assure you that payments from all or any of our customers will be received in a timely manner or to that extent will be received at all. If a customer defaults in making its payments on an order on which our Company has devoted significant resources, or if an order in which our Company has invested significant resources is delayed, cancelled or does not proceed to completion, it could have a material adverse effect on our Company’s results of operations and financial condition.

There is no guarantee on the timeliness of all or any part of our customers’ payments and whether they will be able to fulfil their obligations, which may arise from their financial difficulties, deterioration in their business performance, or a downturn in the global economy. If such events or circumstances occur, our financial performance and our operating cash flows may be adversely affected.

**16. Our Company requires significant amount of working capital for a continued growth. Our inability to meet our working capital requirements may have an adverse effect on our results of operations.**

Our business requires significant working capital, part of which would be met through additional borrowings in the future. In many cases, significant amounts of working capital are required to finance the procurement of raw materials before payments are received from customers. Our working capital requirements may increase, under certain conditions, where payment terms do not include advance payments or include delayed payments from customers. Additionally, our working capital requirements have increased in recent years due to the general growth of our business. All these factors may result, or have resulted, in increases in our working capital needs. The details of working capital requirements are as follows:

(₹ in Lakhs)

Particular	For the Year Ended			Projected
	31-Mar-21	31-Mar-22	31-Mar-23	31-Mar-24
Inventories				
Raw Material	196.08	392.79	579.35	700.00



Particular	For the Year Ended			Projected
	31-Mar-21	31-Mar-22	31-Mar-23	31-Mar-24
Work in Progress (WIP)	346.75	164.01	75.36	100.00
Consumables	259.13	194.39	179.88	250.00
Finished goods/Waste	232.51	187.13	393.19	440.00
Trade receivables	294.05	497.19	562.12	1,363.10
Cash and cash equivalents	12.33	6.45	9.00	54.23
Loans and Advances	18.69	19.25	595.49	1,314.85
Other Assets	24.39	4.17	8.20	20.00
<b>Total Current Assets</b>	<b>1,383.92</b>	<b>1,465.38</b>	<b>2,402.59</b>	<b>4,242.18</b>
<b>Current Liabilities</b>				
Trade payables	703.42	482.70	436.75	99.00
Other liabilities (Including Non-Current)	4.97	94.41	58.23	60.00
Short-term provisions	2.04	72.86	217.80	30.00
<b>Total Current Liabilities</b>	<b>710.43</b>	<b>649.97</b>	<b>712.79</b>	<b>189.00</b>
<b>Net Working Capital</b>	<b>673.49</b>	<b>815.42</b>	<b>1,689.80</b>	<b>4,053.18</b>
<b>Sources of Funds</b>				
Short Term Borrowing	383.47	358.66	920.07	1,000.00
Unsecured Loan	-	-	-	-
Internal Accruals/Existing Net worth	290.02	456.76	769.73	1,399.28
Proceeds from IPO	0.00	0.00	0.00	1,653.90
<b>Total</b>	<b>673.49</b>	<b>815.42</b>	<b>1,689.80</b>	<b>4,053.18</b>

**17. We have incurred net loss in the past, and we may not be able to achieve or maintain profitability in the future.**

Our Company incurred net loss of ₹ 15.18 lakhs, ₹ 519.43 lakhs, ₹ 432.11 Lakhs, ₹ 208.80 Lakhs and ₹ 182.83 Lakhs in the FY 2014, FY 2015, FY 2016, FY 2017 and FY 2018, respectively, based on Audited Financials of the Company. Our Industry is Capital intensive and require continuous capital infusion. We cannot assure that in future we will generate net profit or positive cash flow from the operation. If we fail to increase profitability or availing financial assistance at competitive rate, our business, operation and cash flow will be affected adversely.

**18. Our Company has availed ₹ 264.45 lakhs as unsecured loan as on March 31, 2023, which are repayable on demand. Any demand from the lenders for repayment of such unsecured loan may affect our cash flow and financial condition.**

Our Company has, as per the Restated Financial Statements, as on March 31, 2023, has availed total sum of ₹ 264.45 lakhs as unsecured loan from Director/Promoter/Relatives of Directors of our company and other Body Corporates, which may be recalled at any time. Sudden recall may impact our operations and also may force us to opt for funding at unviable terms resulting in higher financial burden. Further, we will not be able to raise funds at short notice and thus result in shortage of working capital fund. For details of transactions, please refer “Annexure – J - Related Party Transactions” under the chapter titled “Restated Financial Information” beginning from page no. 161 of this Prospectus.

**19. Our Company has in the past not complied with the certain provisions of the Companies Act, 1956 and Companies Act, 2013. Further, there have also been instances where our Company has inadvertently filed incorrect information with the RoC in its statutory filings.**

In the past, our Company has not complied with certain provisions of the Companies Act, 1956 and Companies Act, 2013 and the rules made therein, amended from time to time, as mentioned below:

1. For the period starting April 01, 2013 until June 23, 2016 our Company failed to comply with Section 383 A of the Companies Act, 1956 and rules made therein which required our Company to appoint a whole-time company secretary.
2. For the period starting July 01, 2018 until August 01, 2018 and August 04, 2019 until January 22, 2023 our Company failed to comply with Section 203 of the Companies Act, 2013 and rules made therein which required our Company to appoint a whole-time company secretary.

3. There have also been instances wherein the disclosures made in the statutory filings done under Companies Act, 1956 and Companies Act, 2013 are erroneous in nature, and revised filing for the same has not been done by our Company. For instance, in Form 2 filed for allotment of 25,00,000 equity shares on March 16, 2013 has typographical error in the attachment i.e. date of passing of resolution by the Board of Directors.

No show cause notice in respect to the above has been received by our Company till date and no penalty or fine has been imposed by any regulatory authority in respect to the same. It cannot be assured, that there will not be such instances in the future, or our Company will not commit any further delays or defaults in relation to its reporting requirements, or any penalty or fine will not be imposed by any regulatory authority in respect to the same. The happening of such event may cause a material effect on our results of operations and financial position.

- 20. *Non-compliance with amendment in Safety, Health and Environmental laws and other applicable regulations, may adversely affect the Company's results of operations and its financial condition.***

Our company is in business of the business of recycling of waste tyres. Due to nature of Business, the company is subject to various rules and regulations in relation to safety, health and environmental protection including Air Prevention and Control of Pollution Act, Noise Pollution and Water Prevention and Control of Pollution Act, Contract Labour Act, Employees Provident Fund Act, Bonus Act etc. Further, the company is subjected to the jurisdiction and is governed by Indian Law, rules and regulations in relation to safety, health and environmental protection due to the nature of the business of the company. These safety, health and environmental protection laws and regulations inter alia impose controls on air and water discharge, noise levels, storage handling, employee exposure to hazardous substances and other aspects of the Company's operations and products. Failure to comply with any existing or future regulations applicable to the Company may result in levy of fines, penalties, commencement of judicial proceedings and/or third-party claims, and may adversely affect the results of operations and financial condition.

- 21. *The company require certain approvals and/or licenses in the ordinary course of business to operate. Failure to obtain and/or to renew them in a timely manner, may affect the operations of the company.***

The company requires certain statutory and regulatory approvals, licenses, registrations and permissions, and applications need to be made at the appropriate stages for the business to operate. In this regards the company has obtained required license for carrying business activity including the Factory License, Trade License, Importer-Exporter Certificate, GST Registration and MSME Registration. Government approvals, licenses, clearances and consents are often also subject to numerous conditions, some of which are onerous and may require significant expenditure. Moreover, approvals, licenses, clearances, and consents covering the same subject matter are often required at State Government levels. If our company fail to comply, we may be subjected to adverse actions. Further, as on the date of filing the company does not have Fire NOC for its manufacturing facility and the application for same has been submitted by the company.

- 22. *There are certain discrepancies and non-compliances noticed in some of our corporate records relating to filing or returns and deposit of statutory dues with the concerned statutory authorities.***

In the past, our company has at several instances, delayed in filing our GST returns and deposit of statutory dues, as a result of which, we have been required to pay the late filing fees along with interest on delayed deposit of the statutory dues. Although the late filing fees levied are small but if we continue this practice, the accumulated amounts of each delay may adversely affect our cash flows. Further no-show cause notice has been issued against our Company, 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.

- 23. *Changes in technology may render our current technologies obsolete or require us to make substantial capital investments.***

Modernization and technology upgradation is essential to reduce costs and increase the output. Our technology and machineries may become obsolete or may not be upgraded timely, hampering our operations and financial conditions. In case of a new-found technology in the manufacturing facilities, we may be required to implement new technology or upgrade the machineries and other equipment's employed by us. Further, the costs in upgrading our technology and modernizing the plant and machineries are significant which could substantially affect our finances and operations.

- 24. *Continued operations of our manufacturing facilities are critical to our business and any disruption in the operation of our manufacturing facilities may have a material adverse effect on our business, results of operations and financial condition.***

Our manufacturing facilities are subject to operating risks, such as unavailability of spare parts of the machinery, break- down, obsolescence or failure of machinery, disruption in power supply or processes, performance below expected levels of efficiency, labour disputes, natural disasters, industrial accidents and statutory and regulatory

restrictions. In the event of a breakdown or failure of such machinery, replacement parts may not be available and such machinery may have to be sent for repairs or servicing. This may lead to delay and disruption in our production process that could have an adverse impact on our sales, results of operations, business growth and prospects.

**25. 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.**

Our company's 100% of the revenue is not derived from India. We export our products to Sri Lanka, Qatar and Thailand. We receive revenue in foreign currency from such operations. Any 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 services sold in foreign currency terms. 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.

**26. In addition to normal remuneration, other benefits and reimbursement of expenses to our Promoters and Directors; they are interested to the extent of their shareholding and dividend entitlement thereon in our Company and for the transactions entered into between our Company and themselves as well as between our Company and our Group Companies/Entities. Our Company in future may enter in related party transactions subject to necessary compliances.**

Our Promoter – Directors are interested in our Company to the extent of their shareholding and dividend entitlement thereon in our Company, in addition to normal remuneration or benefits and reimbursement of expenses. Our Promoter and Directors are interested in the transactions entered into between our Company and themselves as well as between our Company and our Group Company/Entity. All transactions with related parties entered into by the company in past were at arm's length basis, in compliance with applicable provisions of Companies Act, 2013 and other applicable provisions. Our company, promoter and group companies may enter into such related party transaction in future as well which may be or may not be at Arms' Length Price and in Ordinary Course of Business. If such future transactions are not on Arms' Length Price and in Ordinary Course of Business, our financial position may get affected to that extent. Additionally, our Company may enter in related party transactions in future subject to necessary compliances in accordance with relevant acts, rules and regulations. For details of transactions already executed by our Company with our Promoter, Directors and Group Companies/Entities during last three years, please refer to the "Annexure – 30 - Related Party Transactions" under the chapter titled "Restated Financial Information" beginning from page no. 161 of this Prospectus.

**27. The average cost of acquisition of Equity shares by our Promoters is lower than the Issue price.**

Our Promoter's average cost of acquisition of Equity shares in our Company is lower than the Issue Price of Equity shares as given below:

Sr. No.	Name of Promoters	No. of Equity Shares held	Average Cost of Acquisition per equity share (in ₹) *
1.	Mr. Amitkumar Hasmukhrai Bhalodi	1100000	10.50
2.	M/s RNG Finlease Private Limited	13600000	9.80
3.	Dr. Shaileshkumar Vallabhdas Makadia	1100000	10.50
4.	Mrs. Krupa Chetankumar Dethariya	1100000	10.50
5.	Mrs. Radhika Amitkumar Bhalodi	700000	10.50
6.	Mrs. Shriyakumari Shaileshkumar Makadia	700000	10.50
7.	Mr. Koosh Chetan Dethariya	700000	10.50

\*The average cost of acquisition of Equity Shares by our Promoters has been calculated by taking into account the amount paid by them to acquire Shares and Shares allotted to them and as reduced by amount received on sell of shares i.e. net of sale consideration is divided by net quantity of shares acquired.

**28. Our success depends heavily upon our Promoters, Directors and Key Managerial Personnel for their continuing services, strategic guidance and financial support. Our success depends heavily upon the continuing services of Promoters, Directors and Key Managerial Personnel who are the natural person in control of our Company.**

Our Promoters and Directors have a vast experience in the business undertaken by our company. They have established cordial relations with various customers and suppliers over the past several years, which have immensely benefitted our Company's current customer and supplier relations. We believe, our Promoters and Directors, who have rich experience in this industry, managing customers and handling overall businesses, has enabled us to experience growth and profitability.

We benefit from our relationship with our Promoters, Director and Key Managerial Personnel and our success depends upon their continuing services. We also depend significantly on our Directors and Key Managerial Persons for executing our day-to-day activities. The loss of any of our Promoters, Directors and Key Management Personnel, or failure to retain, recruit suitable or comparable replacements, could have an adverse effect on us. The loss of service of the Promoters and other senior management could seriously impair the ability to continue to manage and expand the business efficiently. If we are unable to retain qualified employees at a reasonable cost, we may be unable to execute our growth strategy. For further details of our Directors and Key Managerial Personnel, please refer to the chapter titled “*Our Management*” on page 137 of this Prospectus.

**29. *Our Promoters will continue jointly to retain majority control over our Company after the Issue, which will allow them to determine the outcome of matters submitted to shareholders for approval.***

Post this Issue, our Promoters will collectively own 71.83% of our post issue equity share capital. As a result, our Promoter, together with the members of the Promoter Group, will continue to exercise a significant degree of influence over Company and will be able to control the outcome of any proposal that can be approved by a majority shareholder vote, including, the election of members to our Board, in accordance with the Companies Act, 2013 and our Articles of Association. Such a concentration of ownership may also have the effect of delaying, preventing or deterring a change in control of our Company.

In addition, our Promoter will continue to have the ability to cause us to take actions that are not in, or may conflict with, our interests or the interests of some or all of our creditors or other shareholders, and we cannot assure you that such actions will not have an adverse effect on our future financial performance or the price of our Equity Shares.

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

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

**31. *Industry information included in this Prospectus has been derived from industry reports. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate.***

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

**32. *Within the parameters as mentioned in the chapter titled “Objects of this Issue” of this Prospectus, our Company’s management will have flexibility in applying the proceeds of this Issue. The fund requirement and deployment mentioned in the Objects of this Issue have not been appraised by any bank or financial institution.***

We intend to use substantial portion of the Net Issue Proceeds towards meeting the working capital requirement. We intend to deploy the Net Issue Proceeds in financial year 2023-24 and such deployment is based on certain assumptions and strategy which our Company believes to implement in future. The funds raised from the Issue may remain idle on account of change in assumptions, market conditions, strategy of our Company, etc., For further details on the use of the Issue Proceeds, please refer chapter titled “*Objects of the Issue*” on page 77 of this Prospectus. The deployment of funds for the purposes described above is at the discretion of our Company’s Board of Directors. The fund requirement and deployment are based on internal management estimates and has not been appraised by any bank or financial institution. Accordingly, within the parameters as mentioned in chapter titled “*Objects of the Issue*” on page 77 of this Prospectus, the Management will have significant flexibility in applying the proceeds received by our Company from the Issue, subject to approval from Shareholders of the Company. Our Board of Directors will monitor the proceeds of this Issue.

- 33. *We have not identified any alternate source of raising the funds required for the object of the Issue and the deployment of funds is entirely at our discretion and as per the details mentioned in the section titled “Objects of the Issue”.***

Our Company has not identified any alternate source of funding for our object of the Issue 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 funds or may result in borrowing funds on unfavourable terms, both of which scenarios may affect the business operation and financial performance of the company. Further the deployment of the funds raised in the issue will be entirely at the discretion of the management and any revision in the estimates may require us to reschedule our projected expenditure and may have a bearing on our expected revenues and earnings. For further details of Please refer chapter titled “Object for the Issue” beginning on page 77 of this Prospectus.

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

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

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

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations financial condition, cash requirements, business prospects and any other financing arrangements.

Additionally, we may not be permitted to declare any dividends under the loan financing arrangement that our Company may enter into future, if there is a default under such loan agreements or unless our Company has paid all the dues to the lender up to the date on which the dividend is declared or paid or has made satisfactory provisions thereof. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value.

- 36. *Our inability to effectively implement our business and growth strategy may have an adverse effect on our operation and growth.***

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

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

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

## **EXTERNAL RISK FACTORS**

- 38. *The COVID-19 pandemic, or any future pandemic or widespread public health emergency, could materially and adversely impact our business, financial condition, cash flows and results of operations.***

Since first being reported in December 2019, the outbreak of COVID-19 has spread globally. The World Health Organization declared the outbreak of COVID-19 to be a public health emergency of international concern on January 30, 2020, and a global pandemic on March 11, 2020.

The COVID-19 pandemic has had, and any future pandemic or widespread public health emergency could have, repercussions across regional and global economies and financial markets. The outbreak of COVID-19 in many countries, including India has significantly and adversely impacted economic activity and has contributed to significant volatility and negative pressure in financial markets, and it is possible that the outbreak of COVID-19 will cause a prolonged global economic crisis, recession or depression, despite monetary and fiscal interventions by governments and central banks globally.

The global impact of the outbreak has been rapidly evolving. As cases of COVID-19 have continued to be identified in additional countries, many jurisdictions, including the governments of India, have reacted by instituting restrictive measures including invoking lock downs and quarantines, requiring the closure of non-essential businesses and placing restrictions on the types of businesses that may continue to operate, mandating restrictions on travel, implementing “shelter-in-place” rules and “stay-at-home” orders, and enforcing remote working regulations. No prediction can be made of when any of the restrictions currently in place will be relaxed or expire, or whether or when further restrictions will be announced. Although some governments are beginning to ease or lift these restrictions, the impacts from the severe disruptions caused by the effective shutdown of large segments of the global economy or localized lockdowns remain unknown.

On March 24, 2020, the Government of India ordered a national lockdown in response to the spread of COVID-19. Our business was determined to be operating in an essential industry, which allowed us to continue our operations after the introduction of the lockdown in India, subject to certain adjustments in working patterns.

There can be no assurance that there will not be any material impact on our operations if the outbreak of COVID-19 is not effectively controlled. Although some restrictions have been eased, it is not yet clear when the lockdown conditions will be fully lifted in India. Further, although we were declared an essential business and were able to adjust our business to continue operating during the lockdown, there can be no assurance that further restrictions will not be introduced or that we will continue to retain such essential status. Further, we may be required to quarantine employees that are suspected of being infected of COVID-19, as well as others that have come into contact with those employees or shut down our manufacturing facilities as a health measure, which could have an adverse effect on our business operations or result in a delay in the production and supply of products to our customers in a timely manner. If any of our suppliers are affected by COVID-19 to the extent our supply chain is disrupted, this may affect our ability to meet the demand of our customers.

The full extent to which the COVID-19 pandemic, or any future pandemic or widespread public health emergency impacts our business, operations and financial results will depend on numerous evolving factors that we may not be able to accurately predict, including the scope, severity, and duration of the pandemic; actions taken by governments, business and individuals in response to the pandemic; the effect on customer demand for and ability to pay for our products; the disruptions or restrictions on our employees’ and suppliers’ ability to work and travel; volatility in foreign exchange rates; any extended period of remote work arrangements; and strain on our or our customers’ business continuity plans, and resultant operational risk.

The COVID-19 pandemic, or any future pandemic or widespread public health emergency could therefore materially and adversely impact our business, financial condition, cash flows and results of operations.

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

Prior to this Issue, there has been no public market for our Equity Shares. Our Company and the Book Running Lead Manager has appointed September 01, 2023 as Designated Market Maker for the equity shares of our Company. However, the trading price of our Equity Shares may fluctuate after this Issue due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India’s fiscal regime, volatility in the Indian and global securities market, performance of our competitors, the Indian Capital Markets and Finance industry, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnership, joint ventures, or capital commitments.

**40. *You will not be able to sell immediately on Indian Stock Exchanges any of the Equity Shares you purchase in the Issue until the Issue receives appropriate trading permissions.***

The Equity Shares will be listed on the Stock Exchange. Pursuant to Indian regulations, certain actions must be completed before the Equity Shares can be listed and trading on stock exchange. We cannot assure you that the Equity Shares will be credited to investor’s demat accounts, or that trading in the Equity Shares will commence, within the

time periods specified in this Prospectus. Any failure or delay in obtaining the approval would restrict your ability to dispose of the Equity Shares. In accordance with section 40 of the Companies Act, if the permission of listing the Equity Shares is denied by the stock exchanges, we are required to refund all monies collected to investors.

**41. *There is no guarantee that the Equity Shares issued pursuant to the Issue will be listed on the Emerge Platform of National Stock Exchange of India Limited in a timely manner, or at all.***

In accordance with Indian law and practice, permission for listing and trading of the Equity Shares issued pursuant to the Issue will not be granted until after the Equity Shares have been issued and allotted. Approval for listing and trading will require all relevant documents authorizing the issuing of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on the Emerge Platform of National Stock Exchange of India Limited. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares.

**42. *We are subject to risks arising from interest rate fluctuations, which could adversely impact our business, financial condition and operating results.***

Changes in interest rates could significantly affect our financial condition and results of operations. If the interest rates for future borrowings increase significantly, our cost of servicing such debt will increase. This may negatively impact our results of operations, planned capital expenditures and cash flows.

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

Taxes and other levies imposed by the Central or State Governments in India that impact our industry include customs duties, excise duties, sales tax, income tax and other taxes, duties or surcharges introduced on a permanent or temporary basis from time to time. There can be no assurance that these tax rates/slab will continue in the future. Further, with the Introduction of the Goods and Services Act, tax rates and its implication may have material impact on our products. Any changes in these tax rates/slabs could adversely affect our financial condition and results of operations.

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

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

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

Global economic and political factors that are beyond our control, influence forecasts and directly affect performance. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, change in regulatory framework, inflation, deflation, foreign exchange fluctuations, consumer credit availability, consumer debt levels, unemployment trends, terrorist threats and activities, worldwide military and domestic disturbances and conflicts, and other matters that influence consumer confidence, spending and tourism.

**46. *Civil disturbances, extremities of weather, regional conflicts and other political instability may have adverse effects on our operations and financial performance.***

Certain events that are beyond our control such as earthquake, fire, floods and similar natural calamities may cause interruption in the business undertaken by us. Our operations and financial results and the market price and liquidity of our equity shares may be affected by changes in Indian Government policy or taxation or social, ethnic, political, economic or other adverse developments in or affecting India.

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

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

profitability. Additionally, such events could have a material adverse effect on the market for securities of Indian companies, including the Equity Shares.

## PROMINENT NOTES

1. Public offer of 7040000 Equity Shares of face value of ₹ 10/- each for cash at a price of ₹ 75/- per equity share including a share premium of ₹ 65/- per equity share (the “Offer Price”) aggregating to ₹ 5,280.00 lakhs (“The Offer”).
2. The Net Asset Value per Equity Share of our Company as per the Restated Financials as on March 31, 2023, 2022 and 2021 is ₹ 11.89/-, ₹ 6.18/- and ₹ 4.24/- per Equity Share, respectively.
3. The net worth of our Company as per Restated Financials as of March 31, 2023 is ₹ 2,259.02 Lakhs.
4. Average cost of acquisition of equity shares by our promoters is as follows:

Sr. No.	Name of Promoters	No. of Equity Shares held	Average Cost of Acquisition per equity share (in ₹) *
1.	Mr. Amitkumar Hasmukhrai Bhalodi	1100000	10.50
2.	M/s RNG Finlease Private Limited	13600000	9.80
3.	Dr. Shaileshkumar Vallabhdas Makadia	1100000	10.50
4.	Mrs. Krupa Chetankumar Dethariya	1100000	10.50
5.	Mrs. Radhika Amitkumar Bhalodi	700000	10.50
6.	Mrs. Shriyakumari Shaileshkumar Makadia	700000	10.50
7.	Mr. Koosh Chetan Dethariya	700000	10.50

\*The average cost of acquisition of Equity Shares by our Promoters has been calculated by taking into account the amount paid by them to acquire and Shares allotted to them as reduced by amount received on sell of shares i.e. net of sale consideration is divided by net quantity of shares acquired.

For further details, please refer to chapter titled “*Capital Structure*” beginning on page no. 55 of this Prospectus.

5. There has been no financing arrangement whereby our directors or any of their respective relatives have financed the purchase by any other person of securities of our Company during the six (6) months preceding the date of this Prospectus.
6. Except as stated under the chapter titled “*Capital Structure*” beginning on page no 55 of this Prospectus, our Company has not issued any Equity Shares for consideration other than cash.
7. Except as disclosed in the chapters titled “*Capital Structure*”, “*Our Promoters and Promoter Group*”, “*Information with respect to Group Companies/entities*” and “*Our Management*” beginning on page no. 55, 149, 180 and 137 respectively of this Prospectus, none of our Promoters, Directors or Key Managerial Personnel has any interest in our Company.
8. Trading in Equity Shares of our Company for all investors shall be in dematerialized form only.
9. Investors are advised to refer to the chapter titled “*Basis for Offer Price*” beginning on page 91 of the Prospectus.
10. Investors may contact the Book Running Lead Manager or the Company Secretary & Compliance Officer for any complaint/clarification/information pertaining to the Issue. For contact details of the Book Running Lead Manager and the Company Secretary & Compliance Officer, please refer to chapter titled “*General Information*” beginning on page 45 of this Prospectus.

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



## SECTION IV – INTRODUCTION

### THE OFFER

Present Offer in terms of this Prospectus:

Particulars	Details
Equity Shares offered*	Offer of 7040000 Equity Shares of ₹ 10/- each at a price of ₹ 75/- per Equity Share each aggregating to ₹ 5,280.00 Lakhs
<b>Of which:</b>	
Fresh Issue <sup>(1)</sup>	5990000 Equity Shares ₹ 10/- each at a price of ₹ 75/- per Equity Share each aggregating to ₹ 4,492.50 Lakhs.
Offer for Sale <sup>(1)&amp;(2)</sup>	1050000 Equity Shares ₹ 10/- each at a price of ₹ 75/- per Equity Share each aggregating to ₹ 787.50 Lakhs.
Reserved for Market Makers	420800 Equity Shares of ₹ 10/- each at a Price of ₹ 75/- per Equity Share each aggregating to ₹ 315.60 Lakhs
Net Offer to the Public	6619200 Equity Shares of ₹ 10/- each at a Price of ₹ 75/- per Equity Share each aggregating to ₹ 4,964.40 Lakhs
<b>Of which</b>	
Allocation to Qualified Institutional Buyers	3307200 Equity Shares of ₹ 10/- each at a Price of ₹ 75/- per Equity Share each aggregating to ₹ 2,480.40 Lakhs
<b>Of which</b>	
Anchor Investors	1984000 Equity Shares of ₹ 10/- each at a Price of ₹ 75/- per Equity Share each aggregating to ₹ 1,488.00 Lakhs
Net QIB Portion (Assuming Anchor allocation portion is fully subscribed)	1323200 Equity Shares of ₹ 10/- each at a Price of ₹ 75/- per Equity Share each aggregating to ₹ 992.40 Lakhs
<b>Of which</b>	
Available for allocation to Mutual Funds only (5% of the QIB portion excluding Anchor Investor Portion)	65600 Equity Shares of ₹ 10/- each at a Price of ₹ 75/- per Equity Share each aggregating to ₹ 49.20 Lakhs
Balance QIB Portion for all QIBs including Mutual Funds	1257600 Equity Shares of ₹ 10/- each at a Price of ₹ 75/- per Equity Share each aggregating to ₹ 943.20 Lakhs
Allocation to Non-Institutional Investors	Atleast 995200 Equity Shares of ₹ 10/- each at a Price of ₹ 75/- per Equity Share each aggregating to ₹ 746.40 Lakhs
Allocation to Retail Individual Investors	Atleast 2316800 Equity Shares of ₹ 10/- each at a Price of ₹ 75/- per Equity Share each aggregating to ₹ 1,737.60 Lakhs
Equity Shares outstanding prior to the Offer	19000000 Equity Shares of ₹ 10/- each
Equity Shares outstanding after the Offer	24990000 Equity Shares of ₹ 10/- each
Use of Proceeds	For details, please refer chapter titled “ <i>Objects of The Offer</i> ” beginning on Page no. 77 of this Prospectus for information on use of Offer Proceeds.

\* Subject to finalization of the Basis of Allotment. Number of shares may need to be adjusted for lot size upon determination of offer price

- (1) This Offer is being made in terms Regulation 253 (1) of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.
- (2) The present Offer has been authorized pursuant to a resolution of our Board dated May 22, 2023 and by Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra-Ordinary General Meeting of our shareholders held on May 26, 2023.
- (3) In the event of over-subscription, allotment shall be made on a proportionate basis, subject to valid Bids received at or above the Offer Price. Allocation to investors in all categories, except the Retail Portion, shall be made on a proportionate basis subject to valid bids received at or above the Offer Price. The allocation to each Retail Individual Investor shall not be less than the minimum Bid Lot, and subject to availability of Equity Shares in the Retail Portion, the remaining available Equity Shares, if any, shall be allocated on a proportionate basis.

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- (4) In the event of an under-subscription in the offer and compliance with Rule 19(2)(b) of the SCRR, our Company and the BRLM shall first ensure Allotment of Equity Shares offered pursuant to the Fresh offer by the Offeror.
  - (5) The SEBI ICDR Regulations permit the issue of securities to the public through the Book Building Process, which states that, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation on a proportionate basis to Retail Individual Bidders and not more than 50% of the Net offer shall be allotted on a proportionate basis to QIBs, subject to valid Bids being received at or above the Offer Price.
  - (6) Subject to valid Bids being received at or above the Offer Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company and Promoter Selling Shareholder in consultation with the Book Running Book Running Lead Managers and the Designated Stock Exchange, subject to applicable laws.

## SUMMARY OF FINANCIAL INFORMATION

### Annexure 1: Restated Standalone Statement of Assets and Liabilities

(All amounts are in Lakhs of Indian Rupees unless stated to be otherwise)

Particulars	As at 31st March		
	2023	2022	2021
<b>Equity and liabilities</b>			
<b>Shareholders' funds</b>			
Share Capital	1,900.00	1,900.00	1,900.00
Reserves and Surplus	359.02	(725.77)	(1,093.72)
	<b>2,259.02</b>	<b>1,174.23</b>	806.28
<b>Non-current liabilities</b>			
Long-Term Borrowings	381.71	1,208.27	1,381.03
Deferred Tax Liabilities (Net)	37.99		
Long-Term Provisions	15.84	13.47	11.10
	<b>435.54</b>	<b>1,221.74</b>	<b>1,392.12</b>
<b>Current liabilities</b>			
Short-term borrowings	980.48	378.43	402.07
Trade payables			
(a) Total outstanding dues of micro and small enterprise	426.73	426.38	0.00
(b) Total outstanding dues of creditors other than micro and small enterprise	10.01	56.32	703.42
Other current liabilities	58.23	94.41	4.97
Short-term provisions	217.80	72.86	2.04
	<b>1,693.27</b>	<b>1,028.39</b>	<b>1,112.50</b>
<b>Total</b>	<b>4,387.83</b>	<b>3,424.36</b>	<b>3,310.91</b>
<b>Assets</b>			
<b>Non-current assets</b>			
Property, Plant, Equipment & Intangible Asset			
(i) Tangible Assets	1,797.68	1,667.25	1,557.38
(ii) Capital Work In Progress	187.27	-	49.52
(ii) Intangible Assets	0.10	0.13	0.14
Non-current investments	0.20	0.20	0.20
Deferred tax assets (net)	-	291.41	319.75
Long-term loans and advances	-	-	-
Other non-current assets	18.71	19.25	17.69
	<b>2,003.96</b>	<b>1,978.23</b>	<b>1,944.67</b>
<b>Current assets</b>			
Short-term loans and advances	576.77	-	1.00
Other current assets	8.20	4.17	24.39
Trade receivables	562.12	497.19	294.05
Inventories	1,227.77	938.31	1,034.47
Cash and Cash Equivalents	9.00	6.45	12.33
	<b>2,383.87</b>	<b>1,446.13</b>	<b>1,366.23</b>
<b>Total</b>	<b>4,387.83</b>	<b>3,424.36</b>	<b>3,310.91</b>

**Annexure 2: Restated Standalone Statement of Profit and Loss**  
(All amounts are in Lakhs of Indian Rupees unless stated to be otherwise)

Particulars	For the year ended 31st March		
	2023	2022	2021
<b>Revenue</b>			
Revenue from operations	7,852.41	5,110.69	2,427.09
Other income	51.49	3.26	2.30
<b>Total revenue</b>	<b>7,903.90</b>	<b>5,113.95</b>	<b>2,429.39</b>
<b>Expenses</b>			
Cost of Materials Consumed	4,876.50	3,092.77	1,978.89
Changes in inventories of Finished Goods, WIP and Traded Goods	-117.41	228.13	-361.24
Employee Benefits Expense	136.22	116.82	107.32
Finance Costs	119.78	118.00	48.03
Depreciation and amortisation Expense	312.47	303.83	297.19
Other Expenses	963.09	787.60	346.00
<b>Total Expenses</b>	<b>6,290.64</b>	<b>4,647.14</b>	<b>2,416.18</b>
<b>PROFIT BEFORE EXCEPTIONAL &amp; EXTRAORDINARY ITEMS &amp; TAX</b>	<b>1,613.26</b>	<b>466.81</b>	<b>13.20</b>
Exceptional/Prior Period Items	-	-	-
<b>PROFIT BEFORE TAX</b>	<b>1,613.26</b>	<b>466.81</b>	<b>13.20</b>
<b>Tax Expense</b>			
Current Tax	202.00	70.51	-
Prior period tax	2.92	-	-
MAT Entitlement	-	-	-
Deferred Tax (Credit)/Charge	329.40	28.34	3.62
<b>Profit for the period / year</b>	<b>1,084.78</b>	<b>367.95</b>	<b>9.59</b>
<b>Earning Per Share</b>			
Basic	<b>5.71</b>	<b>1.94</b>	<b>0.05</b>
Diluted	<b>5.71</b>	<b>1.94</b>	<b>0.05</b>

### Annexure 3: Restated Standalone Statement of Cash Flows

(All amounts are in Lakhs of Indian Rupees unless stated to be otherwise)

Particulars	For the year ended on 31st March		
	2023	2022	2021
<b>A. Cash flow from operating activities</b>			
Profit after tax, as restated	1,084.78	367.95	9.59
<b>Adjustments for:</b>			
Provision for Gratuity			
Deferred Tax	329.40	28.34	3.62
Current Tax	202.00	70.51	-
Prior year tax	(2.92)	-	-
Depreciation and amortisation expense	312.47	303.83	297.19
Finance costs	119.78	118.00	48.03
Interest & Dividend income	(0.63)	(0.63)	(1.84)
(Profit)/Loss on Sale of Asset	-	(1.24)	-
Prior Period Adjustment	-	-	-
<b>Operating profit before working capital changes</b>	<b>2,044.88</b>	<b>886.76</b>	<b>356.58</b>
<b>Changes in working capital:</b>			
(Increase) / decrease Inventories	(289.46)	96.15	(594.91)
(Increase) / decrease in Trade Receivables	(64.93)	(203.14)	(88.16)
(Increase) / decrease in Other Current Assets	(4.03)	20.21	10.01
(Increase) / decrease in Other non-current assets	0.54	(1.57)	(0.67)
Increase / (decrease) in Trade Payables	(45.95)	(220.72)	139.40
Increase / (decrease) in Other Current Liabilities	(36.18)	89.44	48.06
Increase / (decrease) in Long Term Provision/ Non Current Liabilities	2.37	2.37	11.10
Increase / (decrease) in Long Term Liabilities	0.00	0.00	0.00
Increase / (decrease) in Short term provisions	13.91	0.31	
<b>Cash generated from / (utilised in) operations</b>	<b>1,621.15</b>	<b>669.81</b>	<b>(118.58)</b>
Less : Income tax paid	-68.04	0.00	0.00
<b>Net cash flow generated from/ (utilised in) operating activities (A)</b>	<b>1,553.11</b>	<b>669.81</b>	<b>-118.58</b>
<b>B. Cash flow from investing activities</b>			
Purchase of property, plant and equipment (including intangible assets and intangible assets under development)	(630.14)	(365.95)	(125.13)
Capital Work In Progress			
Net of Purchase/ Proceeds from Sale of Investments			
Proceeds from Sales of Assets	-	3.03	-
Interest and Dividend Received	0.63	0.63	1.84
Increase in Investment	-	-	-
<b>Net cash flow utilised in investing activities (B)</b>	<b>(629.51)</b>	<b>(362.28)</b>	<b>(123.30)</b>
<b>C. Cash flow from financing activities</b>			
Proceeds from issuance of shares	-	-	-
Proceeds from Security Premium			
(Increase) / decrease in Long Term Loans and Advances	-	-	-

Particulars	For the year ended on 31st March		
	2023	2022	2021
(Increase) / decrease in Loans and Advances and Other Assets	(576.77)	1.00	-
Net of Repayment/Proceeds from Short Term Borrowings	602.05	(23.65)	83.88
Net of Repayment/Proceeds from Long Term Borrowings	(826.56)	(172.76)	197.78
Interest/Finance Charges Paid	(119.78)	(118.00)	(48.03)
Dividend and Dividend Tax Paid			
<b>Net cash flow generated from/ (utilised in) financing activities (C)</b>	<b>(921.05)</b>	<b>(313.40)</b>	<b>233.63</b>
<b>Net (decrease)/ increase in cash &amp; cash equivalents (A+B+C)</b>	<b>2.55</b>	<b>(5.88)</b>	<b>(8.25)</b>
Cash and cash equivalents at the beginning of the period/ year	<b>6.45</b>	<b>12.33</b>	<b>20.58</b>
<b>Cash and cash equivalents at the end of the period/ year</b>	<b>9.01</b>	<b>6.45</b>	<b>12.33</b>

## SECTION V - GENERAL INFORMATION

Our Company was originally incorporated as “Shantol Green Hydrocarbons (India) Private Limited” as a private limited company under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated August 29, 2011, issued by the Registrar of Companies, Gujarat, Dadra and Nagar Havelli. Subsequently, the name of our company was changed from “Shantol Green Hydrocarbons (India) Private Limited” to “Shantol Green Energy (India) Private Limited”, pursuant to a special resolution passed by our Shareholders in the Extra-Ordinary General Meeting held on October 31, 2011, vide Certificate of Incorporation dated November 04, 2011, issued by the Registrar of Companies, Gujarat, Dadra and Nagar Havelli. Later on, the name of our company was changed from “Shantol Green Energy (India) Private Limited” to “Shantol Green (India) Private Limited”, pursuant to a special resolution passed by our Shareholders in the Extra-Ordinary General Meeting held on February 28, 2017, vide Certificate of Incorporation dated March 15, 2017 issued by the Registrar of Companies, Ahmedabad. Thereafter, the name of our company was changed from “Shantol Green (India) Private Limited” to “Hi-Green Carbon Private Limited”, pursuant to a special resolution passed by our Shareholders in the Annual General Meeting held on September 12, 2022, vide Certificate of Incorporation dated September 21, 2022 issued by the Registrar of Companies, Ahmedabad. Further, our company was converted from a private limited company to public limited company, pursuant to a special resolution passed by our Shareholders in the Extra-Ordinary General Meeting held on February 14, 2023 and consequently, the name of our Company was changed to “Hi-Green Carbon Limited” and a fresh certificate of incorporation dated March 21, 2023 was issued to our Company by the Registrar of Companies, Ahmedabad. The Corporate Identification Number of our Company is U45100GJ2011PLC066917. For details of change in registered office of our Company, please refer to chapter titled “History and Corporate Structure” beginning on page no. 126 of this Prospectus.

### BRIEF INFORMATION ON COMPANY AND OFFER

Particulars	Details		
<b>Name of Issuer</b>	Hi-Green Carbon Limited		
<b>Registered Office</b>	G-557, Lodhika Industrial Estate, Metoda G.I.D.C. Gate No. 3, Metoda, Rajkot Lodhika Rajkot, Gujarat-360021 India; <b>Telephone No.:</b> +91 92275 74010; <b>Web site:</b> <a href="http://www.higreencarbon.com">www.higreencarbon.com</a> <b>E-Mail:</b> <a href="mailto:compliance@higreencarbon.com">compliance@higreencarbon.com</a> <b>Contact Person:</b> CS Sagar Siyani		
<b>Date of Incorporation</b>	August 29, 2011		
<b>Company Identification Number</b>	U45100GJ2011PLC066917		
<b>Company Registration Number</b>	066917		
<b>Company Category</b>	Company Limited by Shares		
<b>Registrar of Company</b>	ROC- Ahmedabad		
<b>Address of the RoC</b>	ROC Bhavan, Opp Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380013, Gujarat. <b>Phone:</b> 079-27438531		
<b>Company Secretary and Compliance Officer</b>	<b>Mr. Sagar Dhirubhai Siyani</b> Hi-Green Carbon Limited G-557, Lodhika Industrial Estate, Metoda G.I.D.C. Gate No. 3, Metoda, Rajkot Lodhika Rajkot, Gujarat-360021 India; <b>Telephone No.:</b> +91 91064 09053; <b>Web site:</b> <a href="http://www.higreencarbon.com">www.higreencarbon.com</a> <b>E-Mail:</b> <a href="mailto:compliance@higreencarbon.com">compliance@higreencarbon.com</a>		
<b>Designated Stock Exchange</b>	EMERGE Platform of National Stock Exchange of India Limited <b>Address:</b> Exchange Plaza, Plot no. C/1, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai – 400051		
<b>Offer Programme</b>	<b>Offer Opened for Anchor Investor</b>		Wednesday, September 20, 2023
	<b>Offer Opened On:</b>	Thursday, September 21, 2023	<b>Offer Closed On:</b> Monday, September 25, 2023

**Note:**

Investors can contact the Company Secretary and Compliance officer in case of any pre offer or post offer related problems such as non-receipt of letter of allotment or credit of securities in depository's beneficiary account or dispatch of refund order etc.

All grievances relating to the ASBA process and UPI Process may be addressed to the Registrar to the Offer, with a copy to the relevant SCSB to whom the Application was submitted or Sponsor Bank, as the case may be. The Applicant should give full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, PAN, UPI ID (in case of RII's if applicable), date of submission of the Bid cum Application Form, address of the Bidder, number of Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder.

Further, the Investors shall also enclose a copy of the Acknowledgment Slip received from the Designated Intermediaries/SCSB in addition to the information mentioned hereinabove.

**BOARD OF DIRECTORS OF OUR COMPANY**

Presently our Board of Directors comprises of following Directors.

Sr. No.	Name	Designation	Address	DIN
1.	Mr. Amitkumar Hasmukhrai Bhalodi	Managing Director and CFO	Flat No. A-203, Cozy Courtyard, Nava Mauva-Ambika Township Road, Opp. Speedwell Party Plot, Kalawad Road, Rajkot Postal colony, Rajkot- 360004, Gujarat.	00410150
2.	Dr. Shaileshkumar Vallabhdas Makadia	Chairman and Non-Executive Director	A-1104, Copper Elegance, Speedwell Chowk, opp. Mavdi Police HQ, Mota Mava Road, Rajkot, 360005, Gujarat.	00593049
3.	Mr. Nirmalkumar Karshandas Sutaria	Whole Time Director	Near Bus Stand, Pipaliya, Rajkot -360410, Gujarat.	05208299
4.	Mrs. Krupa Chetankumar Dethariya	Executive Director	801, Saphire Sun City Prime, Sandhu vasvani Road, Rajkot- 360005, Gujarat.	02911845
5.	Mr. Narendra Kantilal Patel	Independent Director	Salarapuriya Luxuriya Apartment, daffodil tower, Flat No- 2101, 8th main, Opp-Yashwanthpura Bas Stand, Malleshwaram, Bangalore-560 003.	03164191
6.	Mr. Shaileshbhai Durlabhjibhai Sagpariya	Independent Director	A-36, Aalap Royal Pam, Near Mavdi village, Mavdi, Rajkot Postal Colony, Rajkot- 360004, Gujarat.	10068422
7.	Mr. Parashar Kishorbhai Vyas	Independent Director	25 Ghuma Evergreen Society, behind-Kabir enclave, Ghuma, Ahmedabad, Gujarat-380058.	10068419

For further details pertaining to the education qualification and experience of our directors, please refer the chapter titled "Our Management" beginning on Page no. 137 of this Prospectus.

**DETAILS OF KEY MARKET INTERMEDIARIES PERTAINING TO THIS OFFER AND OUR COMPANY**

BOOK RUNNING LEAD MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
 <p><b>BEELINE CAPITAL ADVISORS PRIVATE LIMITED</b>  <b>SEBI Registration Number:</b> INM000012917  <b>Address:</b> B 1311-1314 Thirteenth Floor Shilp Corporate Park Rajpath Rangoli Road Thaltej Ahmedabad Gujarat 380054 India.  <b>Telephone Number:</b> +91 79 4918 5784  <b>Email Id:</b> mb@beelinemb.com.  <b>Investors Grievance Id:</b> ig@beelinemb.com</p>	 <p><b>LINK INTIME INDIA PRIVATE LIMITED</b>  <b>SEBI Registration Number:</b> INR000004058  <b>Address:</b>C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai – 400083, Maharashtra, India  <b>Tel. Number:</b> +91 810 811 4949  <b>Fax-</b> + 91 22 4918 6195  <b>Email Id:</b> <a href="mailto:higreencarbon.ipo@linkintime.co.in">higreencarbon.ipo@linkintime.co.in</a>  <b>Investors Grievance Id:</b> <a href="mailto:higreencarbon.ipo@linkintime.co.in">higreencarbon.ipo@linkintime.co.in</a></p>



<b>Website:</b> <a href="http://www.beelinemb.com">www.beelinemb.com</a> <b>Contact Person:</b> Mr. Nikhil Shah <b>CIN:</b> U67190GJ2020PTC114322	<b>Website:</b> <a href="http://www.linkintime.co.in">www.linkintime.co.in</a> <b>Contact Person:</b> Shanti Gopalkrishnan
<b>STATUTORY &amp; PEER REVIEW AUDITORS OF THE COMPANY</b>	<b>LEGAL ADVISOR TO THE COMPANY</b>
<b>M/s. J C Ranpura &amp; Co.</b> Chartered Accountants <b>Address:</b> Star Avenue, 1st Floor, Dr. Radhakrishnan Road, Opp Rajkumar College, Rajkot Gujarat-360001, India. <b>Tel. No.:</b> +91-281-2480035 to 37 <b>Email Id:</b> <a href="mailto:contact@jcranpura.com">contact@jcranpura.com</a> <b>Website:</b> <a href="http://www.jcranpura.com">www.jcranpura.com</a> <b>Membership No.:</b> 118411 <b>Firm Registration No:</b> 108647W <b>Peer Review No:</b> 015775	<b>Candour Legal</b> <b>Address:</b> Elanza Crest, C-105, Sindhubhavan Road, Bodakdev, Ahmedabad-380059. <b>Mobile No-</b> +91 7228888745 <b>Fax:</b> 079- 48918745 <b>Email Id:</b> <a href="mailto:contact@candourlegal.com">contact@candourlegal.com</a> <b>Contact Person:</b> Manasvi Thapar <b>Website:</b> <a href="http://www.candourlegal.com">www.candourlegal.com</a>
<b>BANKERS TO THE COMPANY</b>	<b>BANKERS TO THE OFFER, REFUND BANKER AND SPONSOR BANK</b>
<b>CENTRAL BANK OF INDIA</b> <b>Address:</b> Rajkot Main Branch, P.B No. 129, Pattani Building, Para Bazar, M.G Road, Rajkot, Gujarat-360001. <b>Email Id:</b> <a href="mailto:cmraj0571@centralbank.co.in">cmraj0571@centralbank.co.in</a> <b>Website:</b> <a href="http://www.centralbankofindia.co.in">www.centralbankofindia.co.in</a> <b>Contact Person:</b> SS Rawat	<b>Axis Bank Limited</b> <b>Address:</b> GF, Abhishree Adroit, Nr- Mansi Circle, Vastrapur, Ahmedabad-380015 <b>Tel:</b> +91 9925001178 <b>Fax:</b> 079- 4026 0400 <b>Email Id:</b> <a href="mailto:Nirmal.modi@axisbank.com">Nirmal.modi@axisbank.com</a> <b>Website:</b> <a href="http://www.axisbank.com">www.axisbank.com</a> <b>Contact Person:</b> Nirmal Modi
<b>SYNDICATE MEMBER</b>	
<b>SPREAD X SECURITIES PRIVATE LIMITED</b> <b>Address:</b> Shilp Corporate Park, B Block, 13 <sup>th</sup> Floor, B-1309, Near Rajpath Club, Rajpath Rangoli Road, S. G. Highway, Ahmedabad – 380054, Gujarat, India <b>Tel:</b> +91 79 6907 2018 <b>Email Id:</b> <a href="mailto:info@spreadx.in">info@spreadx.in</a> <b>Website:</b> <a href="http://www.spreadx.in">www.spreadx.in</a> <b>Contact Person:</b> Mrs. Khushbu Nikhilkumar Shah	

### DESIGNATED INTERMEDIARIES

#### Self-Certified Syndicate Banks

The list of SCSBs, as updated till date, is available on website of Securities and Exchange Board of India at below link.

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>

Investors are requested to refer the SEBI website for updated list of SCSBs and their designated branches.

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

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

### BROKERS TO THE OFFER

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

### REGISTRAR TO OFFER AND SHARE TRANSFER AGENTS

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

### COLLECTING DEPOSITORY PARTICIPANTS

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

### STATEMENT OF INTER-SE ALLOCATION OF RESPONSIBILITIES

Since Beeline Capital Advisors Private Limited is only Book Running Lead Manager to the offer, all the responsibility of the offer will be managed by them.

### CREDIT RATING

As this is an offer of Equity Shares, there is no credit rating for this Offer.

### IPO GRADING

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

### FILING OF PROSPECTUS/PROSPECTUS WITH THE BOARD AND THE REGISTRAR OF COMPANIES

The Draft Red Herring Prospectus was filed with National Stock Exchange of India Limited, Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai 400051, Maharashtra, India. The Draft Red Herring Prospectus was not filed with SEBI, nor SEBI issued any observation on the Red Herring Prospectus/Prospectus in terms of Regulation 246(2) of SEBI (ICDR) Regulations, 2018. Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018 and SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of Red Herring Prospectus/Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>

A copy of Prospectus will be available on website of the company [www.higreencarbon.com](http://www.higreencarbon.com), Book Running Lead Manager [www.beelinemb.com](http://www.beelinemb.com) and stock exchange [www.nseindia.com](http://www.nseindia.com).

A copy of the Red Herring Prospectus/Prospectus, along with the material contracts and documents referred elsewhere in the Prospectus/Prospectus, will be delivered to the RoC Office situated at ROC Bhavan, Opp Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380013, Gujarat, and the same will also be available on the website of the company [www.higreencarbon.com](http://www.higreencarbon.com), for inspection.

### CHANGES IN AUDITORS

Particulars	Date of Appointment/Resignation	Reason for change
<b>M/s. Ranpura Desai &amp; Co.</b> <b>Chartered Accountants</b> <b>Address:</b> Star Avenue, 1st Floor, Dr. Radhakrishnan Road, Opp Rajkumar College, Rajkot Gujarat-360001, India. <b>Tel. No.:</b> +91-281-2480035 to 37 <b>Email Id:</b> <a href="mailto:office@ranpuradesai.com">office@ranpuradesai.com</a> <b>Website:</b> <a href="http://www.ranpuradesai.com">www.ranpuradesai.com</a> <b>Membership No.:</b> 118411 <b>Firm Registration No:</b> 117476W	November 30, 2021	Re-appointment as statutory auditor from conclusion of 10 <sup>th</sup> Annual General Meeting till conclusion of 15 <sup>th</sup> Annual General Meeting
<b>M/s. Ranpura Desai &amp; Co.</b> <b>Chartered Accountants</b> <b>Address:</b> Star Avenue, 1st Floor, Dr. Radhakrishnan Road, Opp Rajkumar College, Rajkot Gujarat-360001, India. <b>Tel. No.:</b> +91-281-2480035 to 37 <b>Email Id:</b> <a href="mailto:office@ranpuradesai.com">office@ranpuradesai.com</a> <b>Website:</b> <a href="http://www.ranpuradesai.com">www.ranpuradesai.com</a>	December 27, 2022	Resignation as statutory auditor of the company due to other assignments

<b>Membership No.:</b> 118411 <b>Firm Registration No.:</b> 117476W		
<b>M/s. J C Ranpura &amp; Co.</b> <b>Chartered Accountants</b> <b>Address:</b> Star Avenue, 1st Floor, Dr. Radhakrishnan Road, Opp Rajkumar College, Rajkot Gujarat-360001, India. <b>Tel. No.:</b> +91-281-2480035 to 37 <b>Email Id:</b> <a href="mailto:contact@jcranpura.com">contact@jcranpura.com</a> <b>Website:</b> <a href="http://www.jcranpura.com">www.jcranpura.com</a> <b>Membership No.:</b> 118411 <b>Peer Review No:</b> 015775 <b>Firm Registration No.:</b> 108647W	January 07, 2023	Appointment as the statutory auditor of the company to fill the casual vacancy caused due to resignation of M/s. Ranpura Desai & Co.

### TRUSTEES

As this is an offer of Equity Shares, the appointment of Trustees is not required.

### APPRAISAL AND MONITORING AGENCY

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

The object of the offer and deployment of funds are not appraised by any independent agency/bank/financial institution.

### BOOK BUILDING PROCESS

Book Building, with reference to the Offer, refers to the process of collection of Bids on the basis of the Prospectus within the Price Band. The Price Band shall be determined by our Company in consultation with the Book Running Lead Manager in accordance with the Book Building Process and advertised in all editions of the English national newspaper, all editions of Hindi national newspaper and in Regional newspaper where our registered office is situated at least two working days prior to the Bid/Offer Opening date. The Offer Price shall be determined by our Company in consultation with the Book Running Lead Manager in accordance with the Book Building Process after the Bid/Offer Closing Date.

Principal parties involved in the Book Building Process are-

- Our Company;
- The Book Running Lead Manager in this case being Beeline Capital Advisors Private Limited;
- The Syndicate Member(s) who are intermediaries registered with SEBI / registered as brokers with NSE Limited and eligible to act as Underwriters. The Syndicate Member(s) will be appointed by the Book Running Lead Manager;
- The Registrar to the Offer;
- The Escrow Collection Banks/Bankers to the Offer and
- The Designated Intermediaries and Sponsor bank

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

The Offer is being made through the Book Building Process wherein 50% of the Net Offer shall be available for allocation on a proportionate basis to QIBs, 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders, in accordance with the SEBI Regulations, subject to valid Bids being received at or above the Offer Price.

All potential Bidders may participate in the Offer through an ASBA process by providing details of their respective bank account which will be blocked by the SCSBs. All Bidders are mandatorily required to utilize the ASBA process to participate in the Offer. Under-subscription if any, in any category, except in the QIB Category, would be allowed to be

met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange.

All Bidders, are mandatorily required to use the ASBA process for participating in the Offer. In accordance with the SEBI ICDR Regulations, QIBs bidding in the QIB Portion and Non-Institutional Bidders bidding in the Non-Institutional Portion are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid/Offer Period and withdraw their Bids until the Bid/Offer Closing Date.

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

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public offer shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public offer may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. For details in this regards, specific attention is invited to the chapter titled “Offer Procedure” beginning on page 207 of the Prospectus.

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

For further details on the method and procedure for Bidding, please see section entitled “Offer Procedure” on page 207 of this Prospectus.

Illustration of the Book Building and Price Discovery Process: Bidders should note that this example is solely for illustrative purposes and is not specific to the Offer. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20 to ₹ 24 per share, Offer size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

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

Steps to be taken by the Bidders for Bidding:

- Check eligibility for making a Bid (see section titled “Offer Procedure” on page 207 of this Prospectus);
- Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid cum Application Form;
- Ensure correctness of your PAN, DP ID and Client ID mentioned in the Bid cum Application Form. Based on these parameters, the Registrar to the Offer will obtain the Demographic Details of the Bidders from the Depositories.
- Except for Bids on behalf of the Central or State Government officials, residents of Sikkim and the officials appointed by the courts, who may be exempt from specifying their PAN for transacting in the securities market, for Bids of all values ensure that you have mentioned your PAN allotted under the Income Tax Act in the Bid cum Application

Form. The exemption for Central or State Governments and officials appointed by the courts and for investors residing in Sikkim is subject to the Depository Participant's verification of the veracity of such claims of the investors by collecting sufficient documentary evidence in support of their claims.

- Ensure that the Bid cum Application Form is duly completed as per instructions given in this Prospectus and in the Bid cum Application Form;

#### **Bid/Offer Program:**

<b>Events</b>	<b>Indicative Dates</b>
<b>Bid/Offer Opening Date</b>	September 21, 2023
<b>Bid/Offer Closing Date</b>	September 25, 2023
<b>Finalization of Basis of Allotment with the Designated Stock Exchange</b>	On or before September 28, 2023
<b>Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account</b>	On or before September 29, 2023
<b>Credit of Equity Shares to Demat accounts of Allottees</b>	On or before October 03, 2023
<b>Commencement of trading of the Equity Shares on the Stock Exchange</b>	On or before October 04, 2023

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 6 Working Days of the Bid/Offer Closing Date, the timetable may change due to various factors, such as extension of the Bid/ Offer Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Bid Cum Application Forms and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (IST) during the Offer Period (except for the Bid/Offer Closing Date). On the Bid/ Offer Closing Date, the Bid Cum Application Forms will be accepted only between 10.00 a.m. to 3.00 p.m. (IST) for retail and non-retail Bidders. The time for applying for Retail Individual Applicant on Bid/ Offer Closing Date maybe extended in consultation with the BRLM, RTA and NSE Emerge taking into account the total number of applications received up to the closure of timings

Due to the limitation of time available for uploading the Bid Cum Application Forms on the Bid/ Offer Closing Date, Bidders are advised to submit their applications one (1) day prior to the Bid/ Offer Closing Date and, in any case, not later than 3.00 p.m. (IST) on the Bid/ Offer Closing Date. Any time mentioned in this Prospectus is IST. Bidders are cautioned that, in the event a large number of Bid Cum Application Forms are received on the Bid/Offer Closing Date, as is typically experienced in public Offer, some Bid Cum Application Forms may not get uploaded due to the lack of sufficient time. Such Bid Cum Application Forms that cannot be uploaded will not be considered for allocation under this Offer. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the BRLM is liable for any failure in uploading the Bid Cum Application Forms due to faults in any software/hardware system or otherwise.

In accordance with SEBI ICDR Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their Application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Retail Individual Applicants can revise or withdraw their Bid Cum Application Forms prior to the Bid/ Offer Closing Date. Allocation to Retail Individual Applicants, in this Offer will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid Cum Application Form, for a particular Applicant, the details as per the file received from Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Bid Cum Application Form, for a particular ASBA Applicant, the Registrar to the Offer shall ask the relevant SCSBs / RTAs / DPs / stock brokers, as the case may be, for the rectified data.

#### **WITHDRAWAL OF THE OFFER**

Our Company in consultation with the BRLM, reserve the right not to proceed with the Offer at any time before the Bid/Offer Opening Date without assigning any reason thereof.

If our Company withdraw the Offer any time after the Offer Opening Date but before the allotment of Equity Shares, a public notice within 2 (two) working days of the Offer Closing Date, providing reasons for not proceeding with the Offer shall be issued by our Company. The notice of withdrawal will be issued in the same newspapers where the pre-offer advertisements have appeared and the Stock Exchange will also be informed promptly. The BRLM, through the Registrar

to the Offer, 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 Offer after the Bid/Offer Closing Date and subsequently decides to proceed with an Offer 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 Offer is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares Offered through the Prospectus, which our Company will apply for only after Allotment; and (ii) the final RoC approval of the Prospectus.

## UNDERWRITING AGREEMENT

This Offer is 100% Underwritten. The Underwriting agreement has been entered on September 01, 2023 as well as Supplemental Underwriter Agreement dated September 25, 2023 Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions specified therein. The Underwriters have indicated their intention to underwrite the following number of specified securities being offered through this Offer:

Details of the Underwriter	No. of shares underwritten	Amount Underwritten (₹ in Lakh)	% of the total Offer Size Underwritten
<b>BEELINE CAPITAL ADVISORS PRIVATE LIMITED</b> <b>Address:</b> B 1311-1314 Thirteenth Floor, Shilp Corporate Park, Rajpath Rangoli Road, Thaltej, Ahmedabad - 380054, Gujarat, India. <b>Tel No:</b> +91 79 4918 5784 <b>Email Id:</b> <a href="mailto:mb@beelinemb.com">mb@beelinemb.com</a> <b>Investor Grievance Id:</b> <a href="mailto:ig@beelinemb.com">ig@beelinemb.com</a> <b>Website:</b> <a href="http://www.beelinemb.com">www.beelinemb.com</a> <b>Contact Person:</b> Mr. Nikhil Shah	7040000	5,280.00	100.00%

*\*Includes 420800 Equity shares of ₹10.00 each for cash of ₹ 315.60/- 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.*

In the opinion of our Board of Directors (based on a certificate given by the Underwriter), the resource of the above-mentioned Underwriter is sufficient to enable it to discharge its underwriting obligation in full. The abovementioned Underwriter is registered with SEBI under Section 12(1) of the SEBI Act and the Market Maker is registered as brokers with the Stock Exchanges.

## DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS OFFER

Our Company and the Book Running Lead Manager have entered into an agreement dated September 01, 2023 with the following Market Maker to fulfil the obligations of Market Making:

### SPREAD X SECURITIES PRIVATE LIMITED

**Address:** Shilp Corporate Park, B Block, 13<sup>th</sup> Floor, B-1309, Near Rajpath Club, Rajpath Rangoli Road, S. G. Highway, Ahmedabad – 380054, Gujarat, India

**Tel:** +91 79 6907 2018

**Email Id:** [info@spreadx.in](mailto:info@spreadx.in)

**Website:** [www.spreadx.in](http://www.spreadx.in)

**SEBI Registration No:** INZ000310930

**Contact Person:** Mrs. Khushbu Nikhilkumar Shah

The Market Maker shall the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, 2018 and the circulars issued by the NSE and SEBI in this regard from time to time.

Following is a summary of the key details pertaining to the proposed 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 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/she sells his/her entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.

- 3) Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
- 4) 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 Offer Size (Including the 420800 Equity Shares ought to be allotted under this Offer). Any Equity Shares allotted to Market Maker under this Offer over and above 420800 Equity Shares would not be taken in to consideration of computing the threshold of 25% of Offer Size. As soon as the Shares of market maker in our Company reduce to 24% of Offer Size, the market maker will resume providing 2-way quotes.
- 5) 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.
- 6) 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.
- 7) 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. In case equilibrium price is not discovered the price band in the normal trading session shall be based on Offer price.
- 8) The Market Maker may also be present in the opening call auction, but there is no obligation on him to do so.
- 9) 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.
- 10) The Market Maker(s) shall have the right to terminate said arrangement by giving a One-month notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s).
- 11) In case of termination of the Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Book Running Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018. Further our Company and the Book Running 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 registered office from 11.00 a.m. to 5.00 p.m. on working days.
- 12) Risk containment measures and monitoring for Market Makers: Emerge Platform of NSE will have all margins which are applicable on the 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.
- 13) Punitive Action in case of default by Market Makers: Emerge Platform of NSE will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market maker issuing 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.
- 14) 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.
- 15) Price Band and Spreads: SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for Offer size up to ₹ 250 crores, the applicable price bands for the first day shall be:
- 16) In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.

- 17) In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the Offer price.
- 18) Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The price band shall be 20% and the market maker spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.
- 19) Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for market makers during market making process has been made applicable, based on the Offer size and as follows:

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

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



## SECTION VI - CAPITAL STRUCTURE

The Equity Share Capital of our Company, before the offer and after giving effect to the offer, as on the date of filing of the Prospectus, is set forth below:

(₹ In Lakh except per share amount)

Sr. No.	Particulars	Aggregate Nominal value	Aggregate value at offer price
1.	<b>AUTHORIZED SHARE CAPITAL</b> 2,50,00,000 Equity Shares of face value of ₹ 10/- each	2500.00	-
2.	<b>ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL BEFORE THE OFFER</b> 1,90,00,000 Equity Shares of face value of ₹ 10/- each	1900.00	-
3.	<b>PRESENT OFFER IN TERMS OF THE PROSPECTUS</b>		
	Offer of 7040000 * Equity Shares of ₹ 10/- each at a price of ₹ 75/- per Equity Share.	704.00	5,280.00
	<b>Which comprises</b>		
	<b>Reservation for Market Maker:</b> 420800 Equity Shares of ₹ 10/- each at an Offer Price of ₹ 75/- per Equity Share reserved as Market Maker Portion	40.28	315.60
	<b>Net Offer to Public:</b> 6619200 Equity Shares of ₹ 10/- each at an Offer Price of ₹ 75/- per Equity Share to the Public	661.92	4,964.40
	<b>Net Offer to Public consists of</b>		
	<b>Allocation to Qualified Institutional Buyers:</b> Not more than 3307200 Equity Shares of ₹ 10/- each at an Offer Price of ₹ 75/- per Equity Share will be available for allocation to Qualified Institutional Buyers	330.72	2,480.40
	<b>Allocation to Non-Institutional Investors:</b> At least 995200 Equity Shares of ₹ 10/- each at an Offer Price of ₹ 75/- per Equity Share will be available for allocation to Non-Institutional Investors	99.52	746.40
	<b>Allocation to Retail Individual Investors:</b> At least 2316800 Equity Shares of ₹ 10/- each at an Offer Price of ₹ 75/- per Equity Share will be available for allocation to Retail Investors	231.68	1,737.60
4.	<b>PAID UP EQUITY CAPITAL AFTER THE OFFER</b> 24990000 Equity Shares of ₹ 10/- each	2,499.00	-
5.	<b>SECURITIES PREMIUM ACCOUNT</b>		
	Before the Offer		NIL
	After the Offer		4,252.52

\*Inclusive of 1050000 Equity Shares of Promoter Selling Shareholder of RNG Finlease Private Limited in Offer for Sale.

The Offer has been authorized by the Board of Directors vide a resolution passed at its meeting held on May 22, 2023 and by the shareholders of our Company vide a special resolution passed at the EGM held on May 26, 2023.

### CLASS OF SHARES

The company has only one class of shares i.e. Equity shares of ₹ 10/- each only and all Equity Shares are ranked pari-passu in all respect. All Equity Shares issued are fully paid-up as on date of the Prospectus.

Our Company does not have any partly paid-up equity shares as on the date of this Prospectus.

Our Company does not have any outstanding convertible instruments as on the date of the Prospectus.

### NOTES TO THE CAPITAL STRUCTURE:

#### 1. Changes in the Authorized Share Capital of our Company:

Since Incorporation of our Company, the authorized equity share capital of our Company has been changed in the manner set forth below:

Sr. No.	Particulars of Increase	Cumulative no. of Equity Shares	Cumulative Authorized Share Capital (₹ in Lakh)	Date of Meeting	Whether AGM/ EGM
1.	On incorporation	50000	5.00	N.A.	N.A.
2.	Increase in authorized equity capital from ₹ 5.00 Lakhs to ₹ 500.00 Lakhs	5000000	500.00	November 10, 2012	EGM
3.	Increase in authorized equity capital from ₹ 500.00 Lakhs to ₹ 1100.00 Lakhs	11000000	1100.00	March 14, 2013	EGM
4.	Increase in authorized equity capital from ₹ 1100.00 Lakhs to ₹ 1500.00 Lakhs	15000000	1500.00	February 22, 2016	EGM
5.	Increase in authorized equity capital from ₹ 1500.00 Lakhs to ₹ 1900.00 Lakhs	19000000	1900.00	March 20, 2017	EGM
6.	Increase in authorized equity capital from ₹ 1900.00 Lakhs to ₹ 2500.00 Lakhs	25000000	2500.00	February 14, 2023	EGM

## 2. History of Paid-up Share Capital:

Our existing Paid-up Equity Share Capital has been subscribed and allotted in the manner set forth below:

Date of allotment	Nature of allotment	No. of Equity Shares allotted	Face value (In ₹)	Issue price (In ₹)	Nature of consideration	Cumulative Number of Equity Shares	Cumulative Paid-up share Capital (₹ in Lakh)	Cumulative Share Premium (In ₹ Lakhs)
August 29, 2011	Subscription to Memorandum <sup>(1)</sup>	10000	10	10	Cash	10000	1.00	0.00
December 30, 2012	Further Issue <sup>(2)</sup>	2000000	10	10	Cash	2010000	201.00	0.00
March 16, 2013	Further Issue <sup>(3)</sup>	2500000	10	10	Cash	4510000	451.00	0.00
March 31, 2013	Further Issue <sup>(4)</sup>	1500000	10	10	Cash	6010000	601.00	0.00
July 27, 2013	Further Issue <sup>(5)</sup>	2000000	10	10	Cash	8010000	801.00	0.00
September 25, 2013	Further Issue <sup>(6)</sup>	2990000	10	10	Cash	11000000	1100.00	0.00
March 01, 2016	Further Issue <sup>(7)</sup>	4000000	10	10	Cash	15000000	1500.00	0.00
March 28, 2017	Further Issue <sup>(8)</sup>	4000000	10	10	Cash	19000000	1900.00	0.00

(1) The details of allotment of 10000 Fully Paid-up Equity Shares made to the subscribers to the Memorandum of Associations are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Amitkumar Hasmukhrai Bhalodi	2500	10	10
2.	Dakshaben Shaileshbhai Makadia	2500	10	10
3.	Binaben Sandipbhai Makadia	2500	10	10
4.	Rajendra Umedlal Mehta	2500	10	10
<b>Total</b>		<b>10000</b>	<b>10</b>	<b>10</b>

(2) The details of allotment of 2000000 Equity Shares made on December 30, 2012 by way of Further Issue are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	RNG Finlease Private Limited	2000000	10	10
<b>Total</b>		<b>2000000</b>	<b>10</b>	<b>10</b>

(3) The details of allotment of 2500000 Equity Shares made on March 16, 2013 by way of Further Issue are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	RNG Finlease Private Limited	2500000	10	10
<b>Total</b>		<b>2500000</b>	<b>10</b>	<b>10</b>

(4) The details of allotment of 1500000 Equity Shares made on March 31, 2013 by way of Further Issue are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	RNG Finlease Private Limited	1500000	10	10
<b>Total</b>		<b>1500000</b>	<b>10</b>	<b>10</b>

(5) The details of allotment of 2000000 Equity Shares made on July 27, 2013 by way of Further Issue are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	RNG Finlease Private Limited	2000000	10	10
<b>Total</b>		<b>2000000</b>	<b>10</b>	<b>10</b>

(6) The details of allotment of 2990000 Equity Shares made on September 25, 2013 by way of Further Issue are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	RNG Finlease Private Limited	2990000	10	10
<b>Total</b>		<b>2990000</b>	<b>10</b>	<b>10</b>

(7) The details of allotment of 4000000 Equity Shares made on March 01, 2016 by way of Further Issue are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	RNG Finlease Private Limited	4000000	10	10
<b>Total</b>		<b>4000000</b>	<b>10</b>	<b>10</b>

(8) The details of allotment of 4000000 Equity Shares made on March 28, 2017 by way of Further Issue are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	RNG Finlease Private Limited	4000000	10	10
<b>Total</b>		<b>4000000</b>	<b>10</b>	<b>10</b>

3. Our Company has not issued shares for consideration other than cash or out of revaluation of reserves at any point of time since Incorporation.
4. Our Company has not allotted any Equity Shares pursuant to any scheme approved under Sections 230 to 234 of the Companies Act, 2013.
5. Our Company has not revalued its assets since inception and has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
6. Our Company has not made allotment at price lower than the Offer Price during past one year from the date of the Prospectus.
7. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme for our employees and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Scheme from the proposed offer. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

#### 8. Our Shareholding Pattern:

The Shareholding Pattern of our Company before the offer as per Regulation 31 of the SEBI (LODR) Regulations, 2015 is given here below:

#### Declaration

Sr. No.	Particular	Yes/No	Promoters and Promoters Group	Public shareholder	Non-Promoters – Non-Public
1.	Whether the Company has issued any partly paid-up shares?	No	No	No	No
2.	Whether the Company has issued any Convertible Securities?	No	No	No	No
3.	Whether the Company has issued any Warrants?	No	No	No	No
4.	Whether the Company has any shares against which depository receipts are issued?	No	No	No	No
5.	Whether the Company has any shares in locked-in?*	No	No	No	No
6.	Whether any shares held by Promoters are pledge or otherwise encumbered?	No	No	NA	NA
7.	Whether company has equity shares with differential voting rights?	No	No	No	No
8.	Whether the listed entity has any significant beneficial owner?	Yes	Yes	NA	NA

\* All Pre-IPO Equity Shares of our Company will be locked-in prior to listing of shares on Emerge Platform of NSE.

(A). Table-I - Summary Statement holding of Equity Shares

Sr. No. (I)	Category of shareholder (II)	Nos. Of shareholders (III)	No. of fully paid-up equity shares held (IV)	No. Of Partly paid-up equity shares held (V)	No. Of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No of shares Underlying Outstanding convertible securities (Including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) as a % of (A+B+C2)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form
								No of Voting (XIV) Rights			Total as a % of (A+B+C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
								Class (eg: X)	Class (eg: Y)	Total								
(A)	Promoters & Promoters Group	7	19000000	0	0	19000000	100.00	19000000	0	19000000	100.00	0	100.00	0	0	0	0	19000000
(B)	Public	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C)	Non-Promoters-Non-Public	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C1)	Shares underlying DRs	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	<b>Total</b>	<b>7</b>	<b>19000000</b>	<b>0</b>	<b>0</b>	<b>19000000</b>	<b>100.00</b>	<b>19000000</b>	<b>0</b>	<b>19000000</b>	<b>100.00</b>	<b>0</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>19000000</b>
<b>Note:</b>																		
1.	<b>C=C1+C2</b>																	
2.	<b>Grand Total=A+B+C</b>																	

**(B). Table –I - Statement showing shareholding pattern of the Promoters and Promoters Group**

Sr. No. (I)	Category of shareholder (II)	Nos. Of shareholders (III)	No. of fully paid-up equity shares held (IV)	No. Of Partly paid-up equity shares held (V)	No. Of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No of shares Underlying Outstanding convertible securities (Including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII) +(X) as a % of (A+B+C2)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form	
								No of Voting (XIV) Rights			Total as a % of (A+B+C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)		
								Class (eg: X)	Class (eg: Y)	Total									
(1)	<b>Indian</b>																		
(a)	Individuals/ Hindu undivided Family	6	5400000	0	0	5400000	28.42	5400000	0	5400000	28.42	0	28.42	0	0	0	0	0	5400000
1	Amitkumar Hasmukhrai Bhalodi (P)	-	1100000	0	0	1100000	5.79	1100000	0	1100000	5.79	0	5.79	1100000	5.79	0	0.00	1100000	
2	Shaileshkumar Vallabhdas Makadia (P)	-	1100000	0	0	1100000	5.79	1100000	0	1100000	5.79	0	5.79	1100000	5.79	0	0.00	1100000	
3	Krupa Chetankumar Dethariya (P)	-	1100000	0	0	1100000	5.79	1100000	0	1100000	5.79	0	5.79	1100000	5.79	0	0.00	1100000	
4	Radhika Amitkumar Bhalodi (P)	-	700000	0	0	700000	3.68	700000	0	700000	3.68	0	3.68	700000	3.68	0	0.00	700000	
5	Shriyakumari Shaileshkumar Makadia (P)	-	700000	0	0	700000	3.68	700000	0	700000	3.68	0	3.68	700000	3.68	0	0.00	700000	
6	Koosh Chetan Dethariya (P)	-	700000	0	0	700000	3.68	700000	0	700000	3.68	0	3.68	700000	3.68	0	0.00	700000	
(b)	Central Government/ State Government(s)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0	0	0
(c)	Financial Institutions/ Banks	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0	0
(d)	Any Other (specify)	1	13600000	0	0	13600000	71.58	13600000	0	13600000	71.58	0	71.58	13600000	71.58	0	0.00	13600000	
	Body Corporate																		

1	RNG Finlease Private Limited (P)	-	13600000	0	0	13600000	71.58	13600000	0	13600000	71.58	0	71.58	13600000	71.58	0	0.00	13600000
	<b>Sub-Total (A)(1)</b>	<b>7</b>	<b>19000000</b>	<b>0</b>	<b>0</b>	<b>19000000</b>	<b>100.00</b>	<b>19000000</b>	<b>0</b>	<b>19000000</b>	<b>100.00</b>	<b>0</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>19000000</b>
<b>(2)</b>	<b>Foreign</b>																	
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(b)	Government	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Institutions	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(d)	Foreign Portfolio Investor	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(e)	Any Other (specify)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	<b>Sub-Total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>
	<b>Total Shareholding of Promoters and Promoters' Group (A)=(A)(1)+(A)(2)</b>	<b>7</b>	<b>19000000</b>	<b>0</b>	<b>0</b>	<b>19000000</b>	<b>100.00</b>	<b>19000000</b>	<b>0</b>	<b>19000000</b>	<b>100.00</b>	<b>0</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>19000000</b>

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.- N.A.

**Note:**

- PAN of the Shareholders will be provided by our Company to the Stock Exchange but would not be displayed on website of Stock Exchange(s).
- The term "Encumbrance" has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- P= Promoters  
PG= Promoter's Group

(C). Table I-I - Statement showing shareholding pattern of the public shareholder

Sr. No. (I)	Category of shareholder (II)	Nos. Of shareholders (III)	No. of fully paid-up equity shares held (IV)	No. Of Partly paid-up equity shares held (V)	No. Of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No of shares Underlying Outstanding convertible securities (Including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) as a % of (A+B+C2)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form	
								No of Voting (XIV) Rights			Total as a % of (A+B+C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)		
								Class (eg: X)	Class (eg: Y)	Total									
<b>B1</b>	<b>Institutions (Domestic)</b>																		
(a)	Mutual Funds	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
(b)	Venture Capital Funds	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
(c)	Alternate Investment Funds	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
(d)	Banks	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
(e)	Insurance Companies	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
(f)	Provident Funds/ Pension Funds	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
(g)	Asset reconstruction companies	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
(h)	Sovereign Wealth Funds	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
(i)	NBFCs registered with RBI	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
(j)	Other Financial Institutions	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
(k)	Any Other (specify)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
	<b>Sub Total B1</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
<b>B2</b>	<b>Institutions (Foreign)</b>																		
(a)	Foreign Direct Investment	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
(b)	Foreign Venture Capital Investors	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
(c)	Sovereign Wealth Funds	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
(d)	Foreign Portfolio Investors Category I	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
(e)	Foreign Portfolio Investors Category II	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00



Sr. No. (I)	Category of shareholder (II)	Nos. Of shareholders (III)	No. of fully paid-up equity shares held (IV)	No. Of Partly paid-up equity shares held (V)	No. Of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No of shares Underlying Outstanding convertible securities (Including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) as a % of (A+B+C2)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form
								No of Voting (XIV) Rights			Total as a % of (A+B+C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
								Class (eg: X)	Class (eg: Y)	Total								
(f)	Overseas Depositories (holding DRs) (balancing figure)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(g)	Any Other (specify)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	<b>Sub Total B2</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>
<b>B3</b>	<b>Central Government/ State Government(s)</b>																	
(a)	Central Government / President of India	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(b)	State Government / Governor	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	<b>Sub Total B3</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>
<b>B4</b>	<b>Non-Institutions</b>																	
(a)	Associate Companies / Subsidiaries	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(b)	Directors and their relatives (excluding independent directors and nominee directors)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Key Managerial Personnel	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0

Sr. No. (I)	Category of shareholder (II)	Nos. Of shareholders (III)	No. of fully paid-up equity shares held (IV)	No. Of Partly paid-up equity shares held (V)	No. Of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No of shares Underlying Outstanding convertible securities (Including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) as a % of (A+B+C2)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form
								No of Voting (XIV) Rights			Total as a % of (A+B+C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
								Class (eg: X)	Class (eg: Y)	Total								
(d)	Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(e)	Trusts where any person belonging to 'Promoter and Promoter Group' category is 'trustee', 'beneficiary', or 'author of the trust'	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(f)	Investor Education and Protection Fund (IEPF)	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(g)	Resident Individuals holding nominal share capital upto ₹ 2 Lakhs	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(h)	Resident Individuals holding share capital in excess of ₹ 2 Lakhs	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(i)	Non Resident Indians (NRIs)	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(j)	Foreign Nationals	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(k)	Foreign Companies	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(l)	Bodies Corporate	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(m)	<b>Any Other (specify)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>
	HUF	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
	Non-Resident Indian (NRI)	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
	LLP	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
	Bodies Corporate	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0

Sr. No. (I)	Category of shareholder (II)	Nos. Of shareholders (III)	No. of fully paid-up equity shares held (IV)	No. Of Partly paid-up equity shares held (V)	No. Of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No of shares Underlying Outstanding convertible securities (Including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) as a % of (A+B+C2)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form
								No of Voting (XIV) Rights			Total as a % of (A+B+C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
								Class (eg: X)	Class (eg: Y)	Total								
	Clearing Members	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
	<b>Sub Total B4</b>	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
	<b>B=B1+B2+B3+B4</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>
Details of the shareholders acting as persons in Concert including their Shareholding (No. and %):																		
Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.																		
<b>Note:</b>																		
1.	PAN would not be displayed on website of Stock Exchange(s).																	
2.	The above format needs to disclose name of all holders holding more than 1% of total number of shares																	
3.	W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available																	

(D). Table -V - Statement showing shareholding pattern of the Non-Promoters- Non Public shareholder

Sr. No. (I)	Category of shareholder (II)	Nos. Of shareholders (III)	No. of fully paid-up equity shares held (IV)	No. Of Partly paid-up equity shares held (V)	No. Of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No of shares Underlying Outstanding convertible securities (Including Warrants) (X)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) as a % of (A+B+C2)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form
								No of Voting (XIV) Rights			Total as a % of (A+B+C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
								Class (eg: X)	Class (eg: Y)	Total								
(A)	Custodian/DR Holder - Name of DR Holders (If Available)	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(B)	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
	<b>Total Non-Promoters- Non Public Shareholding (A)+(B)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>
<b>Note:</b>																		
1.	PAN would not be displayed on website of Stock Exchange(s).																	
2.	The above format needs to disclose name of all holders holding more than 1% of total number of shares																	
3.	W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available																	

**(E). Table V - Statement showing details of significant beneficial owners**

Sr No	Details of the significant beneficial owner (I)		Details of the registered owner (II)		Particulars of the shares in which significant beneficial interest is held by the beneficial owner (III)				Date of creation/acquisition of significant beneficial interest (IV)
	Name	Nationality	Name	Nationality	Shares (%)	Voting Rights (%)	Rights on Distributable (%)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	
1.	Mr. Amitkumar Hasmukhrai Bhalodi	Indian	Aditya Infraproject LLP	Indian	43.57	43.57	-	43.57	
			Rohini Suppliers LLP						
			Uttam Paper Suppliers LLP						
2.	Mrs. Krupa Chetankumar Dethariya	Indian	Aditya Infraproject LLP	Indian	39.59	39.59	-	39.59	
			Rohini Suppliers LLP						
			Uttam Paper Suppliers LLP						

9. The shareholding pattern of our Promoters and Promoter's Group and public before and after the offer:

Sr. No.	Name of shareholders	Pre offer		Post offer	
		No. of equity shares	As a % of Issued Capital*	No. of equity shares	As a % of Issued Capital*
<b>Promoters</b>					
1.	Mr. Amitkumar Hasmukhrai Bhalodi	1100000	5.79	1100000	4.40
2.	M/s RNG Finlease Private Limited	13600000	71.58	12550000	50.22
3.	Dr. Shaileshkumar Vallabhdas Makadia	1100000	5.79	1100000	4.40
4.	Mrs. Krupa Chetankumar Dethariya	1100000	5.79	1100000	4.40
5.	Mrs. Radhika Amitkumar Bhalodi	700000	3.68	700000	2.80
6.	Mrs. Shriyakumari Shaileshkumar Makadia	700000	3.68	700000	2.80
7.	Mr. Koosh Chetan Dethariya	700000	3.68	700000	2.80
<b>Total – A</b>		<b>19000000</b>	<b>100.00</b>	<b>17950000</b>	<b>71.83</b>
<b>Promoter's Group</b>					
2.	Promoter's Group	0	0	0	0
<b>Total – B</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public</b>					
1	Public	0	0	7040000	28.17
<b>Total-C</b>		<b>0</b>	<b>0</b>	<b>7040000</b>	<b>28.17</b>
<b>Total Promoters and Promoter's Group (A+B+C)</b>		<b>19000000</b>	<b>100.00</b>	<b>24990000</b>	<b>100.00</b>

10. Details of Major Shareholders:

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

Sr. No.	Name of shareholders	No. of Equity Shares held	% of Pre-offer paid up Capital*
1.	Mr. Amitkumar Hasmukhrai Bhalodi	1100000	5.79
2.	M/s RNG Finlease Private Limited	13600000	71.58
3.	Dr. Shaileshkumar Vallabhdas Makadia	1100000	5.79
4.	Mrs. Krupa Chetankumar Dethariya	1100000	5.79
5.	Mrs. Radhika Amitkumar Bhalodi	700000	3.68
6.	Mrs. Shriyakumari Shaileshkumar Makadia	700000	3.68
7.	Mr. Koosh Chetan Dethariya	700000	3.68
<b>Total</b>		<b>19000000</b>	<b>100.00</b>

\*Rounded off

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

Sr. No.	Name of shareholders	No. of Equity Shares held	% of Pre-offer paid up Capital*
8.	Mr. Amitkumar Hasmukhrai Bhalodi	1100000	5.79
9.	M/s RNG Finlease Private Limited	13600000	71.58
10.	Dr. Shaileshkumar Vallabhdas Makadia	1100000	5.79
11.	Mrs. Krupa Chetankumar Dethariya	1100000	5.79
12.	Mrs. Radhika Amitkumar Bhalodi	700000	3.68
13.	Mrs. Shriyakumari Shaileshkumar Makadia	700000	3.68
14.	Mr. Koosh Chetan Dethariya	700000	3.68
<b>Total</b>		<b>19000000</b>	<b>100.00</b>

\*Rounded off

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

Sr. No.	Name of shareholders	No. of Equity Shares held	% of then existing paid up capital*
1.	Mr. Amitkumar Hasmukhrai Bhalodi <sup>§</sup>	10000	0.05
2.	M/s RNG Finlease Private Limited	18990000	99.95
<b>Total</b>		<b>19000000</b>	<b>100.00</b>

<sup>§</sup>Mr. Amitkumar Hasmukhrai Bhalodi is a nominee on behalf on M/s. RNG Finlease Private Limited

\*Rounded off

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

Sr. No.	Name of shareholders	No. of Equity Shares held	% of then existing paid up capital*
1.	Mr. Amitkumar Hasmukhrai Bhalodi	5000	0.03
2.	Mr. Nirmalkumar Karsandas Sutaria	5000	0.03
3.	M/s RNG Finlease Private Limited	18990000	99.95
<b>Total</b>		<b>19000000</b>	<b>100.00</b>

\* Rounded off

- 11.** There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, and right issue or in any other manner during the period commencing from the date of the Prospectus until the Equity Shares of our Company have been listed or refund of application monies in pursuance of the Prospectus.

As on the date of filing the Prospectus, our Company does not have any such plan for altering the capital structure by way of split or consolidation of the denomination of the shares, or issue of specified securities on a preferential basis or issue of bonus or rights or further public issue of specified securities or qualified institutions placement. Further, our Company may alter its capital structure by way of split / consolidation of the denomination of Equity Shares or issue of equity shares on a preferential basis or issue of bonus or rights or further public issue of equity shares or qualified institutions placement, within a period of six months from the date of opening of the present issue to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or for any other purpose, as the Board of Directors may deem fit, if an opportunity of such nature is determined by the Board of Directors to be in the interest of our Company.

**12. Shareholding of the Promoters of our Company:**

As on the date of the Prospectus, our Promoters Mr. Amitkumar Hasmukhrai Bhalodi, M/s RNG Finlease Private Limited, Dr. Shaileshkumar Vallabhdas Makadia, Mrs. Krupa Chetankumar Dethariya, Mrs. Radhika Amitkumar Bhalodi, Mrs. Shriyakumari Shaileshkumar Makadia, and Mr. Koosh Chetan Dethariya holds total 19000000 Equity Shares representing 100.00% of the pre-issue paid up equity share capital of our Company. The build-up of equity shareholding of Promoters of our Company is as follows:

Mr. Amitkumar Hasmukhrai Bhalodi								
Date of Allotment / Transfer	Nature of Issue Allotment / Transfer	Number of Equity shares	Cumulative No. of Equity Shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Total Consideration Paid (in ₹)	% of Pre offer Capital	% of post offer Capital
August 29, 2011	Subscription to Memorandum of Association	2500	2500	10	10	25,000	0.01	0.01
January 01, 2017	Transfer from Mr. Rajendra Umedlal Mehta	2500	5000	10	10	25,000	0.01	0.01

Mr. Amitkumar Hasmukhrai Bhalodi								
Date of Allotment / Transfer	Nature of Issue Allotment / Transfer	Number of Equity shares	Cumulative No. of Equity Shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Total Consideration Paid (in ₹)	% of Pre offer Capital	% of post offer Capital
March 29, 2022	Transfer to RNG Finlease Private Limited	(5000)	0	10	10	(50,000)	(0.03)	(0.02)
December 22, 2022	Transfer from RNG Finlease Private Limited	1100000	1100000	10	10.5	1,15,50,000	5.79	4.40
Total		1100000				1,15,50,000	5.79	4.40

RNG Finlease Private Limited								
Date of Allotment / Transfer	Nature of Issue Allotment / Transfer	Number of Equity shares	Cumulative No. of Equity Shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Total Consideration Paid (in ₹)	% of Pre offer Capital	% of post offer Capital
December 30, 2012	Further Issue	2000000	2000000	10	10	20000000	10.53	8.00
March 16, 2013	Further Issue	2500000	4500000	10	10	25000000	13.16	10.00
March 31, 2013	Further Issue	1500000	6000000	10	10	15000000	7.89	6.00
July 27, 2017	Further Issue	2000000	8000000	10	10	20000000	10.53	8.00
September 25, 2013	Further Issue	2990000	10990000	10	10	29900000	15.74	11.96
March 01, 2016	Further Issue	4000000	14990000	10	10	40000000	21.05	16.01
March 28, 2017	Further Issue	4000000	18990000	10	10	40000000	21.05	16.01
March 29, 2022	Transfer from Mr. Amitkumar Hasmukhrai Bhalodi	5000	18995000	10	10	50000	0.03	0.02
March 29, 2022	Transfer from Mr. Nirmalkumar Karsandas Sutaria	5000	19000000	10	10	50000	0.03	0.02
December 22, 2022	Transfer to Mr. Amitkumar Hasmukhrai Bhalodi	(1100000)	17900000	10	10.5	(11550000)	(5.79)	(4.40)
December 22, 2022	Transfer to Dr. Shaileshkumar	(1100000)	15700000	10	10.5	(11550000)	(5.79)	(4.40)



RNG Finlease Private Limited								
Date of Allotment / Transfer	Nature of Issue Allotment / Transfer	Number of Equity shares	Cumulative No. of Equity Shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Total Consideration Paid (in ₹)	% of Pre offer Capital	% of post offer Capital
	Vallabhdas Makadia							
December 22, 2022	Transfer to Mrs. Krupa Chetankumar Dethariya	(1100000)	16800000	10	10.5	(11550000)	(5.79)	(4.40)
December 22, 2022	Transfer to Mrs. Radhika Amitkumar Bhalodi	(700000)	15000000	10	10.5	(7350000)	(3.68)	(2.80)
December 22, 2022	Transfer to Mrs. Shriyakumari Shaileshkumar Makadia	(700000)	14300000	10	10.5	(7350000)	(3.68)	(2.80)
December 22, 2022	Transfer to Mr. Koosh Chetan Dethariya	(700000)	13600000	10	10.5	(7350000)	(3.68)	(2.80)
Total		13600000				13,33,00,000	71.58	54.42

Dr. Shaileshkumar Vallabhdas Makadia								
Date of Allotment / Transfer	Nature of Issue Allotment / Transfer	Number of Equity shares	Cumulative No. of Equity Shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Total Consideration Paid (in ₹)	% of Pre offer Capital	% of post offer Capital
September 30, 2016	Transfer from Mrs. Dakshaben Shaileshbhai Makadia	2500	2500	10	Gift	0	0.01	0.01
September 30, 2016	Transfer from Mrs. Binaben Sandeepbhai Makadia	2500	5000	10	Gift	0	0.01	0.01
April 05, 2019	Transfer to Mr. Nirmalkumar Karsandas Sutaria	-5000	0	10	10	(50,000)	(0.03)	(0.02)
December 22, 2022	Transfer from RNG Finlease Private Limited	1100000	1100000	10	10.5	1,15,50,000	5.79	4.40
Total		1100000				1,15,00,000	5.79	4.40

Mrs. Krupa Chetankumar Dethariya								
Date of Allotment / Transfer	Nature of Issue Allotment / Transfer	Number of Equity shares	Cumulative No. of Equity Shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Total Consideration Paid (in ₹)	% of Pre offer Capital	% of post offer Capital
December 22, 2022	Transfer from RNG Finlease Private Limited	1100000	1100000	10	10.5	1,15,50,000	5.79	4.40
Total		1100000				1,15,50,000	5.79	4.40

Mrs. Radhika Amitkumar Bhalodi								
Date of Allotment / Transfer	Nature of Issue Allotment / Transfer	Number of Equity shares	Cumulative No. of Equity Shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Total Consideration Paid (in ₹)	% of Pre offer Capital	% of post offer Capital
December 22, 2022	Transfer from RNG Finlease Private Limited	700000	700000	10	10.5	73,50,000	3.68	2.80
Total		700000				73,50,000	3.68	2.80

Mrs. Shriyakumari Shaileshkumar Makadia								
Date of Allotment / Transfer	Nature of Issue Allotment / Transfer	Number of Equity shares	Cumulative No. of Equity Shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Total Consideration Paid (in ₹)	% of Pre offer Capital	% of post offer Capital
December 22, 2022	Transfer from RNG Finlease Private Limited	700000	700000	10	10.5	73,50,000	3.68	2.80
Total		700000				73,50,000	3.68	2.80

Mr. Koosh Chetan Dethariya								
Date of Allotment / Transfer	Nature of Issue Allotment / Transfer	Number of Equity shares	Cumulative No. of Equity Shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Total Consideration Paid (in ₹)	% of Pre offer Capital	% of post offer Capital
December 22, 2022	Transfer from RNG Finlease Private Limited	700000	700000	10	10.5	73,50,000	3.68	2.80
Total		700000				73,50,000	3.68	2.80

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

Sr. No.	Name of Promoters	No. of Equity Shares held	Average Cost of Acquisition per equity share (in ₹) *
1.	Mr. Amitkumar Hasmukhrai Bhalodi	1100000	10.50
2.	M/s RNG Finlease Private Limited	13600000	9.80
3.	Dr. Shaileshkumar Vallabhadas Makadia	1100000	10.50
4.	Mrs. Krupa Chetankumar Dethariya	1100000	10.50
5.	Mrs. Radhika Amitkumar Bhalodi	700000	10.50
6.	Mrs. Shriyakumari Shaileshkumar Makadia	700000	10.50
7.	Mr. Koosh Chetan Dethariya	700000	10.50

\*The average cost of acquisition of Equity Shares by our Promoters has been calculated by taking into account the amount paid by them to acquire Shares and Shares allotted to them and as reduced by amount received on sell of shares i.e. net of sale consideration is divided by net quantity of shares acquired.

14. We have 07 (Seven) shareholders as on the date of filing of the Prospectus.
15. As on the date of the Prospectus, our Promoters and Promoters' Group hold total 19000000 Equity Shares representing 100% of the pre-offer paid up share capital of our Company.
16. The members of the Promoter's Group, our directors and the relatives of our directors have not financed the purchase by any other person of securities of our Company, other than in the normal course of the business of the financing entity, during the six months immediately preceding the date of filing the Prospectus.
17. **Details of Promoter's Contribution locked in for three years:**

Our Promoters have given written consent to include 4998000 Equity Shares subscribed and held by them as a part of Minimum Promoter's Contribution constituting 20.00% of the post offer Paid-up Equity Shares Capital of our Company ("Minimum Promoter's contribution") in terms of Sub-Regulation (1) of Regulation 236 of the SEBI (ICDR) Regulations, 2018 and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Minimum Promoter's Contribution, and to be marked Minimum Promoter's Contribution as locked-in.

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

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

In our case, the company is going to utilize proceeds of offer towards existing projects of the company. Therefore, Minimum Promoter's Contribution shall be locked in for a period of 3 years from date of allotment in Initial Public Offer.

We further confirm that Minimum Promoter's Contribution of 4998000 of the post offer Paid-up Equity Shares Capital does not include any contribution from Alternative Investment Fund.

The Minimum Promoter's Contribution has been brought into to the extent of not less than the 20.00% of the Post offer Capital and has been contributed by the persons defined as Promoter under the SEBI (ICDR) Regulations, 2018.

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

The details of Minimum Promoter's Contribution are as follows:

M/s. RNG Finlease Private Limited									
Date of Allotment / Transfer	Date when Fully Paid-up	Nature of Issue/ Allotment / Transfer	Number of Equity shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Source of Contribution	% of Pre issue Capital	% of post issue Capital	Date up to which Equity Shares are subject to Lock-in

September 25, 2013	September 25, 2013	1490000	10	10	10	Cash	7.84	5.96	3 years
March 01, 2016	March 01, 2016	3508000	10	10	10	Cash	18.46	14.04	3 years
<b>Total</b>		<b>4998000</b>							

\* The Source of Contribution as certified by S K Kesariya & Co., Chartered Accountants, vide their certificate dated June 27, 2023 vide UDIN: 23184688BGTXFU2963.

All the Equity Shares held by the Promoters / members of the Promoter's Group are in already dematerialized as on date of this Prospectus.

In terms of Regulation 237 of the SEBI (ICDR) Regulations, 2018, we confirm that the Minimum Promoter's Contribution of 20% of the Post Offer Capital of our Company as mentioned above does not consist of;

- Equity Shares acquired during the preceding three years for;
  - consideration other than cash and revaluation of assets or capitalization of intangible assets is involved in such transaction;
  - resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the company or from bonus issue against equity shares which are ineligible for minimum Promoter's contribution;
- The Equity Shares held by the Promoters and offered for Minimum Promoter's contribution which are subject to any pledge with any creditor;
- Equity Shares acquired by Promoters during the preceding one year at a price lower than the price at which equity shares are being offered to public in the Initial Public offer;
- As per Regulation 237 (1) if the Shares are issued to the Promoters during the preceding One Year at a price less than the Price at which specified securities are being offer to the public in initial public offer is ineligible for minimum 's contribution.
- However as I clause (c) of sub regulation (1) of Regulation 237 of SEBI (ICDR), 2018 specified securities allotted to Promoters during the preceding one year at a price less than the offer price, against funds brought in by them during that period, in case of an issuer formed by conversion of one or more partnership firms, where the partners of the erstwhile partnership firms are the Promoters of the issuer and there is no change in the management: - **Not Applicable**  
Provided that specified securities, allotted to promoters against capital existing in such firms for a period of more than one year on a continuous basis, shall be eligible: - **Not Applicable**

#### 18. Lock in of Equity Shares held by Promoters in excess of Minimum Promoter's contribution:

In addition to Minimum Promoter's Contribution which shall be locked-in for three years, the balance 12952000 Equity Shares held by Promoters shall be locked in for a period of one year from the date of allotment in the Initial Public Offer as provided in clause (b) of Regulation 238 of the SEBI (ICDR) Regulations, 2018.

#### 19. Lock in of Equity Shares held by Persons other than the Promoters:

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

#### 20. Inscription or recording of non-transferability:

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

#### 21. Pledge of Locked in Equity Shares:

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

- In case of Minimum Promoter's Contribution, the loan has been granted to the issuer company or its subsidiary (ies) for the purpose of financing one or more of the Objects of the Offer and pledge of equity shares is one of the terms of sanction of the loan.
- In case of Equity Shares held by Promoters in excess of Minimum Promoter's contribution, the pledge of equity shares is one of the terms of sanction of the loan.

However, lock in shall continue pursuant to the invocation of the pledge and such transferee shall not be eligible to transfer the equity shares till the lock in period stipulated has expired.

## **22. Transferability of Locked in Equity Shares:**

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

- The Equity Shares held by our Promoters and locked in as per Regulation 238 of the SEBI (ICDR) Regulations, 2018 may be transferred to another Promoters or any person of the Promoter's Group or to a new promoter(s) or persons in control of our Company, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.
  - The equity shares held by persons other than Promoters and locked in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018 may be transferred to any other person (including Promoters and Promoter's Group) holding the equity shares which are locked-in along with the equity shares proposed to be transferred, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.
23. Our Company, our Directors and the BRLM to this Offer have not entered into any buy-back or similar arrangements with any person for purchase of our Equity Shares issued by our Company.
  24. As on date of the Prospectus, there are no partly paid-up shares and all the Equity Shares of our Company are fully paid up. Further, since the entire money in respect of the Offer is being called on application, all the successful applicants will be offered fully paid-up equity shares.
  25. Neither the Book Running Lead Manager, nor their associates hold any Equity Shares of our Company as on the date of the Prospectus.
  26. Our Company has not made any public offer since its incorporation.
  27. There are no safety net arrangements for this public offer.
  28. As on the date of filing of the Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other financial instruments into our Equity Shares.
  29. As per RBI regulations, OCBs are not allowed to participate in this offer.
  30. Our Company has not raised any bridge loan against the proceeds of this Offer. However, depending on business requirements, we may consider raising bridge financing facilities, pending receipt of the Net Proceeds.
  31. There are no Equity Shares against which depository receipts have been issued.
  32. As on date of the Prospectus, other than the Equity Shares, there are is no other class of securities offered by our Company.
  33. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
  34. An Applicant cannot make an application for more than the number of Equity Shares being issued through this Offer, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.
  35. Since present offer is a Book Built offer, the allocation in the net offer to the public category in terms of Regulation 253(1) of the SEBI (ICDR) (Amendment) Regulations, 2018 shall be made as follows:
    - (a). not less than thirty-five per cent to Retail Individual Investors.
    - (b). not less than fifteen per cent to Non-Institutional Investors.
    - (c). not more than fifty per cent to Qualified Institutional Buyers, five per cent of which shall be allocated to mutual funds.

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

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

36. No incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise shall be offered by any person connected with the distribution of the offer to any person for making an application in the Initial Public Offer, except for fees or commission for services rendered in relation to the offer.
37. Our Promoters and the members of our Promoter's Group will not participate in this offer.
38. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter's Group between the date of filing the Prospectus and the offer Closing Date shall be reported to the Stock Exchanges within twenty-four hours of such transaction.
39. Except as stated below, none of our other Directors or Key Managerial Personnel holds Equity Shares in our Company.

Sr. No.	Name	Designation	No. of Equity Shares held	% of Pre-offer Equity Share Capital	% of Post offer Equity Share Capital
1.	Mr. Amitkumar Hasmukhrai Bhalodi	Managing Director cum CFO	1100000	5.79	4.40
2.	Dr. Shaileshkumar Vallabhdas Makadia	Chairman and Non-Executive Director	1100000	5.79	4.40
3.	Mr. Nirmalkumar Karshandas Sutaria	Whole Time Director	-	-	-
4.	Mrs. Krupa Chetankumar Dethariya	Non-Executive Director	1100000	3.68	4.40
5.	Mr. Narendra Kantilal Patel	Independent Director	-	-	-
6.	Mr. Shaileshbhai Durlabhjibhai Sagpariya	Independent Director	-	-	-
7.	Mr. Parashar Kishorbhai Vyas	Independent Director	-	-	-
8.	Mr. Sagar D Siyani	Company Secretary and Compliance Officer	-	-	-

## SECTION VII – PARTICULARS OF THE OFFER

### OBJECTS OF THE OFFER

The Offer comprises the Fresh Issue and the Offer for Sale. While the Offer for Sale comprises upto 1050000 Fully Paid Equity Shares of ₹ 10/- each, the Fresh Issue component comprises upto 5990000 Fully Paid Equity Shares of ₹ 10/- each for offer price of ₹ 75/-.

#### OFFER FOR SALE

The proceeds from the Offer for Sale will be received by the Promoter Selling Shareholder. Our Company will not receive any proceeds from the Offer for Sale and the proceeds received from the Offer for Sale will not form part of the Issue Proceeds (Offer Proceeds as reduced by Offer for Sale Proceeds). The Promoter Selling Shareholder will be entitled to the proceeds from the Offer for Sale, net of its portion of the Offer related expenses and relevant taxes thereon. The Offer Expenses are to be shared between company and Promoter Selling Shareholder in the ratio of amount to be received by them from IPO. For further details of the Offer for Sale, see “The Offer” on page 39.

#### FRESH ISSUE

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

1. Setting up of new Manufacturing Unit at Maharashtra
2. To Meet Working Capital Requirements
3. General Corporate Purpose
4. To meet Public 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 Emerge Platform of NSE. It will also provide liquidity to the existing shareholders and will also create a public trading market for the Equity Shares of our Company.

Our Company is engaged in the business of waste tyres recycling. Our manufacturing plant operates on continuous pyrolysis process. It is an uninterrupted working method with continuous feeding and discharging system controlled by the program logic controller system. The process is fully automatic and requires almost no human intervention. Following continuous pyrolysis, we process the end-of-life tyres (ELTs) pieces to produce energy components and raw materials. Our major products are Recovered Carbon Black (rCB) and Steel Wires under Raw Material Category, Fuel Oil and Synthesis Gas under Energy components category. In order to utilise the energy in efficient manner, we utilise said synthesis gas, produced as by product of the pyrolysis process, for also manufacturing sodium silicate commonly known as raw glass.

The objects clause of our Memorandum 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.

#### REQUIREMENTS OF FUNDS

The Issue Proceeds, after deducting Issue related expenses, are estimated to be ₹ 4,110.41/- Lakhs (the “Net Issue Proceeds”).

The following table summarizes the requirement of funds:

Particulars	Amount (₹/- in) Lakhs
Issue Proceeds	4,492.50
Less: Public Issue Related Expenses	382.09
<b>Net Issue Proceeds</b>	<b>4,110.41</b>

#### UTILIZATION OF ISSUE PROCEEDS

Cost of Project

Sr. No.	Particulars	Amount (₹/- in) Lakhs
1.	Setting up of new Manufacturing Unit at Maharashtra	1,783.13
2.	To Meet Working Capital Requirements	1,653.90
3.	General Corporate Purpose	673.38
<b>Net Issue Proceeds</b>		<b>4,110.41</b>

## MEANS OF FINANCE

We intend to finance our Objects of the Issue through Issue Proceeds which are as follows:

Sr. No.	Particulars	Amount Required (₹/- in Lakhs)	From IPO Proceeds	Internal Accruals/Equity/Reserves	Balance from Long/Short Term Borrowing
1.	Acquisition of Land	258.05	0.00	258.05	0.0.0
2.	Construction of Shed	495.10	495.10	0.00	0.00
3.	Purchase of Machineries	3,138.03	1,138.03	600.00	1400.00*
4.	Contingencies (3%-4%) of total project cost other than Working Capital	150.00	150.00	0.00	0.00
5.	To Meet Working Capital Requirements	4,053.18	1,653.90	1,399.28	1,000.00
6.	General Corporate Purpose	673.38	673.38	0.00	0.00
7.	Public Offer Expenses <sup>^</sup>	449.52	382.09	0.00	0.00
<b>Total</b>		<b>9,217.26</b>	<b>4,492.50</b>	<b>2,257.33</b>	<b>2,400.00</b>

\* Our company has received sanction letter dated August 31, 2023 from Central Bank of India for loan amount of ₹ 1400.00 Lakhs as term loan for the proposed project of our company.

<sup>^</sup> As the Offer Expenses are to be shared between company and Promoter Selling Shareholder in the ratio of amount to be received by them from IPO, issuer Company shall bear the ₹382.09 Lakhs and the rest of the issue expenses shall bear by the Promoter selling shareholder.

Accordingly, we confirm that we are in compliance with the requirement to make the firm arrangement of finance under Regulation 230(1) (e) of the SEBI ICDR Regulations and Clause 9 (C) of Part A of Schedule VI of the SEBI ICDR Regulations (which requires firm arrangements of finance through verifiable means for 75% of the stated means of finance, excluding the Issue Proceeds and existing identifiable internal accruals).

The fund requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in the light of changes in Internal / external circumstances or costs or other financial conditions and other 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 utilized for repayment of any Part of unsecured loan outstanding as on date of 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 no. 26 of this Prospectus.



## DETAILS OF USE OF ISSUE PROCEEDS

### 1. SETTING UP OF NEW MANUFACTURING UNIT AT MAHARASHTRA:

At present, manufacturing facility of our company is located in Bhilwara, Rajasthan having installed capacity of 24000 MT per annum for Tire Processing and 12000 MT per annum for Sodium Silicate Production respectively. Our company is planning for expansion of Manufacturing Facility at Dhule District in the state of Maharashtra. For details related to existing business facility please refer to chapter titled as “Our Business” on page 111 of this Prospectus. Product to be manufactured at new manufacturing facility will be same as our existing manufacturing facility.

For setting up new manufacturing plant at Dhule District in the state of Maharashtra, our company has estimated total project cost (other than working capital) of ₹ 4,041.18 Lakhs.

#### # BREAK UP OF THE NEW MANUFACTURING UNIT AT DHULE, MAHARASHTRA:

Sr. No.	Particulars	Amount
		(₹ in) Lakhs
1.	Acquisition of Land	258.05
2.	Construction of Shed	495.10
3.	Purchase of Machineries	3,138.03
4.	Contingencies (3%-4%) of total project cost other than Working Capital	150.00
<b>Total</b>		<b>4,041.18</b>

#### A. ACQUISITION OF LAND:

Our Company has acquired land for setting up its new manufacturing plant at Dhule, Maharashtra. The total area of the land acquired is 31,454.93 Sqr Mtrs. The land acquired is a Non-agricultural Land for Industrial Purpose situated at Tukdi District, Dhule pot, Survey no. 220/1. As on the Date of this Prospectus our company has already incurred ₹ 258.05 lakhs as the total cost of land which includes the Registration charges, change in land usage charges and other miscellaneous charges. The acquired land is free from all encumbrances and will have clear title in the name of our company. Our company has paid amount for acquisition of land out of its internal accruals and no amount for acquisitions for internal accruals will be re-couped out of net issue proceeds.

#### Additional Information

Particulars	
Name of Seller	Mr. Kishor Madanlal Kothari on behalf of Niki Hydrocabons LLP (LLPIN- ABZ-2602)
Relation Ship of seller with our company, our Promoter and Directors	NIL
Cost of Acquisition	₹ 258.05 Lakhs including stamp duty, registration charges and legal fes etc.
Encumbrances	Free from all charges, Encumbrances
Whether registered in the name of Company	Land has been registered in the name of our company
Approvals	Our company has received all the approvals related to land acquired.

#### B. CONSTRUCTION OF SHED:

The overall cost of building and civil works to construct the factory shed of new manufacturing unit at Dhule District in the State of Maharashtra is estimated to be ₹ 495.10 Lakhs.

Following are the details of estimation of Construction of Shed and Civil work is provided as below;

Sr No	Construction Details	Type of Construction	Width (In m)	Length (In m)	Height (In m)	Area (In Sqm)	Rate (In ₹)	Unit	Cost (In ₹ Lakhs)
1.	Storage Shed Ground Floor	RCC & Steel Frame Structure Covered with	14.75	25.12	19	370.52	10600	Sqm	39.28

Sr No	Construction Details	Type of Construction	Width (In m)	Length (In m)	Height (In m)	Area (In Sqm)	Rate (In ₹)	Unit	Cost (In ₹ Lakhs)
		Roofing Sheet							
2.	Packaging Shed Ground Floor	RCC & Steel Frame Structure Covered with Roofing Sheet	45.13	25.12	13	1133.67	7500	Sqm	85.02
3.	Storage Shed Ground Floor	RCC & Steel Frame Structure Covered with Roofing Sheet	15.12	25.12	10	379.81	6500	Sqm	24.69
4.	Storage Shed Ground Floor	RCC & Steel Frame Structure Covered with Roofing Sheet	37.5	42.64	10	1599	6500	Sqm	103.94
5.	Storage Shed Ground Floor	RCC & Steel Frame Structure Covered with Roofing Sheet	52.5	25	13	1312.5	7500	Sqm	98.44
6.	Lab Room Ground Floor	RCC Frame Structured covered with slab	7.56	9.31	5	70.38	8000	Sqm	5.63
7.	Plant & Utility Area First Floor	RCC & Steel Frame Structure Covered with Roofing Sheet	7.56	17.64	10	266.72	6500	Sqm	17.34
8.	Toilet Block Ground Floor	RCC Frame Structured covered with slab	4.05	3.8	3	30.78	8000	Sqm	2.46
9.	Office Building Ground Floor	RCC Frame Structured covered with slab	14.5	22.8	3	330.6	9000	Sqm	29.75
10.	Office Building Ground Floor	RCC Frame Structured covered with slab	14.5	22.8	3	330.6	9000	Sqm	29.75
11.	Store & Work Shop Ground Floor	RCC & Steel Frame Structure Covered with Roofing Sheet	20	15	4.5	300	7000	Sqm	21.00

Sr No	Construction Details	Type of Construction	Width (In m)	Length (In m)	Height (In m)	Area (In Sqm)	Rate (In ₹)	Unit	Cost (In ₹ Lakhs)
12.	Labour Room Ground Floor	RCC Frame Structured covered with slab	5.96	45.09	3	268.74	7000	Sqm	18.81
13.	Labour Room Ground Floor	RCC Frame Structured covered with slab	1.5	3.76	3	11.28	7000	Sqm	0.79
14.	Labour Room First Floor	RCC Frame Structured covered with slab	5.96	45.09	3	268.74	6500	Sqm	17.47
15.	Labour Room First Floor	RCC Frame Structured covered with slab	1.5	3.76	3	11.28	6500	Sqm	0.73
<b>TOTAL COST</b>									<b>495.10</b>

\* Based on estimation dated June 13, 2023, by Charter Engineer named Mr. Sanjay Unjia.

### C. PURCHASE OF MACHINARIES

The total cost of plant & Machinery including installation and transportation charges is ₹ 3138.03 lakhs comprising of indigenous machineries of Rs 3138.03 lakhs and Imported machineries of ₹ Nil lakhs. Out of total estimated budget for purchase of machinery, machinery worth ₹ 2000 lakhs are to be purchased from Radhe Renewal Energy Development Private limited (related entity) for which payment will be made from out of loan from Central bank of India to the extent of ₹ 1400 lakhs and ₹ 600 lakhs out of Internal Accrual. Upto date of this Prospectus our company has paid ₹ 472.20 Lakhs to Radhe Renewal Energy Development Private limited (related entity) out of internal accruals. Therefore, our company is yet to place order for Machinery worth ₹ 2738.03 Lakhs amounting to 84.95% of total estimated cost of machinery. No machineries which are to purchase for new manufacturing plant at Dhule Unit at Maharashtra.

**INDEGENIOUS MACHINE:** All of the Plant and Machinery to be purchased are Indegenious and no machineries are to be imported. The Brief Details on the required Plant and Machineries to be required at our new Manufacturing Facility are provided below:

The details of the Machinery to be purchased is given below.

Sr No	Head Name	Description	Qty	Name of the Supplier	Date of the Quotation	Cost of Machine (Excluding of GST) (In ₹ Lakhs)
1	Air Jet Milling System, CFAJM 300	Fabricated Hopper of Cylindrical Shell with Cone shape and isolation valve as per CHEMFILT's standard design, sui table for Load Cell mounting. Load Cells for feedback to regulate VFD of the Feeder of the Feed Hopper.	02	CHEMFILT	April 26, 2023 <sup>1</sup>	₹ 102.62
		Tubular Screw Feeder driven by a Load Controlled VFD to regulate the feed. Feed Regulating Screw Drive with Geared Motor with Flexible Coupling.				
		Suction Hood with Air Pre Filter				
		Flow Sensor PT Type				
		Ducting 1 Feed (pickup nozzle)				
		Braided Flexi Pipe1				
		Air Jet Mil with Load Cell				
		Braided Flexi Pipe2				
		Braided Flexi Pipe3				
		Bag Filter				
		Electro Magnetic Hammers				
		Rotary Air lock Valve, Bag Filter Disch				
		Ducting-3 from BF out let to Blower				
		Exhauster with motor				
		Exhauster Outlet Silencer				
Instrumentation (within B/L)						
Power & Control Panel						
2	Carbon Upgradation Plant Model: RTP-4000	Carbon Black Feeding pneumatic system up to silo and handling system up to grinding mill hopper	01	Indogreen Enviro Private Limited	June 08, 2023 <sup>2</sup>	₹ 711.00
		Fine Carbon Black Silos and material handling system up to Granulation division.				
		Granulation division up to fluidized bed dryer				
		Drying division for carbon black granules (Fluidized Bed dryer (FBD)) with heat recovery from pyrolysis plant up to bag house filter, ID fan up to chimney				
		Dry r-CB granules storage bin (SS-304), screening, conveying and pecking division				

Sr No	Head Name	Description	Qty	Name of the Supplier	Date of the Quotation	Cost of Machine (Excluding of GST) (In ₹ Lakhs)
		Electricals & Instrumentation with PLC, DCS & SCADA with standby HMI for RCU division				
3	G250-8.5A V2 WITH ABB MOTOR	Optimized air intake valve	02	Atlas Copco (India) Limited	June 07, 2023 <sup>3</sup>	₹ 71.00
		Heavy duty oil filtration system				
	F1250A Dryer	The Atlas Copco F series refrigerant dryers keep your compressed air system in optimal shape, removing humidity efficiently and reliably. With a stable pressure dew point as low as 7 °C / 45 °F as per ISO 8573-1 Class 5 Air Quality, these compact, low maintenance dryers are compatible with most compressor technologies and applications.	02			₹ 31.00
4	Continuous Waste Tire Pyrolysis Technology (Model: - RTP-4000 -AA)	Raw Material Feeding Equipments	01	Radhe Renewable Energy Development Private Limited	June 05, 2023 <sup>4</sup>	₹ 2,000.00
		Main Rotary Kiln Assembly with Stainless Steel Super Alloys Grade				
		Furnace Assembly with burner & combustion air system				
		Flue Gas Handling Assembly up to chimney				
		Green Oil Recovery Unit - 1 Set				
		Carbon Black Recovery Unit				
		Other Utility such as Nitrogen generation plant, Rotary Air Compressor, Water circulation pumps etc				
		Electricals & Instrumentation with PLC & SCADA monitor				
Installation & Commissioning						
5	Transformer	1250 KVA 11000 / 415 V On Load Distribution Transformer with EC Grade LV Aluminium Foil Winding	01	Synergy Transformers Private Limited	June 06, 2023 <sup>5</sup>	₹ 23.82
6	Bag filter and centralized vacuum cleaning systems	Bag house - 15000 CMH	02	Ricon Dynamic Engineers	June 08, 2023 <sup>6</sup>	₹ 198.59
		Bag house - 7500 CMH	01			
		Bag house - 2000CMH	02			
		Bag house - 5000CMH	02			
		Centralized Vacuum Cleaning System	02			
<b>TOTAL ESTIMATED COST</b>						<b>₹ 3,138.03</b>

<sup>1</sup>The offer is valid for 120 days from date of offer and delivery period will be 18-20 weeks effective from date of technically and commercially clear PO and/ or approval of GA drawing, whichever is later.

<sup>2</sup>This offer is valid for Six months and delivery schedule is as follows:

Sr. No.	Activity	Week
1.	Receipt of PO& Advance+ Kick-off Meeting + ERP Formalities	1
2.	Engineering + DAP Submission	1
3.	Approval From Client + Modification + Re-Submission	1
4.	Part Drawings Release + Critical Bought Outs Ordering	
5.	Bought-Out Receipt + Manufacturing	11
6.	Assembly and Trials	1
7.	FAT and Rectification	
8.	Dismantling and Packing	1
9.	Ready for Dispatch	16
10.	Installation & Commissioning	3

<sup>3</sup>The quote is valid upto December 31, 2023 and material will be despatched within 12-16 weeks from the date of receipt of your Purchase Order complete in all respects along with the road permit form. However, Atlas Copco will always try for earliest possible delivery.

<sup>4</sup>This offer will be valid up to 180 days only there after it is subject to the conformation and delivery period will be 60 days after Confirm Order/Purchase Order along with advance payment.

<sup>5</sup>The prices quoted shall remain valid for 90 days and the equipment will be dispatched on order, within 60 working days from the date of receipt of the Purchase Order.

<sup>6</sup>The offer will remain open for 6 months from the date of offer letter and will be subjected to the return confirmation then after and the delivery period will be 14 to 16 weeks, ex works.

#### D. OTHER MISCELLANEOUS AND CONTINGENCIES

Our company is planning for expansion of Manufacturing Facility at Dhule District in the state of Maharashtra. For setting up new manufacturing plant at Dhule District in the state of Maharashtra, our company has estimated total project cost (other than working capital) of ₹ 4,041.18 Lakhs which also includes provision for contingencies amounting to ₹ 150.00 lakhs. Such miscellaneous and contingency provision is to meet small miscellaneous items related to plant, electrification, piping, fitting and to tackle any price escalation in the estimated budget of the Project cost.

#### 2. WORKING CAPITAL REQUIREMENTS:

Our Company is engaged in the business of waste tires recycling. We fund a majority of our working capital requirements in the ordinary course of business from our internal accruals and financing from banks and financial institutions. As on March 31, 2023, Net Working Capital requirement of our Company on restated basis was ₹ 1,689.80 Lakhs as against that of ₹ 815.42 lakhs as on March 31, 2022 and ₹ 673.49 Lakhs as on March 31, 2021. The Net Working capital requirements for the FY 2023-24 is estimated to be ₹ 4053.18 Lakhs. The Company will meet the requirement to the extent of ₹ 1,653.90 Lakhs from the Net Proceeds of the Issue and balance from borrowings and internal accruals at an appropriate time as per the requirement.

Our company requires working capital requirement to achieve expected turnover for FY 2023-24 by providing goods on credit to customers, to avail benefits of better pricing and discounts from vendors and to maintain sufficient level of inventory to ensure uninterrupted supply which will ultimately help better production yields and better profitability margins.

Basis of estimation of working capital requirement and estimated working capital requirement.

(Amount in ₹ Lakhs)

Particular	For the Year Ended			Projected
	31-Mar-21	31-Mar-22	31-Mar-23	31-Mar-24
Inventories				
➤ Raw Material	196.08	392.79	579.35	700.00
➤ Work in Progress (WIP)	346.75	164.01	75.36	100.00
➤ Consumables	259.13	194.39	179.88	250.00

Particular	For the Year Ended			Projected
	31-Mar-21	31-Mar-22	31-Mar-23	31-Mar-24
➤ Finished goods/Waste	232.51	187.13	393.19	440.00
Trade receivables	294.05	497.19	562.12	1,363.10
Cash and cash equivalents	12.33	6.45	9.00	54.23
Loans and Advances	18.69	19.25	595.49	1,314.85
Other Assets	24.39	4.17	8.20	20.00
<b>Total Current Assets</b>	<b>1,383.92</b>	<b>1,465.38</b>	<b>2,402.59</b>	<b>4,242.18</b>
<b>Current Liabilities</b>				
Trade payables	703.42	482.70	436.75	99.00
Other liabilities (Including Non-Current)	4.97	94.41	58.23	60.00
Short-term provisions	2.04	72.86	217.80	30.00
<b>Total Current Liabilities</b>	<b>710.43</b>	<b>649.97</b>	<b>712.79</b>	<b>189.00</b>
<b>Net Working Capital</b>	<b>673.49</b>	<b>815.42</b>	<b>1,689.80</b>	<b>4,053.18</b>
<b>Sources of Funds</b>				
Short Term Borrowing	383.47	358.66	920.07	1,000.00
Unsecured Loan	-	-	-	-
Internal Accruals/Existing Net worth	290.02	456.76	769.73	1,399.28
Proceeds from IPO	0.00	0.00	0.00	1,653.90
<b>Total</b>	<b>673.49</b>	<b>815.42</b>	<b>1,689.80</b>	<b>4,053.18</b>

Based on Certificate from M/s. Dhruvil B Shah & Co., Chartered Accountants, dated June 30, 2023, bearing UDIN: 23606243BGZOJY8816)

#### Assumptions for working capital requirements

Particulars	Holding level (in Months)				Justification for Holding (FY 2023-24)
	FY 20-21 (Restated)	FY 21-22 (Restated)	FY 22-23 (Restated)	FY 23-24 (Projected)	
<b>Inventory</b>					
➤ Raw Material	1.09	1.43	1.37	1.36	Raw Material holding period for FY 2023-24 is based on raw material holding period for FY 2022-23. In order to ensure uninterrupted manufacturing and production, our Company anticipates inventory days at 1.36 (40 Days Approx) month for FY 2023-24. This will ensure that there is no supply chain disruption impacting the production.
➤ Work in Progress	1.76	0.43	0.15	0.16	Work in Progress cycle of our products for FY 2023-24 is estimated to be 0.16 months (approx. 15 days). This estimation is based on work in progress cycle of previous financial year FY 2022-23.
➤ Finished Goods	1.18	0.50	0.76	0.70	Finished Goods holding period for FY 2023-24 is estimated to be 0.70 Months (21 days Approx.). This estimation is based on work in progress cycle of previous financial year FY 2022-23.
➤ Trade Receivables	1.45	1.17	0.86	1.75	Trade receivables are amount owed to Company by customers following sale of goods on credit. Our Trade Receivables for FY 2020-21, FY 2021-22 and FY 2022-23 are in the

Particulars	Holding level (in Months)				Justification for Holding (FY 2023-24)
	FY 20-21 (Restated)	FY 21-22 (Restated)	FY22-23 (Restated)	FY23-24 (Projected)	
					range of 0.86 months to 1.75 months (25-55 days). Our Company has estimated average trade receivable cycle 1.75 Months for FY 2023-24 to meet expected turnover for FY 2023-24.
➤ Trade Payables	2.57	2.69	1.59	0.19	Trade payables include dues to micro and small enterprises and other creditors. Trade Payable Cycle is estimated to be at 0.19 Months (7 days) which is based on trade payable cycle of FY 2022-23 to avail better pricing and reducing the cost of purchase by availing discounts from our suppliers.

Apart from above there are other working capital requirements such as Cash and Cash Equivalents, Other Current assets, loans and advances, short term provisions and other current liabilities. Details of which are given below.

Component of Working Capital	Particulars
Consumables	Consumables are estimated based on previous years outstanding amount and for expected Business requirement of company.
Cash and Cash Equivalents	Cash and cash equivalents include balances in current accounts and cash in hand. Cash and Cash Equivalent balance is estimated based on previous years outstanding amount and for expected Business requirement of company.
Loans and Advances	Loans and advances mainly include Advance to suppliers and Other advances. Loans and advances are estimated based on previous years outstanding amount and for expected Business requirement of company. This also includes expected input tax credit on purchase of machineries for the new manufacturing Unit at Dhule Maharashtra.
Other Assets	Other Current Assets mainly include Balance with Revenue Authorities, Deposits. Other Assets is estimated based on previous years outstanding amount and for expected Business requirement of company.
Other liabilities	Other Liabilities mainly include Statutory dues payable to government and expense & Other payables. Other current liabilities are estimated based on previous years outstanding amount and for expected Business requirement of company.
Short-term provisions	Short-term provisions mainly include Provision for income tax, expenses and employee benefit expenses. Short-term provisions are estimated based on previous years outstanding amount and for expected Business requirement of company.

### Justification for working capital requirements

The Increase of working capital requirement for Financial Year 2022-23 is due to the increase of current assets of the company mainly due to increase of finished goods. In Financial Year 2021-22, Our capacity utilization for Tire Processing was 14526.33 MT which increased to 16558.20 MT, leading to increase in Closing stock of Finished goods for Financial Year 2022-23. Another factor contributing to Higher working capital requirement for Financial Year 2022-23 was due to increase of Rs. 576.77 in short term Loans and advances, which amounts to Advances to supplier in normal course of business. Apart from above two material changes, rest of the figures were increased in normal course of business due to increase in revenue.

As for the Financial Year 2023-24, the increase in number of Trade receivables and short-term loans and advances will amount to higher working capital requirement. The cycle of Trade receivables in our business is around 1 to 1.5 month which can be evidenced by 1.47 months in FY2020-21, 1.17 months in FY2021-22 and 0.87 months in FY2022-23. The same will be around 1.75 months in FY2023-24. Increase in trade receivable cycle is due to the increase in the revenue for FY2023-24. In order to meet the revenue targets for FY2023-24, the company have to provide generous credit terms in terms of repayment of the dues. The Increase in Short Term Loans and Advances is due to increase of Advance to suppliers in normal course of business in addition to accumulated GST Credit. As disclosed in the Prospectus, under chapter titled "Object of the Issue", under the new manufacturing facility to be developed in Dhule, Maharashtra, new machines are to be purchased estimated cost of the same is ₹



3,138.03 Lakhs. Input credit of the same will be accumulated in the head “Short term loans and advances” under Current assets resulting into higher working capital requirement for the Financial Year 2023-24.

### 3. GENERAL CORPORATE PURPOSE:

Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. We intend to deploy ₹ 673.38 Lakh towards the general corporate purposes to drive our business growth. Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purpose subject to above mentioned limit, as may be approved by our management, including but not restricted to, the following:

- acquisition/hiring of land/property for building up corporate house,
- hiring human resources including marketing people or technical people in India or abroad,
- we may also enter into strategic alliances with other body corporates for expansion of our business in abroad or in India.
- funding growth opportunities;
- servicing our repayment obligations (principal and interest) under our existing & future financing arrangements;
- capital expenditure, including towards expansion/development/refurbishment/renovation of our assets;
- working capital;
- meeting expenses incurred by our Company in the ordinary course of business or other uses or contingencies; and/or
- strategic initiatives and
- On-going general corporate exigencies or any other purposes as approved by the Board subject to compliance with the necessary regulatory provisions.

The quantum of utilization of funds towards each of the above purposes will be determined by our Board of Directors based on the permissible amount actually available under the head “General Corporate Purposes” and the business requirements of our Company, from time to time. We, in accordance with the policies of our Board, will have flexibility in utilizing the Net Proceeds for general corporate purposes, as mentioned above in any permissible manner. 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 Prospectus, shall not exceed 25% of the amount raised by our Company through this Issue.

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

### 4. ISSUE RELATED EXPENSES

The total expenses of the Issue are estimated to be approximately ₹ 449.52 lakhs. Out of which the issue company shall bear ₹ 382.09 lakhs and the remaining amount shall be borne by the selling shareholders. The expenses of this include, among others, underwriting and management fees, printing and distribution expenses, advertisement expenses, legal fees and listing fees. The estimated Issue expenses are as follows:

Expenses	Expenses (Rs. in Lakh)	Expenses (% of Total Issue expenses)	Expenses (% of Gross Issue Proceeds)
Lead Manger Fees including Underwriting Commission	410.52	91.32	11.24
Fees Payable to Registrar to the Issue	1.00	0.22	0.03
Fees Payable Advertising, Marketing Expenses and Printing Expenses	25.00	5.56	0.68
Fees Payable to Regulators including Stock Exchanges and other Intermediaries	5.00	1.11	0.14
Fees payable to Peer Review Auditor	1.00	0.22	0.03
Fees Payable to Market Maker (for Two Years)	6.00	1.33	0.16
Escrow Bank Fees	1.00	0.22	0.03

Expenses	Expenses (Rs. in Lakh)	Expenses (% of Total Issue expenses)	Expenses (% of Gross Issue Proceeds)
<b>Total Estimated Issue Expenses</b>	<b>449.52</b>	<b>100.00</b>	<b>12.30</b>

**Notes:**

- As the Offer Expenses are to be shared between company and Promoter Selling Shareholder in the ratio of amount to be received by them from IPO, issuer Company shall bear the ₹382.09 Lakhs and the rest of the issue expenses shall bear by the Promoter selling shareholder.
- Up to September 04, 2023, Our Company has deployed/incurred expense of ₹ 14.43 Lakhs towards Issue Expenses and custodian connectivity charges out of internal accruals duly certified by Statutory Auditor M/s. J C Ranpura & Co., Chartered Accountants vide its certificate dated September 05, 2023, bearing UDIN: 23118411BGWRWQ6496.
- Any expenses incurred towards aforesaid issue related expenses during the period from June 25, 2023 to till the date of listing of Equity Shares will be reimburse/recouped out of the gross proceeds of the issue:
- 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% or ₹ 100/- whichever is less ^ (exclusive of GST)  
 Portion for NIIs 0.01% or ₹ 100/- whichever is less ^ (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).
- 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.
- 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.
- 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.
- Issuer banks for UPI Mechanism as registered with SEBI 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 them.
- Notwithstanding anything contained above the total processing / uploading / bidding charges under above clauses payable to Syndicate/ Sub Syndicate members, SCSBs, RTAs, CDPs, Registered Brokers, Sponsor Bank will not exceed ₹ 50,000/- (plus applicable taxes) and in case if the total uploading / bidding charges exceeds ₹ 50,000/- (plus applicable taxes) then uploading charges will be paid on pro-rata basis except the fee payable to respective Sponsor Bank.

The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 read with SEBI Circular No.: SEBI/HO/CFD/DIL2/CIR/P/2022/51 April 20, 2022.

### **SCHEDULE OF IMPLEMENTATION AND DEPLOYMENT OF FUNDS**

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

Sr. No.	Particulars	Total Estimated Cost	Amount to be funded from the Net Issue Proceeds (₹ in Lakhs)	Amount already deployed (₹ in Lakhs)	Estimated Utilization of Net Proceeds (₹ in Lakhs) (Upto Financial year 2023-24)*
1.	Setting up of new Manufacturing Unit at Maharashtra	4,041.18	1,783.13	737.56	1,783.13
2.	Working Capital Requirements	4,270.05	1,653.90	0.00	1,653.90
3.	General Corporate Purpose	673.38	673.38	0.00	673.38

Up to September 04, 2023, Our Company has already deployed/incurred expense of ₹ 808.31 Lakhs towards Project cost out of internal accruals duly certified by Statutory Auditor M/s. J C Ranpura & Co., Chartered Accountants vide its certificate dated September 05, 2023, bearing UDIN: 23118411BGWRWQ6496.

\* To the extent our Company is unable to utilize any portion of the Net Proceeds towards the Object, as per the estimated schedule of deployment specified above; our Company shall deploy the Net issue Proceeds in the subsequent Financial Years towards the Object. Due to business exigencies, use of net issue proceeds may be interchangeable.

Particulars	Month of Commencement	Month of Completion
Acquisition of Land	March 2023	
Construction of Shed	November 2023	January 2024
Purchase of Machineries	August 2023	February 2024
Contingencies (3%-4%) of total project cost other than Working Capital	July 2023	March 2024
To Meet Working Capital Requirements	July 2023	March 2024
General Corporate Purpose	Upto March 2024	
Public Issue Expenses	Upto March 2024	
Trial Run	March 2024	
Commencement of Commercial Production	April 2024	

\* To the extent our Company is unable to utilize any portion of the Net Proceeds towards the Object, as per the estimated schedule of deployment specified above; our Company shall deploy the Net issue Proceeds in the subsequent Financial Years towards the Object. Due to business exigencies, use of net issue proceeds may be interchangeable.

### APPRAISAL REPORT

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

### BRIDGE FINANCING

We have not entered into any bridge finance arrangements that will be repaid from the Net Issue Proceeds. However, we may draw down such amounts, as may be required, from an overdraft arrangement / cash credit facility with our lenders, to finance the existing ongoing project facility requirements until the completion of the Issue. Any amount that is drawn down from the overdraft arrangement / cash credit facility during this period to finance our existing/ongoing projects will be repaid from the Net Proceeds of the Issue.

### INTERIM USE OF FUNDS

Pending utilization of the Issue Proceeds for the Objects of the Issue described above, our Company shall deposit the funds only in Scheduled Commercial Banks included in the Second Schedule of Reserve Bank of India Act, 1934.

In accordance with Section 27 of the Companies Act, 2013, our Company confirms that, pending utilization of the proceeds of the Issue as described above, it shall not use the funds from the Issue Proceeds for any investment in equity and/or real estate products and/or equity linked and/or real estate linked products.

### MONITORING UTILIZATION OF FUNDS

There is no requirement for the appointment of a monitoring agency, as the Issue size is less than ₹ 10,000 Lakhs. Our Board will monitor the utilization of the proceeds of the Issue and will disclose the utilization of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. Our Company will indicate investments, if any, of unutilized Net Proceeds in the balance sheet of our Company for the relevant Fiscal subsequent to receipt of listing and trading approvals from the Stock Exchanges.

Pursuant to Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company shall on half-yearly basis disclose to the Audit Committee the Application of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full.

#### **VARIATION IN OBJECTS**

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013 and applicable rules, 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 through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the “Postal Ballot Notice”) shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in the vernacular language of the jurisdiction where the Registered Office is situated. Our Promoters or controlling Shareholders will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

#### **OTHER CONFIRMATIONS**

No part of the proceeds of the Issue will be paid by us to the Promoters and Promoter Group, the Directors, Associates, Key Management Personnel or Group Companies except in the normal course of business and in compliance with the applicable law.

## BASIS FOR OFFER PRICE

The offer price has been determined by the issuer in consultation with the book running lead manager. The financial data presented in this section are based on our Company's Restated Standalone Financial Statements. Investors should also refer to the sections/chapters titled "Risk Factors" and "Restated Standalone Financial Information" on page no. 26 and 161, respectively of this Prospectus to get a more informed view before making the investment decision.

### QUALITATIVE FACTORS

- Experienced Promoters and Management Team
- Strategic Location of Manufacturing Facilities
- Innovative Technology
- Quality assurance
- Permanent Demand and Wide Application of Product

For details of qualitative factors, please refer to the paragraph "Our Competitive Strengths" in the chapter titled "Business Overview" beginning on page no. 111 of this Prospectus.

### QUANTITATIVE FACTORS

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

$$\text{Basic earnings per share (₹)} = \frac{\text{Restated Standalone Profit After Tax attributable to Equity Shareholders}}{\text{Weighted Average Number of Equity Shares outstanding}}$$

$$\text{Diluted earnings per share (₹)} = \frac{\text{Restated Standalone Profit After Tax attributable to Equity Shareholders}}{\text{Weighted Average Number of Equity Shares outstanding after adjusting adjusted for the effects of all dilutive potential equity shares}}$$

Financial Year/Period	Basic and Diluted EPS (in ₹) #	Weights
Financial Year ended March 31, 2021	0.05	1
Financial Year ended March 31, 2022	1.94	2
Financial Year ended March 31, 2023	5.71	3
<b>Weighted Average</b>	<b>3.51</b>	

#Face Value of Equity Share is ₹ 10.

#### 2. Price to Earnings (P/E) ratio in relation to Offer Price of ₹ 75/-:

$$\text{Price to Earnings Ratio(P/E)} = \frac{\text{Offer Price}}{\text{Restated Earnings Per Share}}$$

Particulars	EPS (in ₹)	P/E at the Offer Price
Based on EPS of Financial Year ended March 31, 2023	5.71	13.14
Based on Weighted Average EPS	<b>3.51</b>	21.37

**Industry PE:** Not Applicable as Our Company does not have comparable listed peer, therefore information related to Industry P/E is not provided.

#### 3. Return on Net Worth:

$$\text{Return on Net Worth (\%)} = \frac{\text{Restated Standalone Profit After Tax attributable to Equity Shareholders}}{\text{Net Worth}} * 100$$

Financial Year/Period	Return on Net Worth (%)	Weights
Financial Year ended March 31, 2021	1.19%	1

Financial Year/Period	Return on Net Worth (%)	Weights
Financial Year ended March 31, 2022	31.34%	2
Financial Year ended March 31, 2023	48.02%	3
<b>Weighted Average</b>	<b>34.65%</b>	

#### 4. Net Asset Value per Equity Share:

$$\text{Restated Net Asset Value per equity share (₹)} = \frac{\text{Restated Standalone Net Worth as at the end of the year}}{\text{Number of Equity Shares outstanding}}$$

Particular	Amount (in ₹)
Financial Year ended March 31, 2021	4.24
Financial Year ended March 31, 2022	6.18
Financial Year ended March 31, 2023	11.89
NAV per Equity Share after the Offer	30.17
Offer Price per Equity Share	75.00

Notes:

- Offer Price per equity share has been determined by our Company, in consultation with the Book Running Lead Manager.

#### 5. Comparison of Accounting Ratios with Peer Group Companies:

Name of the company	Standalone / Consolidated	Face Value (₹)	Current Market Price (₹)@	EPS (₹) Basic	P/E Ratio	RoNW (%)	NAV per Equity Share (₹)	Revenue from operations (₹ in Lakhs)
Hi-Green Carbon Limited	Standalone	10	75.00	5.71	13.14	48.02%	11.89	7,852.41
<b>Peer Group*</b>								

**Note:** (1) The EPS, P/E Ratio, NAV, RoNW and revenue from operations of Hi-Green Carbon Limited are taken as per Restated Standalone Financial Statement for the Financial Year 2022-23.

\*Our company does not have comparable listed peer, therefore information related to peer group has not been provided.

- The face value of Equity Shares of our Company is ₹ 10/- per Equity Share and the Offer price is 7.50 times the face value of equity share.

The Offer Price of ₹ 75/- is determined by our Company in consultation with the Book running lead manager is justified based on the above accounting ratios. For further details, please refer to the section titled “Risk Factors” and chapters titled “Business Overview” and “Restated Standalone Financial Information” beginning on page nos. 26, 111 and 161 respectively of this Prospectus.

## KEY FINANCIAL AND OPERATIONAL PERFORMANCE INDICATORS (“KPIs”)

Key Performance Indicators (KPIs) are imperative to the Financial and Operational performance evaluation of the company. However, KPIs disclosed below shall not be considered in isolation or as substitute to the Restated Standalone Financial information. In the opinion of our Management the KPIs disclosed below shall be supplementary tool to the investor for evaluation of the company

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated June 24, 2023 and the members of the Audit Committee have verified the details of all KPIs pertaining to the Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of the Prospectus. Further, the KPIs herein have been certified by M/s. J C Ranpura & Co. Chartered Accountants, by their certificate dated June 28, 2023.

The KPIs of our Company have been disclosed in the sections “Business Overview” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” starting on pages 111 and 163, respectively. We have described and defined the KPIs, as applicable, in “Definitions and Abbreviations” beginning on page 2.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilization of the proceeds of the offer as per the disclosure made in the Objects of the Offer Section, whichever is later or for such other duration as may be required under the SEBI (ICDR) Regulations, 2018.

Set forth below are KPIs which have been used historically by our Company to understand and analyse the business performance, which in result, help us in analyzing the growth of various verticals of the Company that have a bearing for arriving at the Basis for the Offer Price

## FINANCIAL KPIs OF OUR COMPANY

Particulars	For the Year ended on March 31		
	2023	2022	2021
Revenue from Operations (₹ in Lakhs)	7,852.41	5,110.69	2,427.09
Growth in Revenue from Operations (%)	53.65%	110.57%	0
EBITDA (₹ in Lakhs)	1994.02	885.38	356.12
EBITDA Margin (%)	25.39%	17.32%	14.67%
Profit After Tax (₹ in Lakhs)	1084.78	367.95	9.59
PAT Margin (%)	13.81%	7.20%	0.40%
RoE (%)	63.19%	37.16%	1.20%
RoCE (%)	64.70%	27.97%	3.28%
Net Fixed Asset Turnover (In Times)	4.30	3.12	1.43
Operating Cash Flows (₹ in Lakhs)	1553.11	669.81	(118.58)

*Source: The Figure has been certified by our statutory auditors M/s. J C Ranpura & Co. Chartered Accountants vide their certificate dated June 28, 2023.*

### Notes:

- Revenue from Operations means the Revenue from Operations as appearing in the Restated Standalone Financial Statements.
- Growth in Revenue from Operations (%) is calculated as a percentage of Revenue from Operations of the relevant period minus Revenue from Operations of the preceding period, divided by Revenue from Operations of the preceding period.
- EBITDA is calculated as profit for the period / year, plus tax expenses (consisting of current tax, deferred tax and current taxes relating to earlier years), finance costs and depreciation and amortization expenses less other income.
- EBITDA Margin (%) is calculated as EBITDA divided by Revenue from Operations.
- Profit After Tax Means Profit for the period/year as appearing in the Restated Standalone Financial Statements.
- PAT Margin (%) is calculated as Profit for the year/period as a percentage of Revenue from Operations.

- 7) RoE (Return on Equity) (%) is calculated as net profit after tax for the year / period divided by Average Shareholder Equity.
- 8) RoCE (Return on Capital Employed) (%) is calculated as earnings before interest and taxes divided by closing capital employed. Capital Employed includes Equity Shares, Reserves and surplus, Long-Term Borrowing and Adjustment of Deferred Tax Asset / Deferred Tax Liability.
- 9) Net Fixed Asset Turnover is calculated as Net Turnover divided by Average Fixed Assets which consists of property, plant and equipment, capital work-in-progress and intangible assets.
- 10) Operating cash flows means net cash generated from operating activities as mentioned in the Restated Standalone Financial Statements.

#### OPERATIONAL KPIs OF THE COMPANY:

Particulars	For the Year ended on March 31		
	2023	2022	2021
<b>Capacity and capacity utilization</b>			
<b>a. Tire Processing</b>			
Daily Capacity	100 MT	100 MT	100 MT
Installed Capacity (Annual)	24000 MT	24000 MT	24000 MT
Actual Capacity Utilization	16558.20 MT	14526.33 MT	10558.25 MT
<b>b. Sodium Silicate Production</b>			
Daily Capacity	60 MT	60 MT	60 MT
Installed Capacity (Annual)	14400 MT	14400 MT	14400 MT
Actual Capacity Utilization	11140.56 MT	10246.68 MT	6617.54 MT
<b>Contribution to revenue from operations of top 1 / 3 / 5 / 10 customers</b>			
Top 1 Customers (%)	18.75	13.33	13.84
Top 3 Customers (%)	39.07	28.62	27.57
Top 5 Customers (%)	48.71	40.02	37.39
Top 10 Customers (%)	63.87	57.91	53.63

Source: The Figure has been certified by our statutory auditors M/s. J C Ranpura & Co. Chartered Accountants vide their certificate dated June 28, 2023.

#### Explanation for KPI metrics

KPI	Explanations
Revenue from Operations (₹ in Lakhs)	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business.
Growth in Revenue from Operations	Growth in Revenue from Operations provides information regarding the growth of our business for the respective period.
EBITDA (₹ in Lakhs)	EBITDA provides information regarding the operational efficiency of the business.
EBITDA Margin (%)	EBITDA Margin is an indicator of the operational profitability and financial performance of our business.
Profit After Tax (₹ in Lakhs)	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin (%)	PAT Margin is an indicator of the overall profitability and financial performance of our business.
RoE (%)	RoE provides how efficiently our Company generates profits from average shareholders' funds.



KPI	Explanations
RoCE (%)	ROCE provides how efficiently our Company generates earnings from the average capital employed in the business.
Net Fixed Asset Turnover (In Times)	Net Fixed Asset turnover ratio is indicator of the efficiency with which our Company is able to leverage its assets to generate revenue from operations.
Operating Cash Flows (₹ in Lakhs)	Operating cash flows provides how efficiently our company generates cash through its core business activities.
Revenue split between different verticals of company	This metric enables us to track the progress of our revenues in the different verticals of the company.
Contribution to revenue from operations of top 1 / 3 / 5 / 10	This metric enables us to track the contribution of our key customers to our revenue and also assess any concentration risks.

### COMPARISON OF FINANCIAL KPIs OF OUR COMPANY AND OUR LISTED PEERS:

Our company does not have comparable listed peer therefore information related to peer group has not been provided.

### WEIGHTED AVERAGE COST OF ACQUISITION:

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

The details of issuance of Equity Shares or convertible securities, excluding shares issued under ESOP/ESOS and issuance of bonus shares, during the 18 months preceding the date of this Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-offer capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of 30 days is as follows:

Sr. No	No. of Shares	Face Value	Offer Price	Nature of Allotment	Nature of Consideration	Total Consideration ₹ in Lakhs
NIL						

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

The Details of secondary sale / acquisition of whether equity shares or convertible securities, where the promoters, members of the promoter group, Promoter Selling Shareholders, or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-offer capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days are disclosed below:

Sr. No.	Name of Transferee	Name of Transferor	Date of Transfer	Number of shares	Transfer price per Equity Share (in ₹)
1	Mr. Amitkumar Hasmukhrai Bhalodi	RNG Finlease Private Limited	07-10-2022	1100000	10.5
2	Mr. Shaileshkumar Vallabhdas Makadia	RNG Finlease Private Limited	07-10-2022	1100000	10.5
3	Mrs. Krupa Chetankumar Dethariya	RNG Finlease Private Limited	07-10-2022	1100000	10.5
4	Mrs. Radhika Amitkumar Bhalodi	RNG Finlease Private Limited	07-10-2022	700000	10.5
5	Mrs. Shriyakumari Shaileshkumar Makadia	RNG Finlease Private Limited	07-10-2022	700000	10.5
6	Mr. Koosh Chetankumar Dethariya	RNG Finlease Private Limited	07-10-2022	700000	10.5

Sr. No.	Name of Transferee	Name of Transferor	Date of Transfer	Number of shares	Transfer price per Equity Share (in ₹)
<b>Weighted average cost of acquisition (WACA)</b>					<b>10.50</b>

**c) Price per share based on the last five primary or secondary transactions;**

Since there are transactions to report to under (a) therefore, information based on last 5 primary or secondary transactions (secondary transactions where Promoter / Promoter Group entities or Promoter Selling Shareholder or shareholder(s) having the right to nominate director(s) in the Board of our Company, are a party to the transaction) not older than 3 years prior to the date of this Prospectus irrespective of the size of transactions is not required.

**d) Weighted average cost of acquisition in comparison to offer price:**

Types of transactions	Weighted average cost of acquisition (₹/- per Equity Share)	Offer price (i.e., ₹ 75/-)
Weighted average cost of acquisition for last 18 months for primary / new offer of shares (equity / convertible securities), excluding shares issued under an employee stock option plan/employee stock option scheme and issuance of bonus shares, during the 18 months preceding the date of filing of this Prospectus, where such issuance is equal to or more than five per cent of the fully diluted paid-up share capital of our Company (calculated based on the pre-offer capital before such transaction/s and excluding employee stock options), in a single transaction or multiple transactions combined together over a span of rolling 30 days	NA	NA
Weighted average cost of acquisition for last 18 months for secondary sale / acquisition of shares equity / convertible securities), where promoters / promoter group entities or Promoter Selling Shareholder or shareholder(s) having the right to nominate director(s) in our Board are a party to the transaction (excluding gifts), during the 18 months preceding the date of filing of this Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-offer capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days	10.50	0.14
Since there were no secondary transactions of equity shares of our Company during the 18 months preceding the date of filing of this Prospectus, which are equal to or more than 5% of the fully diluted paid-up share capital of our Company, the information has been disclosed for price per share of our Company based on the last five secondary transactions where promoters /promoter group entities or Promoter Selling Shareholder or shareholder(s) having the right to nominate director(s) on our Board, are a party to the transaction, not older than three years prior to the date of filing of this Prospectus irrespective of the size of the transaction.	NA	NA

**Justification for Basis of Offer price:-**

1. The following provides a detailed explanation for the Offer Price being 0.14 times of weighted average cost of acquisition of Equity Shares that were issued by our Company or acquired or sold by our Promoters, the Promoter Group or other shareholders with rights to nominate directors by way of primary and secondary transactions as disclosed in paragraph above, in the last 18 months preceding the date of this Prospectus compared to our Company's KPIs and financial ratios for the Financial Years 2023, 2022 and 2021.

- Our Company is engaged in the business of waste tyres recycling. Our manufacturing plant operates on continuous pyrolysis process.

- The company turnover on restated standalone basis has been ₹ 2,427.09 lakhs in the Financial year 2021, ₹ 5,110.69 lakhs in the Financial year 2022 and ₹ 7,852.41 lakhs in the Financial year 2023 showing compounded growth of 79.87%.
  - The company EBITDA on restated standalone basis has been ₹ 356.12 lakhs in the Financial year 2021, ₹ 885.38 lakhs in the Financial year 2022 and ₹ 1994.02 lakhs in the Financial year 2023 showing compounded growth of 136.63%.
  - The company Profit after Tax (PAT) on restated standalone basis has been ₹ 9.59 lakhs in the Financial year 2021, ₹ 367.95 lakhs in the Financial year 2022 and ₹ 1,084.78 lakhs in the Financial year 2023 showing compounded growth of 963.65%.
2. The following provides an explanation to the Offer Price being 7.50 times of weighted average cost of acquisition of Equity Shares that were issued by our Company or acquired by our Promoters, the Promoter Group or other shareholders with rights to nominate directors by way of primary and secondary transactions as disclosed in paragraph above, in the last 18 months preceding the date of this Prospectus in view of external factors, if any

Since there are no external factors for Offer Price being 7.50 times of weighted average cost of acquisition, the same is not applicable in our case.

The Offer Price of ₹ 75/- has been determined by our Company and the Promoter Selling Shareholder, in consultation with the BRLMs, on the basis of the demand from investors for the Equity Shares through the Book Building process. Investors should read the abovementioned information along with “Risk Factors”, “Our Business” and “Summary of Restated Standalone Financial Information” beginning on pages 26, 111 and 41, respectively, to have a more informed view.

## STATEMENT OF SPECIAL TAX BENEFITS

To,  
The Board of Directors,  
Hi-Green Carbon Limited  
G-557, Lodhika Industrial Estate,  
Metoda G.I.D.C. Gate No. 3, Metoda,  
Rajkot Lodhika Gujarat-360021, India.

Dear Sir,

**Subject - Statement of possible tax benefits (“the statement”) available to Hi-Green Carbon Limited (“the company”), its shareholder and its Subsidiary 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 Hi-Green Carbon Limited**

1. We hereby confirm that the enclosed Annexure I, prepared by Hi-Green Carbon Limited ('the Company'), which provides the possible special tax benefits under direct tax and indirect tax laws presently in force in India, including the Income-tax Act, 1961, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, Customs Act, 1962 and the Customs Tariff Act, 1975 (collectively the “Taxation Laws”), the rules, regulations, circulars and notifications issued thereon, as applicable to the assessment year 2024-25 relevant to the financial year 2023-24, available to the Company, its shareholders and Its Subsidiary. Several of these benefits are dependent on the Company or its shareholders or its Subsidiary fulfilling the conditions prescribed under the relevant provisions of the Taxation Laws. Hence. The ability of the Company and or its shareholders or its Subsidiary 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 or its Subsidiary may or may not choose to fulfil.
2. This statement of possible special tax benefits is required as per Schedule VI (Part A)(9)(L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (‘SEBI ICDR Regulations’). While the term ‘special tax benefits’ has not been defined under the SEBI ICDR Regulations, it is assumed that with respect to special tax benefits available to the Company, its shareholders and its Subsidiary and the same would include those benefits as enumerated in the statement. The benefits discussed in the enclosed statement cover the possible special tax benefits available to the Company, its Shareholders and its Subsidiary and do not cover any general tax benefits available to them. Any benefits under the Taxation Laws other than those specified in the statement are considered to be general tax benefits and therefore not covered within the ambit of this statement. Further, any benefits available under any other laws within or outside India, except for those specifically mentioned in the statement, have not been examined and covered by this statement
3. 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.
4. In respect of non-residents, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.
5. We do not express any opinion or provide any assurance as to whether
  - i) the Company or its shareholders or its Subsidiary will continue to obtain these benefits in future;
  - ii) the conditions prescribed for availing the benefits have been I would be met with; and
  - iii) the revenue authorities courts will concur with the views expressed herein.
6. The Content 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.
7. 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.

8. 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.
9. 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 /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. J C RANPURA & CO.  
CHARTERED ACCOUNTANTS  
FRN: 108647W**

**CA KETAN Y SHETH  
PARTNER  
MEMBERSHIP NO. 118411  
UDIN: 23118411BGWRRC5953**

**PLACE: RAJKOT**

**DATE: JUNE 19, 2023**

## ANNEXURE I TO THE STATEMENT OF TAX BENEFITS

The information provided below sets out the possible special tax benefits available to the Company, the Shareholders and its Subsidiary under the Taxation Laws 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 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 Taxation Laws.

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

The Shareholders of the Company are not entitled to any special tax benefits under the Taxation Laws.

### **C. SPECIAL TAX BENEFITS TO THE SUBSIDIARY**

Our Subsidiary Company is not entitled to any special tax benefits under the Taxation Laws.

#### **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.

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

## SECTION VIII – ABOUT THE COMPANY

### INDUSTRY OVERVIEW

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

#### GLOBAL OUTLOOK

The global economy is yet again at a highly uncertain moment, with the cumulative effects of the past three years of adverse shocks—most notably, the COVID-19 pandemic and Russia’s invasion of Ukraine—manifesting in unforeseen ways. Spurred by pent-up demand, lingering supply disruptions, and commodity price spikes, inflation reached multidecade highs last year in many economies, leading central banks to tighten aggressively to bring it back toward their targets and keep inflation expectations anchored.

Although telegraphed by central banks, the rapid rise in interest rates and anticipated slowing of economic activity to put inflation on a downward path have, together with supervisory and regulatory gaps and the materialization of bank-specific risks, contributed to stresses in parts of the financial system, raising financial stability concerns. Banks’ generally strong liquidity and capital positions suggested that they would be able to absorb the effects of monetary policy tightening and adapt smoothly. However, some financial institutions with business models that relied heavily on a continuation of the extremely low nominal interest rates of the past years have come under acute stress, as they have proved either unprepared or unable to adjust to the fast pace of rate rises.

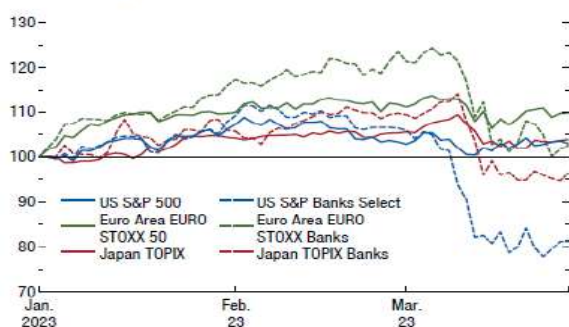
The unexpected failures of two specialized regional banks in the United States in mid-March 2023 and the collapse of confidence in Credit Suisse—a globally significant bank—have roiled financial markets, with bank depositors and investors reevaluating the safety of their holdings and shifting away from institutions and investments perceived as vulnerable. The loss of confidence in Credit Suisse resulted in a brokered takeover. Broad equity indices across major markets have fallen below their levels prior to the turmoil, but bank equities have come under extreme pressure (Figure 1.1). Despite strong policy actions to support the banking sector and reassure markets, some depositors and investors have become highly sensitive to any news, as they struggle to discern the breadth of vulnerabilities across banks and nonbank financial institutions and their implications for the likely near-term path of the economy. Financial conditions have tightened, which is likely to entail lower lending and activity if they persist.

Prior to recent financial sector ructions, activity in the world economy had shown nascent signs of stabilizing in early 2023 after the adverse shocks of last year (Figure 1.2, panels 1 and 2). Russia’s invasion of Ukraine and the ongoing war caused severe commodity and energy price shocks and trade disruptions, provoking the beginning of a significant reorientation and adjustment across many economies. More contagious COVID-19 strains emerged and spread widely. Outbreaks particularly affected activity in economies in which populations had lower levels of immunity and in which strict lockdowns were implemented, such as in China. Although these developments imperiled the recovery, activity in many economies turned out better than expected in the second half of 2022, typically reflecting stronger-than-anticipated domestic conditions. Labor markets in advanced economies—most notably, the United States—have stayed very strong, with unemployment rates historically low. Even so, confidence remains depressed across all regions compared with where it

was at the beginning of 2022, before Russia invaded Ukraine and the resurgence of COVID-19 in the second quarter.

With the recent increase in financial market volatility and multiple indicators pointing in different directions, the fog around the world economic outlook has thickened. Uncertainty is high, and the balance of risks has shifted firmly to the downside so long as the financial sector remains unsettled. The major forces that affected the world in 2022—central banks’ tight monetary stances to allay inflation, limited fiscal buffers to absorb shocks amid historically high debt levels, commodity price spikes and geo-economics fragmentation with Russia’s war in Ukraine, and China’s economic reopening—seem likely to continue into 2023. But these forces are now overlaid by and interacting with new financial stability concerns. A hard landing—particularly for advanced economies—has become a

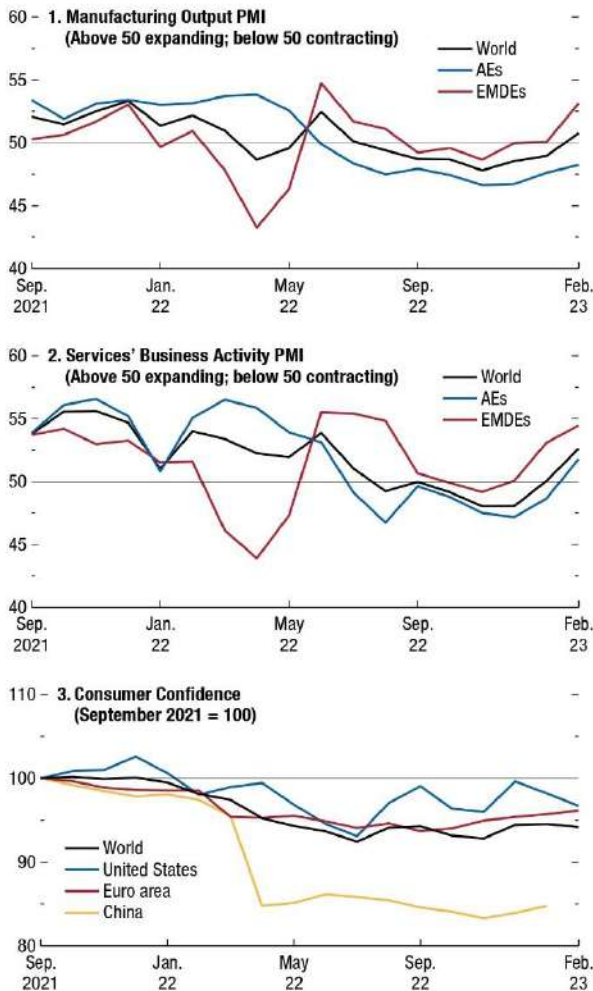
**Figure 1.1. Broad Equity and Bank Equity Indices for Selected Major Economies**  
(Index; January 1, 2023 = 100)



Sources: Bloomberg Finance L.P.; and IMF staff calculations.  
Note: Latest data available are for March 28, 2023.

much larger risk. Policymakers may face difficult trade-offs to bring sticky inflation down and maintain growth while also preserving financial stability.

**Figure 1.2. Early 2023 Activity Indicators Strengthened but Confidence Remained Depressed**  
(Indices)



Sources: Haver Analytics; IHS Markit; and IMF staff calculations.  
Note: For AEs in panel 1, sample comprises AUS, AUT, CAN, CHE, DEU, DNK, ESP, FRA, GBR, GRC, ITA, IRL, JPN, NLD, NZL, and USA. Contribution to AE manufacturing GVA is used as weights. For EMDEs in panel 1, sample comprises ARE, BRA, CHN, CZE, COL, EGY, GHA, IND, IDN, KEN, LBN, MYS, MEX, NGA, PHL, POL, RUS, SAU, THA, TUR, VNM, and ZAF. For AEs in panel 2, sample comprises AUS, DEU, ESP, FRA, GBR, ITA, IRL, JPN, NZL, and USA. Contribution to AE services GVA is used as weights. For EMDEs in panel 2, sample comprises BRA, CHN, CZE, COL, EGY, GHA, IND, IDN, KEN, LBN, MYS, MEX, NGA, PHL, POL, RUS, SAU, THA, TUR, VNM, and ZAF. Economy list uses International Organization for Standardization (ISO) country codes. AEs = advanced economies; EMDEs = emerging market and developing economies; GVA = gross value added. PMI = purchasing managers' index.

### Commodity Shocks Unwinding Even as Russia's War in Ukraine Persists

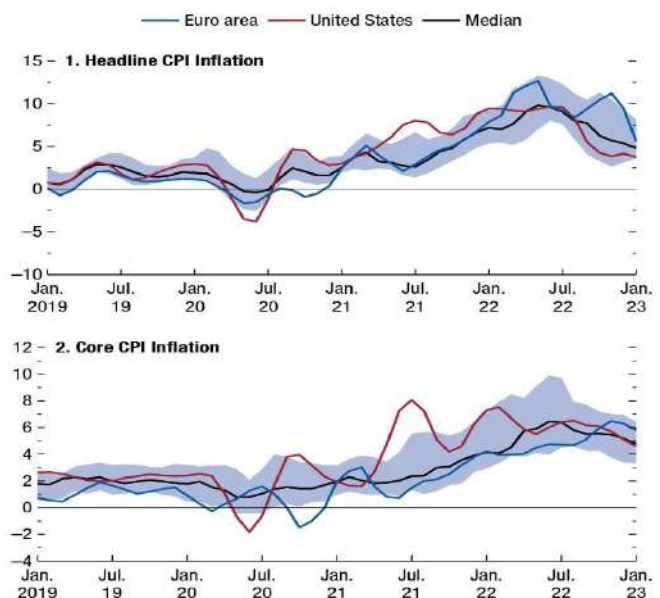
The shock of Russia's invasion of Ukraine in February 2022 continues to reverberate around the world. Economic activity in Europe in 2022 was more resilient than expected given the large negative terms-of-trade fallout from the war and associated economic sanctions. Large budgetary support measures for households and firms—on the order of about 1.3 percent of GDP (net budgetary cost) in the case of the European Union—were deployed to help them

### Inflation is Declining with Rapid Rates Rises but Elevated emid Financial Sector Stress

Global headline inflation has been declining since mid-2022 at a three-month seasonally adjusted annualized rate (Figure 1.3). A fall in fuel and energy commodity prices, particularly for the United States, euro area, and Latin America, has contributed to this decline. To dampen demand and reduce underlying (core) inflation, the lion's share of central banks around the world have been raising interest rates since 2021, both at a faster pace and in a more synchronous manner than in the previous global monetary tightening episode just before the global financial crisis (Figure 1.4). This more restrictive monetary policy has started to show up in a slowdown in new home construction in many countries. Inflation excluding volatile food and energy prices has been declining at a three-month rate—although at a slower pace than headline inflation—in most (though not all) major economies since mid-2022.

Even so, both headline and core inflation rates remain at about double their pre-2021 levels on average and far above target among almost all inflation-targeting countries. Moreover, differences across economies reflect their varying exposure to underlying shocks. For example, headline inflation is running at nearly 7 percent (year over year) in the euro area—with some member states seeing rates near 15 percent—and above 10 percent in the United Kingdom, leaving household budgets stretched.

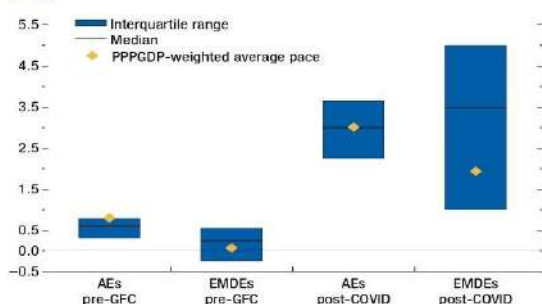
**Figure 1.3. Inflation Turning Down or Plateauing?**  
(Percent, three-month moving average; SAAR)



Sources: Haver Analytics; and IMF staff calculations.  
Note: The figure shows the distribution of headline and core CPI inflation developments across 18 advanced economies and 17 emerging market and developing economies. Core inflation is the percent change in the consumer price index for goods and services, but excluding food and energy (or the closest available measure). For the euro area (and other European economies for which data are available), energy, food, alcohol, and tobacco are excluded. The shaded band depicts the 25th to the 75th percentiles of the cross-economy distribution of the indicated inflation measure. The 35 economies in the sample for the figure account for about 81 percent of 2022 world output. CPI = consumer price index; SAAR = seasonally adjusted annualized rate.



**Figure 1.4. Monetary Policy Tightening Rapidly across Many Economies**  
(Percentage point change a year by episode, distribution by economy group)



Sources: Haver Analytics; and IMF staff calculations.  
Note: The figure shows the distribution (25th to 75th percentiles, median, and weighted average) of the annualized average percentage point change in policy rates by economy group over two episodes: May 2004 to July 2007 (pre-GFC) and Jan. 2022 to Jan. 2023 (post-COVID). AEs = advanced economies; EMDEs = emerging market and developing economies; GFC = global financial crisis; PPPGDP = nominal gross domestic product in purchasing-power-parity international dollars.

**Table 1.1. Overview of the World Economic Outlook Projections**  
(Percent change, unless noted otherwise)

	2022	Projections		Difference from January 2023 WEO Update <sup>1</sup>		Difference from October 2022 WEO <sup>1</sup>	
		2023	2024	2023	2024	2023	2024
<b>World Output</b>	<b>3.4</b>	<b>2.8</b>	<b>3.0</b>	<b>-0.1</b>	<b>-0.1</b>	<b>0.1</b>	<b>-0.2</b>
<b>Advanced Economies</b>	<b>2.7</b>	<b>1.3</b>	<b>1.4</b>	<b>0.1</b>	<b>0.0</b>	<b>0.2</b>	<b>-0.2</b>
United States	2.1	1.6	1.1	0.2	0.1	0.6	-0.1
Euro Area	3.5	0.8	1.4	0.1	-0.2	0.3	-0.4
Germany	1.8	-0.1	1.1	-0.2	-0.3	0.2	-0.4
France	2.6	0.7	1.3	0.0	-0.3	0.0	-0.3
Italy	3.7	0.7	0.8	0.1	-0.1	0.9	-0.5
Spain	5.5	1.5	2.0	0.4	-0.4	0.3	-0.6
Japan	1.1	1.3	1.0	-0.5	0.1	-0.3	-0.3
United Kingdom	4.0	-0.3	1.0	0.3	0.1	-0.6	0.4
Canada	3.4	1.5	1.5	0.0	0.0	0.0	-0.1
Other Advanced Economies <sup>2</sup>	2.6	1.8	2.2	-0.2	-0.2	-0.5	-0.4
<b>Emerging Market and Developing Economies</b>	<b>4.0</b>	<b>3.9</b>	<b>4.2</b>	<b>-0.1</b>	<b>0.0</b>	<b>0.2</b>	<b>-0.1</b>
Emerging and Developing Asia	4.4	5.3	5.1	0.0	-0.1	0.4	-0.1
China	3.0	5.2	4.5	0.0	0.0	0.8	0.0
India <sup>3</sup>	6.8	5.9	6.3	-0.2	-0.5	-0.2	-0.5
Emerging and Developing Europe	0.8	1.2	2.5	-0.3	-0.1	0.6	0.0
Russia	-2.1	0.7	1.3	0.4	-0.8	3.0	-0.2
Latin America and the Caribbean	4.0	1.6	2.2	-0.2	0.1	-0.1	-0.2
Brazil	2.9	0.9	1.5	-0.3	0.0	-0.1	-0.4
Mexico	3.1	1.8	1.6	0.1	0.0	0.6	-0.2
Middle East and Central Asia	5.3	2.9	3.5	-0.3	-0.2	-0.7	0.0
Saudi Arabia	8.7	3.1	3.1	0.5	-0.3	-0.6	0.2
Sub-Saharan Africa	3.9	3.6	4.2	-0.2	0.1	-0.1	0.1
Nigeria	3.3	3.2	3.0	0.0	0.1	0.2	0.1
South Africa	2.0	0.1	1.8	-1.1	0.5	-1.0	0.5
<i>Memorandum</i>							
World Growth Based on Market Exchange Rates	3.0	2.4	2.4	0.0	-0.1	0.3	-0.2
European Union	3.7	0.7	1.6	0.0	-0.2	0.0	-0.5
ASEAN-5 <sup>4</sup>	5.5	4.5	4.6	0.2	-0.1	0.0	-0.3
Middle East and North Africa	5.3	3.1	3.4	-0.1	-0.1	-0.5	0.1
Emerging Market and Middle-Income Economies	3.9	3.9	4.0	-0.1	-0.1	0.3	-0.1
Low-Income Developing Countries	5.0	4.7	5.4	-0.2	-0.2	-0.2	-0.1
<b>World Trade Volume (goods and services)</b>	<b>5.1</b>	<b>2.4</b>	<b>3.5</b>	<b>0.0</b>	<b>0.1</b>	<b>-0.1</b>	<b>-0.2</b>
Imports							
Advanced Economies	6.6	1.8	2.7	-0.1	0.2	-0.2	-0.1
Emerging Market and Developing Economies	3.5	3.3	5.1	0.2	0.7	0.3	0.4
Exports							
Advanced Economies	5.2	3.0	3.1	0.4	0.2	0.5	-0.3
Emerging Market and Developing Economies	4.1	1.6	4.3	-0.6	-0.4	-1.3	-0.2
<b>Commodity Prices (US dollars)</b>							
Oil <sup>5</sup>	39.2	-24.1	-5.8	-7.9	1.3	-11.2	0.4
Nonfuel (average based on world commodity import weights)	7.4	-2.8	-1.0	3.5	-0.6	3.4	-0.3
<b>World Consumer Prices<sup>6</sup></b>	<b>8.7</b>	<b>7.0</b>	<b>4.9</b>	<b>0.4</b>	<b>0.6</b>	<b>0.5</b>	<b>0.8</b>
Advanced Economies <sup>7</sup>	7.3	4.7	2.6	0.1	0.0	0.3	0.2
Emerging Market and Developing Economies <sup>8</sup>	9.8	8.6	6.5	0.5	1.0	0.5	1.2

**Table 1.1. Overview of the World Economic Outlook Projections (continued)**  
(Percent change, unless noted otherwise)

	Q4 over Q4 <sup>8</sup>						
	2022	Projections		Difference from January 2023 WEO Update <sup>1</sup>		Difference from October 2022 WEO <sup>1</sup>	
		2023	2024	2023	2024	2023	2024
<b>World Output</b>	<b>2.0</b>	<b>2.9</b>	<b>3.1</b>	<b>-0.3</b>	<b>0.1</b>	<b>0.2</b>	...
<b>Advanced Economies</b>	<b>1.2</b>	<b>1.1</b>	<b>1.6</b>	<b>0.0</b>	<b>0.0</b>	<b>-0.2</b>	...
United States	0.9	1.0	1.3	0.0	0.0	0.0	...
Euro Area	1.9	0.7	1.8	0.0	-0.3	-0.7	...
Germany	0.9	0.2	1.8	0.2	-0.5	-0.3	...
France	0.5	0.8	1.4	-0.1	-0.4	-0.1	...
Italy	1.4	0.4	1.1	0.3	0.1	-0.1	...
Spain	2.7	1.3	2.1	0.0	-0.7	-0.7	...
Japan	0.6	1.3	1.0	0.3	0.0	0.4	...
United Kingdom	0.4	-0.4	2.0	0.1	0.2	-0.6	...
Canada	2.1	1.4	1.8	0.2	-0.1	0.1	...
Other Advanced Economies <sup>2</sup>	1.0	1.9	1.8	-0.2	-0.4	-0.4	...
<b>Emerging Market and Developing Economies</b>	<b>2.8</b>	<b>4.5</b>	<b>4.4</b>	<b>-0.5</b>	<b>0.3</b>	<b>0.6</b>	...
Emerging and Developing Asia	3.8	5.8	5.3	-0.4	0.4	1.6	...
China	3.0	5.8	4.7	-0.1	0.6	3.2	...
India <sup>3</sup>	4.5	6.2	6.4	...	...	...	...
Emerging and Developing Europe	-1.7	2.4	2.5	-1.1	-0.3	-2.1	...
Russia	-4.0	0.9	1.4	-0.1	-0.6	-0.1	...
Latin America and the Caribbean	2.5	1.2	2.1	-0.7	0.2	-1.0	...
Brazil	2.3	0.9	2.0	0.1	-0.2	0.2	...
Mexico	3.7	1.2	1.9	0.1	0.0	0.0	...
Middle East and Central Asia	...	...	...	...	...	...	...
Saudi Arabia	5.5	3.1	3.2	0.4	-0.3	-0.6	...
Sub-Saharan Africa	...	...	...	...	...	...	...
Nigeria	3.1	3.0	3.7	-0.1	0.8	0.7	...
South Africa	1.3	1.1	1.7	0.6	-0.1	0.1	...
<b>Memorandum</b>							
World Growth Based on Market Exchange Rates	1.7	2.4	2.6	-0.1	0.1	0.3	...
European Union	1.8	1.0	1.9	-0.2	-0.1	-1.0	...
ASEAN-5 <sup>4</sup>	4.7	4.3	5.3	-1.4	1.3	-1.3	...
Middle East and North Africa	...	...	...	...	...	...	...
Emerging Market and Middle-Income Economies	2.7	4.5	4.3	-0.5	0.2	0.6	...
Low-Income Developing Countries	...	...	...	...	...	...	...
<b>Commodity Prices (US dollars)</b>							
Oil <sup>5</sup>	8.8	-17.3	-3.4	-7.5	2.5	-9.0	...
Nonfuel (average based on world commodity import weights)	-0.7	3.5	-0.5	2.1	-0.3	3.8	...
<b>World Consumer Prices<sup>6</sup></b>	<b>9.2</b>	<b>5.6</b>	<b>3.7</b>	<b>0.6</b>	<b>0.2</b>	<b>0.9</b>	...
Advanced Economies	7.7	3.2	2.2	0.1	-0.1	0.1	...
Emerging Market and Developing Economies <sup>6</sup>	10.5	7.6	5.0	1.0	0.5	1.5	...

Source: IMF staff estimates.

Note: Real effective exchange rates are assumed to remain constant at the levels prevailing during February 15, 2023–March 15, 2023. Economies are listed on the basis of economic size. The aggregated quarterly data are seasonally adjusted. WEO = *World Economic Outlook*.

<sup>5</sup>Simple average of prices of UK Brent, Dubai Fateh, and West Texas Intermediate crude oil. The average price of oil in US dollars a barrel was \$96.36 in 2022; the assumed price, based on futures markets, is \$73.13 in 2023 and \$68.90 in 2024.

<sup>6</sup>Excludes Venezuela. See the country-specific note for Venezuela in the "Country Notes" section of the Statistical Appendix.

<sup>7</sup>The inflation rates for 2023 and 2024, respectively, are as follows: 5.3 percent and 2.9 percent for the euro area, 2.7 percent and 2.2 percent for Japan, and 4.5 percent and 2.3 percent for the United States.

<sup>8</sup>For world output, the quarterly estimates and projections account for approximately 90 percent of annual world output at purchasing-power-parity weights. For Emerging Market and Developing Economies, the quarterly estimates and projections account for approximately 85 percent of annual emerging market and developing economies' output at purchasing-power-parity weights.

(Source: *Global Economic Prospects, April 2023*)

## INDIAN ECONOMY

The Indian economy, however, appears to have moved on after its encounter with the pandemic, staging a full recovery in FY22 ahead of many nations and positioning itself to ascend to the pre-pandemic growth path in FY23. Yet in the current year, India has also faced the challenge of reining in inflation that the European strife accentuated. Measures taken by the government and RBI, along with the easing of global commodity prices, have finally managed to bring retail inflation below the RBI upper tolerance target in November 2022. However, the challenge of the depreciating rupee, although better performing than most other currencies, persists with the likelihood of further increases in policy rates by the US Fed. The widening of the CAD may also continue as global commodity prices remain elevated and the growth momentum of the Indian economy remains strong. The loss of export stimulus is further possible as the slowing world growth and trade shrinks the global market size in the second half of the current year.

Despite these, agencies worldwide continue to project India as the fastest-growing major economy at 6.5-7.0 per cent in FY23. These optimistic growth forecasts stem in part from the resilience of the Indian economy seen in the rebound of private consumption seamlessly replacing the export stimuli as the leading driver of growth. The uptick in private consumption has also given a boost to production activity resulting in an increase in capacity utilisation across sectors. The

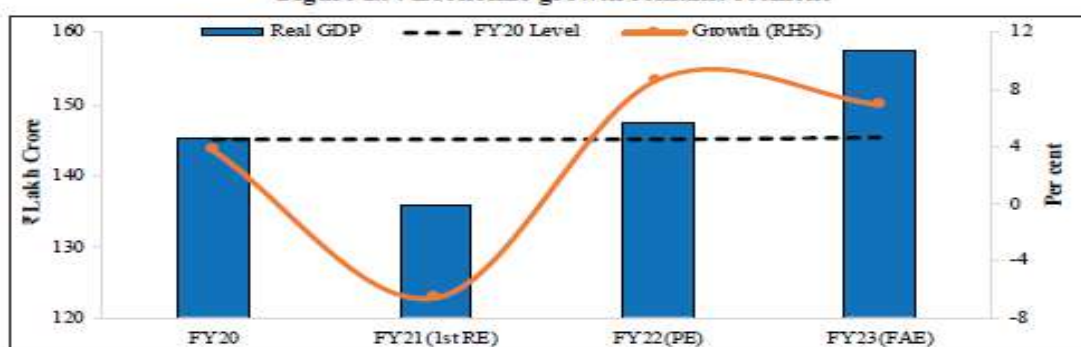
rebound in consumption was engineered by the near-universal vaccination coverage overseen by the government that brought people back to the streets to spend on contact-based services, such as restaurants, hotels, shopping malls, and cinemas, among others. The world’s second-largest vaccination drive involving more than 2 billion doses also served to lift consumer sentiments that may prolong the rebound in consumption. Vaccinations have facilitated the return of migrant workers to cities to work in construction sites as the rebound in consumption spilled over into the housing market. This is evident in the housing market witnessing a significant decline in inventory overhang to 33 months in Q3 of FY23 from 42 months last year.

The Capital Expenditure (Capex) of the central government, which increased by 63.4 per cent in the first eight months of FY23, was another growth driver of the Indian economy in the current year, crowding in the private Capex since the January-March quarter of 2022. On current trend, it appears that the full year’s capital expenditure budget will be met. A sustained increase in private Capex is also imminent with the strengthening of the balance sheets of the Corporates and the consequent increase in credit financing it has been able to generate. The much-improved financial health of well-capitalized public sector banks has positioned them better to increase the credit supply. Consequently, the credit growth to the Micro, Small, and Medium Enterprises (MSME) sector has been remarkably high, over 30.6 per cent, on average during Jan-Nov 2022, supported by the extended Emergency Credit Linked Guarantee Scheme (ECLGS) of the Union government. The increase in the overall bank credit has also been influenced by the shift in borrower’s funding choices from volatile bond markets, where yields have increased, and external commercial borrowings, where interest and hedging costs have increased, towards banks. If inflation declines in FY24 and if real cost of credit does not rise, then credit growth is likely to be brisk in FY24.

### Macroeconomic and Growth Challenges in the Indian Economy

The impact of the pandemic on India was seen in a significant GDP contraction in FY21. The following year, FY22, the Indian economy started to recover despite the Omicron wave of January 2022. This third wave did not affect economic activity in India as much as the previous waves of the pandemic did since its outbreak in January 2020. Mobility enabled by localized lockdowns, rapid vaccination coverage, mild symptoms and quick recovery from the virus contributed to minimizing the loss of economic output in the January-March quarter of 2022. Consequently, output in FY22 went past its pre-pandemic level in FY20, with the Indian economy staging a full recovery ahead of many nations. The experience with the Omicron variant engendered a cautious optimism that it was possible to stay physically mobile and engage in economic activities despite the pandemic. FY23 thus opened with a firm belief that the pandemic was rapidly on the wane and that India was poised to grow at a fast pace and quickly ascend to the pre-pandemic growth path.

Figure I.9: Economic growth remains resilient



Source: NSO, MoSPI

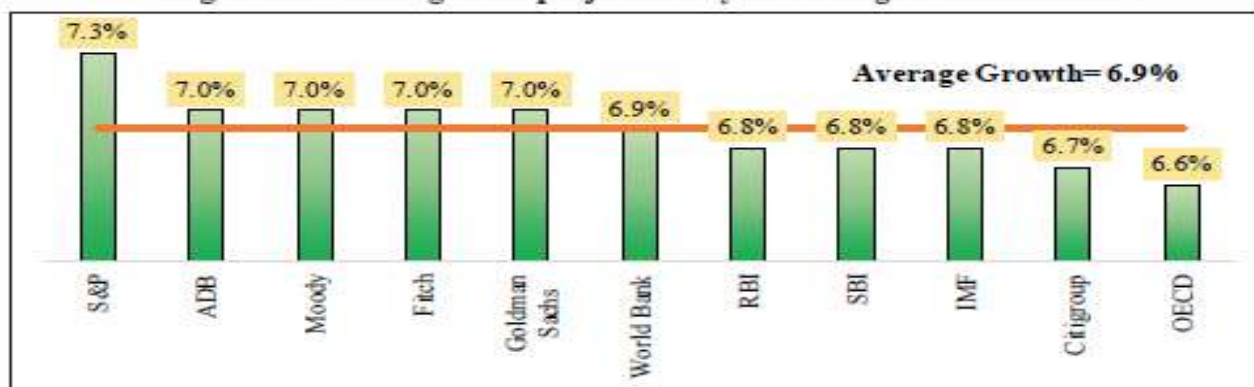
Note: AE stands for Advanced Estimates, PE stands for Provisional Estimates, RE stands for Revised Estimates

### India’s Economic Resilience and Growth Drivers

Monetary tightening by the RBI, the widening of the CAD, and the plateauing growth of exports have essentially been the outcome of geopolitical strife in Europe. As these developments posed downside risks to the growth of the Indian economy in FY23, many agencies worldwide have been revising their growth forecast of the Indian economy downwards. These forecasts, including the advance estimates released by the NSO, now broadly lie in the range of 6.5-7.0 per cent. Despite the downward revision, the growth estimate for FY23 is higher than for almost all major economies and even slightly above the average growth of the Indian economy in the decade leading up to the pandemic. IMF estimates India to be one of the top two fast-growing significant economies in 2022. Despite strong global headwinds and tighter domestic monetary policy, if India is still expected to grow between 6.5 and 7.0 per cent, and that too without the advantage of a base effect,

it is a reflection of India’s underlying economic resilience; of its ability to recoup, renew and re-energise the growth drivers of the economy.

**Figure I.17: India growth projections by various agencies for FY23**



Source: Various Agencies

Note: ADB stands for Asian Development Bank, IMF is International Monetary Fund

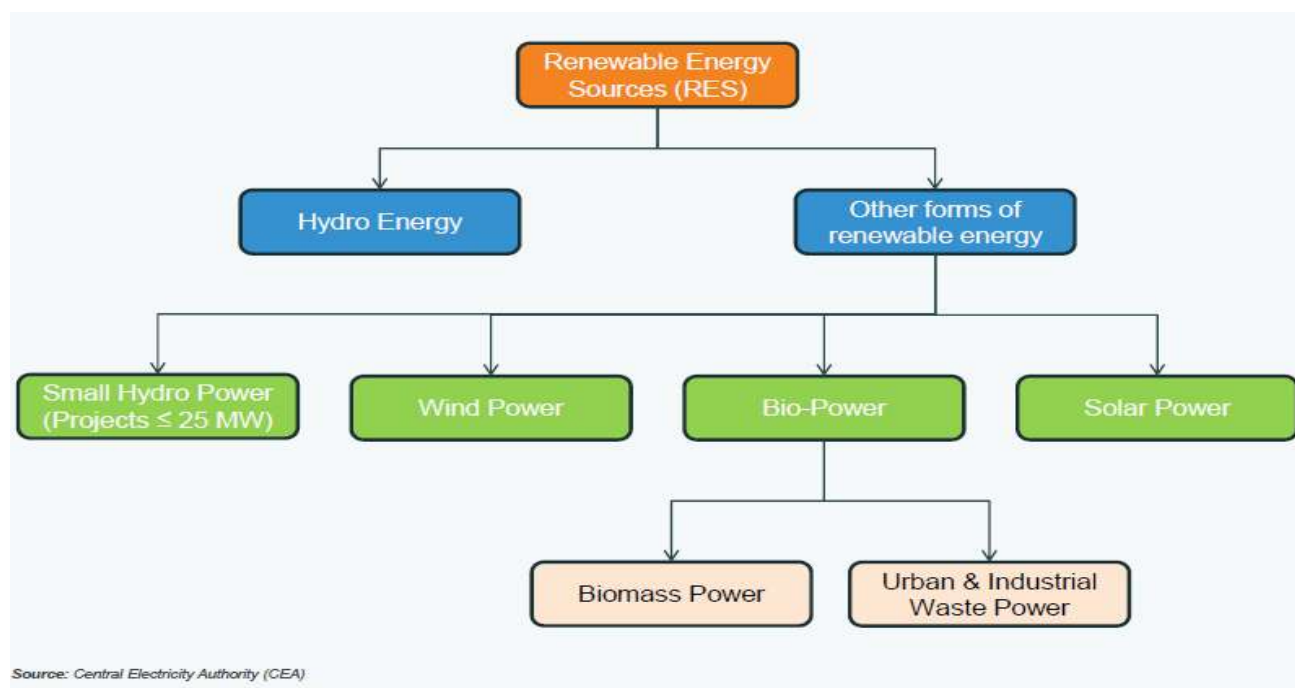
India’s economic resilience can be seen in the domestic stimulus to growth seamlessly replacing the external stimuli. The growth of exports may have moderated in the second half of FY23. However, their surge in FY22 and the first half of FY23 induced a shift in the gears of the production processes from mild acceleration to cruise mode. Manufacturing and investment activities consequently gained traction. By the time the growth of exports moderated, the rebound in domestic consumption had sufficiently matured to take forward the growth of India’s economy. Private Consumption as a percentage of GDP stood at 58.4 per cent in Q2 of FY23, the highest among the second quarters of all the years since 2013-14, supported by a rebound in contact-intensive services such as trade, hotel and transport, which registered sequential growth of 16 per cent in real terms in Q2 of FY23 compared to the previous quarter.

Although domestic consumption rebounded in many economies, the rebound in India was impressive for its scale. It contributed to a rise in domestic capacity utilisation. Domestic private consumption remains buoyant in November 2022, as indicated by Motilal Oswal’s Economic Activity Index. The index estimates that private consumption grew at a five-month high pace of 5.6 per cent YoY, driven by auto sales and broad-based expansion of services.

*(Source: Economic Survey 2022-23)*

## Industry – Renewable Energy

### Renewable Energy Sources



Source: Central Electricity Authority (CEA)

## Government Policies

### Clean Energy Innovation

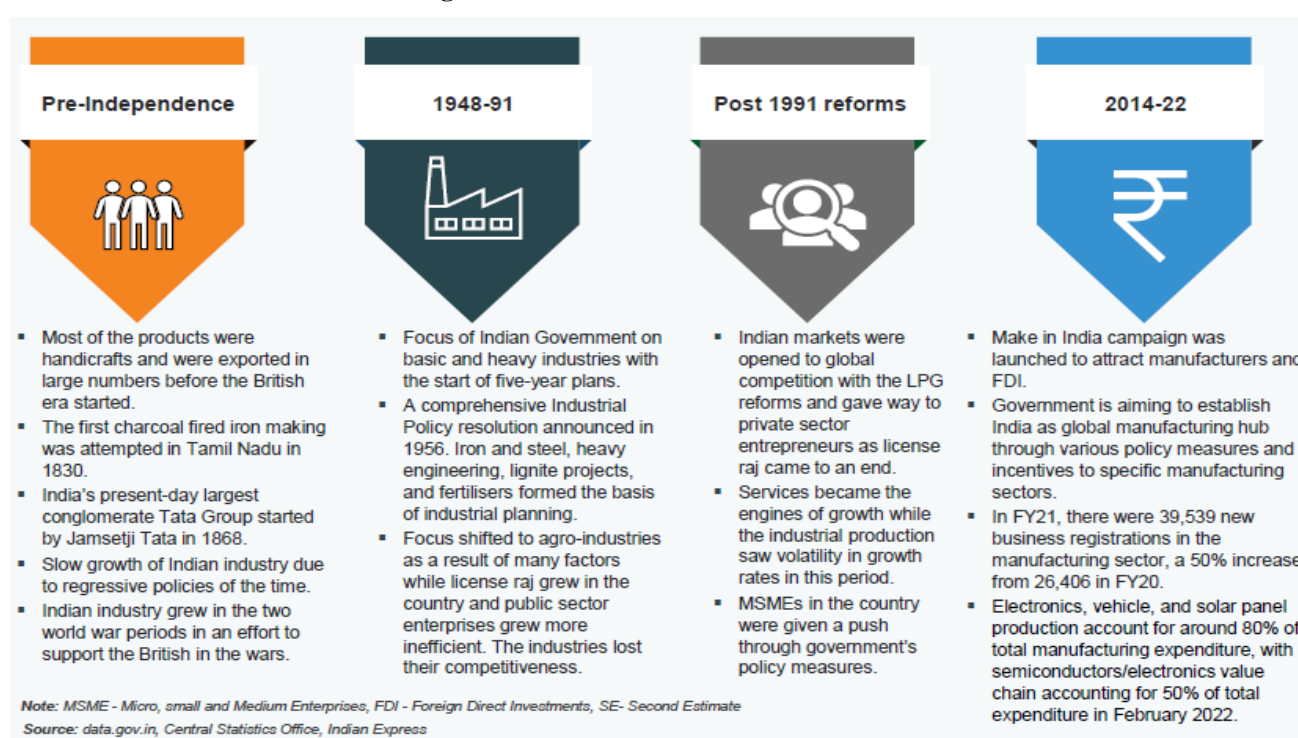
- In November 2022, India and Sweden entered into an India-Sweden Green Transition Partnership to support the exchange of knowledge in the energy space.
- In June 2021, India launched the Mission Innovation CleanTech Exchange, a global initiative that will create a whole network of incubators across member countries to accelerate clean energy innovation

### Renewable Purchase Obligations (RPOs)

- RPO's are a mechanism by which state electricity commissions are obliged to purchase certain percentage of power from renewable energy sources
- Also, floor prices of the RPO have been set to provide certainty to companies. The floor price has been set at US\$ 144 per MW.

## Manufacturing Industry

### Evolution of the Indian Manufacturing Sector



### Gross Value Added by Manufacturing

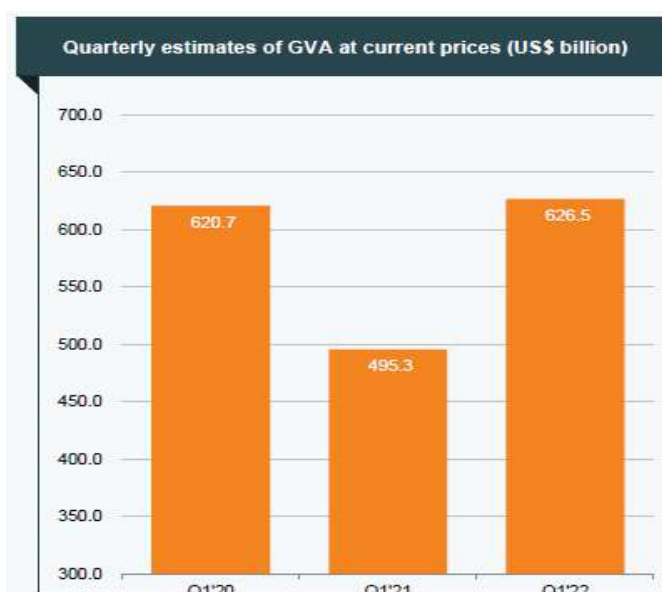
India's gross domestic product (GDP) at current prices stood at Rs. 51.23 lakh crore (US\$ 694.93 billion) in the first quarter of FY22, as per the provisional estimates of gross domestic product for the first quarter of 2021-22.

In the first quarter of FY22, India's economy increased by 20.1% YoY, driven by growth in manufacturing and construction sectors.

The sector's gross value added (GVA) at current prices was estimated at US\$ 626.5 billion as per the quarterly estimates of the first quarter of FY22.

The manufacturing GVA at current prices was estimated at US\$ 77.47 billion in the third quarter of FY22.

Significant initiatives have been introduced under Aatmanirbhar Bharat and Make in India programmes to enhance India's manufacturing capabilities and exports



across the industries. Sector specific Production Linked incentives (PLI) have been introduced in the aftermath of the pandemic to incentivize domestic and foreign investments and to develop global champions in the manufacturing industry.

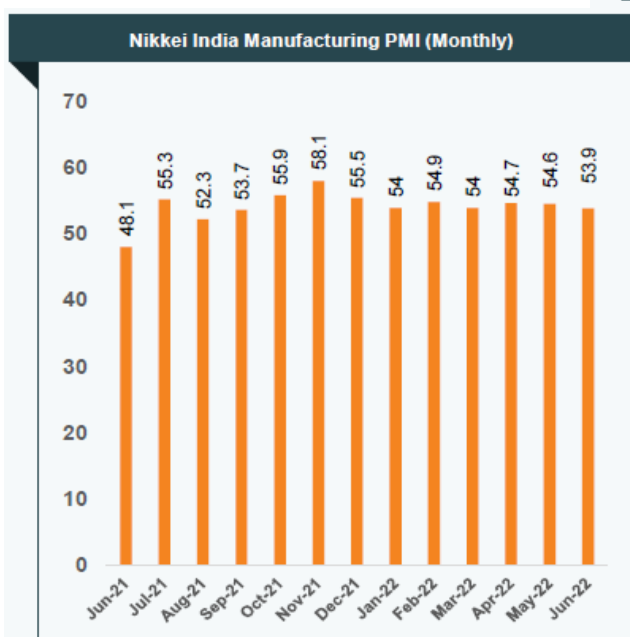
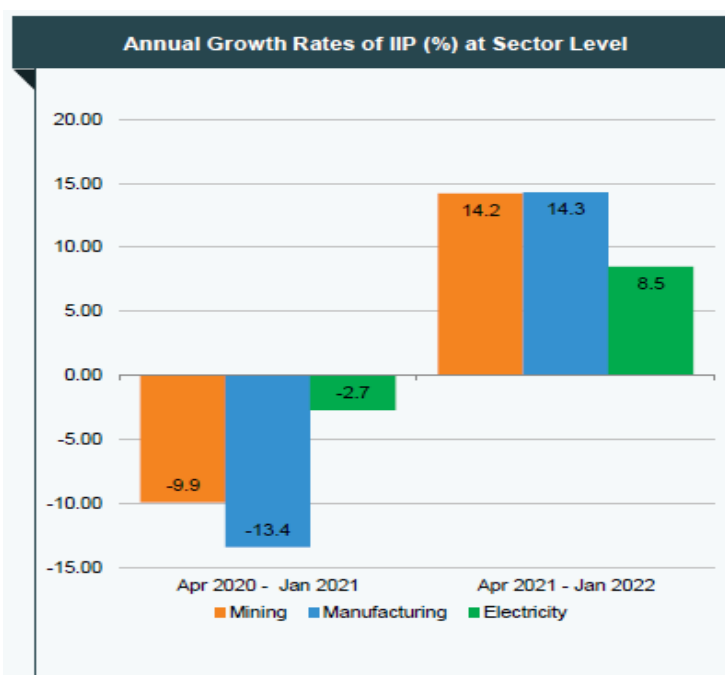
### Industrial Production

The Index of Industrial Production (IIP) is prepared by the Central Statistics Office to measure the activity happening in three industrial sectors namely mining, manufacturing, and electricity.

It is the benchmark index and serves as a proxy to gauge the growth of manufacturing sector of India since manufacturing alone has a weight of 77.63% in the index.

India's Index of Industrial Production (IIP) for November 2022 stood The fourth quarter of FY21 highlighted recovery prospects in the manufacturing industry, with earnings of 213 companies that indicated an increase of 15% in the total sales. at 137.1 against 129.3 for October 2022.

In the fourth quarter of FY21, income and net sales of these 213 companies increased YoY by 9.5% and 12.8%, respectively.



### Manufacturing Sector PMI

The Nikkei India Manufacturing Purchasing Managers' Index (PMI) indicates the sentiments relating to manufacturing activity in the economy.

A value above 50 reflects positive sentiments and potential expansion of the sector.

India Manufacturing PMI increased to a three-month high of 55.7 in November 2022 from 55.3 in the prior month, exceeding market estimates of 55.0 and staying above its long-run average of 53.7.

### Capacity Utilization in Manufacturing Sector

Capacity utilization in the manufacturing sector is measured by Reserve Bank of India (RBI) in its quarterly order books, inventories and capacity utilization survey.

It indicates not only the production levels of companies but also the potential for future investment.

As per the survey conducted by the Federation of Indian Chambers of Commerce and Industry (FICCI), capacity

utilisation in India's manufacturing sector stood at 72.0% in the second quarter of FY22, indicating significant recovery in the sector.

As per RBI's Industrial Outlook Survey, manufacturing firms estimated further strengthening of production, orders and employment in the fourth quarter of FY21. Also, the first three months of FY22 are projected to record improvements in capacity utilization, production, business improvement and employment generation.

At the aggregate level, capacity utilization (CU) for the manufacturing sector recovered to 68.3% in Q2:2021-22 after waning of the second wave of COVID-19 pandemic in the country, which had caused plummeting of CU to 60.0% in the previous quarter.

(Source: <https://www.ibef.org/industry/manufacturing-sector-india> )



# MANUFACTURING



## MARKET SIZE

Quarterly estimates of GVA at current prices (US\$ billion)



Note: FY - Indian Financial Year (April - March)



## SECTOR COMPOSITION

Total FDI equity inflow in the manufacturing subsectors between April 2000 - September 2022

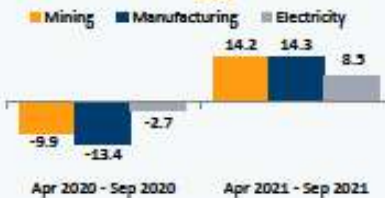


- Services
- Computer Software & Hardware
- Telecommunications
- Trading
- Automobile
- Construction (Infra) Activities
- Chemicals (other than fertilizers)
- Drugs & Pharma
- Others

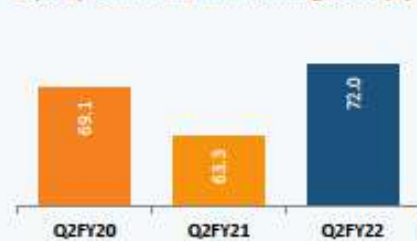


## KEY TRENDS

Annual Growth Rates of IIP (%) at Sectoral level



Capacity Utilization in Manufacturing Sector (%)



## GOVERNMENT INITIATIVES



Make in India



Skill India



National Manufacturing Policy



## ADVANTAGE INDIA

- **Robust demand:** India's manufacturing exports for FY22 reached an unprecedented US\$ 418 billion, an overall growth of more than 40% compared to the US\$ 290 billion from the previous year.
- **Increasing Investment:** Building on the competitive advantage of a skilled workforce and lower cost of labour, the manufacturing sector is also witnessing an increased inflow of capex and heightened M&A activity, leading to a surge in manufacturing output and resultant increased contribution to exports.
- **Policy support:** In May 2021, the government approved a PLI scheme worth Rs. 18,000 crore (US\$ 2.47 billion) for production of advanced chemical cell (ACC) batteries; this is expected to attract investments worth Rs. 43,000 crore (US\$ 6.18 billion) in the country. In September 2021, the government approved PLI scheme worth Rs. 26,058 crore (US\$ 3.33 billion) for auto industry and drone industry to boost India's manufacturing capabilities.
- **Competitive Advantage:** The positive developments in the manufacturing sector, driven by production capacity expansion, government policy support, heightened M&A activity, and PE/VC-led investment, are creating a robust pipeline for the country's sustained economic growth in the years to come.

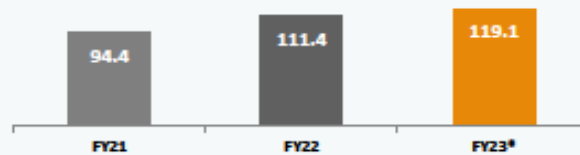


# RENEWABLE ENERGY



## MARKET SIZE

Installed Renewable Energy Capacity<sup>A</sup> (in GW)

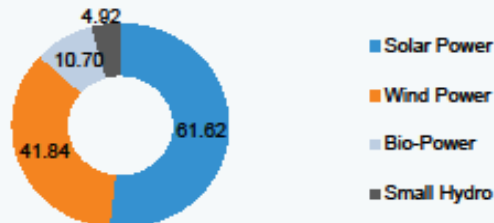


Note: <sup>A</sup> - includes wind, solar, bio power and small hydro; \* - Till October 31, 2022



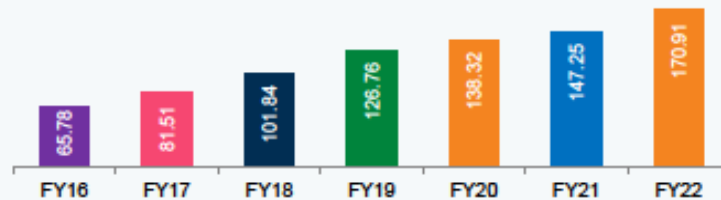
## SECTOR COMPOSITION

Installed Capacity for Different RES (as of October 2022) (GW)



## KEY TRENDS

Electricity Generation from RES (billion unit)



## GOVERNMENT INITIATIVES



Green Energy Corridor



Wind-Solar Hybrid Policy



Solar Parks and Ultra Mega Solar Power Projects



## ADVANTAGE INDIA

- **Robust demand:** In June 2021, Prime Minister Mr. Narendra Modi stated that renewable energy capacity in India increased by 250% between 2014 and 2021 and the country ranks among the top five globally in terms of installed renewable energy capacity.
- **Competitive advantage:** In October 2021, India retained its third rank on the EY Renewable Energy Country Attractive Index 2021. As per the British Business Energy, India ranks third on renewable energy investments and plans. India was ranked fourth in wind power, fifth in solar power and fourth in renewable power installed capacity, as of 2020.
- **Policy support:** In the Union Budget 2022-23, the government allocated Rs. 19,500 crore (US\$ 2.57 billion) for a PLI scheme to boost manufacturing of high-efficiency solar modules.
- **Increasing Investments:** Non-conventional energy sector received FDI inflow of US\$ 12.57 billion between April 2000-June 2022.



## BUSINESS OVERVIEW

**The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in the Prospectus, including the information contained in the section titled “Risk Factors” on Page no. 26 of this Prospectus. In this chapter, unless the context requires otherwise, any reference to the terms “We”, “Us”, “Hi-Green Carbon”, “Hi-Green” and “Our” refers to Our Company. Unless stated otherwise, the financial data in this section is as per our Restated financial statements prepared in accordance with Accounting Standard set forth in the Prospectus.**

Our Company was originally incorporated as “*Shantol Green Hydrocarbons (India) Private Limited*” as a private limited company under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated August 29, 2011, issued by the Registrar of Companies, Gujarat, Dadra and Nagar Havelli. Subsequently, the name of our company was changed from “*Shantol Green Hydrocarbons (India) Private Limited*” to “*Shantol Green Energy (India) Private Limited*”, pursuant to a special resolution passed by our Shareholders in the Extra-Ordinary General Meeting held on October 31, 2011, vide Certificate of Incorporation dated November 04, 2011, issued by the Registrar of Companies, Gujarat, Dadra and Nagar Havelli. Later on, the name of our company was changed from “*Shantol Green Energy (India) Private Limited*” to “*Shantol Green (India) Private Limited*”, pursuant to a special resolution passed by our Shareholders in the Extra-Ordinary General Meeting held on February 28, 2017, vide Certificate of Incorporation dated March 15, 2017 issued by the Registrar of Companies, Ahmedabad. Thereafter, the name of our company was changed from “*Shantol Green (India) Private Limited*” to “*Hi-Green Carbon Private Limited*”, pursuant to a special resolution passed by our Shareholders in the Annual General Meeting held on September 12, 2022, vide Certificate of Incorporation dated September 21, 2022 issued by the Registrar of Companies, Ahmedabad. Further, our company was converted from a private limited company to public limited company, pursuant to a special resolution passed by our Shareholders in the Extra-Ordinary General Meeting held on February 14, 2023 and consequently, the name of our Company was changed to “*Hi-Green Carbon Limited*” and a fresh certificate of incorporation dated March 21, 2023 was issued to our Company by the Registrar of Companies, Ahmedabad.

Headquartered in Rajkot, Gujarat, Hi-Green Carbon Limited is a part of Radhe Group Energy, based at Rajkot, Gujarat. Radhe Group of Energy, founded by Dr. Shaileshkumar Vallabhadas Makadia, is fast growing private enterprise in the renewable energy sector. The Group's core focus is on Renewable Energy with a diversified balanced portfolio stretching from castings, consumer goods, corporate farming, packaging and herbal products.

Our company was originally formed by Mr. Amitkumar Hasmukhrai Bhalodi, Mrs. Dakshaben Shaileshbhai Makadia (wife of Dr. Saileshkumar Vallabhadas Makadia), Mrs. Binaben Sandip Makadia and Mr. Rajendra Umedlal Mehta in year 2011. Subsequently, M/s. RNG Finlease Private Limited acquired control of our company, by way of acquisition of Equity Share of the company during year 2012 to 2017. Later on, Mr. Amitkumar Hasmukhrai Bhalodi, Dr. Shaileshkumar Vallabhadas Makadia, Mrs. Krupa Chetakumar Dethariya, Mrs. Radhika Amirkumar Bhalodi, Mrs. Shiryakumari Shaileshkumar Makadia, and Mr. Koosh Chetankumar Dethariya acquired a total of 54,00,000 Equity Shares, constituting 28.42% of pre-issue paid up capital of our company, from M/s. RNG Finlease Private Limited in year 2022. As on the date of this Prospectus M/s. RNG Finlease Private Limited is holding 71.58% of pre-issue paid up capital of our company.

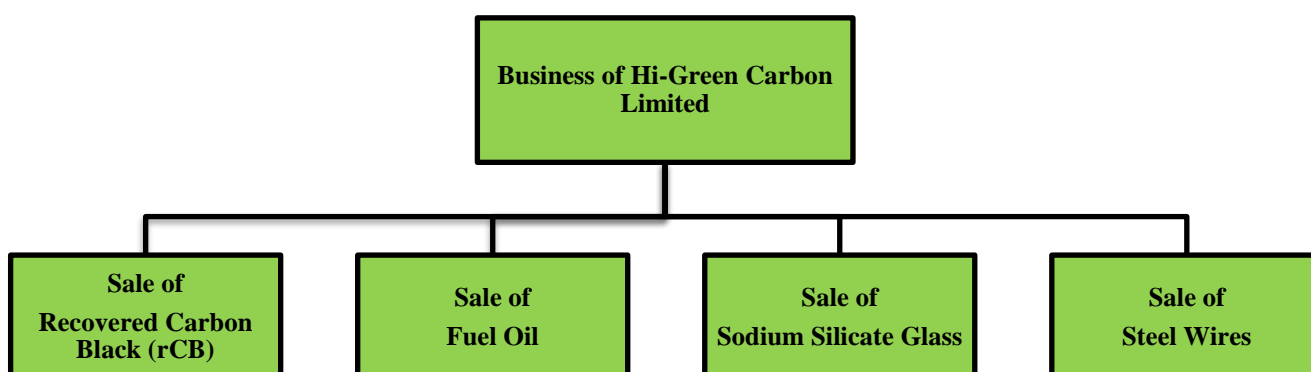
Our company was established by our promoters with a mission to create wealth from waste. Our promoters are professionals from science and commerce fields, having vision to support healthier environment for next generations, by recycling the waste.

Our Company is engaged in the business of waste tyres recycling. Our manufacturing plant operates on continuous pyrolysis process. It is an uninterrupted working method with continuous feeding and discharging system controlled by the program logic controller system. The process is fully automatic and requires almost no human intervention. Following continuous pyrolysis, we process the end-of-life tyres (ELTs) pieces to produce energy components and raw materials. Our major products are Recovered Carbon Black (rCB) and Steel Wires under Raw Material Category, Fuel Oil and Synthesis Gas under Energy components category. In order to utilise the energy in efficient manner, we utilise said synthesis gas, produced as by product of the pyrolysis process, for also manufacturing sodium silicate commonly known as raw glass.

We follow the highest quality practice and compliant with Highest Environmental, Health, and Safety (EHS) in recycle industries. The company has modern, Supervisory Control and Data Acquisition (SCADA) operated in integrated recycling plant at our manufacturing plant situated in Rajasthan. Our production facility at Rajasthan is installed with capacity of recycling of 100 MT waste tyres per day. Our company has been certified with Environmental Management Measures with ISO 14001:2015, Occupational Health & Safety Management standards with ISO 45001:2018, Quality Management Standards with ISO 9001:2015, Good Manufacturing Practice (GMP) and RoHS. Our product is REACH complied in terms of sustainability standards.

Our company is proposing a new manufacturing plant in Dhule district of Maharashtra, with capacity of recycling of 100 MT waste tyres per day. Our company has already acquired land admeasuring 21,500 sq. meters for the said purpose. The said expansion will add to the company's existing tyre processing capacity.

## OUR BUSINESS MODEL



## LOCATIONAL PRESENCE

### REGISTERED OFFICE AT GUJARAT

G-557, Lodhika Industrial Estate, Metoda G.I.D.C. Gate No. 3, Metoda, Rajkot - 360021

### MANUFACTURING FACILITIES

EXISTING PLANT AT RAJASTHAN	PROPOSED PLANT AT MAHARASHTRA
Survey No. 2894, 2895 & 2896, Village: Rupaheli Chouraha, Tal. Hurda, Dist: Bhilwara, Rajasthan	Plot No. 1 of Survey No. 220/2A 2B & Survey No. 220/1 of Village: Mandal Shiwar, Via Dondaicha, Tal: Sindkhede, Dist: Dhule, Maharashtra

## FINANCIAL KPIs OF OUR COMPANY

Particulars	For the Year ended on March 31		
	2023	2022	2021
Revenue from Operations (₹ in Lakhs)	7,852.41	5,110.69	2,427.09
Growth in Revenue from Operations (%)	53.65%	110.57%	0
EBITDA (₹ in Lakhs)	1994.02	885.38	356.12
EBITDA Margin (%)	25.39%	17.32%	14.67%
Profit After Tax (₹ in Lakhs)	1084.78	367.95	9.59
PAT Margin (%)	13.81%	7.20%	0.40%
RoE (%)	63.19%	37.16%	1.20%
RoCE (%)	64.70%	27.97%	3.28%
Net Fixed Asset Turnover (In Times)	4.30	3.12	1.43
Operating Cash Flows (₹ in Lakhs)	1553.11	669.81	(118.58)

Source: The Figure has been certified by our statutory auditors M/s. J C Ranpura & Co. Chartered Accountants vide their certificate dated June 28, 2023.

## OPERATIONAL KPIs OF THE COMPANY:

Particulars	For the Year ended on March 31		
	2023	2022	2021
<b>Capacity and capacity utilization</b>			
<b>a. Tire Processing</b>			
Daily Capacity	100 MT	100 MT	100 MT
Installed Capacity (Annual)	24000 MT	24000 MT	24000 MT
Capacity Utilization	16558.20 MT	14526.33 MT	10558.25 MT

Particulars	For the Year ended on March 31		
	2023	2022	2021
<b>Capacity and capacity utilization</b>			
<b>b. Sodium Silicate Production</b>			
Daily Capacity	60 MT	60 MT	60 MT
Installed Capacity (Annual)	14400 MT	14400 MT	14400 MT
Capacity Utilization	11140.56 MT	10246.68 MT	6617.54 MT
<b>Contribution to revenue from operations of top 1 / 3 / 5 customers</b>			
Top 1 Customers (%)	18.75	13.33	13.84
Top 3 Customers (%)	39.07	28.62	27.57
Top 5 Customers (%)	48.71	40.02	37.39
Top 10 Customers (%)	63.87	57.91	53.63

Source: The Figure has been certified by our statutory auditors M/s. J C Ranpura & Co. Chartered Accountants vide their certificate dated June 28, 2023.

### REVENUE BIFURCATION:

#### REVENUE BIFURCATION

The revenue bifurcation of the issuer company for last three years as per restated financial statement are as follows:

(₹ in Lakhs)

Nature of Sale	For the year ended March 31					
	2023		2022		2021	
	Sales	%	Sales	%	Sales	%
Domestic Sale	7,535.52	95.96%	4,899.67	95.87%	2,370.08	97.65%
International Sale	316.89	4.04%	211.03	4.13%	57.01	2.35%
<b>Total Sales</b>	<b>7,852.41</b>	<b>100.00%</b>	<b>5,110.69</b>	<b>100.00%</b>	<b>2,427.09</b>	<b>100.00%</b>

#### PRODUCT WISE REVENUE BIFURCATION

The revenue bifurcation of the issuer company for last three years as per restated financial statement are as follows:

(₹ in Lakhs)

Name of Product	For the year ended March 31					
	2023		2022		2021	
	Sales	%	Sales	%	Sales	%
Recovered Carbon Black	1,731.86	22.06%	1,076.59	21.07%	667.99	27.52%
Fuel Oil	3,676.53	46.82%	2,389.20	46.75%	1,063.49	43.82%
Sodium Silicate Glass	2,432.59	30.98%	1,628.29	31.86%	671.00	27.65%
Steel Scrap and others	11.43	0.15%	16.61	0.32%	24.62	1.01%
<b>Total Sales</b>	<b>7,852.41</b>	<b>100.00%</b>	<b>5,110.69</b>	<b>100.00%</b>	<b>2,427.09</b>	<b>100.00%</b>

#### DOMESTIC REVENUE BIFURCATION

The revenue bifurcation of the issuer company for last three years as per restated financial statement are as follows:

(₹ in Lakhs)

Name of State	For the year ended March 31					
	2023		2022		2021	
	Sales	%	Sales	%	Sales	%
Himachal Pradesh	11.93	0.16%	10.72	0.22%	9.22	0.39%
Punjab	37.03	0.49%	-	0.00%	0.70	0.03%
Uttarakhand	27.49	0.36%	-0.18	0.00%	28.70	1.21%
Haryana	242.01	3.21%	448.33	9.15%	170.97	7.21%

Name of State	For the year ended March 31					
	2023		2022		2021	
	Sales	%	Sales	%	Sales	%
Delhi	66.39	0.88%	68.03	1.39%	36.41	1.54%
Rajasthan	6,008.17	79.73%	3,336.05	68.09%	1,678.90	70.84%
Uttar Pradesh	83.25	1.10%	184.59	3.77%	37.15	1.57%
West Bengal	-	0.00%	-	0.00%	2.80	0.12%
Madhya Pradesh	127.45	1.69%	208.40	4.25%	-	0.00%
Gujarat	638.36	8.47%	375.55	7.66%	247.63	10.45%
Dadra & Nagar Haweli and Daman & Diu	13.19	0.17%	14.93	0.30%	-0.30	-0.01%
Maharashtra	173.50	2.30%	110.33	2.25%	76.14	3.21%
Tamil Nādu	106.76	1.42%	142.92	2.92%	81.76	3.45%
<b>Total Domestic Sale</b>	<b>7,535.52</b>	<b>100.00%</b>	<b>4,899.67</b>	<b>100.00%</b>	<b>2,370.08</b>	<b>100.00%</b>

### **EXPORT REVENUE BIFURCATION**

The revenue bifurcation of the issuer company for last three years as per restated financial statement are as follows:

(₹ in Lakhs)

Name of Country	For the year ended March 31					
	2023		2022		2021	
	Sales	%	Sales	%	Sales	%
Sri Lanka	316.89	100.00%	207.72	98.43%	18.13	31.80%
State of Qatar	-	0.00%	3.31	1.57%	-	0.00%
Thailand	-	0.00%	-	0.00%	38.88	68.20%
<b>Total Exports Sale</b>	<b>316.89</b>	<b>100.00%</b>	<b>211.03</b>	<b>100.00%</b>	<b>57.01</b>	<b>100.00%</b>

### **OUR COMPETITIVE STRENGTH**

#### **1. Experienced Promoter and Management Team:**

Our management team is well experienced in the industry in which we are operating and has been responsible for the growth of our operations and financial performance. Our Promoters, Directors, Amitkumar Hasumukhrai Bhalodi and Dr. Shaileshkumar Vallabhdas Makadia and Director Mr. Nirmal Sutariya lead the company with their visions. They have experience of three decades in the energy engineering industry and look after the strategic business operations. The strength and entrepreneurial vision of our Promoters and management have been instrumental in driving our growth and implementing our strategies. We believe that a motivated and experienced employee base is essential for maintaining a competitive advantage. Our motivated team of management and key managerial personnel complement each other to enable us to deliver high levels of client satisfaction.

#### **2. Strategic Location of Manufacturing Facilities**

Our Manufacturing Facility is located at industrial district Bhilwara in state of Rajasthan. The manufacturing facility is located within 100 KM radius of National highway No 79. The manufacturing facility is well connected with national highway 8 of India which connects to Delhi, Maharashtra and passes through Delhi, Rajasthan and Gujarat. The Industrial estate enjoys good infrastructure facilities like electricity, water, roads, easy procurement of labour, raw material suppliers and market for finished products. With this we are concentrating on expanding the production capacity. The region surrounding our manufacturing facility has highest Cement plants, Ceramic and Textile manufacturing units. Fuel oil manufactured by our company is used as fuel for such manufacturing plants, allowing us a ready market.

#### **3. Innovative Technology**

Our manufacturing plant operates on continuous pyrolysis process. It is an uninterrupted working method with continuous feeding and discharging system controlled by the Program Logic Controller system. The process is fully automatic and requires almost no human intervention.

#### **4. Quality assurance**

We keep QEHS as the most primary & vital aspect of working. We are focused on sustainability by keeping Quality, Environment, Health and Safety as key parameters. The management believes in maintaining high standards of quality,

which is critical to our functioning and continued growth. Our manufacturing operations adhere to top quality manufacturing areas. High quality Instrumentation, application of SCADA base production to ensure consistent quality, efficacy and safety of products. Our company is certified with Environmental Management Measures from ISO 14001:2015, Occupational Health & Safety Management standards from ISO 45001:2018, Quality Management Standards from ISO 9001:2015, Good Manufacturing Practice (GMP) and RoHS, our product is REACH complied in terms of sustainability standards.

## 5. Permanent Demand and Wide Application of Product

Two basic products are produced from tyres recycling process namely, fuel and recovered carbon black. Product is always in demand due to it varies application like fuel for energy and carbon black for plastic process, Tonner, tyre and rubber products etc.

## BUSINESS STRATEGY

### 1. Leveraging our market skills and relationship

The business of our Company is customer oriented and always strives to maintain good relationship with the customers. 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 manufacturing as well as marketing skills and our industry relationships. Our Company provides effective follow-ups with customers which ensure that the customers are satisfied with the product and do not have any complaint.

### 2. Continue Improvement in Operational Efficiency

Optimization and reduction of costs remains our key focus area and we continue to work towards attaining cost efficiencies, whether it be in supply chain management or during the production process. Our core team also focuses on the refinement of our manufacturing processes, aimed at improved yield and efficiency, by optimizing and modifications of various parameters. We also propose to develop eco-friendly and cost-effective production processes. We are also focused on improving our cost efficiency by optimizing the effective sourcing of raw materials and value added product through production process which we have ensured, as a business strategy, over the last several years.

### 3. Customer Centric Approach

The approach of our Company is customer-centric and always strives to maintain a good relationship with the customers. Leveraging our market skills and decades of relationships with customers 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 enhancing customer satisfaction. Our Quality Assurance and Quality Control Team ensures good quality products.

## OUR PRODUCT PORTFOLIO

Pyrolysis of scrap tyres involves de-polymerization of tyres in the absence of oxygen, to speed up the decomposition of inorganic material into its original components such as recovered carbon black, recovered oil, gas and steel wires.

As on the date of this Prospectus, following are our major products offerings:

- a) **Recovered Carbon Black:** Recovered Carbon Black (rCB) is a processed solid residue created from the pyrolysis of end-of-life tyres (ELTs). Recovered Carbon black (rCB) has been used as a reinforcing agent in tyres. Today, the uses of carbon black have expanded to include acting as a pigmenting, UV stabilizing and conductive agent in a variety of common and specialty products, including:
  - **Plastics:** carbon blacks are now widely used for plastic master-batch applications, such as conductive packaging, films, fibers, mouldings, pipes and semi-conductive cable compounds.
  - **Toners and Printing Inks:** Carbon blacks enhance formulations and deliver broad flexibility in meeting specific colour requirements.
  - **Coatings:** Carbon black provides pigmentation, conductivity and UV protection for several coating applications including marine, aerospace and industrial.
  - **Tyres and Industrial Rubber Products:** Carbon black is used in tyre inner liners, carcasses, sidewalls and treads, as well as in industrial rubber products, like belts, hoses and gaskets.
  - **Activated carbon:** Carbon black can be further processed and converted in to activated carbons this has huge demand in filter, purifier and chemical industry. Activated carbon can be sold at 4 time higher value.
  - **As a fuel:** Carbon black is rich source of energy, it can be directly used in firing in place of coal and pat-coak. In fact, this generates lesser pollution compared to pat-coke.

- b) **Fuel Oil:** Fuel Oil produced from Pyrolysis, sometimes also known as bio-crude or bio-oil, is a synthetic fuel under investigation as substitute for petroleum. Fuel oil produced from tyre pyrolysis is also known TDF (tyre driven fuel) which has higher energy content. This allows a furnace to burn less fuel, for each BTU of heat produced, as well as often times reducing the cost of fuel in industrial application like Boilers, Furnaces, kilns, Hot water generators, Hot air generators etc. In India, we can use this kind of fuel oil in farming equipment's as well. Addition to that fuel oil can be further distilled and various valuable chemicals and petro-products can be derived.

#### Chemical Composition of Fuel Oil

Sr. No.	Item/Unit	From Car Tyre	From Truck Tyre (650 <sup>0</sup> C)	In general
1	Carbon	86.11%	86.47%	86.51%
2	Hydrogen	10.92%	11.73%	10.10%
3	Nitrogen	0.41%	<1%	1.20%
4	Sulphur	0.83%	0.83%	0.80%
5	Oxygen by difference	1.73%	N.A.	1.39%

- c) **Sodium Silicate:** Sodium silicates are colourless glassy or crystalline solids, or white powders. Except for the most silicon-rich ones, they are readily soluble in water, producing alkaline solutions.
- d) **Steel Wires:** Steel tyre wire scrap from shredding of waste tyres. This scrap is derived from shredding of waste Tyres. This scrap has also carbon content.

Below is the graphical representation of the products of the company.

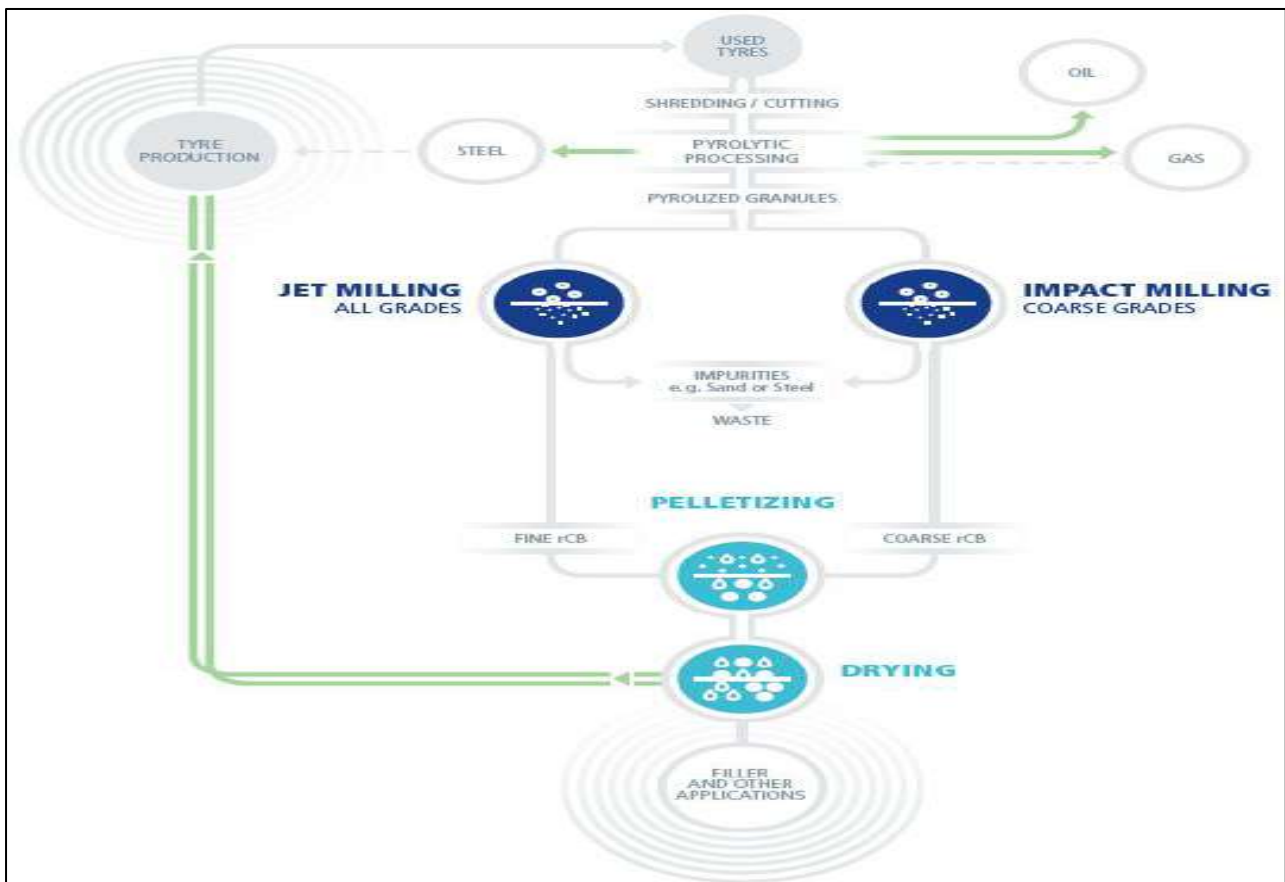


#### **MANUFACTURING & BUSINESS PROCESS**

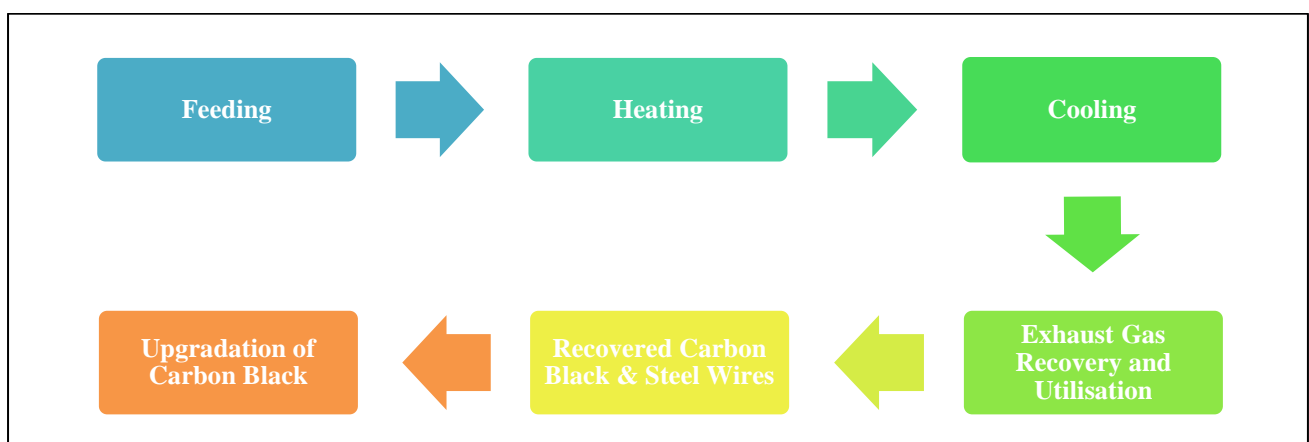
Following are the details of product wise manufacturing process:

#### **1. FUEL OIL, RECOVERED CARBON BLACK (rCB), SCRAP STEEL WIRES:**

Waste tyres are high-molecular organic compounds, mainly made of natural rubber, synthetic rubber, fiber cord, carbon black and other organic additives. We can use waste tyre pyrolysis machine to process waste tyres into fuel oil, recovered carbon black, steel wire, combustible gas and other products under high temperature and oxygen-free conditions. Following is the process flow for easy understanding:



The end-of-life tyres are processed with fully automatic and continue process manage through SCADA. Following is the flow chart of the pyrolysis process:



**Feeding:** Pre-treated raw materials, end-of-life tyres (ELTs), are transported through automatic conveyer belt to the reactor of waste tyre pyrolysis machine based on pre-define parameters for free flow supply of materials for process with patented Air locking system so oxygen did not enter in the reactor.

**Heating:** Degradation/de-polymerization of raw material in absence of oxygen. Heat the reactor with fuels and Gas to pyrolysis the waste tyres under high temperature. Generally, when the temperature reaches in the range of 450 to 550, there will be generation gas and carbon.

**Cooling:** Gases are cooled by the cooling system and condensed into oil, it would be liquefied, go into the oil tank and, some remaining un-condensed gas which is known as Syngas is used for heating reactor. The whole cooling system adopts circulated water cooling, which is environment friendly, pollution-free and can be re-used.

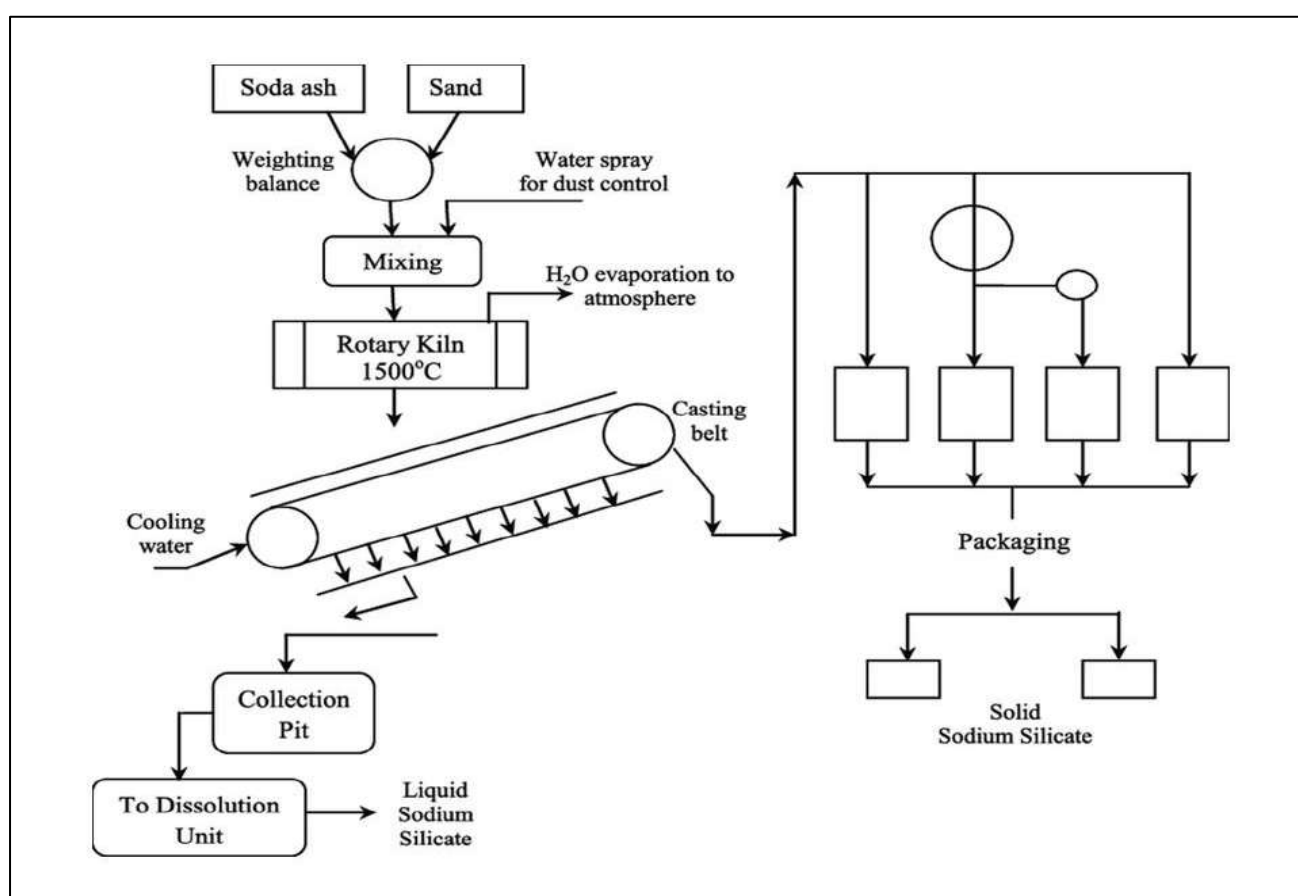
**Exhaust gas recovery and utilization:** In the process of waste tyre pyrolysis, in addition to oil and gas, there will also be part of the combustible but non-condensable gas, which is called non-condensable gas or syngas. This gas can be directly fired into pyrolysis furnace and heat the reactor, which result in to saving the external fuel cost.

**Recovered Corban Black and Steel Wire:** This being the last stage, the remaining contents of process is carbon known as raw recovered carbon black. We also recover steel wires at the end of the process.

**Up gradation of recovered carbon black:** The resulting powder particles are separated by a filter system after cooling in a heat exchanger. The very fine powder is then converted into a pearl-like shape (pellets) in order to reduce the volume and enable storage, transport and processing without dust.

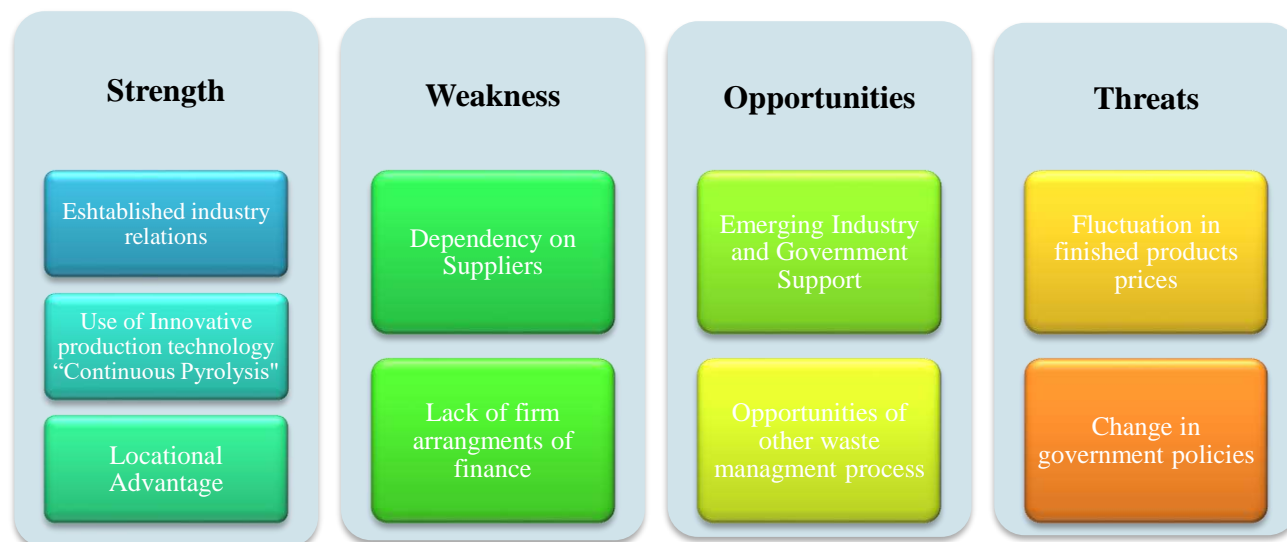
## 2. SODIUM SILICATE GLASS

In order to utilise the energy in efficient manner, we utilise Gas, produced as by product of the pyrolysis process, for manufacturing sodium silicate commonly known as Raw Glass. Following is the process flow for easy understanding:



## SWOT ANALYSIS





## PLANT AND MACHINERIES

### List of equipment used for production at Manufacturing Unit:

Sr. No.	Name of Plant and Machineries	Application of Machineries
1.	Tyre Pyrolysis Machine	Main Process plant to depolymerize the waste tyre.
2.	Carbon Granulation Plant	To Granulize the recovered carbon black.
3.	Centrifuge Machine	To Separate the moisture from fuel oil.
4.	Conveyor /Trolley	To Transport raw material from storage to Reactor.
5.	D.G. Set	As a backup for power failure.
6.	Electronic Weighing Scale	For weighing and packing finished good.
7.	Fire Safety Equipment	For safety purpose.
8.	Laboratory Equipment	For quality checking.
9.	Moisture Separator	To Separate the moisture from carbon.
10.	Oil Storage Tank	For Storage of finished product.
11.	Sonic Soot Blowing System	For Cleaning of Reactor.
12.	Weigh Bridge	To Weigh the truck of raw material and finished good.
13.	Submersible Pump set	Lifting water from borewell.
14.	Transformer	For Electric connection.
15.	Grinding Mill	For Grinding Carbon black.
16.	Hydra Crain	For maintenance.
17.	Sewing Machine	For Packing bags of carbon
18.	Sludge Distillation Furnace	For disposal of sludge.
19.	GPS System for Tanker	To Track tanker.
20.	Magnetic Separator	To separate metal particles from finished product.
21.	Permanent Magnetic Separator	To separate metal particles from finished product.
22.	Room Heater	Utility purpose.
23.	Oil Tanker	To Transport fuel oil.
24.	Oil Condenser (Oil Cooling Division)	To condense the gas and get fuel oil.
25.	Sodium Silicate Plant	To Produce sodium silicate from syngas, soda ash and silica.
26.	Sodium Silicate tanker	To transport sodium silicate.
27.	Water Supply & Sources	For utility and cooling tower
28.	Cooler	For cooling tower
29.	Gasifier	For standby safety of sodium silicate plant,

## COLLABORATIONS, ANY PERFORMANCE GUARANTEE OR ASSISTANCE IN MARKETING BY THE COLLABORATORS

Our Company has not entered into any collaboration, or performance guarantee or assistance for marketing with any Company.

## MARKETING & DISTRIBUTION

The efficiency of the marketing and sales network is critical to the success of our Company. Our success lies in the strength of our relationship with our existing customers that are associated with our Company. Our team through their experience and good rapport with marketers, owing to timely and quality delivery of products, plays an instrumental role in creating and expanding a work platform for our Company.

Our company depends on mouth to mouth publicity and does in-person visits and calls to existing and proposed customers. We undertake marketing in a traditional way under guidance of our promoter through marketing team. The management and promoter strive hard to maintain their standards and excellence in service to meet maximum customer contentment. Management continuously works to provide timely delivery of products with superior quality at competitive prices.

## END USERS

- a) **Recovered Carbon Black:** Recovered Carbon black (rCB) has been used as a reinforcing agent in tyres. Today, the uses of carbon black have expanded to include acting as a pigmenting, UV stabilizing and conductive agent in a variety of common and specialty products. For us, end users for Recovered Carbon Black are tyre and Tube Manufacturers, Plastic Appliances manufacturers and Ink Manufacturers.
- b) **Fuel Oil:** The fuel finds its application is industrial application like Boilers, Furnaces, kilns, Hot water generators, Hot air generators etc. Whereas, in India one can use this kind of fuel oil in farming equipment's as well. Addition to that fuel oil can be further distilled and various valuable chemicals and petro-products can be derived. For us, end users for Fuel Oil are cement manufactures and oil refineries.
- c) **Steel Wires:** The scrap wires are utilised by scrap dealers and tyre manufactures for their use, respectively.
- d) **Sodium Silicate:** Sodium Silicate is used in soaps detergents and in the manufacture of silica gel. It is used as a cement, binder, filler and adhesive and also used as a wall coating, in concrete, fire proofing material and as a sealant. It is also used to preserve wood. For us, end users for Sodium Silicate are Glass Manufacturers and FMCG products manufacturers.

## COMPETITION

We operate in a highly competitive market and there are numbers of unorganized players. Price is the main factor in most cases for client making decision to have our products. Competition emerges not only from small but also from big Regional and National and International players. Our experience in this business has enabled us to provide quality products in response to the customer's demand for the best quality.

## RAW MATERIAL

Raw Material	Description
End-of-Life Tyres	We are in the business of tyres recycling hence our basic raw material is waste / end-of-life tyres of any type and size. We source the raw material in shredded form, for handling and operational efficiency, from waste tyres collection agencies or traders.
Soda Ash	Sodium carbonate (also known as washing soda, soda ash and soda crystals) is an inorganic compound with the formula $\text{Na}_2\text{CO}_3$ . It is used to manufacture Sodium Silicate Glass. We source the same from various Sodium Carbonate Manufacturers.
Silica (Sand)	Sand is the major glass forming component. It is used to manufacture Sodium Silicate Glass. We source it from local suppliers from nearby vicinity.

Generally, there are multiple sources that can supply the raw materials that we require. Our raw material sourcing is not dependent on a single source of supply, and we have access to alternate sources for our procurement of raw materials. All raw material and packing material are easily available in our location.

## UTILITIES AND WATER

### POWER

We have made necessary arrangements for regular uninterrupted power supply at our manufacturing unit. We have availed a power connection from Ajmer Vidyut Vitran Nigam Limited for our manufacturing unit premises with a sanctioned load of 750 KVA, which is sufficient to meet our plant requirement.

## FUEL

The Company's plant is self-sufficient in fuel consumption as the non-condensable gas generated from the process will be used as fuel for the Plant.

## WATER

Water is required for cooling the machineries, as a part of manufacturing process. Further, used water is also recycled & used in the operations; therefore, requirement of fresh water in plant operations is significantly less. We source our water requirements from borewell in our premises.

## **HUMAN RESOURCES**

As on March 31, 2023, our company has 32 employees including on-roll labour. Apart from these employees, we also employ casual labour or temporary labour on need basis. Our manpower is a prudent mix of the experienced and youth which gives us the dual advantage of stability and growth. As we have Automatic process plant operated with SCADA, need of labour is significantly lower.

## **EXPORTS & EXPORTS OBLIGATIONS**

Following are the details of exports of our company.





(₹ in Lakhs)

Name Of Country	For the year ended March 31					
	2023		2022		2021	
	Sales	%	Sales	%	Sales	%
Sri Lanka	316.89	100.00%	207.72	98.43%	18.13	31.80%
State of Qatar	-	0.00%	3.31	1.57%	-	0.00%
Thailand	-	0.00%	-	0.00%	38.88	68.20%
Total Exports Sale	<b>316.89</b>	<b>100.00%</b>	<b>211.03</b>	<b>100.00%</b>	<b>57.01</b>	<b>100.00%</b>

Further, as on the date of this Prospectus, we do not have exports obligations, under the terms of Export Promotion Capital Goods (EPCG) Scheme.

## **INTELLECTUAL PROPERTIES**

Trademarks registered/Objected/Abandoned in the name of our Company:

Sr. No	Trademark	Registration No	Status	Date of Issue	Date of Expiry	Class
1.		2406618	Registered	September 09, 2015	October 05, 2023	1
2.		2406619	Registered	June 09, 2016	October 05, 2023	4
3.		2949505	Registered	February 06, 2019	April 24, 2025	1
4.		2949506	Registered	February 06, 2019	April 24, 2025	2

Domain Name

Sr. No	Domain Name and ID	Sponsoring Registrar and ID	Registrant Name, ID and Address	Creation Date	Registry Expiry Date
1.	higreencaron.com	1904671721_DOMAIN_COM-VRSN	EDP Manager edp@radhegroup.com	February 22, 2015	February 22, 2024

## CAPACITY AND CAPACITY UTILIZATION

### a. Tyre Processing:

Particulars	2022-23	2021-22	2020-21
Daily Capacity	100 MT	100 MT	100 MT
Installed Capacity (Annual)	24000 MT	24000 MT	24000 MT
Capacity Utilization	16558.20 MT	14526.33 MT	10558.25 MT

### b. Sodium Silicate Production

Particulars	2022-23	2021-22	2020-21
Daily Capacity	60 MT	60 MT	60 MT
Installed Capacity (Annual)	14400 MT	14400 MT	14400 MT
Capacity Utilization	11140.56 MT	10246.68 MT	6617.54 MT

*Source: Certificate by our statutory auditors M/s. J C Ranpura & Co. Chartered Accountants dated June 26, 2023, bearing UDIN:231118411BGWRRP5970.*

## IMMOVABLE PROPERTY

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

Sr. No.	Name of Seller	Name of Buyer	Purpose	Description of Property	Area	Consideration	Date of Acquisition
1.	Bansi Lal Vaishnav	Shantol Green Energy India Private Limited	Manufacturing Unit	Survey No. 2894, 2895 & 2896, Village: Rupaheli Chouraha, Tal. Hurda, Dist: Bhilwara, Rajasthan	47,348 Sq. Mt.	₹ 15,00,000/-	February 22, 2012
	Manjudevi Joshi						
	Nirmaladevi Tiwari						
2.	Rajeshkumar Biala	Shantol Green Energy India Private Limited	Manufacturing Unit		9,146.90 Sq. Mt.	₹ 5,00,000/-	March 13, 2012
3.	Niki Hydrocarbons LLP	Hi-Green Carbon Limited	Proposed Manufacturing Unit	Plot No. 1 of Survey No. 220/2A 2B & Survey No. 220/1 of Village: Mandal Shiwar, Via Dondaicha, Tal: Sindkhede, Dist: Dhule, Maharashtra	21,400 Sq. Mt.	₹ 1,63,83,000/-	February 23, 2023
4.	Kishor Madanlal Kothari	Hi-Green Carbon Limited	Proposed Manufacturing Unit		1148.93 Sq. Mt.	₹ 82,82,407/-	January 18, 2023

The Details of the Immovable properties taken on lease / rent basis are given below:

Sr. No.	Name of Lessor	Name of Lessee	Address of Property	Usage Purpose	Rent	Tenure
1.	Vita Green Products Private Limited	Shantol Green India Private Limited	G-557, Lodhika Industrial Estate, Metoda G.I.D.C. Gate No. 3, Metoda, Rajkot - 360021	Registered Office	NIL	11 Months from July 01, 2022

### DETAILS OF INDEBTEDNESS

The details of facilities availed from Banks are as follows. For more details of other indebtedness please refer “*Restated Financials Information*” beginning from page no. 161 of Prospectus.

Sr. No.	Name of Institution	Sanction Amount (₹ in Lakhs)	Nature of Facility	Amount o/s as on March 31, 2023 (₹ in Lakhs)	Interest Rate per annum	Period of Repayment	Security/Margin		
							Security/ Principal terms and conditions	Collateral Security/ other Condition	Guarantee
1.	Central Bank of India	1,000.00	Cash Credit	915.71	RBLR+1.45 5%	On demand	Hypothecation of Machinery, Stock, Book Debts	<p><b>Property No.01:</b> Industrial Land &amp; Building situated at Araji no. 2894 &amp; 2896 situated at Near Ajmer Road, N.H.79, Gram: Rupaheli, The: Hurda &amp; Dist Bhilwara (Raj) in the name of M/s Shanthol Green Energy (India) Pvt Ltd Total Area: 47348 Sq, Mtr.</p> <p><b>Property No.02:</b> Industrial Land at Rev. Survey No. 2893, situated at Near Ajmer Road N.H.-79, Gram: Rupaheli The: Hurda Dist Bhilwara Rajasthan in the name of M/s Shanthol Green Energy India Pvt Ltd With Total Land Area 9146.90 Sq, Mtr.</p> <p><b>Property No.03:</b> Residential property situated at Survey No.112, known as Vrundavan Society Street No.08, Behind H.P.Petrol Pump, Near Crystal Mall, Opp. Nyari Filter</p>	<ol style="list-style-type: none"> <li>1. Shailesh V Makadia</li> <li>2. Amit H Bhalodi</li> <li>3. Nirmal K Sutaria</li> <li>4. Sandip V Makadia</li> <li>5. Radhe Renewable Energy Development Pvt Ltd</li> <li>6. RNG Finlease Pvt Ltd</li> <li>7. Radhe Real Estate Infrastructure &amp; All partners of Radhe Real Estate &amp; Infrastructure, Radhe Renewable Energy Development Pvt Ltd, Shailesh Makadia</li> </ol>
2.		150.00	Term Loan	110.00	RBLR+1.45 %+0.30%	60 Months + 6 Months Moratorium			
3.		49.00	Term Loan - Covid 19	4.36	RBLR Linked with a cap of 7.50%	36 Months + 12 Months Moratorium			

Sr. No.	Name of Institution	Sanction Amount (₹ in Lakhs)	Nature of Facility	Amount o/s as on March 31, 2023 (₹ in Lakhs)	Interest Rate per annum	Period of Repayment	Security/Margin		
							Security/ Principal terms and conditions	Collateral Security/ other Condition	Guarantee
								Plant Road, Off: Kalawad Road, Nanamava Rajkot. In the name of Mr. Shaileshbhai Vallabhdas Makadiya & Mr. Sandipkumar Vallabhdas Makadiya with total Land Area: 218.40 Sq. Mt. Property No .04 Industrial Land at Survey No. 935 of Village Jarod adm. area of 12,444 Sqr. Mt of Radhe Real Estate and Infrastructure  <b>Property No.05:</b> Industrial Land at Survey No. 937 of Village Jarod adm. area of 6374 Sqr. Mtr. of Radhe Real Estate and Infrastructure	
4.	ICICI Bank Limited	21.00	Vehicle Laon	5.10	8.05%	36 Months	Innova Crysta	-	
5.	Central Bank of India	11.40	Vehicle Laon	9.95	7.75% (RBL R) + 0.65% (Spread)	60 months	Tata Harrier	-	1. Amit H Bhilodi 2. Nirmal K Sutaria
6.		21.00	Vehicle Laon	18.50	7.75% (RBL R) + 0.65% (Spread)	60 Months	Kia Carnival	-	1. Amit H Bhilodi 2. Nirmal K Sutaria
7.	HDFC Bank Limited	37.23	Vehicle Laon	34.13	7.90%	60 Months	Toyota Fortuner	-	-

\* Our company has received sanction letter dated August 31, 2023 for ₹ 1400.00 Lakhs from Central Bank of India for purchase of machinery having cost of ₹ 2000.00 Lakhs for proposed Maharashtra Plant, the amount is yet to be disbursed.

## INSURANCE

Presently, our company has following Insurance Policies:

Sr. No.	Name of Insurance Company	Policy No.	Name of Insured / Proposer	Period From	Period To	Details of Assets insured	Sum assured	Premium Paid (in ₹)
1.	Bajaj Allianz General Insurance Co. Ltd.	OG-23-2204-4057-00000111	Hi-Green Carbon Limited	November 03, 2022	November 02, 2023	Building, Plant and Machinery	18,00,00,000/-	2,87,230/-
2.	Bajaj Allianz General Insurance Co. Ltd.	OG-23-2204-4057-00000233	Hi-Green Carbon Limited	March 31, 2023	March 30, 2024	All Kind Stocks	14,00,00,000/-	1,16,195/-
3.	Go Digital General Insurance Ltd	RA099898721	Hi-Green Carbon Limited	March 17, 2023	March 16, 2024	Third Party Property Damage – Vehicle	7,50,000/-	18,092/-
4.	HDFC Ergo General Insurance Co. Ltd.	2316204818469300000	Hi-Green Carbon Limited	August 06, 2022	August 05, 2023	Motor Insurance – Misc. Carrying Comprehensive	17,18,494/-	31,590/-
5.	HDFC Ergo General Insurance Co. Ltd.	2311204922594000000	Hi-Green Carbon Limited	October 22, 2022	October 21, 2023	Package Policy _ Private Vehicle	1,43,186/-	5,917/-
6.	Liberty General Insurance Ltd	201140020322100051903000	Hi-Green Carbon Limited	November 15, 2022	November 14, 2023	Package Policy _ Private Vehicle	2,73,448/-	8,488/-
7.	National Insurance Co. Ltd.	R154511600	Hi-Green Carbon Limited	June 13, 2022	June 12, 2023	Package Policy _ Private Vehicle	2,67,000/-	6,616/-
8.	TATA AIG General Insurance Co. Ltd.	62004165400000	Hi-Green Carbon Limited	June 28, 2022	June 27, 2023	Package Policy _ Private Vehicle	33,50,00,000/-	1,03,194/-
9.	New India Assurance Co. Ltd	33080331220200002692	Hi-Green Carbon Limited	August 18, 2022	August 17, 2023	Commercial Vehicle Liability Only Policy - Liability only with Fire and theft	-	35,613/-
10.	New India Assurance Co. Ltd	33080331220200000955	Hi-Green Carbon Limited	June 01, 2022	May 31, 2023	Commercial Vehicle Liability Only Policy	-	6,897/-
11.	New India Assurance Co. Ltd	33080331220200003615	Hi-Green Carbon Limited	September 28, 2022	September 27, 2022	Commercial Vehicle Liability Only Policy	-	44,100/-
12.	New India Assurance Co. Ltd	33080331220100000956	Hi-Green Carbon Limited	June 01, 2022	May 31, 2022	Commercial Vehicle Liability Only Policy	-	43,412/-

## HISTORY AND CORPORATE STRUCTURE

### COMPANY'S BACKGROUND

Our Company was originally incorporated as “*Shantol Green Hydrocarbons (India) Private Limited*” as a private limited company under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated August 29, 2011, issued by the Registrar of Companies, Gujarat, Dadra and Nagar Havelli. Subsequently, the name of our company was changed from “*Shantol Green Hydrocarbons (India) Private Limited*” to “*Shantol Green Energy (India) Private Limited*”, pursuant to a special resolution passed by our Shareholders in the Extra-Ordinary General Meeting held on October 31, 2011, vide Certificate of Incorporation dated November 04, 2011, issued by the Registrar of Companies, Gujarat, Dadra and Nagar Havelli. Later on, the name of our company was changed from “*Shantol Green Energy (India) Private Limited*” to “*Shantol Green (India) Private Limited*”, pursuant to a special resolution passed by our Shareholders in the Extra-Ordinary General Meeting held on February 28, 2017, vide Certificate of Incorporation dated March 15, 2017 issued by the Registrar of Companies, Ahmedabad. Thereafter, the name of our company was changed from “*Shantol Green (India) Private Limited*” to “*Hi-Green Carbon Private Limited*”, pursuant to a special resolution passed by our Shareholders in the Annual General Meeting held on September 12, 2022, vide Certificate of Incorporation dated September 21, 2022 issued by the Registrar of Companies, Ahmedabad. Further, our company was converted from a private limited company to public limited company, pursuant to a special resolution passed by our Shareholders in the Extra-Ordinary General Meeting held on February 14, 2023 and consequently, the name of our Company was changed to “*Hi-Green Carbon Limited*” and a fresh certificate of incorporation dated March 21, 2023 was issued to our Company by the Registrar of Companies, Ahmedabad.

Headquartered in Rajkot, Gujarat, Hi-Green Carbon Limited is a part of Radhe Group Energy, based at Rajkot, Gujarat. Radhe Group of Energy, founded by Dr. Shaileshkumar Vallabhadas Makadia, is fast growing private enterprise in the renewable energy sector. The Group's core focus is on Renewable Energy with a diversified balanced portfolio stretching from castings, consumer goods, corporate farming, packaging and herbal products.

Our company was originally formed by Mr. Amitkumar Hasmukhrai Bhalodi, Mrs. Dakshaben Shaileshbhai Makadia (wife of Dr. Shaileshkumar Vallabhadas Makadia), Mrs. Binaben Sandip Makadia and Mr. Rajendra Umedlal Mehta in year 2011. Subsequently, M/s. RNG Finlease Private Limited acquired control of our company, by way of acquisition of Equity Share of the company during year 2012 to 2017. Later on, Mr. Amitkumar Hasmukhrai Bhalodi, Dr. Shaileshkumar Vallabhadas Makadia, Mrs. Krupa Chetakumar Dethariya, Mrs. Radhika Amirkumar Bhalodi, Mrs. Shiryakumari Shaileshkumar Makadia, and Mr. Koosh Chetankumar Dethariya acquired a total of 54,00,000 Equity Shares, constituting 28.42% of pre-issue paid up capital of our company, from M/s. RNG Finlease Private Limited in year 2022. As on the date of this Prospectus M/s. RNG Finlease Private Limited is holding 71.58% of pre-issue paid up capital of our company.

Our company was established by our promoters with a mission to create wealth from waste. Our promoters are professionals from science and commerce fields, having vision to support healthier environment for next generations, by recycling the waste.

Our Company is engaged in the business of waste tyres recycling. Our manufacturing plant operates on continuous pyrolysis process. It is an uninterrupted working method with continuous feeding and discharging system controlled by the program logic controller system. The process is fully automatic and requires almost no human intervention. Following continuous pyrolysis, we process the end-of-life tyres (ELTs) pieces to produce energy components and raw materials. Our major products are Recovered Carbon Black (rCB) and Steel Wires under Raw Material Category, Fuel Oil and Synthesis Gas under Energy components category. In order to utilise the energy in efficient manner, we utilise said synthesis gas, produced as by product of the pyrolysis process, for also manufacturing sodium silicate commonly known as raw glass.

We follow the highest quality practice and compliant with Highest Environmental, Health, and Safety (EHS) in recycle industries. The company has modern, Supervisory Control and Data Acquisition (SCADA) operated in integrated recycling plant at our manufacturing plant situated in Rajasthan. Our production facility at Rajasthan is installed with capacity of recycling of 100 MT waste tyres per day. Our company has been certified with Environmental Management Measures with ISO 14001:2015, Occupational Health & Safety Management standards with ISO 45001:2018, Quality Management Standards with ISO 9001:2015, Good Manufacturing Practice (GMP) and RoHS. Our product is REACH complied in terms of sustainability standards.

Our company is proposing a new manufacturing plant in Dhule district of Maharashtra, with capacity of recycling of 100 MT waste tyres per day. Our company has already acquired land admeasuring 21,500 sq. meters for the said purpose. The said expansion will add to the company's existing tyre processing capacity.

### REGISTERED OFFICE:

Registered Office of the Company is presently situated at G-557, Lodhika Industrial Estate, Metoda G.I.D.C. Gate No. 3, Metoda, Lodhika, Rajkot, Gujarat-360021, India. The Registered office of our Company has been changed since incorporation, details of which are given hereunder.



Date of Change of Registered office	Registered Office		Reason
On Incorporation	Plot No.2621/22, Gate No.1, Road D/2, Lodhika G.I.D.C., Kalawad Road, P.O. Metoda, Lodhika, Rajkot, Gujarat-360035, India.		Not Applicable
	Changed from	Changed to	
March 02, 2021	Plot No.2621/22, Gate No.1, Road D/2, Lodhika G.I.D.C., Kalawad Road, P.O. Metoda, Lodhika, Rajkot, Gujarat-360035, India.	G-557, Lodhika Industrial Estate, Metoda G.I.D.C. Gate No. 3, Metoda, Lodhika, Rajkot, Gujarat-360021, India.	Administrative Convenience

### KEY AWARDS, CERTIFICATIONS, ACCREDITATIONS AND RECOGNITIONS

For Key Awards, Certifications, Accreditations please refer to the section “Business Overview” on Page no 111 of this Prospectus.

### AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION

#### NAME CLAUSE

The Following changes have been made in Name Clause of our company since its inception

Date of Shareholders Approval	Particulars
On Incorporation	Shantol Green Hydrocarbons (India) Private Limited
October 31, 2011	The Name of our company changed from “Shantol Green Hydrocarbons (India) Private Limited” to “Shantol Green Energy (India) Private Limited”.
February 28, 2017	The Name of our company changed from “Shantol Green Energy (India) Private Limited” to “Shantol Green (India) Private Limited”.
September 12, 2022	The Name of our company changed from “Shantol Green (India) Private Limited” to “Hi-Green Carbon Private Limited”.
February 14, 2023	The Name of our company changed from “Hi-Green Carbon Private Limited” to “Hi-Green Carbon Limited”.

#### OBJECT CLAUSE

The Following changes have been made in Main Object Clause of our company since its inception:

Date of Amendment	Particulars
On Incorporation	1. <i>To carry in India and outside through branches or subsidiary, the Business for recycling of waste rubber, waste used tyre, plastic waste, e-waste, municipal waste and other waste materials and to produce hydro carbon fuel, carbon blacks, metals scraps and other residue materials as may be produced directly or indirectly from the process for sale in India and also outside India.</i>
September 20, 2016	The Main Object of the company to be pursued by the company as follow; 1) <i>To carry in India and outside through branches or subsidiary, the Business for recycling of waste, rubber, waste used tyre, plastic waste, e-waste, municipal waste, and other waste materials and other residue materials as may be produced directly and indirectly from the process for sale in India and also outside India.</i> 2) <i>To Carry on the business of Contractor, sub-contractor, quasi contractor, whether for government or semi government bodies or corporation or company or society or body corporate or firm or individual or schools or clubs or other bodies or private works, and to undertake contracts and sub contracts relating to construction, modification, repairing, alteration, removal, redecoration, redesigning, enlarging, improving and designing of civil work relating to energy conversation, recycling plants, water purification units, water supply pipeline, water desalination plants, building for whatever use, roads, approach roads, streets, circles, squares, parks, gardens, statues, parking places, bridges, dams, water courses and reservoirs, tunnels, earth works, sewers, tanks, drains sewage light houses, towers, transmission towers, pipelines, underground cables, railway tracks, railway sidings, run ways ship yards, stock yards, culverts, channels whether on turnkey basis or on labour contracts or otherwise.</i>

December 15, 2020	<p>The Main Object of the company to be pursued by the company as follow:</p> <ol style="list-style-type: none"> <li>1) <i>To carry in India and outside through branches or subsidiary, the business for recycling of waste, rubber, waste used tyre, plastic waste, e-waste, municipal waste and other waste material and to produce hydro carbon fuel, carbon blacks, metal scraps and other residue materials as may be produced directly or indirectly from the process for sale in India and also outside India.</i></li> <li>2) <i>To carry on the business of contractors, sub-contractors, quasi contractors whether for government or for semi government bodies or corporation or company or society or body corporate or firm or individuals or schools or clubs or other bodies or private works and to undertake contracts and sub contracts relating to construction, modification, repairing, alteration, removal, redecoration, redesigning, enlarging, improving and designing of civil work related to energy conservation, recycling plants, water purification units, water supply pipeline, water desalination plants, building for whatever use, roads, approach roads, streets, circles, squares, parks, gardens, statutes, parking places, bridges, dams, water courses and reservoirs, tunnels, earth works, sewers, tanks, drains sewage light houses, towers, transmission towers, pipelines, underground cables, railway tracks, railway sidings, run ways, ship yards, stock yards, culverts, channels whether on turnkey basis or on labour contracts or otherwise.</i></li> <li>3) <i>To carry on the business as manufacturer, processor, packer, buyer, seller, exporter, importer, agent, consignor, consignees, distributor, trader, shipper or dealer of all types and kinds of organic and inorganic chemical and chemical products including sodium silicate in glassy, solid, liquid or powder or in any other form, soda ash, soda lie, caustic soda, dyes, dye intermediates, acid and such other products.</i></li> </ol>
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### **AUTHORIZED CAPITAL**

The following changes have been made in the Authorized Capital of our Company since inception:

Date of Amendment	Particulars
On Incorporation	Authorized Capital of ₹ 5.00 Lakhs Consisting into 50,000 (Fifty Thousand) Equity Shares of ₹ 10/-each.
November 10, 2012	The Authorised Share capital increased from ₹ 5.00 Lakhs Consisting of 50,000 (Fifty Thousand) equity shares of ₹ 10/- each to ₹ 500.00 Lakhs Divided into 50,00,000 (Fifty Lakhs) Equity Shares of ₹10/- each.
March 14, 2013	The Authorised Share capital increased from ₹ 500.00 Lakhs Consisting of 50,00,000 (Fifty Lakhs) equity shares of ₹ 10/- each to ₹ 1100.00 Lakhs Divided into 1,10,00,000 (One Crore Ten Lakhs) Equity Shares of ₹10/- each.
February 22, 2016	The Authorised Share capital increased from ₹ 1100.00 Lakhs Consisting of 1,10,00,000 (One Crore Ten Lakhs) equity shares of ₹ 10/- each to ₹ 1500.00 Lakhs Divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of ₹10/- each.
March 20, 2017	The Authorised Share capital increased from ₹ 1500.00 Lakhs Consisting of 1,50,00,000 (One Crore Fifty Lakhs) equity shares of ₹ 10/- each to ₹ 1900.00 Lakhs Divided into 1,90,00,000 (One Crore Ninety Lakhs) Equity Shares of ₹10/- each.
February 14, 2023	The Authorised Share capital increased from ₹ 1900.00 Lakhs Consisting of 1,90,00,000 (One Crore Ninety Lakhs) equity shares of ₹ 10/- each to ₹ 2500.00 Lakhs Divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of ₹10/- each.

### **MAJOR EVENTS**

There are no major events in the company since its incorporation except as mentioned below.

Year	Key Events/Milestone/ Achievement
2011	Our Company was incorporated as a private limited company under the name “ <i>Shantol Green Hydrocarbons (India) Private Limited</i> ”.
2023	Certified with Environmental Management System with ISO 14001:2015
2023	Certified with Occupational Health & Safety Management System with ISO 45001:2018

Year	Key Events/Milestone/ Achievement
2023	Certified with Quality Management System with ISO 9001:2015
2023	Certificate of compliance for with the requirements of standard of Good Manufacturing Practice (GMP) for Manufacturing of Recovered Carbon Black and Fuel Oil.
2023	Certificate of compliance in terms of sustainability standards-REACH (Registration, Evaluation and Authorization of Chemical Substances).
2023	Conversion of our company from Private Limited to Public Limited Company.
2023	Our company has incorporated Wholly owned subsidiary company name as “Shantol Recycling Private Limited”

#### OTHER DETAILS REGARDING OUR COMPANY

For information on our activities, services, growth, technology, marketing strategy, our standing with reference to our prominent competitors and customers, please refer to sections titled “*Business Overview*”, “*Industry Overview*” and “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*” beginning on page no. 111, 101 and 163 respectively of this Prospectus. For details of our management and managerial competence and for details of shareholding of our Promoter, please refer to sections titled “*Our Management*” and “*Capital Structure*” beginning on page nos. 137 and 55 respectively of this Prospectus.

#### RAISING OF CAPITAL IN FORM OF EQUITY OR DEBT

For details regarding our capital raising activities through equity or debt, please see the section entitled “*Capital Structure*” and “*Restated Financial Information*” on page nos. 55 and 161 respectively of this Prospectus.

#### DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/ BANKS AND CONVERSION OF LOANS INTO EQUITY

There have been no defaults or rescheduling of borrowings with financial institutions/banks in respect of our current borrowings from lenders. None of our outstanding loans have been converted into equity shares.

#### HOLDINGS AND JOINT VENTURES OF THE COMPANY

As on the date of this Prospectus, our Company does not have Holding Company or Joint Venture Company except mentioned below;

<b>Name of Holding Company</b>	RNG Finlease Private Limited			
<b>Nature of Business</b>	Engaged in the Business of Financial Investment.			
<b>Capital Structure as on date of this Prospectus</b>	<b>Sr. No.</b>	<b>Name of Share Holders</b>	<b>No of Shares</b>	<b>% of Holding</b>
	1.	Aditya Infracore LLP	1116500	33.52
	2.	Uttam Paper Suppliers LLP	1082050	32.49
	3.	Rohini Suppliers LLP	1132000	33.99
		<b>Total</b>	<b>3330550</b>	<b>100.00</b>
<b>Share Holding of in our company</b>	As on date of this Prospectus, RNG Finlease Private Limited is holding 71.58% equity shares in Our company.			
<b>Amount of Accumulated profit or losses of the Subsidiary (ies) not accounted for by our company.</b>	Till the date of this Prospectus there is no Accumulated profits or losses of the subsidiary not accounted for by our company.			

#### SUBSIDIARIES OF THE COMPANY

Except, below mentioned, as on the date of this Prospectus our company does not have any Subsidiary.

<b>Name of Subsidiary Company</b>	Shantol Recycling Private Limited
<b>Nature of Business</b>	Engaged in the Business of recycling of waste rubber, waste used tyre, plastic waste, e-waste, municipal waste and other waste material and to produce hydro carbon fuel, carbon blacks, metal scraps and other residue materials as may be produced directly or indirectly from the recycling process and to trade or deal in all such products derived from recycling process.

Capital Structure as on date of this Prospectus	Sr. No.	Name of Share Holders	No of Shares	% of Holding
	1.	Amitkumar Hasmukhrai Bhalodi (Acting as Nominee of Hi-Green Carbon Private Limited)	1000	1.00
	2.	Hi-Green Carbon Limited	99000	99.00
		<b>Total</b>	<b>100000</b>	<b>100.00</b>
Share Holding of our company in Subsidiary Company	As on date of this Prospectus, Hi-Green Carbon Limited is holding 100000 equity shares in Shantol Recycling Private Limited. Which constituted 100% equity shares of the company, making it a wholly owned subsidiary.			
Amount of Accumulated profit or losses of the Subsidiary (ies) not accounted for by our company.	Till the date of this Prospectus there is no Accumulated profits or losses of the subsidiary not accounted for by our company.			

### INJUNCTION AND RESTRAINING ORDER

Our company is not under any injunction or restraining order, as on date of filing of this Prospectus.

### MANAGERIAL COMPETENCE

For managerial Competence, please refer to the section “Our Management” on Page no. 137 of this Prospectus.

### MATERIAL ACQUISITIONS / AMALGAMATIONS / MERGERS/ REVALUATION OF ASSETS/DIVESTMENT OF BUSINESS/UNDERTAKING IN LAST TEN YEARS

There has been no Material Acquisitions/Amalgamations/Mergers/Revaluation of Assets/Divestment of Business/Undertaking in last ten years.

### TOTAL NUMBER OF SHAREHOLDERS OF OUR COMPANY

As on the date of filing of this Prospectus, the total numbers of equity shareholders are 7 (Seven). For more details on the shareholding of the members, please see the section titled “Capital Structure” at page no. 55 of this Prospectus.

### MAIN OBJECTS AS SET OUT IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

The object clauses of the Memorandum of Association of our Company enable us to undertake the activities for which the funds are being raised in the present Offer. Furthermore, the activities of our Company which we have been carrying out until now are in accordance with the objects of the Memorandum. The objects for which our Company is established are:

- 1) To carry in India and outside through branches or subsidiary, the business for recycling of waste, rubber, waste used tyre, plastic waste, e-waste, municipal waste and other waste material and to produce hydro carbon fuel, carbon blacks, metal scraps and other residue materials as may be produced directly or indirectly from the process for sale in India and also outside India.
- 2) To carry on the business of contractors, sub-contractors, quasi contractors whether for government or for semi government bodies or corporation or company or society or body corporate or firm or individuals or schools or clubs or other bodies or private works and to undertake contracts and sub contracts relating to construction, modification, repairing, alteration, removal, redecoration, redesigning, enlarging, improving and designing of civil work related to energy conservation, recycling plants, water purification units, water supply pipeline, water desalination plants, building for whatever use, roads, approach roads, streets, circles, squares, parks, gardens, statutes, parking places, bridges, dams, water courses and reservoirs, tunnels, earth works, sewers, tanks, drains sewage light houses, towers, transmission towers, pipelines, underground cables, railway tracks, railway sidings, run ways, ship yards, stock yards, culverts, channels whether on turnkey basis or on labour contracts or otherwise.
- 3) To carry on the business as manufacturer, processor, packer, buyer, seller, exporter, importer, agent, consignee, consignees, distributor, trader, shipper or dealer of all types and kinds of organic and inorganic chemical and chemical products including sodium silicate in glassy, solid, liquid or powder or in any other form, soda ash, soda lie, caustic soda, dyes, dye intermediates, acid and such other products.

### SHAREHOLDERS' AGREEMENTS

Our Company has not entered into any shareholders agreement as on the date of filing this Prospectus.

### OTHER AGREEMENTS

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As on the date of this Prospectus our Company has not entered into any agreements other than those entered into in the ordinary course of business and there are no material agreements entered as on the date of this Prospectus.

#### **JOINT VENTURE AGREEMENTS**

Our Company has not entered into any joint venture agreement as on the date of this Prospectus.

#### **COLLABORATION AGREEMENTS**

Our Company has not entered into any collaboration agreement as on the date of this Prospectus.

#### **STRATEGIC PARTNERS**

Our Company is not having any strategic partner as on the date of filing this Prospectus.

#### **FINANCIAL PARTNERS**

Our Company has not entered into any financial partnerships with any entity as on the date of filing of this Prospectus.

## KEY INDUSTRY REGULATIONS

This section details out key industrial as well as statutory regulation that are applicable to the company. Any Company being a legal personality has to adhere to certain laws and regulations. The information detailed in this chapter has been obtained from various legislations, including rules and regulations promulgated by the regulatory bodies that are available in the public domain.

Further, the Company may be required to obtain licenses and approvals depending upon the prevailing laws and regulations as applicable. For information on regulatory approvals obtained by us, please refer to the Chapter titled “*Government and Other Approvals*” on page 237 of this Prospectus/Prospectus. We are required to obtain and regularly renew certain licenses / registrations / sanctions / permissions required statutorily under the provisions of various Central and State Government regulations, rules, bye laws, acts and policies. Additionally, the projects undertaken by us require, at various stages, the sanction of the concerned authorities under the relevant central and state legislations and local byelaws. Following is an overview of some of the important laws and regulations, which are relevant to our business.

### LAWS RELATING TO BUSINESS

#### 1. THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006

The Micro, Small and Medium Enterprises Development Act, 2006 as amended from time to time (MSME Act) seeks to facilitate the development of micro, small and medium enterprises. The MSME Act provides that where an enterprise is engaged in the manufacturing and production of goods pertaining to any industry specified in the first schedule to the industries (Development and Regulation) Act, 1951, the classification of an enterprise will be as follows:

- a) where the investment in plant and machinery does not exceed twenty-five lakh rupees shall be regarded as a micro enterprise.
- b) where the investment in plant and machinery is more than twenty-five lakh rupees but does not exceed five crore rupees shall be regarded as a small enterprise.
- c) where the investment in plant and machinery is more than five crore rupees but does not exceed ten crore rupees shall be regarded as a medium enterprise.

The MSME Act provides for the memorandum of micro, small and medium enterprises to be submitted by the relevant enterprises to the prescribed authority. While it is compulsory for medium enterprises engaged in manufacturing to submit the memorandum, the submission of the memorandum by micro and small enterprises engaged in manufacturing is optional. The MSME Act ensures that the buyer of goods makes payment for the goods supplied to him immediately or before the date agreed upon between the buyer and supplier. The MSME Act provides that the agreed period cannot exceed forty-five days from the day of acceptance of goods. The MSME Act also stipulates that in case the buyer fails to make payment to the supplier within the agreed period, then the buyer will be liable to pay compound interest at three times of the bank rate notified by the Reserve Bank of India from the date immediately following the date agreed upon.

#### 2. THE FACTORIES ACT, 1948

The Factories Act, 1948 (“Factories Act”) seeks to regulate labour employed in factories and makes provisions for the safety, health and welfare of the workers. The term ‘factory’, as defined under the Factories Act, means any premises which employs or has employed on any day in the previous 12 (twelve) months, 10 (ten) or more workers and in which any manufacturing process is carried on with the aid of power, or any premises wherein 20 (twenty) or more workmen are employed at any day during the preceding 12 (twelve) months and in which any manufacturing process is carried on without the aid of power. An occupier of a factory under the Factories Act, means the person who has ultimate control over the affairs of the factory. The occupier or manager of the factory is required to obtain a registration for the factory. The Factories Act also requires inter alia the maintenance of various registers dealing with safety, labour standards, holidays and extent of child labour including their conditions. Further, notice of accident or dangerous occurrence in the factory is to be provided to the inspector by the manager of the factory.

#### 3. THE INDUSTRIAL DISPUTES ACT, 1947 AND INDUSTRIAL DISPUTE (CENTRAL) RULES, 1957

The Industrial Disputes Act, 1947 (“ID Act”) was enacted to make provision for investigation and settlement of industrial disputes and for other purposes specified therein. Workmen under the ID Act have been provided with several benefits and are protected under various labour legislations, whilst those persons who have been classified as managerial employees and earning salary beyond a prescribed amount may not generally be afforded statutory benefits or protection, except in certain cases. Employees may also be subject to the terms of their employment contracts with their employer, which contracts are regulated by the provisions of the Indian Contract Act, 1872. The ID Act also sets out certain requirements in relation to the termination of the services of the workman’s services. This includes detailed

procedure prescribed for resolution of disputes with labour, removal and certain financial obligations up on retrenchment. The Industrial Dispute (Central) Rules, 1957 specify procedural guidelines for lock-outs, closures, lay-offs and retrenchment.

#### **4. THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013 (“POSH ACT”)**

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“POSH Act”) provides for the protection of women and prevention of sexual harassment at work place. The SHWW Act also provides for a redressal mechanism to manage complaints in this regard. Sexual harassment includes one or more of the following acts or behavior namely, physical contact and advances or a demand or request for sexual favor or making sexually colored remarks, showing pornography or any other unwelcome physical, verbal or nonverbal conduct of sexual nature. The POSH Act makes it mandatory for every employer of a workplace to constitute an Internal Complaints Committee which shall always be presided upon by a woman. It also provides for the manner and time period within which a complaint shall be made to the Internal Complaints Committee i.e. a written complaint is to be made within a period of 3 (three) months from the date of the last incident. If the establishment has less than 10 (ten) employees, then the complaints from employees of such establishments as also complaints made against the employer himself shall be received by the Local Complaints Committee. The penalty for non-compliance with any provision of the POSH Act shall be punishable with a fine extending to Rs. 50,000.

#### **5. MATERNITY BENEFIT ACT, 1961**

The Maternity Benefit Act, 1961 provides for leave and right to payment of maternity benefits to women employees in case of confinement or miscarriage etc. The act is applicable to every establishment which is a factory, mine or plantation including any such establishment belonging to government and to every establishment of equestrian, acrobatic and other performances, to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a state, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; provided that the state government may, with the approval of the Central Government, after giving at least two months’ notice shall apply any of the provisions of this act to establishments or class of establishments, industrial, commercial, agricultural or otherwise.

#### **6. GENERAL LABOUR LAWS**

The employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws. The following is an indicative list of labour laws other than state-wise shops and establishments acts, which may be applicable to the Company due to the nature of its business activities:

1. The Contract Labour (Regulation and Abolition) Act, 1970;
2. Code on Wages, 2019\*;
3. Code on Social Security, 2020\*;
4. The Employee’s Compensation Act, 1923;
5. Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979;
6. The Payment of Gratuity Act, 1972;
7. The Payment of Bonus Act, 1965;
8. The Maternity Benefit Act, 1961;
9. The Minimum Wages Act, 1948;
10. The Employees’ State Insurance Act, 1948;
11. The Employees’ Provident Funds and Miscellaneous Provisions Act, 1952;
12. The Payment of Wages Act, 1936;
13. The Industrial Disputes Act, 1947;
14. The Trade Unions Act, 1926;
15. Industrial Employment (Standing Orders) Act, 1946;
16. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
17. The Equal Remuneration Act, 1976; and
18. The Child Labour (Prohibition and Regulation) Act, 1986.

*\*Certain provisions of the Code on Wages and the Code on Social Security have been notified as on date.*

In order to rationalize and reform labor laws in India, the Government of India has notified four labor codes till date, namely,

1. the Code on Wages, 2019 which will repeal the Payment of Bonus Act, 1965, Minimum Wages Act, 1948, Equal Remuneration Act, 1976 and the Payment of Wages Act, 1936,
2. the Industrial Relations Code, 2020 which will repeal the Trade Unions Act, 1926, Industrial Employment (Standing Orders) Act, 1946 and Industrial Disputes Act, 1947,
3. the Code on Social Security, 2020 which will repeal certain enactments including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, Maternity Benefit Act, 1961, Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959 and the Payment of Gratuity Act, 1972 and (iv) the Occupational Safety, Health and Working Conditions Code, 2020 which will repeal certain enactments including the Factories Act, 1948, Motor Transport Workers Act, 1961 and the Contract Labour (Regulation and Abolition) Act, 1970

## INTELLECTUAL PROPERTY LAW

### 7. TRADEMARKS ACT, 1999 (Trademark Act)

A trademark is used in relation to goods so as to indicate a connection in the course of trade between the goods and a person having the right as proprietor or user to use the mark. The Trademarks Act, 1999, (Trademarks Act) governs the registration, acquisition, transfer and infringement of trademarks and remedies available to a registered proprietor or user of a trademark. Registration is valid for a period of 10 years but can be renewed in accordance with the specified procedure. As per the Trademarks (Amendment) Bill, 2009, Registrar of Trade Marks is empowered to deal with international applications originating from India as well as those received from the International Bureau and maintain a record of international registrations. It also removes the discretion of the Registrar to extend the time.

### 8. COPYRIGHTS ACT, 1957 (Copyright Act)

The Copyrights Act governs copyright protection in India. Under the Copyright Act, copyright may subsist in original literary, dramatic, musical or artistic works, cinematograph films, and sound recordings. Following the issuance of the International Copyright Order, 1999, subject to certain exceptions, the provisions of the Copyright Act apply to nationals of all member states of the World Trade Organization. While copyright registration is not a prerequisite for acquiring or enforcing a copyright, registration creates a presumption favouring ownership of the copyright by the registered owner. Copyright registration may expedite infringement proceedings and reduce delay caused due to evidentiary considerations. Once registered, the copyright protection of a work lasts for 60 years. The remedies available in the event of infringement of a copyright under the Copyright Act include civil proceedings for damages, account of profits, injunction and the delivery of the infringing copies to the copyright owner. The Copyright Act also provides for criminal remedies, including imprisonment of the accused, imposition of fines and seizure of infringing copies.

### 9. PATENTS ACT, 1970 (Patent Act)

The purpose of the Patent Act in India is to protect inventions. Patents provide the exclusive rights for the owner of a patent to make, use, exercise, distribute and sell a patented invention. The patent registration confers on the patentee the exclusive right to use, manufacture and sell his invention for the term of the patent. An application for a patent can be made by (a) person claiming to be the true and first inventor of the invention; (b) person being the assignee of the person claiming to be the true and first invention in respect of the right to make such an application; and (c) legal representative of any deceased person who immediately before his death was entitled to make such an application. Penalty for the contravention of the provisions of the Patents Act include imposition of fines or imprisonment or both.

## PROPERTY RELATED LAWS

### 10. TRANSFER OF PROPERTY ACT, 1882

The transfer of property, including immovable property, between living persons, as opposed to the transfer of property by the operation of law, is governed by the Transfer of Property Act, 1882 ("T.P. Act"). The T.P. Act establishes the general principles relating to the transfer of property including among other things identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property.

### 11. THE INDIAN STAMP ACT, 1899



Stamp duty is payable on all instruments/ documents evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. The Indian Stamp Act, 1899 (the “Stamp Act”) provides for the imposition of stamp duty at the specified rates on instruments listed in Schedule I of the Stamp Act. However, under the Constitution of India, the states are also empowered to prescribe or alter the stamp duty payable on such documents executed within the state. Instruments chargeable to duty under the Stamp Act but which have not been duly stamped, are incapable of being admitted in court as evidence of the transaction contained therein. The Stamp Act also provides for impounding of instruments by certain specified authorities and bodies and imposition of penalties, for instruments which are not sufficiently stamped or not stamped at all. Instruments which have not been properly stamped instruments can be validated by paying a penalty of up to 10 times of the total duty payable on such instruments.

## TAXATION LAWS

### 12. INCOME TAX ACT, 1961

The government of India imposes an income tax on taxable income of all persons including individuals, Hindu Undivided Families (HUFs), companies, firms, association of persons, body of individuals, local authority and any other artificial judicial person. Levy of tax is separate on each of the persons. The levy is governed by the Indian Income Tax Act, 1961. The Indian Income Tax Department is governed by CBDT and is part of the Department of Revenue under the Ministry of Finance, Govt. of India. Income tax is a key source of funds that the government uses to fund its activities and serve the public. The quantum of tax determined as per the statutory provisions is payable as: a) Advance Tax; b) Self-Assessment Tax; c) Tax Deducted at Source (TDS); d) Tax Collected at Source (TCS); e) Tax on Regular Assessment.

### 13. GOODS AND SERVICE TAX (GST)

The GST Act levies indirect tax throughout India to replace many taxes levied by the Central and State Governments. The GST Act was applicable from July 1, 2017 and combined the Central Excise Duty, Commercial Tax, Value Added Tax (VAT), Food Tax, Central Sales Tax (CST), Introit, Octroi, Entertainment Tax, Entry Tax, Purchase Tax, Luxury Tax, Advertisement Tax, Service Tax, Customs Duty, Surcharges. GST is levied on all transactions such as sale, transfer, purchase, barter, lease, or import of goods and/or services. India has adopted a dual GST model, meaning that taxation is administered by both the Union and State Governments. Transactions made within a single state is levied with Central GST (CGST) by the Central Government and State GST (SGST) by the government of that state. For interstate transactions and imported goods or services, an Integrated GST (IGST) is levied by the Central Government. GST is a consumption-based tax; therefore, taxes are paid to the state where the goods or services are consumed and not the state in which they were produced.

## ENVIRONMENTAL PROTECTION LAWS

### 14. THE ENVIRONMENT PROTECTION ACT, 1986 (THE “ENVIRONMENT PROTECTION ACT”) AND THE ENVIRONMENT (PROTECTION) RULES, 1986 (THE “ENVIRONMENT PROTECTION RULES”)

The Environment Protection Act was enacted to act as an “umbrella” legislation designed to provide a framework for coordination of the activities of various central and state authorities established under previous laws. The Environment Protection Act authorises the Central Government to protect and improve environment quality, control, and reduce pollution. The Environment Protection Rules framed under the Environment Protection Act lay down specific provisions regarding standards for emission or discharge of environmental pollutants, prohibition of carrying out industrial activities in certain geographical locations, procedures for function of environmental laboratories and submission of samples. The draft Environment (Protection) Amendment Rules, 2020 provide for regulations on use of membrane - based water purification system which, if passed, shall be applicable to all filtration - based purification or wastewater treatment system, where polymer - based membrane is used and discarded at the end of its life.

### 15. AIR (PREVENTION AND CONTROL OF POLLUTION) ACT, 1981 (THE “AIR ACT”)

The Air Act was enacted and designed for the prevention, control and abatement of air pollution and establishes Central and State pollution control boards for the aforesaid purposes. In accordance with the provisions of the Air Act, any person establishing or operating an industrial plant in an air pollution control area must apply in a prescribed form and obtain consent from the state pollution control board prior to commencing any activity.

### 16. THE WATER (PREVENTION AND CONTROL OF POLLUTION) ACT, 1974 (THE “WATER ACT”)

The Water Act was enacted to provide for the prevention and control of water pollution and the maintaining or restoring of wholesomeness of water. Further, the Water Act also provides for the establishment of boards with a view to carrying out the aforesaid purposes for conferring on and assigning to such boards powers and functions relating thereto.

## OTHER GENERAL LAWS

## **17. THE COMPANIES ACT, 2013**

The Companies Act, 2013, has been introduced to replace the existing Companies Act, 1956 in a phased manner. The 2013 Act is divided into 29 chapters containing 470 sections as against 658 Sections in the Companies Act, 1956 and has 7 schedules. A new term of "one-person company" is included in this act that will be a private company. Further, the Act deals with incorporation of companies and the procedure for incorporation and post incorporation. The conversion of private company into public company and vice versa is also laid down under the Companies Act, 2013. The procedure related to appointment of Directors. The procedure relating to winding up, voluntary winding up, appointment of liquidator also forms part of the Act. The Ministry of Corporate Affairs has issued the rules and new improved e-forms complementary to the Act establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Act.

## **18. SALE OF GOODS ACT, 1930**

The Sale of Goods Act, 1930 including its amendment from time to time, define and amend the law relating to the sale of goods in India. The act provides for setting up of contracts where the seller transfers or agrees to transfer the title (ownership) in the goods to the buyer for consideration. It is applicable all over India. Under the act, goods sold from owner to buyer must be sold for a certain price and at a given period of time.

## **19. CONSUMER PROTECTION ACT, 2019**

The Consumer Protection Act, 2019, along with the Consumer Protection (E-Commerce) Rules, 2020 ("COPRA") has superseded Consumer Protection Act, 1986 and came into force on July 20, 2020 and July 23, 2020, respectively. The COPRA has been promulgated to provide for the protection of consumers' interests, to establish authorities for timely and effective administration, to settle consumers' disputes and other connected matters. It provides for establishment of the Central Consumer Protection Council to render advice on the promotion and protection of consumers' rights and the Central Consumer Protection Authority to regulate matters relating to violation of rights of consumers, unfair trade practices, and false or misleading advertisements which are prejudicial to the interests of public and consumers. The Consumer Disputes Redressal Commissions at the district, state, and national levels are also established under the COPRA. The COPRA also governs the online sale of goods, services, digital products by entities which own, operate, or manage digital or electronic facility or platform for electronic commerce, all models of e-commerce (including marketplace or inventory based), and all e-commerce sellers. It lays down the duties and liabilities of E-Commerce entities and e-commerce sellers

## **20. OTHER INDIAN LAWS**

In addition, to the above, the company is also governed by the provisions of the Competition and rules framed thereunder, other relevant central and state tax laws, foreign exchange and investment laws, applicable building and fire-safety related laws, customs act, contract act and foreign trade laws and other applicable laws and regulation imposed by the Central Government and State Governments and other authorities for over day to day business, operations and administration.

## OUR MANAGEMENT

In accordance with Articles of Association, unless otherwise determined in a general meeting of the Company and subject to the provisions of the Companies Act, 2013 and other applicable rules, the number of Directors of the Company shall not be less than 3 and not more than 15. Our Company currently has 7 (Seven) directors on our Board, out of which 2 (Two) are Executive Directors, 2 (Two) is Non-Executive Directors and 3 (Three) are Independent Directors.

- |   |   |                                     |
|---|---|-------------------------------------|
| 1. Mr. Amitkumar Hasmukhrai Bhalodi         | - | Managing Director cum CFO           |
| 2. Dr. Shaileshkumar Vallabhdas Makadia     | - | Chairman and Non-Executive Director |
| 3. Mr. Nirmalkumar Karshandas Sutaria       | - | Whole Time Director                 |
| 4. Mrs. Krupa Chetankumar Dethariya         | - | Non-Executive Director              |
| 5. Mr. Narendra Kantilal Patel              | - | Independent Director                |
| 6. Mr. Shaileshbhai Durlabhjibhai Sagpariya | - | Independent Director                |
| 7. Mr. Parashar Kishorbhai Vyas             | - | Independent 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:

Sr. No.	Details of Director		Other Directorships/Designated Partner
1.	<b>Name</b>	Mr. Amitkumar Hasmukhrai Bhalodi	<ul style="list-style-type: none"> <li>➤ RNG Finlease Private Limited</li> <li>➤ Hi-Mac Castings Private Limited</li> <li>➤ Radhe Associates Private Limited</li> <li>➤ Vitagreen Products Private Limited</li> <li>➤ Shantol Recycling Private Limited</li> <li>➤ Aditya Infraproject LLP</li> <li>➤ Uttam Paper Suppliers LLP</li> <li>➤ Rohini Suppliers LLP</li> </ul>
	<b>DIN</b>	00410150	
	<b>Father's Name</b>	Mr. Hasmukhrai Arjanbhai Bhalodi	
	<b>Address</b>	Flat No. A-203, Cozy Courtyard, Nava Mauva-Ambika Township Road, Opp. Speedwell Party Plot, Kalawad Road, Rajkot Postal colony, Rajkot- 360004, Gujarat.	
	<b>Date of Birth</b>	January 13, 1984	
	<b>Age</b>	39 Years	
	<b>Designation</b>	Managing Director cum CFO	
	<b>Occupation</b>	Businessman	
	<b>Experience</b>	He is having more than 15 years in the field of Corporate, Finance, Business Management, Manufacturing of Carbon Products, Renewable Energy Equipment, Spices and Foods products.	
	<b>Qualifications</b>	Holds Degree of Company Secretary from Institute of Company Secretary of India.	
<b>Nationality</b>	Indian		
<b>Date of Appointment</b>	He was appointed as a Non-Executive Director of the Company since incorporation. Thereafter, he was redesignated as Managing Director of the company for the period of 5 years w.e.f. February 01, 2023. Further, he was also appointed as CFO of the Company w.e.f. February 01, 2023.		
2.	<b>Name</b>	Dr. Shaileshkumar Vallabhdas Makadia	<ul style="list-style-type: none"> <li>➤ Radhe Associates Private Limited</li> <li>➤ RNG Finlease Private Limited</li> <li>➤ Radhe Renewable Energy Development Private Limited</li> <li>➤ Shantol Recycling Private Limited</li> </ul>
	<b>DIN</b>	00593049	
	<b>Father's Name</b>	Mr. Vallabhdas Vrujlal Makadia	
	<b>Address</b>	A-1104, Copper Elegance, Speedwell Chowk, opp. Mavdi Police HQ, Mota Mava Road, Rajkot, 360005, Gujarat.	
	<b>Date of Birth</b>	May 10, 1969	
	<b>Age</b>	54 Years	
	<b>Designation</b>	Chairman and Non-Executive Director	
<b>Occupation</b>	Businessman		

Sr. No.	Details of Director		Other Directorships/Designated Partner
	<b>Experience</b>	He has an Experience of more than 19 years in the field of Biomass Briquetting, Renewable Energy, Food Processing and Recovered Carbon Black & Waste Recycling process.	➤ Samsara Recycling Private Limited
<b>Qualifications</b>	He holds the Degree of Bachelor of Veterinary Science and Animal Husbandry from Gujarat Agricultural University.		
<b>Nationality</b>	Indian		
<b>Date of Appointment</b>	He was appointed as an Executive Director of the Company w.e.f. September 16, 2011. Thereafter, he resigned as director of the company w.e.f. March 25, 2018. Further he was appointed as director of the company w.e.f. October 15, 2022. Now he is appointed as Chairman and Non-Executive Director of the company w.e.f. February 01, 2023.		
3.	<b>Name</b>	Mr. Nirmalkumar Karshandas Sutaria	NIL
<b>DIN</b>	05208299		
<b>Father's Name</b>	Mr. Karsanbhai Narsibhai Sutaria		
<b>Address</b>	Near Bus Stand, Pipaliya, Rajkot -360410, Gujarat.		
<b>Date of Birth</b>	March 18, 1971		
<b>Age</b>	52 Years		
<b>Designation</b>	Whole Time Director		
<b>Occupation</b>	Self Employed		
<b>Experience</b>	He is having an overall experience of 19 years in the wholesale trading and more than 11 Years of experience of Waste Recycling and Recovering Carbon Black.		
<b>Qualifications</b>	He has completed his bachelor's in commerce from Saurashtra University.		
<b>Nationality</b>	Indian		
<b>Date of Appointment</b>	He was appointed as Non-Executive Director w.e.f. March 30, 2012. Thereafter, he was redesignated and appointed for 5 years as Whole Time Director of the Company w.e.f. February 01, 2023.		
4.	<b>Name</b>	Mrs. Krupa Chetankumar Dethariya	<ul style="list-style-type: none"> <li>➤ RNG Finlease Private Limited</li> <li>➤ KCD Commercial Private Limited.</li> <li>➤ Bhavesh Properties Private Limited</li> <li>➤ Madhukar Realities Private Limited</li> <li>➤ Tejas Builders Private Limited</li> <li>➤ Ovel Laminate LLP</li> <li>➤ Aditya Infraproject LLP</li> <li>➤ Uttam Paper Suppliers LLP</li> <li>➤ Rohini Suppliers LLP</li> </ul>
<b>DIN</b>	02911845		
<b>Fathers' Name</b>	Mr. Jayantkumar Jerajbhai Patel		
<b>Address</b>	801, Saphire Sun City Prime, Sandhu vasvani Road, Rajkot-360005, Gujarat.		
<b>Date of Birth</b>	June 26, 1979		
<b>Age</b>	43 Years		
<b>Designation</b>	Non-Executive Director		
<b>Occupation</b>	Business		
<b>Experience</b>	She is having overall experience of 13 years in construction business as well as import and trading of Glass, Mirrors. Papers and Melamine. Also having experience of more than 5 years in Manufacturing of paper based Decorative Laminate Sheets.		
<b>Qualifications</b>	Holds the Degree of Bachelor of Business Administration from Saurashtra University.		
<b>Nationality</b>	Indian		
<b>Date of Appointment</b>	She was appointed as Non-Executive Director of the company w.e.f. February 14, 2023 liable to retire by rotation.		
5.	<b>Name</b>	Mr. Narendra Kantilal Patel	

Sr. No.	Details of Director		Other Directorships/Designated Partner
	<b>DIN</b>	03164191	<ul style="list-style-type: none"> <li>➤ Samio Minerals Private Limited</li> <li>➤ Greenaer Crete Private Limited</li> <li>➤ Torfenster Systems (India) Private limited</li> </ul>
	<b>Fathers' Name</b>	Kantilal Patel	
	<b>Address</b>	Salarapuriya Luxuriya Apartment, daffodil tower, Flat No-2101, 8th main, Opp- Yeshwanthpura Bus Stand, Malleshwaram, Bangalore-560 003.	
	<b>Date of Birth</b>	November 29, 1970	
	<b>Age</b>	52 years	
	<b>Designation</b>	Independent Director	
	<b>Occupation</b>	Businessman	
	<b>Experience</b>	He has an experience for more than 10 years in the field of PVC Manufacturing.	
	<b>Qualifications</b>	He is an undergraduate	
	<b>Nationality</b>	Indian	
	<b>Date of Appointment</b>	He was appointed as an Independent Director of the Company for the term of 5 years w.e.f. April 01, 2023 and shall not be liable to retire by rotation.	
6.	<b>Name</b>	Mr. Shaileshbhai Durlabhjibhai Sagpariya	NIL
	<b>DIN</b>	10068422	
	<b>Fathers' Name</b>	Mr. Durlabhjibhai Karamsibhai Sagpariya	
	<b>Address</b>	A-36, Aalap Royal Pam, Near Mavdi village, Mavdi, Rajkot Postal Colony, Rajkot- 360004, Gujarat.	
	<b>Date of Birth</b>	July 19, 1973	
	<b>Age</b>	49 Years	
	<b>Designation</b>	Independent Director	
	<b>Occupation</b>	Professional	
	<b>Experience</b>	He has an experience of more than 20 years in the field of finance.	
	<b>Qualifications</b>	Hold the Degree of Bachelor of Commerce from the Bhavnagar University.	
	<b>Nationality</b>	Indian	
	<b>Date of Appointment</b>	He was appointed as an Independent Director of the Company for the term of 5 years w.e.f. April 01, 2023 and shall not be liable to retire by rotation.	
7.	<b>Name</b>	Mr. Parashar Kishorbhai Vyas	NIL
	<b>DIN</b>	10068419	
	<b>Fathers' Name</b>	Mr. Kishorbhai Mahendraprasad Vyas	
	<b>Address</b>	25 Ghuma Evergreen Society, behind- Kabir enclave, Ghuma, Ahmedabad, Gujarat-380058.	
	<b>Date of Birth</b>	February 23, 1989	
	<b>Age</b>	34 Years	
	<b>Designation</b>	Independent Director	
	<b>Occupation</b>	Businessman	
	<b>Experience</b>	He is having an overall experience of 10 years as Business Development Manager.	
	<b>Qualifications</b>	Holds the Degree of Master of Technology in Mechanical Engineering with specialisation in Thermal Engineering from Nirma University.	
	<b>Nationality</b>	Indian	

Sr. No.	Details of Director	Other Directorships/Designated Partner
	<p><b>Date of Appointment</b></p> <p>He was appointed as an Independent Director of the Company for the term of 5 years w.e.f. April 01, 2023 and shall not be liable to retire by rotation.</p>	

### **BRIEF PROFILE OF OUR DIRECTORS**

#### **Mr. Amitkumar Hasmukhrai Bhalodi, Managing Director**

Mr. Amitkumar Hasmukhrai Bhalodi, aged 39 years, is Managing Director cum CFO and Promoter of our Company. He holds the Degree of Company Secretary from Institute of Company Secretaries of India. He was appointed as a Non-Executive Director of the Company since incorporation. Thereafter, he was redesignated as Managing Director of the company for the period of 5 years w.e.f. February 01, 2023. Further, he was also appointed as CFO of the Company w.e.f. February 01, 2023. He is having more than 15 years in the field of Corporate, Finance, Business Management, Manufacturing of Carbon Products, Renewable Energy Equipment, Spices and Foods products. He manages Commercial Activities, Sales, Purchase, Marketing & Finance etc. of our company.

#### **Dr. Shaileshkumar Vallabhdas Makadia, Chairman and Non-executive Director**

Dr. Shaileshkumar Vallabhdas Makadia, aged 54 years, is the Chairman, Non-Executive Director and Promoter of our Company. He holds the Degree of Bachelor of Veterinary Science and Animal Husbandry from Gujarat Agricultural University. He was appointed as an Executive Director of the Company w.e.f. September 16, 2011. Thereafter, he resigned as director of the company w.e.f. March 25, 2018. Further He was appointed as director of the company w.e.f. October 15, 2022. Now he is appointed as Chairman and Non-Executive Director of the company w.e.f. February 01, 2023. He has an Experience of more than 19 years in the field of Biomass Briquetting, Renewable Energy, Food Processing and Recovered Carbon Black & Waste Recycling process. He manages the Finance, Production, Marketing, and overall management of Radhe Group of Company since inception and also manage Technical Research and Developments of our company.

#### **Mr. Nirmalkumar Karshandas Sutaria, Whole Time Director**

Mr. Nirmalkumar Karshandas Sutaria, aged 52 years is the Whole Time Director and Promoter of our Company. He has completed Bachelor of Commerce from Saurashtra University. He was appointed as Non-Executive Director w.e.f. March 30, 2012. Thereafter, he was redesignated and appointed for 5 years as Whole Time Director of the Company w.e.f. February 01, 2023 liable to retire by rotation. He is having an overall experience of 19 years in the wholesale trading and more than 11 Years of experience of Waste Recycling and Recovering Carbon Black. He manages Factory operations and production department of our company.

#### **Mrs. Krupa Chetankumar Dethariya, Executive Director**

Mrs. Krupa Chetankumar Dethariya, aged 43 years is the Non-Executive Director and Promoter of our Company. She has completed Bachelor of Business Administration from Saurashtra University. She was appointed as Non-Executive Director of the company w.e.f. February 14, 2023 liable to retire by rotation. She is having overall experience of 13 years in construction business as well as import and trading of Glass, Mirrors. Papers and Melamine. Also having experience of more than 5 years in Manufacturing of paper based Decorative Laminate Sheets.

#### **Mr. Narendra Kantilal Patel, Independent Director**

Mr. Narendra Kantilal Patel aged 52 years, is an Independent Director of our Company. He was appointed as an Independent Director of the Company for the term of 5 years w.e.f. April 01, 2023 and shall not be liable to retire by rotation. He has an experience for more than 10 years in the field of uPVC Manufacturing.

#### **Mr. Shaileshbhai Durlabhjibhai Sagpariya, Independent Director**

Mr. Shaileshbhai Durlabhjibhai Sagpariya, aged 49 years is an Independent Director of our Company. He has completed Bachelor of Commerce form the Bhavnagar University. He was appointed as an Independent Director of the Company for the term of 5 years w.e.f. April 01, 2023 and shall not be liable to retire by rotation. He has an experience of more than 20 years in the field of finance.

#### **Mr. Prashar Kishorbhai Vyas, Independent Director**

Mr. Prashar Kishorbhai Vyas, aged 34 years is an Independent Director of our Company. He holds the Degree of Master of Technology in Mechanical Engineering with specialisation in Thermal Engineering from Nirma University. He was appointed as an Independent Director of the Company for the term of 5 years w.e.f. April 01, 2023 and shall not be liable to retire by rotation. He is having an overall experience of 10 years as Business Development Manager.

## RELATIONSHIP BETWEEN THE DIRECTORS

There is no relationship between any of the Directors of our Company.

## ARRANGEMENT AND UNDERSTANDING WITH MAJOR SHAREHOLDERS, CUSTOMERS, SUPPLIERS AND OTHERS

There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the above-mentioned Directors was selected as director or member of senior management.

## SERVICE CONTRACTS

None of our directors have entered into any service contracts with our company and no benefits are granted upon their termination from employment other than the statutory benefits provided by our company. However, Executive Directors of our Company are appointed for specific terms and conditions for which no formal agreements are executed, however their terms and conditions of appointment and remuneration are specified and approved by the Board of Directors and Shareholders of the Company.

Except statutory benefits upon termination of their employment in our Company or retirement, no officer of our Company, including the directors and key Managerial personnel, are entitled to any benefits upon termination of employment.

## BORROWING POWERS OF THE BOARD OF DIRECTORS

Pursuant to a special resolution passed at an Extra Ordinary General Meeting of our Company held on March 31, 2023 and pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Board of Directors of the Company be and are hereby authorized to borrow monies from time to time, any sum or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company may exceed in the aggregate, its paid up capital and free reserves and security premium (apart from temporary loans obtained / to be obtained from bankers in the ordinary course of business), provided that the outstanding principal amount of such borrowing at any point of time shall not exceed in the aggregate of ₹ 100 crores.

## COMPENSATION AND BENEFITS TO THE MANAGING DIRECTOR AND WHOLE TIME DIRECTORS ARE AS FOLLOWS: -

Name	Mr. Amitkumar Hasmukhrai Bhalodi	Mr. Nirmalkumar Karshandas Sutaria
Designation	Managing Director	Whole Time Director
Date of Appointment/ Change in Designation	He was appointed as a Non-Executive Director of the Company since incorporation. Thereafter, he was redesignated as Managing Director of the company for the period of 5 years w.e.f. February 01, 2023. Further, he was also appointed as CFO of the Company w.e.f. February 01, 2023.	He was appointed as Non-Executive Director w.e.f. March 30, 2012. Thereafter, he was redesignated and appointed for 5 years as Whole Time Director of the Company w.e.f. February 01, 2023 liable to retire by rotation.
Period	5 (Five) years w.e.f. February 01, 2023	5 (Five) years w.e.f. February 01, 2023.
Salary	₹ 1,50,000 Per Month	₹ 1,00,000 Per Month
Bonus	As per Company's Policies/Practices	As per Company's Policies/Practices
Perquisite/Benefits	Nil	Nil
Commission	-	-
Compensation/ remuneration paid during the F.Y. 2022-23	₹ 13.00 Lakhs	₹ 9.23 Lakhs

## SITTING FEES PAYABLE TO NON-EXECUTIVE DIRECTORS

Till date, our Company has not paid any sitting fees to any of the Non-Executive Directors for attending any of the Board or Committee Meetings. Further, The Board of Directors is into discussion to approve and pay sitting fees to Non-Executive Directors for attending any of the Board or Committee Meetings.

## SHAREHOLDING OF DIRECTORS

The shareholding of our directors as on the date of this Prospectus are as follows:

Sr. No.	Name of Directors	No. of Equity Shares held	Designation
1.	Mr. Amitkumar Hasmukhrai Bhalodi	1100000	Managing Director cum CFO
2.	Dr. Shaileshkumar Vallabhdas Makadia	1100000	Chairman and Non-Executive Director
3.	Mr. Nirmalkumar Karshandas Sutaria	Nil	Whole Time Director
4.	Mrs. Krupa Chetankumar Dethariya	1100000	Non-Executive Director
5.	Mr. Narendra Kantilal Patel	Nil	Independent Director
6.	Mr. Shaileshbhai Durlabhjibhai Sagpariya	Nil	Independent Director
7.	Mr. Prashar Kishorbhai Vyas	Nil	Independent Director

## INTEREST OF DIRECTORS

All the non-executive directors of the company may be deemed to be interested to the extent of fees, payable to them for attending meetings of the Board or Committee if any as well as to the extent of other remuneration and/or reimbursement of expenses payable to them as per the applicable laws.

The directors may be regarded as interested in the shares and dividend payable thereon, if any, held by or that may be subscribed by and allotted/transferred to them or the companies, firms and trust, in which they are interested as directors, members, partners and or trustees. All directors may be deemed to be interested in the contracts, agreements/arrangements to be entered into by the issuer company with any company in which they hold directorships or any partnership or proprietorship firm in which they are partners or proprietors as declared in their respective declarations.

Executive Director is interested to the extent of remuneration paid to them for services rendered to the company and also payment of interest on unsecured loan and lease rent.

Except as stated under “Annexure – J -Restated Related Party Transactions” under Chapter titled “Restated Financial Information” beginning on page 161 of the Prospectus, our company has not entered into any contracts, agreements or arrangements during the preceding two years from the date of the Prospectus in which our directors are interested directly or indirectly.

## CHANGES IN THE BOARD OF DIRECTORS DURING THE LAST THREE YEARS

Name of Director	Date of Event	Nature of Event	Reason for the changes in the board
Dr. Shaileshkumar Vallabhdas Makadia	October 15, 2022	Appointment	He was appointed as director of the company w.e.f. October 15, 2022.
Mr. Amitkumar Hasmukhrai Bhalodi	February 01, 2023	Change in Designation	He has been redesignated as Managing Director of the Company for the period of 5 years w.e.f. February 01, 2023.
Mr. Nirmalkumar Karshandas Sutaria	February 01, 2023	Change in Designation	He has been redesignated as Whole Time Director of the Company for the period of 5 years w.e.f. February 01, 2023.
Dr. Shaileshkumar Vallabhdas Makadia	February 01, 2023	Change in Designation	He has been redesignated as Chairman and Non-Executive Director the company w.e.f. February 01, 2023.
Mrs. Krupa Chetankumar Dethariya	February 14, 2023	Appointment	She has been appointed as a Non-Executive Director w.e.f. February 14, 2023
Mr. Narendra Kantilal Patel	April 01, 2023	Appointment	He was appointed as an Independent Director of the Company for the term of 5 years w.e.f. April 01, 2023.
Mr. Shaileshbhai Durlabhjibhai Sagpariya	April 01, 2023	Appointment	He was appointed as an Independent Director of the Company for the term of 5 years w.e.f. April 01, 2023.
Mr. Prashar Kishorbhai Vyas	April 01, 2023	Appointment	He was appointed as an Independent Director of the Company for the term of 5 years w.e.f. April 01, 2023.

## CORPORATE GOVERNANCE



In additions to the applicable provisions of the Companies Act, 2013 with respect to the Corporate Governance, provisions of the SEBI Listing Regulations will be applicable to our company immediately up on the listing of Equity Shares on the Stock Exchanges.

As on date of this Prospectus, as our Company is coming with an offer in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, the requirements specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 are not applicable to our Company, although we require to comply with requirement of the Companies Act, 2013 wherever applicable. In spite of certain regulations and schedules of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 is not applicable to our Company, our Company endeavours to comply with the good Corporate Governance and accordingly certain exempted regulations have been compiled by our Company.

Our Company has complied with the corporate governance requirement, particularly in relation to appointment of independent directors including woman director on our Board, constitution of an Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee. Our Board functions either on its own or through committees constituted thereof, to oversee specific operational areas.

### **Composition of Board of Directors**

Currently our Board is consisting of 7 (Seven) directors out of which 2 (Two) are Executive Directors, 2(Two) is Non-Executive Director and 3 (Three) are Independent Directors.

Composition of Board of Directors is set forth in the below mentioned table:

Sr. No.	Name of Directors	Designation	Status	DIN
1.	Mr. Amitkumar Hasmukhrai Bhalodi	Managing Director cum CFO	Executive	00410150
2.	Dr. Shaileshkumar Vallabhdas Makadia	Chairman and Non-Executive Director	Non-Executive	00593049
3.	Mr. Nirmalkumar Karshandas Sutaria	Whole Time Director	Executive	05208299
4.	Mrs. Krupa Chetankumar Dethariya	Non-Executive Director	Non-Executive	02911845
5.	Mr. Narendra Kantilal Patel	Independent Director	Non-Executive	03164191
6.	Mr. Shaileshbhai Durlabhjibhai Sagpariya	Independent Director	Non-Executive	10068422
7.	Mr. Prashar Kishorbhai Vyas	Independent Director	Non-Executive	10068419

### **Constitution of Committees**

Our company has constituted the following Committees of the Board;

- Audit Committee**
- Stakeholders Relationship Committee**
- Nomination and Remuneration Committee**

Details of composition, terms of reference etc. of each of the above committees are provided hereunder:

#### **1. Audit Committee:**

The Board of Directors of our Company has, in pursuance to provisions of Section 177 of the Companies Act, 2013 and rules made thereunder, as amended from time to time, read with SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015, as applicable, in its meeting held on May 22, 2023 constituted Audit Committee.

The constitution of the Audit Committee is as follows:

Name of the Directors	Designation	Nature of Directorship
Mr. Shaileshbhai Durlabhjibhai Sagpariya	Chairman	Independent Director
Mrs. Krupa Chetankumar Dethariya	Member	Non-Executive Director
Mr. Narendra Kantilal Patel	Member	Independent Director

Our Company Secretary and Compliance officer Mr. Sagar Dhirubhai Siyani shall act as the secretary of the Committee.

#### **Terms of Reference**

The Role of Audit Committee not limited to but includes:

1. The recommendation for the appointment, re-appointment and, if required, the replacement or removal of the auditor, their remuneration and fixation of terms of appointment of the Auditors of the Company;
2. Review and monitor the auditors' independence and performance, and effectiveness of audit process;
3. Examination of financial statement and auditors' report thereon including interim financial result before submission to the Board of Directors for approval;
  - a. Changes, if any, in accounting policies and practices and reasons for the same
  - b. Major accounting entries involving estimates based on the exercise of judgment by management
  - c. Significant adjustments made in the financial statements arising out of audit findings
  - d. Compliance with listing and other legal requirements relating to financial statements
  - e. Disclosure of any related party transactions
  - f. Qualifications in the draft audit report.
4. Approval or any subsequent modification of transactions of the Company with related party;

Provided that the Audit Committee may make omnibus approval for related party transactions proposed to be entered into by the company subject to such conditions as may be prescribed under the Companies Act, 2013 or any subsequent modification(s) or amendment(s) thereof;

Provided further that in case of transaction, other than transactions referred to in section 188 of Companies Act 2013 or any subsequent modification(s) or amendment(s) thereof, and where Audit Committee does not approve the transaction, it shall make its recommendations to the Board;

Provided also that in case any transaction involving any amount not exceeding one crore rupees is entered into by a director or officer of the company without obtaining the approval of the Audit Committee and it is not ratified by the Audit Committee within three months from the date of the transaction, such transaction shall be voidable at the option of the Audit Committee;

5. Reviewing, with the management, and monitoring the statement of uses / application of funds raised through an offer (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;
6. Scrutiny of Inter-corporate loans and investments;
7. Reviewing and discussing 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;
8. To review the functioning of the Whistle Blower mechanism, in case the same is existing;
9. Valuation of undertakings or assets of the company, where ever it is necessary;
10. Evaluation of internal financial controls and risk management systems and reviewing, with the management, performance of internal auditors, and adequacy of the internal control systems; and
11. 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;
12. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate; and
13. Carrying out any other function as assigned by the Board of Directors from time to time.

#### **Review of Information**

- i. Management discussion and analysis of financial condition and results of operations;
- ii. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- iii. Management letters / letters of internal control weaknesses issued by the statutory auditors;
- iv. Internal audit reports relating to internal control weaknesses; and

- v. The appointment, removal and terms of remuneration of the Internal Auditor.
- vi. Annual statement of funds utilized for purpose other than those stated in the offer document/ prospectus.

#### **Powers of Committee**

- i. To investigate any activity within its terms of reference;
- ii. To seek information from any employees;
- iii. To obtain outside legal or other professional advice; and
- iv. To secure attendance of outsiders with relevant expertise, if it considers necessary.

#### **Quorum and Meetings**

The audit committee shall meet as and when required to discuss and approve the items included in its role. The quorum of the meeting of the Audit Committee shall be one third of total members of the Audit Committee or 2, whichever is higher, subject to minimum two Independent Director shall present at the Meeting

#### **2. Stakeholders Relationship Committee:**

The Board of Directors of our Company has, in pursuance to provisions of Section 178 of the Companies Act, 2013 and rules made thereunder, as amended from time to time, read with SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015, as applicable, in its meeting held on May 22, 2023 constituted Stakeholders Relationship Committee.

The constitution of the Stakeholders Relationship Committee is as follows:

<b>Name of the Directors</b>	<b>Designation</b>	<b>Nature of Directorship</b>
Dr. Shaileshkumar Vallabhdas Makadia	Chairman	Non-Executive Director
Mr. Shaileshbhai Durlabhjibhai Sagpariya	Member	Independent Director
Mr. Narendra Kantilal Patel	Member	Independent Director

Our Company Secretary and Compliance officer Mr. Sagar Dhirubhai Siyani shall act as the secretary of the Committee.

#### **Terms of Reference**

To supervise and ensure;

- i. Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares;
- ii. Redressal of shareholder and investor complaints like transfer of Shares, non-receipt of balance sheet, non-receipt of declared dividends etc.;
- iii. Issue duplicate/split/consolidated share certificates;
- iv. Dematerialization/Rematerialization of Share;
- v. Review of cases for refusal of transfer / transmission of shares and debentures;
- vi. Reference to statutory and regulatory authorities regarding investor grievances and to otherwise ensure proper and timely attendance and redressal of investor queries and grievances; Provided that inability to resolve or consider any grievance by the Stakeholders Relationship Committee in good faith shall not constitute a contravention of Section 178 of Companies Act, 2013 or any subsequent modification(s) or amendment(s) thereof.
- vii. Such other matters as may be required by any statutory, contractual or other regulatory requirements to be attended to by such committee from time to time.

#### **Quorum and Meetings**

The Stakeholders Relationship Committee shall meet as and when require to discuss and approve the items included in its role. The quorum shall be one third of total members of the Stakeholders Relationship Committee or 2 members, whichever is higher.

#### **3. Nomination and Remuneration Committee:**

The Board of Directors of our Company has, in pursuance to provisions of Section 178 of the Companies Act, 2013 and rules made thereunder, as amended from time to time, read with SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015, as applicable, in its meeting held on May 22, 2023 constituted Nomination and Remuneration Committee.

The constitution of the Nomination and Remuneration Committee is as follows:

Name of the Directors	Designation	Nature of Directorship
Mr. Prashar Kishorbhai Vyas	Chairman	Independent Director
Mr. Shaileshbhai Durlabhjibhai Sagpariya	Member	Independent Director
Dr. Shaileshkumar Vallabhdas Makadia	Member	Non-Executive Director

Our Company Secretary and Compliance officer Mr. Sagar Dhirubhai Siyani shall act as the secretary of the Committee.

#### Terms of reference

#### Role of Nomination and Remuneration Committee shall include but not limited to: -

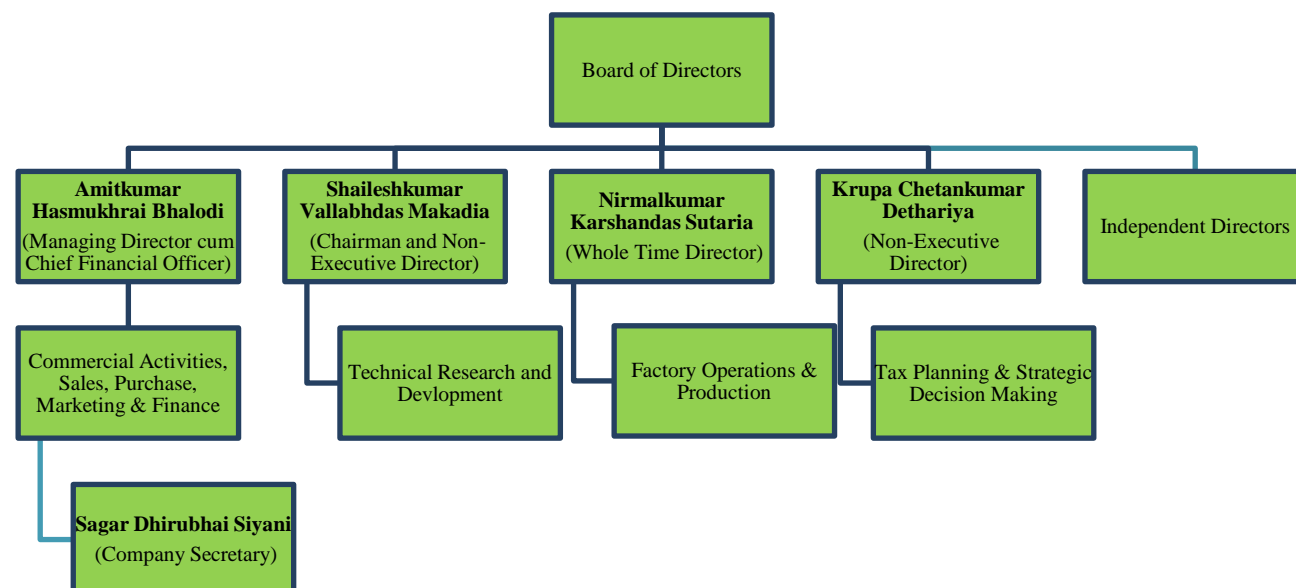
- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal and shall carry out evaluation of every director's performance.

#### Quorum and Meetings

The Committee is required to meet at least once a year. The quorum necessary for a meeting of the Nomination and Remuneration Committee is one third of total members of the Nomination and Remuneration Committee or 2 members, whichever is higher.

### MANAGEMENT ORGANIZATION STRUCTURE

The Management Organization Structure of the company is depicted from the following chart:



### OUR KEY MANAGEMENT PERSONNEL

The Key Managerial Personnel of our Company other than our Executive Directors are as follows:

Name, Designation and Date of Joining		Qualification	Previous Employment	Remuneration paid in F.Y. 2022-23 (₹ in Lakhs)
<b>Name</b>	Mr. Amitkumar Hasmukhrai Bhalodi	Company Secretary from Institute of Company Secretary of India.	-	13.00
<b>Designation</b>	Chief Financial Officer			
<b>Date of Appointment</b>	February 01, 2023			
<b>Overall Experience</b>	He is having more than 15 years in the field of Corporate, Finance, Business Management, Manufacturing of Carbon Products, Renewable Energy Equipment, Spices and Foods products.			
<b>Name</b>	Mr. Nirmalkumar Karshandas Sutaria	Bachelor in Commerce from Saurashtra University.	-	9.23
<b>Designation</b>	Whole Time Director			
<b>Date of Appointment</b>	February 01, 2023			
<b>Overall Experience</b>	He is having an overall experience of 19 years in the sales and manufacturing and more than 9 Years' experience Manufacturing of Casting, Tin Cans, Renewable Energy Equipment's, Food Processing and Recovering Carbon Black, Waste Recycling.			
<b>Name</b>	Mr. Sagar Dhirubhai Siyani	Company Secretary from Institute of Company Secretary of India	Nextile Marbosys Private Limited and Dr. Patel's Homoeopathic Medicine Limited	0.90
<b>Designation</b>	Company Secretary and Compliance Officer			
<b>Date of Appointment</b>	January 22, 2023			
<b>Overall Experience</b>	He is having more than 3 years of experience in the secretarial and compliance field.			

#### BONUS OR PROFIT-SHARING PLAN FOR THE KEY MANAGEMENT PERSONNEL

Currently, Our Company does not have any bonus or profit-sharing plan for our Key Managerial personnel. In future, Discretionary bonus may be paid as may be decided by Nomination and Remuneration Committee / Board of Directors, depending upon the performance of the Key Managerial Personnel, working of the Company and other relevant factors subject to Maximum of annual salary within the limits laid down under Para A of Section II of Part II of Schedule V of the Companies Act, 2013.

#### CHANGES IN THE KEY MANAGEMENT PERSONNEL

Except as mentioned below, there are no other changes in the Key Management Personnel in the last three years preceding the date of filing this Prospectus:

Name of Key Managerial Personnel	Date of Event	Nature of Event	Reason for the changes
Mr. Amitkumar Hasmukhrai Bhalodi	February 01, 2023	Appointment	He has been redesignated as Managing Director of the company for the period of 5 years w.e.f. February 01, 2023. He has been appointed as CFO of the Company w.e.f. February 01, 2023.
Mr. Nirmalkumar Karshandas Sutaria	February 01, 2023	Appointment	He has been redesignated as Whole Time Director of the Company w.e.f. February 01, 2023.
Mr. Sagar Dhirubhai Siyani	January 22, 2023	Appointment	He has been appointed as Company Secretary and Compliance officer of the company.

#### EMPLOYEE STOCK OPTION SCHEME

As on the date of filing of Prospectus, our company does not have any ESOP Scheme for its employees.

## RELATIONSHIP BETWEEN KEY MANAGEMENT PERSONNEL

There is no Existing relationship between Key Managerial Personnel of the company as on date of filling Prospectus.

## PAYMENT OF BENEFIT TO OFFICERS OF OUR COMPANY (NON-SALARY RELATED)

Except the statutory payments made by our Company, in the last two years, our company has not paid any sum to its employees in connection with superannuation payments and ex-gratia/ rewards and has not paid any non-salary amount or benefit to any of its officers.

Notes:

- All the key managerial personnel mentioned above are on the payrolls of our Company as permanent employees.
- There is no arrangement / understanding with major shareholders, customers, suppliers or others pursuant to which any of the above-mentioned personnel have been recruited.
- None of our Key Managerial Personnel has been granted any benefits in kind from our Company, other than their remuneration.
- None of our Key Managerial Personnel has entered into any service contracts with our no benefits are granted upon their termination from employment other that statutory benefits provided by our company and further, our Company has appointed certain Key Managerial Personnel i.e. Chief Financial Officer and Company Secretary and Compliance officer for which our company has not executed any formal service contracts; although they are abide by their terms of appointments.

## SHAREHOLDING OF THE KEY MANAGEMENT PERSONNEL

Except as disclosed below, none of the Key Managerial Personnel hold any Equity Shares of our Company as on the date of this Prospectus.

Sr. No.	Name of Key Management Personnel	No. Equity Shares held	Category/ Status
1.	Mr. Amitkumar Hasmukhrai Bhalodi	11,00,000	Managing Director cum CFO
2.	Mr. Nirmalkumar Karshandas Sutaria	Nil	Whole Time Director
3.	Mr. Sagar Dhirubhai Siyani	Nil	Company Secretary and Compliance officer

## OUR PROMOTERS AND PROMOTER GROUP

### Promoters of Our Company are:

1. M/s. RNG Finlease Private Limited
2. Mr. Amitkumar Hasmukhrai Bhalodi
3. Dr. Shaileshkumar Vallabhdas Makadia
4. Mrs. Krupa Chetankumar Dethariya
5. Mrs. Radhika Amitkumar Bhalodi
6. Mrs. Shriyakumari Shaileshkumar Makadia
7. Mr. Koosh Chetanbhai Dethariya

For details of the Capital build-up of our Promoters in our Company, please refer chapter titled “*Capital Structure*” beginning on Page No. 55 of this Prospectus.

The details of our Promoters are as follows:

### Corporate Promoter

#### 1. M/s RNG Finlease Private Limited (“*RNG Finlease*”)

##### *Corporate information and history of RNG Finlease*

M/s. RNG Finlease was incorporated on August 22, 1996 as ‘*RNG Finlease Private Limited*’, a private limited company under the Companies Act, 1956. RNG Finlease is currently having registered office situated at G-557, Lodhika Industrial Estate, Metoda G.I.D.C. Gate No. 3, Metoda, Rajkot Lodhika Rajkot- 360021, Gujarat, India. The Corporate Identification Number of RNG Finlease is U99999GJ1996PTC097101. RNG Finlease is not listed on any stock exchange.

##### *Change in activities*

There has been no change in object of RNG Finlease in past three years

##### *Present activities of RNG Finlease*

Presently there is no activity in the company but it was originally incorporated with main object mentioned as under:

1. To carry on the business of lending money and to procure or negotiate loans of every description.
2. To make, draw, issue, accept, endorse, discount, by sell and deal in promissory notes, bills of exchange, hundies, cheques, debentures, bonds, coupons and other negotiable Instruments, securities.
3. To carry on and undertake the business of leasing finance lease, hire purchase and to finance, operations of all kinds and including hire purchase arrangement of automobiles (light and heavy) plant and machinery, land and buildings all types of electronics, electrical and house hold goods and equipment and for that purpose and purchase in all forms of immovable and movable properties such as lands, and buildings, plant and machinery equipment, ship, aircraft, computers, generator sets and all consumer, commercial and industrial items and deal in any manner of regardless of whether the property purchased by new and/or used to provide a lease a finance advisory/ counselling services to other entities.
4. To purchase advance and lend money or otherwise deal, in movable and Immovable properties or rights of the Company.
5. To carry on the business of a leasing and hire purchase finance company and to acquire or provide on lease or to provide on hire purchase basis all types of industrial and office plant, equipment, machinery, vehicles, building.
6. To finance the industrial enterprises or any other person by way of lending and advancing money, machinery, land building, shed vehicles of any type or such other things as may be required by such industrial enterprises or persons either with or without security and upon such terms and conditions as the Company may think fit and to guarantee or become sureties for the performance of any agreement or contract entered into by any industrial enterprises, with any financial institutions, banks or other parties for obtaining finance.
7. To finance in any manner industrial, commercial or other enterprises or otherwise to advance or lend with or without security money, securities, assets and property to or with such persons, firms, companies or corporations and or such terms as may seem expedient and to carry on business as financier, financial agents and advisors.

8. To invest in, acquire, hold, underwrite, sell or otherwise deal in shares, stocks, debentures, debenture-stocks, bonds negotiable instruments, and all other securities of any company, Government, Public Body or Authority, Municipal and Local or other Bodies, whether in India or abroad and to invest and deal with the money in such other manner as may from time to time be determined.
9. To render all types of financial consultancy.

#### ***Details of Change in Control***

There has been no change in control of RNG Finlease during last three years immediately preceding the date of filing of this Prospectus.

#### ***Promoters of RNG Finlease***

The Promoter of RNG Finlease are as below:

1. Aditya Infraproject LLP\*
2. Uttam Paper Suppliers LLP<sup>#</sup>
3. Rohini Suppliers LLP<sup>@</sup>

#### ***Board of Directors of RNG Finlease***

As at 31<sup>st</sup> March, 2023 the Board of Directors of RNG Finlease comprises of the following persons:

Sr. No.	Name of Director	Designation
1	Mr. Amitkumar Hasmukhrai Bhalodi	Director
2	Dr. Shaileshkumar Vallabhdas Makadia	Director
3	Mrs. Krupa Chetankumar Dethariya	Director

#### ***Shareholding Pattern of RNG Finlease***

Shareholding Pattern of RNG Finlease as on May 11, 2023:

Sr. No.	Name of Shareholder	No. of Equity Shares	%
1	Aditya Infraproject LLP	11,16,500	33.52%
2	Uttam Paper Suppliers LLP	10,82,050	32.49%
3	Rohini Suppliers LLP	11,32,000	33.99%
<b>Total</b>		<b>33,30,550</b>	<b>100.00%</b>

Our Company confirms that the PAN, CIN, Bank account number of RNG Finlease (our Promoter) and the details of the Registrar of Companies, Gujarat, where RNG Finlease is registered will be submitted to the Stock Exchange, at the time of filing of this Prospectus with the Stock Exchange.

#### **\* M/s. Aditya Infraproject LLP**

#### ***Corporate information and history of M/s. Aditya Infraproject LLP***

M/s. Aditya Infraproject LLP was originally incorporated as Aditya Infraproject Private Limited on February 04, 2009 as 'Aditya Infraproject Private Limited', a private limited company under the Companies Act, 1956. There after upon conversion of M/s Aditya Infraproject Private Limited into Limited Liability Partnership and the name of 'Aditya Infraproject Private Limited' was changed to 'Aditya Infraproject LLP' and a fresh Certificate of Incorporation dated April 04, 2019 was issued by Registrar of Companies, Central Registration Centre. The Registered office of the M/s. Aditya Infraproject LLP is currently situated at Plot No. 2621/22 Gate No. 1, Road D/2, Lodhika GIDC Metoda Rajkot Gujarat 360021. The LLP Identification No. of M/s. Aditya Infraproject LLP is AAO-7910.

#### ***Change in activities***

There has been no change in object of M/s. Aditya Infraproject LLP in past three years.

#### ***Present activities of M/s. Aditya Infraproject LLP***

Presently there is no activity in the firm but it was originally incorporated with main object mentioned as under:

- a) To engage in business of construction of real estate and in particular of purchase, sale and trading of land and/or buildings and owing, buying, selling, developing, hiring, letting, . sub- let ~ing, maintaining, allotting, transferring allotment, administering, exchange, mortgaging, accepting mortgage, renting, surrendering, accepting lease tenancy or subtenancy construction, re-construction, repairing, maintaining, extending, altering or demolishing land building,



tenants, blocks, flats, apartments, offices, godowns, garages, and building sites through its own agency or through contractors.

- b) To act as builders, promoters and developers of lands, building, buildings sites townships and other building complexes, duplexes & multiplexes and in connection therewith to act as a contractor for execution of land band building projects of all kinds and otherwise as a contractor for execution, construction & completion of all sorts of projects and in connection therewith to act as engineers, architects, draughtsman, interior decorator and generally to deal in immovable properties of all description and tenures by purchase and sale.
- c) To purchase, resale and to traffic land house and other property of any tenure and any interest therein and to create, sale and deal in freehold and leasehold grounds rents and to make advance upon the security of land or house or other property or any interest therein and generally to deal in traffic by sale, exchange or otherwise with land and house property and any other property whether real or personal and to purchase or otherwise acquire and to sell, exchange, surrender, mortgage, charge, convert, turn or account, dispose of assign and deal with property rights.

#### **Capital Contributions of M/s. Aditya Infraproject LLP**

The Capital Contributions of the M/s. Aditya Infraproject LLP as on May 11, 2023:

Sr. No.	Name of Shareholder	No. of Equity Shares	%
1	Mr. Amitkumar Hasmukhrai Bhalodi	10,80,000	51.92
2	Mrs. Krupa Dethariya	10,00,000	48.08
<b>Total</b>		<b>20,80,000</b>	<b>100.00</b>

#### **Designated Partners of the M/s. Aditya Infraproject LLP**

The Designated Partners of the Aditya Infraproject LLP as on May 11, 2023:

Sr. No.	Name of Shareholder	DIN
1	Mr. Amitkumar Hasmukhrai Bhalodi	00410150
2	Mrs. Krupa Dethariya	02911845

#### **# M/s. Uttam Paper Suppliers LLP**

##### **Corporate information and history of M/s. Uttam Paper Suppliers LLP**

M/s. Uttam Paper Suppliers LLP was originally incorporated as Uttam Paper Suppliers Private Limited on December 12, 2008 as 'Uttam Paper Suppliers Private Limited', a private limited company under the Companies Act, 1956. There after upon conversion of M/s Aditya Infraproject Private Limited into Limited Liability Partnership and the name of 'Uttam Paper Suppliers Private Limited' was changed to 'Uttam Paper Suppliers LLP' and a fresh Certificate of Incorporation dated April 12, 2019 was issued by Registrar of Companies, Central Registration Centre. The Registered office of the M/s. Uttam Paper Suppliers LLP is currently situated at Plot No. 2621/22 Gate No. 1, Road D/2, Lodhika GIDC Metoda Rajkot Gujarat 360021. The LLP Identification No. of M/s. Uttam Paper Suppliers LLP is AAO-8889.

##### **Change in activities**

There has been no change in object of M/s. Uttam Paper Suppliers LLP in past three years.

##### **Present activities of M/s. Uttam Paper Suppliers LLP**

Presently there is no activity in the firm but it was originally incorporated with main object mentioned as under:

To carry on the business as buyers, sellers, import, export, distribute, stock or trade, in pulp, paper and paper boards including presspan paper and board, dielectric paper and board, leather oil paper and boards, vacanised fibre board or such other paper and speciality paper base paper and boards.

##### **Designated Partners of the M/s. Uttam Paper Suppliers LLP**

The Designated Partners of the M/s. Uttam Paper Suppliers LLP as on date of filing this Prospectus.

Sr. No.	Name of Shareholder	DIN
1	Mr. Amitkumar Hasmukhrai Bhalodi	00410150
2	Mrs. Krupa Dethariya	02911845

##### **Capital Contributions of M/s. Uttam Paper Suppliers LLP**

The Capital Contributions of M/s. Uttam Paper Suppliers LLP as on date of filing this Prospectus.

Sr. No.	Name of Shareholder	No. of Equity Shares	%
1	Mr. Amitkumar Hasmukhrai Bhalodi	12,00,000	54.55
2	Mrs. Krupa Dethariya	10,00,000	45.45
<b>Total</b>		<b>22,00,000</b>	<b>100.00</b>

**@ M/s. Rohini Suppliers LLP**

**Corporate information and history of M/s. Rohini Suppliers LLP**

M/s. Rohini Suppliers LLP was originally incorporated as Rohini Suppliers Private Limited on December 18, 2008 as 'Rohini Suppliers Private Limited', a private limited company under the Companies Act, 1956. There after upon conversion of Rohini Suppliers Private Limited into Limited Liability Partnership and the name of 'Rohini Suppliers Private Limited' was changed to 'Rohini Suppliers LLP' and a fresh Certificate of Incorporation dated April 23, 2019 was issued by Registrar of Companies, Central Registration Centre. The Registered office of the M/s. Rohini Suppliers LLP is currently situated at Plot No. 2621/22 Gate No. 1, Road D/2, Lodhika GIDC Metoda Rajkot Gujarat 360021. The LLP Identification No. of M/s. Rohini Suppliers LLP is AAP-0109.

**Change in activities**

There has been no change in object of M/s. Rohini Suppliers LLP in past three years.

**Present activities of M/s. Rohini Suppliers LLP**

Presently there is no activity in the firm but it was originally incorporated with main object mentioned as under:

*To carry on business as buyers, sellers, traders, merchants, indentors, brokers, agents, commission agents, assemblers, refiners, cultivators, miners, packers, stockists, broker & sub-broker, distributors, producers, advisors, hire purchase of and all kinds of rubberized cloth, food grains, dairy products, soap, detergents, biscuits, surgical, diagnostics, medical pulses, leather & finished leather goods, leather garments, leather products all related items in leather, building, construction and materials and goods, iron & steel, aluminum, mineral & mineral products, ferrous and non-ferrous metal, stainless steel, jute & jute products, textile, cotton, synthetic fiber, silk, yarn, wool & woolen goods, handicrafts & silk artificial synthetics, readymade garments, design materials, process, printers in all textiles, wood & wood products, timber cosmetics, stationary tools and hardware, plastics & plastics goods, sugar, tea coffee, paper, packing, material, chemicals, cements, spices, grains, factory materials, house equipments, rubber & rubber products, fertilizers, agriculture, fruit products, industrial products, computer data materials, software, paints, industrial & other gases, alcohol, liquor edible & non-edible oils and fats, marine products, drugs, plant and machinery goods, engineering goods & equipments, offices equipments, hospital equipments, railway accessories, medicine, sugar & sugarcane, automobiles parts, electronic & electronic components wood & furniture made items toys buildings plans, consumer products, consumer durables, dry flower, shares & securities and plants, printing, art, products, transportation & all other kinds of goods and merchandise, commodities and articles of consumption of all kinds in India;*

**Desiganted Partners of the M/s. Rohini Suppliers LLP**

The Desiganted Partners of the M/s. Rohini Suppliers LLP as on May 11, 2023:

Sr. No.	Name of Shareholder	DIN
1	Mr. Amitkumar Hasmukhrai Bhalodi	00410150
2	Mrs. Krupa Dethariya	02911845


**Capital Contributions of M/s. Rohini Suppliers LLP**


The Capital Contributions of M/s. Rohini Suppliers LLP May 11, 2023:

Sr. No.	Name of Shareholder	No. of Equity Shares	%
1	Mr. Amitkumar Hasmukhrai Bhalodi	10,80,000	51.92
2	Mrs. Krupa Dethariya	10,00,000	48.08
<b>Total</b>		<b>20,80,000</b>	<b>100.00</b>


**Individual Promoters**

<b>MR. AMITKUMAR HASMUKHRAI BHALODI</b>
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	Mr. Amitkumar Hasmukhrai Bhalodi, Promoter, aged 39 years, is Managing Director cum CFO of our Company. He holds the Degree of Company Secretary from Institute of Company Secretaries of India. He was appointed as a Non-Executive Director of the Company since incorporation. Thereafter, he was redesignated as Managing Director of the company for the period of 5 years w.e.f. February 01, 2023. Further, he was also appointed as CFO of the Company w.e.f. February 01, 2023. He is having more than 15 years in the field of Corporate, Finance, Business Management, Manufacturing of Carbon Products, Renewable Energy Equipment, Spices and Foods products. He manages Commercial Activities, Sales, Purchase, Marketing & Finance etc. of our company.
<b>Date of Birth</b>	January 13, 1984
<b>Age</b>	39 years
<b>PAN</b>	AKRPB7078C
<b>Educational Qualification</b>	Holds the Degree of Company secretary from Institute of Company Secretary of India.
<b>Present Residential Address</b>	Flat No. A-203, Cozy Courtyard, Nava Mauva-Ambika Township Road, Opp. Speedwell Party Plot, Kalawad Road, Rajkot Postal colony, Rajkot- 360004, Gujarat
<b>Position/posts held in the past</b>	He was appointed as a Non-Executive Director of the Company since incorporation. Thereafter, he was redesignated as Managing Director of the company for the period of 5 years w.e.f. February 01, 2023. Further, he was also appointed as CFO of the Company w.e.f. February 01, 2023.
<b>Directorship held</b>	<ul style="list-style-type: none"> <li>➤ RNG Finlease Private Limited</li> <li>➤ Hi-Mac Castings Private Limited</li> <li>➤ Radhe Associates Private Limited</li> <li>➤ Vitagreen Products Private Limited</li> <li>➤ Shantol Recycling Private Limited</li> </ul>
<b>Other Ventures</b>	<b>Limited Liability Partnership</b> <ul style="list-style-type: none"> <li>➤ Aditya Infraproject LLP</li> <li>➤ Uttam Paper Suppliers LLP</li> <li>➤ Rohini Suppliers LLP</li> </ul>


	<b>DR. SHAILESHKUMAR VALLABHDAS MAKADIA</b> Dr. Shaileshkumar Vallabhdas Makadia, Promoter, aged 54 years, is the Chairman, Non-Executive Director of our Company. He holds the Degree of Bachelor of Veterinary Science and Animal Husbandry from Gujarat Agricultural University. He was appointed as an Executive Director of the Company w.e.f. September 16, 2011. Thereafter, he resigned as director of the company w.e.f. March 25, 2018. Further he was appointed as director of the company w.e.f. October 15, 2022. Now he is appointed as Chairman and Non-Executive Director of the company w.e.f. February 01, 2023. He has an Experience of more than 19 years in the field of Biomass Briquetting, Renewable Energy, Food Processing and Recovered Carbon Black & Waste Recycling process. He manages the Finance, Production, Marketing and overall management of Radhe Group of Company since inception and also manage Technical Research and Developments of our company.
<b>Date of Birth</b>	May 10, 1969
<b>Age</b>	54 years
<b>PAN</b>	ACTPM5536C
<b>Educational Qualification</b>	He holds the Degree of Bachelor of Veterinary Science and Animal Husbandry from Gujarat Agricultural University.
<b>Present Residential Address</b>	A-1104, Copper Elegance, Speedwell Chowk, opp. Mavdi Police HQ, Mota Mava Road, Rajkoat, 360005, Gujarat
<b>Position/posts held in the past</b>	He was appointed as an Executive Director of the Company w.e.f. September 16, 2011. Thereafter, he was resigned as director of the company w.e.f. March 25, 2018.


	Further he was appointed as director of the company w.e.f. October 15, 2022. Now he is appointed as Chairman and Non-Executive Director of the company w.e.f. February 01, 2023.
<b>Directorship held</b>	<ul style="list-style-type: none"> <li>➤ Radhe Associates Private Limited</li> <li>➤ RNG Finlease Private Limited</li> <li>➤ Radhe Renewable Energy Development Private Limited</li> <li>➤ Shantol Recycling Private Limited</li> <li>➤ Samsara Recycling Private Limited</li> </ul>
<b>Other Ventures</b>	<p><b>Partnership firm</b></p> <ul style="list-style-type: none"> <li>➤ Radhe Real Estate Infrastructure</li> </ul> <p><b>HUF</b></p> <ul style="list-style-type: none"> <li>➤ Shaileshkumar Vallabhdas Makadia – HUF</li> <li>➤ Vallabhdas Vrajlal Makadia - HUF</li> </ul>

	<p><b>MRS. KRUPA CHETANKUMAR DETHARIYA</b></p>
	<p>Mrs. Krupa Chetankumar Dethariya, Promoter, aged 43 years is the Non-Executive Director of our Company. She has completed Bachelor of Business Administration from Saurashtra University. She was appointed as Non-Executive Director of the company w.e.f. February 14, 2023 liable to retire by rotation. She is having more than 7 years of experience in Manufacturing of Casting, Tin Cans, Renewable Energy Equipment's, Food Processing and Recovering Carbon Black, Waste Recycling. She undertakes all activities regarding Tax Planning and strategic decision making of our company.</p>
<b>Date of Birth</b>	June 26, 1979
<b>Age</b>	43 years
<b>PAN</b>	AFHPP6977R
<b>Educational Qualification</b>	Holds the Degree of Bachelor of Business Administration from Saurashtra University.
<b>Present Residential Address</b>	801, Saphire Sun City Prime, Sandhu vasvani Road, Rajkot- 360005, Gujarat
<b>Position/posts held in the past</b>	She was appointed as Non-Executive Director of the company w.e.f. February 14, 2023 liable to retire by rotation.
<b>Directorship held</b>	<ul style="list-style-type: none"> <li>➤ RNG Finlease Private Limited</li> <li>➤ KCD Commercial Private Limited.</li> <li>➤ Bhavesh Properties Private Limited</li> <li>➤ Madhukar Realities Private Limited</li> <li>➤ Tejas Builders Private Limited</li> </ul>
<b>Other Ventures</b>	<p><b>Limited Liability Partnership</b></p> <ul style="list-style-type: none"> <li>➤ Ovel Laminate LLP</li> <li>➤ Aditya Infraproject LLP</li> <li>➤ Uttam Paper Suppliers LLP</li> <li>➤ Rohini Suppliers LLP</li> </ul> <p><b>Partnership firm</b></p> <ul style="list-style-type: none"> <li>➤ KCD Projects</li> <li>➤ KCD Financial Advisor</li> <li>➤ KCD International</li> <li>➤ Sanjayraj Exim</li> <li>➤ Vardhman Industries</li> </ul>

<p><b>MRS. RADHIKA AMITKUMAR BHALODI</b></p>
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	Mrs. Radhika Amitkumar Bhalodi aged 39 years is Promoter. He holds the Bachelor of Engineering from Saurashtra University. She is having experience of more than 5 years in iron industry.
<b>Date of Birth</b>	February 02, 1984
<b>Age</b>	39 years
<b>PAN</b>	APBPB6703K
<b>Educational Qualification</b>	Bachelor of Engineering from Saurashtra University
<b>Present Residential Address</b>	Flat No. A-203, Cozy Courtyard, Nava Mauva-Ambika Township Road, Opp. Speedwell Party Plot, Kalawad Road, Rajkot Postal colony, Rajkot- 360004, Gujarat
<b>Position/posts held in the past</b>	-
<b>Directorship held</b>	NIL
<b>Other Ventures</b>	NIL

	<b>MRS. SHRIYAKUMARI SHAILESHKUMAR MAKADIA</b> Mrs. Shriyakumari Shaileshkumar Makadia aged 44 years is Promoter. She has an Experience in the field of Interior Designer for more than 10 years. She is having experience of more than 5 years in the Iron Industry.
<b>Date of Birth</b>	September 16, 1978
<b>Age</b>	44 years
<b>PAN</b>	APIPM1562L
<b>Educational Qualification</b>	She hold the Degree of Interior Designer from the Indian Institute of Design
<b>Present Residential Address</b>	A-1104, Copper Elegance, Speedwell Chowk, opp. Mavdi Police HQ, Mota Mava Road, Rajkoat, 360005, Gujarat
<b>Position/posts held in the past</b>	-
<b>Directorship held</b>	Radhe Renewable Energy Development Private Limited Samsara Recycling Private Limited
<b>Other Ventures</b>	NIL

	<b>MR. KOOSH CHETANBHAI DETHARIYA</b> Mr. Koosh Chetanbhai Dethariya aged 18 years is Promoter. He is pursuing Bachelor of Commerce. He is does not have any industry related experience.
<b>Date of Birth</b>	September 08, 2004
<b>Age</b>	18 years

<b>PAN</b>	ICZPD1984D
<b>Educational Qualification</b>	Undergraduate
<b>Present Residential Address</b>	801, Saphire Sun City Prime, Sandhu vasvani Road, Rajkot- 360005, Gujarat
<b>Position/posts held in the past</b>	-
<b>Directorship held</b>	NIL
<b>Other Ventures</b>	NIL

## DECLARATION

We declare and confirm that the details of the permanent account numbers, bank account numbers, passport numbers, Aadhar card number and driving license numbers of our Promoters are being submitted along with filing of this Prospectus with the Stock Exchange on which the specified securities are proposed to be listed.

## CHANGE IN THE CONTROL OR MANAGEMENT OF THE ISSUER IN LAST FIVE YEARS

There has been no material change in the control or management of our Company since incorporation. For detailed change in management of our Company, please refer to the chapter titled “*Our Management*” beginning on Page No. 137 of this Prospectus.

## INTEREST OF OUR PROMOTERS

- Except as stated in “*Annexure – 30 – Related Party Transaction*” under section titled “*Restated Financial Information*” beginning on Page No. 161 of this Prospectus and to the extent of compensation, remuneration / sitting fees to be paid, Perquisites to be given, reimbursement of expenses to be made in accordance with their respective terms of appointment and to the extent of their shareholding and benefits, if any, arise on the shareholding, our Promoters do not have any other interest in our business.
- Further, our Promoters may be deemed to be interested to the extent of the payments made by our Company, if any, to the Group entities and payment to be made by our Company to the Group Entities. For the payments that are made by our Company to certain Group entities, please refer “*Annexure – 30 – Related Party Transaction*” under section titled “*Restated Financial Information*” beginning on Page No. 161 of this Prospectus.
- Our Promoters, Directors or Group Companies do not have any interest in any property acquired by our Company in the preceding three years before filing this Prospectus. Further, they do not have any interest in any property to be acquired by our Company till the date of this Prospectus.
- Excepted as otherwise as stated in this Prospectus, we have not entered into any contract, agreements or arrangements during the preceding three years from the date of this Prospectus in which Promoters is directly or indirectly interested.

## PAYMENT OF BENEFITS TO OUR PROMOTERS

Except as stated in “*Annexure – 30– Related Party Transaction*” under section titled “*Restated Financial Information*” beginning on Page No. 161 of this Prospectus, there has been no payment of benefits made to our Promoters in the two years preceding the filing of this Prospectus. Further, our Company may enter into transaction with or make payment of benefit to the Promoters Directors or Promoters’ Group, towards remunerations as decided by Board of Director.

## CONFIRMATIONS

Our Company and Promoters confirmed that they have not been declared as willful defaulters or Fraudulent Borrowers by the RBI or by any other government authority and there are no violations of securities laws committed by them in the past or are currently pending against them or restraining period are continued.

Further, our Promoters, Promoters group or directors have not been directly or indirectly, debarred from accessing the capital market or have not been restrained by any regulatory authority, directly or indirectly from acquiring the securities.

Additionally, our Promoters, Promoters group or directors do not have direct or indirect relation with the companies, its Promoters and whole-time director, which are compulsorily delisted by any recognized stock exchange or the companies which is debarred from accessing the capital market by the Board.

Also, our Promoters or directors are not a fugitive economic offender.

We and our Promoters, Group Entities, and Companies promoted by the Promoters confirm that:

- No material regulatory or disciplinary action has been taken by a stock exchange or regulatory authority in the past one year against us; and

- There are no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs during the past three years.

The details of outstanding litigation including its nature and status are disclosed in the section titled “*Outstanding Litigation and Material Developments*” beginning on Page No. 172 of this Prospectus.

#### DISASSOCIATION OF PROMOTERS IN THE LAST THREE YEARS

None of our Promoters have disassociated themselves from any Company or Firm during the preceding three years:

#### RELATIONSHIP OF PROMOTERS WITH EACH OTHER AND WITH OUR DIRECTORS

Except as disclosed herein, none of our Promoter(s) are related to any of our Company’s directors within the meaning of Section 2 (77) of the Companies Act, 2013.

Sr. No	Name	Name of Directors/ Promoters	Relation
1	Amitkumar Hasmukhrai Bhalodi	Radhika Amitkumar Bhalodi	Spouse
2	Shaileshbhai Vallabhdas Makadia	Shriyakumari Shaileshkumar Makadia	Spouse
3	Krupa Chetanbhai Dethariya	Koosh Chetanbhai Dethariya	Son
4	Radhika Amitkumar Bhalodi	Amitkumar Hasmukhrai Bhalodi	Spouse
5	Shriyakumari Shaileshkumar Makadia	Shaileshbhai Vallabhdas Makadia	Spouse
6	Koosh Chetanbhai Dethariya	Krupa Chetanbhai Dethariya	Mother

In addition to Our Promoters named above, the following individuals and entities form a part of the Promoters’ Group:

##### a. Natural persons who are part of our Individual Promoter Group:

Relationship	Mr. Amitkumar Hasmukhrai Bhalodi	Dr. Shaileshbhai Vallabhdas Makadia
Father	Hasmukhbhai Arjanbhai Bhalodi	Vallabhdas Vrajlal Makadia
Mother	Ramaben Hasmukhbhai Bhalodi	Parvatiben Vallabhdas Makadia
Spouse	Radhika Amitkumar Bhalodi	Shriyakumari Shaileshkumar Makadia
Brother	Dharneshbhai Hasmukhbhai Bhalodi	Sandeep Vallabhdas Makadia
Sister(s)	-	Kashmiraben N. Kagathara
	-	Alpaben M. Khacchar
Son	-	Madhav Shaileshbhai Makadia
Stepson	-	Eshaan Samir Marvania
Daughter	-	Radha Abhay Vachhani
Father-in-law	Keshavjibhai Mavjibhai Bhimani	Jairajbhai Haribhai Patel
Mother-in-law	Kanchanben Keshavjibhai Bhimani	Manujalaben Jairajbhai Patel
Brother-in-law	Divyang Keshavjibhai Bhimani	Kavit Jairaj Patel
Sister-in-law		Reema Jason

Relationship	Mrs. Krupa Chetanbhai Dethariya	Mrs. Radhika Amitkumar Bhalodi
Father	Jayantkumar Jerajbhai Patel	Keshavjibhai Mavjibhai Bhimani
Mother	Ushaben Jayantkumar Patel	Kanchanben Keshavjibhai Bhimani
Spouse	Chetanbhai Dethariya	Amitkumar Hasmukhrai Bhalodi
Brother(s)	Nirav Jayantbhai Patel	Divyang Keshavjibhai Bhimani
	Rajan Jayantbhai Patel	-
Sister	Ankita Chandibhamar	-
Son	Koosh Chetanbhai Dethariya	-
Father-in-law	Becharbhai Dethariya	Hasmukhbhai Arjanbhai Bhalodi
Mother-in-law	Partvatiben Dethariya	Ramaben Hasmukhbhai Bhalodi
Brother-in-law	-	Dharneshbhai Hasmukhbhai Bhalodi

Relationship	Mrs. Shriyakumari Shaileshkumar Makadia	Mr. Koosh Chetanbhai Dethariya
Father	Jairajbhai Haribhai Patel	Chetanbhai Dethariya

Relationship	Mrs. Shriyakumari Shaileshkumar Makadia	Mr. Koosh Chetanbhai Dethariya
<b>Mother</b>	Manujalaben Jairajbhai Patel	Krupa Chetanbhai Dethariya
<b>Spouse</b>	Shaileshbhai Vallabhdas Makadia	-
<b>Brother(s)</b>	Kavit Jairaj Patel	-
<b>Sister(s)</b>	Reema Jason	-
<b>Son(s)</b>	Madhav Shaileshbhai Makadia	-
<b>Step Son</b>	Eshaan Samir Marvania	-
<b>Daughter</b>	Radha Abhay Vachhani	-
<b>Father-in-law</b>	Vallabhdas Vrajlal Makadia	-
<b>Mother-in-law</b>	Parvatiben Vallabhdas Makadia	-
<b>Brother-in-law</b>	Sandeep Vallabhdas Makadia	-
<b>Sister-in-law</b>	Kashmiraben N. Kagathara	-
	Alpaben M. Khacchar	-

**b. Companies related to our Promoter Company:**

Nature of Relationship	Name of Entities
Subsidiary or holding company of Promoter Company	<ul style="list-style-type: none"> <li>• Vitagreen Products Private Limited</li> <li>• Radhe Associates Private Limited</li> <li>• Hi-Mac Castings Private Limited</li> </ul>
Any Body corporate in which promoter (Body Corporate) holds 20% or more of the equity share capital or which holds 20% or more of the equity share capital of the promoter (Body Corporate).	<ul style="list-style-type: none"> <li>• Radhe Renewable Energy Development Private Limited</li> <li>• Hi-Can Industries Private Limited</li> </ul>

**c. Companies, Proprietary concerns, HUF's related to our Promoters**

Nature of Relationship	Name of Entities
Any Body Corporate in which twenty percent or more of the equity share capital is held by promoters or an immediate relative of the promoters or a firm or HUF in which promoters or any one or more of his immediate relatives are a member.	<ul style="list-style-type: none"> <li>• Radhe Renewable Energy Development Private Limited</li> <li>• Turbo Multi Services Private Limited</li> <li>• KCD Commercial Private Limited.</li> <li>• Madhukar Realities Private Limited</li> <li>• Bhavesh Properties Private Limited</li> <li>• Tejas Builders Private Limited</li> <li>• Imperium Ceramic Private Limited</li> <li>• Samsara Recycling Private Limited</li> <li>• Hi-Can Industries Private Limited</li> </ul>
Any Body corporate in which Body Corporate as provided above holds twenty percent or more of the equity share capital.	NIL
Any Hindu Undivided Family or Firm in which the aggregate shareholding of the promoters and his immediate relatives is equal to or more than twenty percent.	<p><b>Partnership firm</b></p> <ul style="list-style-type: none"> <li>• Divine Child Care Hospital</li> <li>• Divine Pharmacy</li> <li>• KCD Projects</li> <li>• KCD Financial Advisor</li> <li>• KCD International</li> <li>• Sanjayraj Exim</li> <li>• Vardhman Industries</li> <li>• Sunglos Ceramic Industries</li> <li>• Gemini Microns-Morbi</li> <li>• Empire Microns Morbi</li> <li>• Crystal Coal</li> </ul>



Nature of Relationship	Name of Entities
	<ul style="list-style-type: none"> <li>• Sanjayraj Global Venture</li> <li><b>Limited Liability Partnership</b></li> <li>• Aditya Infraproject LLP</li> <li>• Uttam Paper Suppliers LLP</li> <li>• Rohini Suppliers LLP</li> <li>• Ovel Laminate LLP</li> <li><b>HUF</b></li> <li>• Shaileshkumar Vallabhdas Makadia – HUF</li> <li>• Vallabhdas Vrajlal Makadia - HUF</li> <li><b>Proprietorship</b></li> <li>• Kashmiraben N. Kagathara</li> <li>• Dethariya &amp; Associates</li> <li>• Krupaben C Dethariya</li> <li>• Chetan Dethariya &amp; Co. - Legal Consultancy</li> <li>• Parvatiben B. Dethariya</li> </ul>

For further details related to our Group Companies, please refer chapter titled “*Information with respect to Group Companies/Entities*” beginning on Page No. 180 of this Prospectus.

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## **DIVIDEND POLICY**

Under the Companies Act, 2013 our Company can pay dividends upon a recommendation by our Board of Directors and approval by a majority of the shareholders at the General Meeting and as per provisions of Articles of Association of our Company. The shareholders of the Company have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends. All Dividends upon recommendation by our Board of Directors and approved by the shareholders at the General Meeting will be paid to credit of registered shareholders by way of cheque or warrant or in any electronic mode.

Our Company does not have any formal dividend policy for the Equity Shares. The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and will depend on a number of factors, including the results of operations, earnings, capital requirements and surplus, general financial conditions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

Our Company has not paid / declared any dividend in last three years from date of this Prospectus.

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**SECTION IX – FINANCIAL STATEMENTS**

**RESTATED FINANCIAL INFORMATION**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Page Nos</b>
1.	Restated Financial Information	F – 1 to F – 46

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## INDEPENDENT AUDITOR'S REPORT ON RESTATED STANDALONE 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,  
Hi-Green Carbon Limited  
(Previously known as Shantol Green (India) Private Limited)  
G-557, Lodhika Industrial Estate Metoda G.I.D.C.,  
Gate No.3, Metoda GIDC,  
Rajkot – 360021.

1. We have examined the attached Restated Standalone Financial Information of M/s. Hi- Green Carbon Limited [Previously known as Shantol Green (India) Private Limited] comprising the Restated Standalone Statement of Assets and Liabilities as at 31st March, 2023, 31st March 2022 and 31st March, 2021, the Restated Standalone Statement of Profit & Loss, the Restated Cash Flow Statement for such period ended on March 31, 2023, March 31, 2022 and March 31, 2021, the Summary statement of Significant Accounting Policies and other explanatory Information (Collectively the Restated Standalone Financial Information) as approved by the Board of Directors in their meeting held on May 22, 2023 for the purpose of inclusion in the Offer Document in connection with its proposed Initial Public Offer (“IPO”) on the Emerge Platform of National Stock Exchange of India Limited (NSE) and prepared in terms of the requirement of:-
  - (i) Section 26 of Part I of Chapter III of the Companies Act, 2013 as amended (the “Act”);
  - (ii) 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”);
  - (iii) 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”).
2. The Company’s Board of Directors is responsible for the preparation of the Restated Standalone 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, Ahmedabad, in connection with the proposed IPO. The Restated Standalone Financial Information has been prepared by the management of the Company for the period ended on March 31, 2023, March 31, 2022 and March 31, 2021 on the basis of preparation stated in Annexure 4 to the Restated Standalone 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 Standalone 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.
3. We have examined such Restated Standalone 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 April 11, 2023 in connection with the proposed IPO of equity shares of the Company;
  - (b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
  - (c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Standalone Financial 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.
4. These Restated Standalone Financial Information have been compiled by the management from:

- (a) Audited Standalone Financial information of company for the period ended on March 31, 2023, March 31, 2022 and March 31, 2021 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.
5. We have audited the special purpose financial information of the Company for the year ended March 31, 2023 prepared by the Company in accordance with the AS for the limited purpose of complying with the requirement of getting its financial statements audited by an audit firm holding a valid peer review certificate issued by the “Peer Review Board” of the ICAI as required by ICDR Regulations in relation to proposed IPO. We have issued our report dated 11.04.2023 on these special-purpose financial information to the Board of Directors who have approved these in their meeting held on 11.04.2023.
6. For the purpose of our examination, we have relied on
- (a) Auditors’ Report issued by Ranpura Desai & Co Dated September 21, 2021 and July 28, 2022 for period ended on March 31, 2021 and on March 31, 2022 respectively. The audit was conducted by the Company’s statutory auditors, and accordingly reliance has been placed on the restated statement of assets and liabilities, the restated statements of profit and loss, the statement of cash flows the Significant Accounting Policies, and other explanatory information and (collectively, the Audited Financial Statement”) examined by them for the said years. We have also placed reliance on Audited financials for FY 2022-23. Audit for FY 2022-23 was conducted by us.
7. The Restated Financial Information has been prepared after adjusting the following matter(s) giving rise to modifications on the Standalone Restated Financial statements for the period ended on 31st March 2023, 31st March, 2022 and 31st March, 2021.
- (i) The Restated Standalone Financial Information or Restated Summary Standalone Financial Statement have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial period/years to reflect the same accounting treatment as per the changed accounting policy for all reporting periods, if any;
- (ii) The Restated Standalone Financial Information or Restated Summary Standalone 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;
- (iii) Extra-ordinary items that needs to be disclosed separately in the accounts has been disclosed wherever required;
- (iv) There were no qualifications in the Audit Reports issued by us for FY 2022-23 and by Ranpura Desai & Co, for FY 2021-22 and FY 2020-21 which would require adjustments in this Restated Standalone Financial Statements of the Company except as disclosed below;

**For the year ended March 31, 2023**

*“The Company has neither provided any information regarding interest paid or payable to suppliers falling under the Micro, Small and Medium Enterprises Development Act 2006 (the said Act) and not charged such interest to its Statement of Profit and loss for the financial year 2022-23 (the said year) nor ascertain due date of payment as per the said Act Had the Company provided for such interest, the Company's profit for the said year would have been lower than what is stated in the Statement of Profit and loss Account for the said year, the balance of Reserves and surplus would have been lower than what is stated In the Balance Sheet as at the end of the said year and either its provision for expenses would have been higher or balance In short-term Borrowing in the nature cash credit account or Its cash and cash equivalent for the said year would have been lower than what is stated in the Balance Sheet as at the end of the said year.”*

**For the year ended March 31, 2022**

*“As stated in Note No. 6 of the financial statements, the Company has not provided for interest due and payable to suppliers falling under the Micro, Small and Medium Enterprise Development Act, 2006, which is contrary to the provisions of the said Act. The Company has not quantified such interest payable. Had the Company provided for such*

*interest, the company's profit for the year would have been lower than what is stated in the Statement of Profit and Loss Account for the year ended on 31st March 2021 and its provision for expenses would have been higher than what is stated in the Balance Sheet as at the end of the year and the balance of Reserves and surplus would also have been higher than what is stated in the Balance Sheet as at the end of the year.”*

#### **For the year ended March 31, 2021**

*“As stated in Note No. 6 of the financial statements, the Company has not provided for interest due and payable to suppliers falling under the Micro, Small and Medium Enterprise Development Act, 2006, which is contrary to the provisions of the said Act. The Company has not quantified such interest payable. Had the Company provided for such interest, the company's profit for the year would have been lower than what is stated in the Statement of Profit and Loss Account for the year ended on 31st March 2021 and its provision for expenses would have been higher than what is stated in the Balance Sheet as at the end of the year and the balance of Reserves and surplus would also have been higher than what is stated in the Balance Sheet as at the end of the year.”*

Impact of above qualification has not been given in the standalone restated financial statement since impact of same was not qualifiable.

- (i) Profits and losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Policies and Notes to Accounts as set out in ANNEXURE - 4 to this report;
  - (ii) Adjustments in Restated Standalone Financial Information or Restated Standalone Financial Statement have been made in accordance with the correct accounting policies;
  - (iii) The related party transaction for purchase & sales of Goods and services entered by the company are at arm's length price;
  - (iv) The Company has not paid any dividend since its incorporation;
8. 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 Standalone Statement of Assets and Liabilities” as set out in ANNEXURE–1 to this report, of the Company for the Financial Year ending on March 31, 2023, March 31, 2022 and March 31, 2021 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 Standalone Financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in ANNEXURE – 4 to this Report.
  - (b) The “Restated Standalone Statement of Profit and Loss” as set out in ANNEXURE – 2 to this report, of the Company for the Financial Year ending on March 31, 2023, March 31, 2022 and March 31, 2021 are prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Profit and Loss have been arrived at after making such adjustments and regroupings to the individual Standalone Financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in ANNEXURE –4 to this Report.
  - (c) The “Restated Standalone Statement of Cash Flow” as set out in ANNEXURE – 3 to this report, of the Company for the Financial Year ending on March 31, 2023, March 31, 2022 and March 31, 2021 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 Standalone Financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in ANNEXURE – 4 to this Report.
  - (d) We have also examined the following other Standalone Financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed

to this report relating to the Company for the Financial Year Ended 31<sup>st</sup> March 2023, 31<sup>st</sup> March, 2022 and 31<sup>st</sup> March, 2021 proposed to be included in the Draft Prospectus / Prospectus (“Offer Document”) for the proposed IPO.

<b>Particulars</b>	<b>Annexure</b>
Restated Standalone Statement of Share Capital	Annexure – 5
Restated Standalone Statement of Reserves and Surplus	Annexure – 6
Restated Standalone Statement of Long-Term Borrowing	Annexure – 7
Restated Standalone Statement of Deferred Tax (Assets) / Liabilities	Annexure – 8
Restated Standalone Statement of Long-Term Provision	Annexure – 9
Restated Standalone Statement of Short-Term Borrowing	Annexure – 7
Restated Standalone Statement of Trade Payables	Annexure – 10
Restated Standalone Statement of Other Current Liabilities	Annexure – 11
Restated Standalone Statement of Short-Term Provisions	Annexure – 9
Restated Standalone Statement of Property, Plant and Equipment & Intangible Assets	Annexure – 12
Restated Standalone Statement of Non-current Investment	Annexure – 14
Restated Standalone Statement of Long-term loans and advances	Annexure – 13
Restated Standalone Statement of Other Non-Current Assets	Annexure – 15
Restated Standalone Statement of Inventories	Annexure – 17
Restated Standalone Statement of Trade Receivables	Annexure – 16
Restated Standalone Statement of Cash & Cash Equivalents	Annexure – 18
Restated Standalone Statement of Short-Term Loans & Advances	Annexure – 13
Restated Standalone Statement of Other Current Assets	Annexure – 15
Restated Standalone Statement of Revenue from Operations	Annexure – 19
Restated Standalone Statement of Other Income	Annexure – 20
Restated Standalone Statement of Consumption of Raw Materials	Annexure – 21
Restated Standalone Statement of Changes in inventories of Finished Goods, WIP and Traded Goods	Annexure – 22
Restated Standalone Statement of Employee Benefits Costs	Annexure – 23
Restated Standalone Statement of Finance Costs	Annexure – 24
Restated Standalone Statement of Depreciation and Amortization Expense	Annexure – 25
Restated Standalone Statement of Other Expenses	Annexure – 26.1
Restated Standalone Statement of Exceptional / Prior period Items	Annexure – 26.2
Restated Standalone Statement of Tax Shelter	Annexure – 28.1
Restated Standalone Statement of Prior period taxes	Annexure – 28.2
Restated Standalone Statement of Deferred Tax Expense/ Income	Annexure – 27
Restated Standalone Statement of Earnings per share	Annexure – 28
Restated Standalone Statement of Accounting Ratios	Annexure – 28
Restated Standalone Statement of related party transaction	Annexure – 30
Restated Standalone Statement of Ratio	Annexure- 31
Restated Standalone Statement of Additional Notes	Annexure- 32

9. In our opinion and to the best of information and explanation provided to us, the Restated Standalone Financial Information of the Company, read with significant accounting policies and notes to accounts as appearing in ANNEXURE – 4 are prepared after providing appropriate adjustments and regroupings as considered appropriate.
10. We, M/s. J C Ranpura & 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.
11. The preparation and presentation of the Standalone Financial Information referred to above are based on the Audited Standalone Financial statements of the Company and are in accordance with the provisions of the Act and ICDR Regulations. The Standalone Financial Statements and information referred to above is the responsibility of the management of the Company.

12. 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 Standalone Financial statements referred to therein.
13. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
14. In our opinion, the above Standalone Financial information contained in ANNEXURE – 1 to 32 of this report read with the respective Significant Accounting Policies and Notes to Accounts as set out in ANNEXURE – 4 are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Companies Act, ICDR Regulations, Engagement Letter and Guidance Note.
15. 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 J C Ranpura & Co.**  
**Chartered Accountants**  
**FRN: 108647W**  
**Peer Review Certificate No :011845**

**CA Ketan Y Sheth**  
**Partner**  
**Membership No. 118411**  
**UDIN: 23118411BGWRQR2719**

**Place: Rajkot**  
**Date: May 22, 2023**



## Hi-Green Carbon Limited (formerly Known As Hi-Green Carbon Private Limited)

### Annexure 1: Restated Standalone Statement of Assets and Liabilities

(All amounts are in Lakhs of Indian Rupees unless stated to be otherwise)

Particulars	Annexure	As at 31st March		
		2023	2022	2021
<b>Equity and liabilities</b>				
<b>Shareholders' funds</b>				
Share Capital	5	1,900.00	1,900.00	1,900.00
Reserves and Surplus	6	359.02	(725.77)	(1,093.72)
		<b>2,259.02</b>	<b>1,174.23</b>	806.28
<b>Non-current liabilities</b>				
Long-Term Borrowings	7	381.71	1,208.27	1,381.03
Deferred Tax Liabilities (Net)	8	37.99		
Long-Term Provisions	9	15.84	13.47	11.10
		<b>435.54</b>	<b>1,221.74</b>	<b>1,392.12</b>
<b>Current liabilities</b>				
Short-term borrowings	7	980.48	378.43	402.07
Trade payables	10			
(a) Total outstanding dues of micro and small enterprise		426.73	426.38	0.00
(b) Total outstanding dues of creditors other than micro and small enterprise		10.01	56.32	703.42
Other current liabilities	11	58.23	94.41	4.97
Short-term provisions	9	217.80	72.86	2.04
		<b>1,693.27</b>	<b>1,028.39</b>	<b>1,112.50</b>
<b>Total</b>		<b>4,387.83</b>	<b>3,424.36</b>	<b>3,310.91</b>
<b>Assets</b>				
<b>Non-current assets</b>				
Property, Plant, Equipment & Intangible Asset				
(i) Tangible Assets	12	1,797.68	1,667.25	1,557.38
(ii) Capital Work In Progress	12	187.27	-	49.52
(ii) Intangible Assets	12	0.10	0.13	0.14
Non-current investments	14	0.20	0.20	0.20
Deferred tax assets (net)	8	-	291.41	319.75
Long-term loans and advances	13	-	-	-
Other non-current assets	15	18.71	19.25	17.69
		<b>2,003.96</b>	<b>1,978.23</b>	<b>1,944.67</b>
<b>Current assets</b>				
Short-term loans and advances	13	576.77	-	1.00
Other current assets	15	8.20	4.17	24.39
Trade receivables	16	562.12	497.19	294.05
Inventories	17	1,227.77	938.31	1,034.47
Cash and Cash Equivalents	18	9.00	6.45	12.33
		<b>2,383.87</b>	<b>1,446.13</b>	<b>1,366.23</b>
<b>Total</b>		<b>4,387.83</b>	<b>3,424.36</b>	<b>3,310.91</b>
<b>Note:</b>				
The above statement should be read with the Statement of Notes to the Restated Financial Information in Annexure 4.				
As per our report of even date attached				
<b>For, J C Ranpura &amp; Co.</b>		<b>For and on behalf of the Board of Directors of</b>		
Chartered Accountants		<b>M/S. Hi-Green Carbon Limited</b>		
Firm Registration No.: 108647W				
<b>CA Ketan Y Sheth</b>		<b>Amit H. Bhalodi</b>	<b>Shailesh Makadia</b>	
Partner		Managing Director & CFO	Director	
Membership No. 118411		DIN: 00410510	DIN:00593049	
		<b>Sagar D. Siyani</b>	<b>Nirmalkumar K Suthariya</b>	
		Membership No. A55224	Whole-Time	
		Company Secretary	DIN: 05208299	
<b>Place : Rajkot</b>		<b>Place : Rajkot</b>		
<b>Date : May 22, 2023</b>		<b>Date : May 22, 2023</b>		

Hi-Green Carbon Limited (formerly Known As Hi-Green Carbon Private Limited)

Annexure 2: Restated Standalone Statement of Profit and Loss

(All amounts are in Lakhs of Indian Rupees unless stated to be otherwise)

Particulars	Annexure	For the year ended 31st March		
		2023	2022	2021
<b>Revenue</b>				
Revenue from operations	19	7,852.41	5,110.69	2,427.09
Other income	20	51.49	3.26	2.30
<b>Total revenue</b>		<b>7,903.90</b>	<b>5,113.95</b>	<b>2,429.39</b>
<b>Expenses</b>				
Cost of Materials Consumed	21	4,876.50	3,092.77	1,978.89
Changes in inventories of Finished Goods, WIP and Traded Goods	22	-117.41	228.13	-361.24
Employee Benefits Expense	23	136.22	116.82	107.32
Finance Costs	24	119.78	118.00	48.03
Depreciation and amortisation Expense	25	312.47	303.83	297.19
Other Expenses	26	963.09	787.60	346.00
<b>Total Expenses</b>		<b>6,290.64</b>	<b>4,647.14</b>	<b>2,416.18</b>
<b>PROFIT BEFORE EXCEPTIONAL &amp; EXTRAORDINARY ITEMS &amp; TAX</b>		<b>1,613.26</b>	<b>466.81</b>	<b>13.20</b>
Exceptional/Prior Period Items	26	-	-	-
<b>PROFIT BEFORE TAX</b>		<b>1,613.26</b>	<b>466.81</b>	<b>13.20</b>
<b>Tax Expense</b>				
Current Tax	28	202.00	70.51	-
Prior period tax	28	2.92	-	-
MAT Entitlement		-	-	-
Deferred Tax (Credit)/Charge	27	329.40	28.34	3.62
<b>Profit for the period / year</b>		<b>1,084.78</b>	<b>367.95</b>	<b>9.59</b>
<b>Earning Per Share</b>				
Basic	28	5.71	1.94	0.05
Diluted	28	5.71	1.94	0.05

**Note:**  
The above statement should be read with the Statement of Notes to the Restated Financial Information of the Company in Annexure 4

As per our report of even date attached

**For, J C Ranpura & Co.**  
Chartered Accountants  
Firm Registration No.: 108647W

**For and on behalf of the Board of Directors of  
M/S. Hi-Green Carbon Limited**

**CA Ketan Y Sheth**  
Partner  
Membership No. 118411

**Amit H. Bhalodi**  
Managing Director & CFO  
DIN: 00410510

**Shailesh Makadia**  
Director  
DIN:00593049

**Sagar D. Siyani**  
Membership No. A55224  
Company Secretary

**Nirmalkumar K Suthariya**  
Whole-Time  
DIN: 05208299

**Place : Rajkot**  
**Date : May 22, 2023**

**Place : Rajkot**  
**Date : May 22, 2023**

**Hi-Green Carbon Limited (formerly Known As Hi-Green Carbon Private Limited)**

**Annexure 3: Restated Standalone Statement of Cash Flows**  
(All amounts are in Lakhs of Indian Rupees unless stated to be otherwise)

Particulars	For the year ended on 31st March		
	2023	2022	2021
<b>A. Cash flow from operating activities</b>			
<b>Profit after tax, as restated</b>	1,084.78	367.95	9.59
<b>Adjustments for :</b>			
Provision for Gratuity			
Deferred Tax	329.40	28.34	3.62
Current Tax	202.00	70.51	-
Prior year tax	(2.92)	-	-
Depreciation and amortisation expense	312.47	303.83	297.19
Loss/(Gain) on Sale of Investment			
Foreign Exchange Gain / Loss	-	-	-
Finance costs	119.78	118.00	48.03
Interest & Dividend income	(0.63)	(0.63)	(1.84)
(Profit)/Loss on Sale of Asset	-	(1.24)	-
Prior Period Adjustment	-	-	-
<b>Operating profit before working capital changes</b>	<b>2,044.88</b>	<b>886.76</b>	<b>356.58</b>
<b>Changes in working capital:</b>			
(Increase) / decrease Inventories	(289.46)	96.15	(594.91)
(Increase) / decrease in Trade Receivables	(64.93)	(203.14)	(88.16)
(Increase) / decrease in Other Current Assets	(4.03)	20.21	10.01
(Increase) / decrease in Other non-current assets	0.54	(1.57)	(0.67)
Increase / (decrease) in Trade Payables	(45.95)	(220.72)	139.40
Increase / (decrease) in Other Current Liabilities	(36.18)	89.44	48.06
Increase / (decrease) in Long Term Provision/ Non Current Liabilities	2.37	2.37	11.10
Increase / (decrease) in Long Term Liabilities	0.00	0.00	0.00
Increase / (decrease) in Short term provisions	13.91	0.31	
<b>Cash generated from / (utilised in) operations</b>	<b>1,621.15</b>	<b>669.81</b>	<b>(118.58)</b>
Less : Income tax paid	-68.04	0.00	0.00
<b>Net cash flow generated from/ (utilised in) operating activities (A)</b>	<b>1,553.11</b>	<b>669.81</b>	<b>-118.58</b>
<b>B. Cash flow from investing activities</b>			
Purchase of property, plant and equipment (including intangible assets and intangible assets under development)	(630.14)	(365.95)	(125.13)
Capital Work In Progress			
Net of Purchase/ Proceeds from Sale of Investments			
Proceeds from Sales of Assets	-	3.03	-
Interest and Dividend Received	0.63	0.63	1.84
Increase in Investment	-	-	-
<b>Net cash flow utilised in investing activities (B)</b>	<b>(629.51)</b>	<b>(362.28)</b>	<b>(123.30)</b>
<b>C. Cash flow from financing activities</b>			
Proceeds from issuance of shares	-	-	-
Proceeds from Security Premium			
(Increase) / decrease in Long Term Loans and Advances	-	-	-
(Increase) / decrease in Loans and Advances and Other Assets	(576.77)	1.00	-
Net of Repayment/Proceeds from Short Term Borrowings	602.05	(23.65)	83.88
Net of Repayment/Proceeds from Long Term Borrowings	(826.56)	(172.76)	197.78
Interest/Finance Charges Paid	(119.78)	(118.00)	(48.03)
Dividend and Dividend Tax Paid			

**Hi-Green Carbon Limited (formerly Known As Hi-Green Carbon Private Limited)****Annexure 3: Restated Standalone Statement of Cash Flows**

(All amounts are in Lakhs of Indian Rupees unless stated to be otherwise)

Particulars	For the year ended on 31st March		
	2023	2022	2021
Net cash flow generated from/ (utilised in) financing activities (C)	(921.05)	(313.40)	233.63
Net (decrease)/ increase in cash & cash equivalents (A+B+C)	2.55	(5.88)	(8.25)
Cash and cash equivalents at the beginning of the period/ year	6.45	12.33	20.58
Cash and cash equivalents at the end of the period/ year	9.01	6.45	12.33

**Note:**

The above statement should be read with the Statement of Notes to the Restated Financial Information of the Company in Annexure 1, 2 and 4

The Cash Flow Statement has been prepared under Indirect Method as set out in Accounting Standard 3, 'Cash Flow Statements' notified under Section 133 of the Companies Act, 2013

**As per our report of even date attached****For, J C Ranpura & Co.**

Chartered Accountants

Firm Registration No.: 108647W

**For and on behalf of the Board of Directors of****M/S. Hi-Green Carbon Limited****CA Ketan Y Sheth**

Partner

Membership No. 118411

Partner

**Amit H. Bhalodi**

Managing Director &amp;

CFO

DIN: 00410510

**Shailesh Makadia**

Director

DIN:00593049

**Sagar D. Siyani**

Membership No. A55224

Company Secretary

**Nirmalkumar K. Suthariya**

Whole-Time

DIN: 05208299

**Place : Rajkot****Date : May 22, 2023****Place : Rajkot****Date : May 22, 2023**

**Annexure 4: Statement of Notes to Restated Standalone Financial Information**

**A SIGNIFICANT ACCOUNTING POLICIES**

**a. BASIS OF PREPARATION**

The financial statements have been prepared in accordance with the applicable Accounting Standards notified under Section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts Rules), 2014 under historical cost convention on accrual basis.

All the assets and liabilities have been classified as current or non-current as per Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of activities, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

**b. USE OF ESTIMATES**

The preparation of the financial statements is in conformity with Indian GAAP (Generally Accepted Accounting Principles) which requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent liabilities as on the date of the financial statements. The estimates and assumptions made and applied in preparing the financial statements are based upon management's best knowledge of current events and actions as on the date of financial statements. However, due to uncertainties attached to the assumptions and estimates made actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

**c. REVENUE RECOGNITION:**

(i) Revenue from sale of goods is recognised when significant risk and rewards of ownership of the goods have been passed to the buyer and it is reasonable to expect ultimate collection. Sale of goods is recognised net of GST and other taxes as the same is recovered from customers and passed on to the government.

(ii) Interest is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

(iii) Dividend income is recognised on cash basis

(iv) Other items of income and expenses are recognised on accrual basis.

(v) Income from export entitlement is recognised as on accrual basis.

(vi) Rental income is recognised on time period basis.

**d. FOREIGN CURRENCY TRANSACTIONS.**

**Initial recognition**

Transactions in foreign currency are accounted for at exchange rates prevailing on the date of the transaction.

**Measurement of foreign currency monetary items at Balance Sheet date**

Foreign currency monetary items (other than derivative contracts) as at Balance Sheet date are restated at the year end rates.

**Exchange difference**

Exchange differences arising on settlement of monetary items are recognised as income or expense in the period in which they arise.

Exchange difference arising on restatement of foreign currency monetary items as at the year end being difference between exchange rate prevailing on initial recognition/subsequent restatement on reporting date and as at current reporting date is adjusted in the Statement of Profit & Loss for the respective year.

Any expense incurred in respect of Forward contracts entered into for the purpose of hedging is charged to the Statement of Profit and loss.

**Forward Exchange Contract**

The Premium or discount arising at the inception of the Forward Exchange contracts entered into to hedge an existing asset/liability, is amortized as expense or income over the life of the contract. Exchange Differences on such contracts are recognised in the Statement of Profit and Loss in the reporting period in which the exchange rates change. Any Profit or Loss arising on cancellation or renewal of such a forward contract is recognized as income or expense in the period in which such cancellation or renewal is made.

The Foreign currency exposures that have not been hedged by a derivative instrument or otherwise are as per schedule 4 (E).

e. **INVESTMENTS**

Non-Current/ Long-term Investments are stated at cost. Provision is made for diminution in the value of the investments, if, in the opinion of the management, the same is considered to be other than temporary in nature. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

Current investments are carried at lower of cost and fair value determined on an individual basis. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

f. **PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS**

(i) **Tangible Assets**

Property, plant and equipment are stated at historical cost less accumulated depreciation, and accumulated impairment loss, if any. Historical cost comprises of the purchase price including duties and non-refundable taxes, borrowing cost if capitalization criteria are met, directly attributable expenses incurred to bring the asset to the location and condition necessary for it to be capable of being operated in the manner intended by management and initial estimate of decommissioning, restoring and similar liabilities.

Subsequent costs related to an item of property, plant and equipment are recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are recognized in statement of profit and loss during the reporting period when they are incurred.

An item of property, plant and equipment is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gains or losses arising from de-recognition are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is de-recognized.

(ii) **Intangible Assets**

Intangible assets include software / application which are developed and are measured on the basis of cost incurred for its development. The cost of intangible assets in our business combination is the capitalized value of the cost incurred to develop the asset till it is put to use. Such costs include salary of professional personnel hired, project expenses, research costs, etc. Following initial recognition, intangible assets are carried at cost less any accumulated amortization.

An item of intangible asset is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gains or losses arising from derecognition are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

Subsequent costs related to intangible assets are recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

g. **DEPRECIATION AND AMORTISATION**

Property, plant and equipment individually costing Rs. 5,000 or less are depreciated at 100% in the year in which such assets are ready to use.

Depreciation is calculated using the Straight Line value method over their estimated useful lives. The estimates of useful lives of tangible assets are as follows:

Class of Assets	Useful life as per schedule II	Useful Life as per Group
Computer	3 years	3 years
Freehold Land	Perpetual	Perpetual
Building - Freehold	30 years	30 years
Furnitures and Fixtures	10 years	10 years
Office Equipment	5 years	5 years
Plant and Machinery	15 years	15 years
Intangible Assets	10 Years	10 Years
Vehicles	8 years	8 years

**h. INVENTORIES:**

Inventories of traded goods are valued at lower of cost and net realizable value. Cost comprises of all costs of purchase and other costs incurred in bringing the inventories to their present location and condition . Cost formula used is Weighted average.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated cost necessary to make the sale.

**i. IMPAIRMENT OF ASSETS:**

Assessment is done at each Balance Sheet date as to whether there is any indication that a tangible asset might be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash flows from other assets or other group of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of asset/ cash generating unit is made.

Assets whose carrying value exceeds their recoverable amount are written down to 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. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognized for an asset in prior accounting period may no longer exist or may have decreased.

**j. EMPLOYEE BENEFITS:**

(i) Short-term employee benefits

Short term employee benefits are recognised as an expense at the undiscounted amount in the statement of Profit and loss for the year which includes benefits like salary, wages, bonus and are recognised as expenses in the period in which the employee renders the related service

(ii) Post employment benefits:

Defined Contribution Plan

The Company has Defined Contribution Plans for Post employment benefits in the form of Provident Fund for all employees which are administered by Regional Provident Fund Commissioner. Provident Fund and Employee State Insurance are classified as defined contribution plans as the Company has no further obligation beyond making the contributions. The Company's contributions to Defined Contribution plans are charged to the Statement of Profit and Loss as and when incurred.

Defined benefit Plans

Unfunded Plan: The Company has a defined benefit plan for Post-employment benefit in the form of Gratuity.

Liability for the above defined benefit plan is provided on the basis of valuation, as at the Balance Sheet date, carried out by an independent actuary. The actuarial method used for measuring the liability is the Projected Unit Credit method.

**k. BORROWING COST**

Borrowing costs are interest, commitment charges and other costs incurred by an enterprise in connection with Short Term/ Long Term borrowing of funds. Borrowing cost directly attributable to acquisition or construction of qualifying assets are capitalized as a part of the cost of the assets, upto the date the asset is ready for its intended use. All other borrowing costs are recognized in the Statement of Profit and Loss in the year in which they are incurred.

**l. EARNINGS PER SHARE:**

The earnings in ascertaining the Company's EPS comprises the net profit after tax attributable to equity shareholders and includes the post tax effect of any extraordinary items. The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the year.

Diluted earnings per share is computed by dividing the profit/(loss) after tax attributable to Equity Shareholders (including the post tax effect of extra ordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares which could have been issued on conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. Dilutive potential equity shares are determined independently for each period.

**m. TAXATION:**

Tax expense for the year comprising current tax & deferred tax are considered in determining the net profit for the year. Provision is made for current tax and based on tax liability computed in accordance with relevant tax laws applicable to the Company. Provision is made for deferred tax for all timing difference arising between taxable incomes & accounting income at currently enacted or substantively enacted tax rates, as the case may be. Deferred tax assets (other than in situation of unabsorbed depreciation and carry forward losses) are recognized only if there is reasonable certainty that they will be realized and are reviewed for the appropriateness of their respective carrying values at each Balance Sheet date. Deferred tax assets, in situation of unabsorbed depreciation and carry forward losses under tax laws are recognised only to the extent that where is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be recognised. Deferred Tax Assets and Deferred Tax Liability are been offset wherever the Company has a legally enforceable right to set off current tax assets against current tax liability and where the Deferred Tax Asset and Deferred Tax Liability relate to Income taxes is levied by the same taxation authority.

**n. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS:**

**(i) Provisions**

A provisions is recognized when the Company has a present obligation as a result of past event, if it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of obligation.

**(ii) Contingent Liability**

Contingent Liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only on the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

**(ii) Contingent Assets**

Contingent Assets are neither recognised nor disclosed in the financial statements.

**o. SEGMENT REPORTING**

Operating Segment are reported in a manner consistent with the internal reporting provided to the directors of the company. The directors of the Company is responsible for allocating resources and assessing performance of the operating segments.

**p. CASH & CASH EQUIVALENTS**

Cash & cash equivalents comprise cash and cash on deposit with banks and corporations. The company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amount of cash to be cash equivalents.



**Annexure 4: Statement of Notes to the Restated Standalone Financial Information**  
(All amounts are in Lakhs of Indian Rupees unless stated to be otherwise)

**B. Contingent liabilities and commitments**

**(i) Contingent liabilities**

₹ in lakhs

Particulars	As at 31 March,		
	2023	2022	2021
<b>Claims against the Company not acknowledged as debt</b>			
Custom Duty saved on import of Capital Goods under EPCG Scheme	-	-	-
Bank Guarantees	-	-	-
Indirect Tax Liability	-	-	-
Amount of Capital Commitments	-	-	-
Corporate Guarantee Given by Company *	-	-	-
	-	-	-

**C. Earning & Expenditure in foreign currency on accrual basis**

Particulars	For the year ended 31 March,		
	2023	2022	2021
<b>Foreign Currency Expenditure (Net off Remittance Charges)</b>			
Exports (Foreign currency)	USD 410200	USD 260896	USD 83730
Exports (INR)	316.89	211.03	57.01
Import of Plant & Machinery (Foreign Currency)	USD 29550	USD 58532	USD 21000
Import of Plant & Machinery (INR)	23.70352	44.1674765	16.1805
Commission Expense (Foreign currency)	USD 9704	USD 2250	USD 1255
Commission Expense (INR)	7.816786	1.6965	0.9634825
Advances given (Foreign currency)	USD 18250		
Advances given (INR)	14.95953		

**D. The year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below:**

Particulars	As at 31 March,		
	2023	2022	2021
<b>Foreign Currency Exposure that have not been Hedged by Derivative Instruments</b>			
Debtors in foreign currency related to exports	43000 USD	47900 USD	10000 USD
Advances paid to suppliers	18203 USD	-	-

**E. Changes in Accounting Policies in the Periods/Years Covered In The Restated Financials**

There is no change in significant accounting policies adopted by the Company.

**F. Segment Reporting**

The company does not have any segments as the company operates from one place of business only. In case of Exports, company exports the goods to other

**Revenue by Geography**

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022	Year Ended March 31, 2021
India	7,535.52	4,899.67	2,370.08
Sri Lanka	316.89	207.72	18.13
State of Qatar	-	3.31	-
Thailand	-	-	38.88

## Segment Asset

Particulars	Year Ended March 31, 2022	Year Ended March 31, 2021	Year Ended March 31, 2020
India	7,535.52	4,899.67	2,370.08
Sri Lanka	316.89	207.72	18.13
State of Qatar	-	3.31	-
Thailand	-	-	38.88

### G. Notes On Restatement Made In The Restated Financials

- 1) The financial statements including financial information have been prepared after making such regroupings and adjustments, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial statements/information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.
- 2) Contingent liabilities and commitments (to the extent not provided for) - A disclosure for a contingent liability is also made when there is a possible obligation that may, require an outflow of the Company's resources.
- 3) Figures have been rearranged and regrouped wherever practicable and considered necessary.
- 4) The management has confirmed that adequate provisions have been made for all the known and determined liabilities and the same is not in excess of the amounts reasonably required to be provided for.
- 5) The balances of trade payables, trade receivables, loans and advances are unsecured and considered as good are subject to confirmations of respective parties concerned.
- 6) Realizations: In the opinion of the Board and to the best of its knowledge and belief, the value on realization of current assets and loans and advances are approximately of the same value as stated.
- 7) Contractual liabilities: All other contractual liabilities connected with business operations of the Company have been appropriately provided for.
- 8) Amounts in the financial statements: Amounts in the financial statements are rounded off to nearest lakhs. Figures in brackets indicate negative values.

**Hi-Green Carbon Limited (formerly Known As Hi-Green Carbon Private Limited)**

**Annexure 4: Statement of Notes to the Restated Standalone Financial Information**

(All amounts are in Lakhs of Indian Rupees unless stated to be otherwise)

**H. Restatement adjustments, Material regroupings and Non-adjusting items**

**(a) Impact of restatement adjustments**

Below mentioned is the summary of results of restatement adjustments made to the audited financial statements of the respective period/years and its impact on profits.

Particulars	For the year ended 31 March		
	2023	2022	2021
Profit after tax as per audited financial statements	1,235.06	373.14	21.72
<b>Adjustments to net profit as per audited financial statements</b>			
Foreign Exchange Fluctuation Loss			
Increase / Decrease in Expenses/Income (refer note (b)(i) below)	(97.08)	(2.51)	-
Increase / Decrease in MAT Provision (refer note (b)(ii) below)			
Provision for Grauity	14.81	(2.68)	(12.13)
Excess / Short Provision for Tax/MAT (refer note (b)(ii) below)	-	-	-
Deffered Tax Liability / Assets Adjustments (refer note (b)(iii) below)	(68.00)	-	-
<b>Total adjustments</b>	<b>(150.27)</b>	<b>(5.19)</b>	<b>(12.13)</b>
<b>Restated profit after tax for the period/ years</b>	<b>1,084.78</b>	<b>367.95</b>	<b>9.59</b>

Note: 0.00 0.00 0.00

A positive figures represents addition and figures in brackets represents deletion in the corresponding head in the audited financial statements for respective reporting periods to arrive at the restated numbers.

**(b) Explanatory notes for the restatement adjustments**

- The Amount relating to the Income / Expenses have been adjusted in the year to which the same related to & under which head the same relates to.
- There was no income tax payable as per Income Tax Act,1961 nor as per MAT in Financial Year 2020-21 .Thus, no provision for income tax was created during that year and as the profit of the company has not changed due to restatement of financial statements, the provision for income tax has not been restated. In Financial Year 2021-22, there was no restatement made in provision for income tax . Thus, the same effect has not been given.
- There is no change in deferred tax assets/ deferred tax liabilities in the financial years given above. Thus, the same has not been given effect to in the Restated Financial statements

**To give Explanatory Notes Regarding Adjustment :-**

Appropriate adjustment have been made in the restated financial statement, wherever required, by reclassification of the corresponding item of income,

**(c) Restatement adjustments made to the audited opening balance figure of the Surplus in the Statement of Profit and Loss as at 1st April 2021:**

Particulars
<b>Surplus in the Statement of Profit and Loss as at 1 April 2021 as per audited financial statements</b>
<b>Adjustments:</b>
Bad debts (refer note (b)(ii))
Excess provision no longer required written back (refer note (b)(iv))
Investment written off (refer note (b)(v))
Deferred rax on above items (refer note (b)(vi))
Dividend (including DDT) (refer note (b)(vi))
<b>Surplus in the Statement of Profit and Loss as at 1st April 2021, as restated</b>

**Hi-Green Carbon Limited (formerly Known As Hi-Green Carbon Private Limited)**

**Annexure 4: Statement of Notes to the Restated Standalone Financial Information**

**(d) Material regrouping**

- i. With effect from April 1 2014, Schedule III notified under the Companies Act, 2013 has become applicable to the Company for preparation and
- ii. Appropriate adjustments have been made in the Restated Financial Information, wherever required, by a reclassification of the corresponding items of

**(e) Reconciliation of restated Equity / Networth:**

₹ in lakhs

Particulars	As at 31st March		
	2023	2022	2021
<b>Equity / Networth as per Audited Financials</b>	2,426.61	1,191.56	818.41
<u>Adjustment for:</u>			
Difference Pertaining to changes in Profit / Loss due to Restated Effect for the period covered in Restated Financial	(167.59)	(17.32)	12.13
Prior Period Adjustments	-	-	-
<b>Equity / Networth as Restated</b>	<b>2,259.02</b>	<b>1,174.24</b>	<b>806.28</b>

**To give Explanatory Notes Regarding Adjustment :-**

Appropriate adjustment have been made in the restated financial statement, wherever required, by reclassification of the corresponding item of income, expenses, assets and liabilities, in order to bring them I line with the groupings asper audited financial of the company for all the years and the requirements of teh Securities and Exchange Board of India ( Issue of Capital and Disclosure Requirements) Regulation 2018.

**Hi-Green Carbon Limited (formerly Known As Hi-Green Carbon Private Limited)**

**Annexure 5: Restated Standalone Statement of Share Capital**

(All amounts are in Lakhs of Indian Rupees unless stated to be otherwise)

Particulars	As at 31st March		
	2023	2022	2021
<b>Authorised share capital</b>			
Equity shares of Rs. 10 each			
- Number of shares	2,50,00,000	1,90,00,000	1,90,00,000
-Amount in Rs. (Lakhs)	2,500	1,900	1,900
	<b>2,500</b>	<b>1,900</b>	<b>1,900</b>
<b>Issued, subscribed and fully paid up</b>			
Equity shares of Rs. 10 each			
- Number of shares	1,90,00,000	1,90,00,000	1,90,00,000
-Amount in Rs. (Lakhs)	1,900	1,900	1,900
	<b>1,900</b>	<b>1,900</b>	<b>1,900</b>

**Reconciliation of equity share capital**

Particulars	As at 31st March		
	2023	2022	2021
<b>Balance at the beginning of the period/year</b>			
- Number of shares	1,90,00,000	1,90,00,000	1,90,00,000
-Amount in Rs. (Lakhs)	1,900	1,900	1,900
<b>Add: Shares issued during the period/year</b>			
- Number of shares	-	-	-
-Amount in Rs. (Lakhs)	-	-	-
<b>Balance at the end of the period/year</b>			
- Number of shares	1,90,00,000	1,90,00,000	1,90,00,000
-Amount in Rs.	<b>1,900</b>	<b>1,900</b>	<b>1,900</b>

The Company has only one class of issued, subscribed and paid-up equity shares having a par value of ₹.10/- each. Each shareholder of equity shares is entitled to one vote per share. The dividend proposed by the Board of directors is subject to the approval of the shareholders in the ensuing annual general meeting, except in the case of interim dividend. In the even of liquidation of the Company, the shareholders of equity shares will be entitled to receive the remaining assets of the Company. The distribution will be in proportion to the number of equity shares held by the shareholders.

**Shareholders holding more than 5% of the shares of the Company**

Particulars	As at 31st March		
	2023	2022	2021
<b>Equity shares of Rs. 10 each</b>			
<b>Amit H Bhalodi</b>			
- Number of shares	11,00,000	-	5,000
- Percentage holding (%)	5.79%	0.00%	0.03%
<b>Krupa C Dethariya</b>			
- Number of shares	25,12,550	-	-
- Percentage holding (%)	13.22%	0.00%	0.00%
<b>Shailesh V Makadia</b>			
- Number of shares	11,00,000	-	-
- Percentage holding (%)	5.79%	0.00%	0.00%

<b>RNG Finlease Private Limited</b>			
- Number of shares	1,36,00,000	1,90,00,000	1,89,90,000
- Percentage holding (%)	71.58%	100.00%	99.95%
<b>Nirmal Sutaria</b>			
- Number of shares	-	-	5,000
- Percentage holding (%)	0.00%	0.00%	0.03%

Particulars	Shares held by Promoters at the end of the year		
	For the year ended 31st March 2023		
	No of Shares	% of total Shares	% Change during the year
Amit H Bhalodi	11,00,000	5.79%	5.79%
Rupa C Jariwala	6,71,500	3.53%	3.53%
Mayur Gajera	8,74,610	4.60%	4.60%
Krupa C Dethariya	11,00,000	5.79%	5.79%
Kush C Dethariya	7,00,000	3.68%	3.68%
Radhika A Bhalodi	7,00,000	3.68%	3.68%
Shailesh V Makadia	11,00,000	5.79%	5.79%
Shriya Makadia	7,00,000	3.68%	3.68%
RNG Finlease Private Limited	1,36,00,000	71.58%	71.58%

Particulars	Shares held by Promoters at the end of the year		
	For the year ended 31st March 2022		
	No of Shares	% of total Shares	% Change during the year
Amit H Bhalodi	-	-	-0.03%
Rupa C Jariwala	-	-	0.00%
Mayur Gajera	-	-	0.00%
Krupa C Dethariya	-	-	0.00%
Kush C Dethariya	-	-	0.00%
Radhika A Bhalodi	-	-	0.00%
Shailesh V Makadia	-	-	0.00%
Shriya Makadia	-	-	0.00%
Nirmal Sutaria	-	-	-0.03%
RNG Finlease Private Limited	1,90,00,000	100%	0.05%

Particulars	Shares held by Promoters at the end of the year		
	For the year ended 31 March 2021		
	No of Shares	% of total Shares	% Change during the year
Amit H Bhalodi	5,000	0.03%	0.03%
Rupa C Jariwala	-	-	-
Mayur Gajera	-	-	-
Krupa C Dethariya	-	-	-
Kush C Dethariya	-	-	-
Radhika A Bhalodi	-	-	-
Shailesh V Makadia	-	-	-
Shriya Makadia	-	-	-
Nirmal Sutaria	5,000	0.03%	0.03%
RNG Finlease Private Limited	1,89,90,000	99.95%	99.95%

**Terms & Rights attached to Equity Shares.**

The Company has only one class of issued, subscribed and paid-up equity shares having a par value of ₹.10/- each. Each shareholder of equity shares is entitled to one vote per share. The dividend proposed by the Board of directors is subject to the approval of the shareholders in the ensuing annual general meeting, except in the case of interim dividend. In the event of liquidation of the Company, the shareholders of equity shares will be entitled to receive the remaining assets of the Company. The distribution will be in proportion to the number of equity shares held by the shareholders.

**Note:**

- (i) The figures disclosed above are based on the restated standalone statement of assets & liabilities of company.
- (ii) As per the records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.
- (iii) The above statement should be read with the restated standalone statement of assets & liabilities, Restated Standalone statement of Profit & Loss, Restated Standalone statement of Cashflow, significant accounting policies & notes to restated standalone statements as appearing in annexures 1 , 2 , 3 & 4 respectively.

Hi-Green Carbon Limited (formerly Known As Hi-Green Carbon Private Limited)

Annexure 6: Restated Standalone Statement of Reserves and surplus

(All amounts are in Lakhs of Indian Rupees unless stated to be otherwise)

₹ in lakhs

Particulars	As at 31 March		
	2023	2022	2021
<b>A. Securities premium account</b>			
Balance at the beginning of the period / year	-	-	-
Add : On shares issued	-	-	-
<b>Balance at the end of the period/year</b>	-	-	-
<b>B. Surplus in the Restated Summary Statement of Profit and Loss</b>			
Balance at the beginning of the period/year	(725.77)	(1,093.72)	(1,103.31)
Add / Less :-Prior Period Expense/ Income	-	-	-
Less: Share Issue	-	-	-
Add : Transferred from the Restated Summary Statement of Profit and Loss	1,084.78	367.95	9.59
<b>Balance at the end of the period/year</b>	<b>359.02</b>	<b>(725.77)</b>	<b>(1,093.72)</b>
<b>Total (A+B)</b>	<b>359.02</b>	<b>(725.77)</b>	<b>(1,093.72)</b>

Note:

- 1 The figures disclosed above are based on the restated standalone statement of assets & liabilities of company.
- 2 The above statement should be read with the restated standalone statement of assets & liabilities, Restated Standalone statement of Profit & Loss, Restated Standalone statement of Cashflow, significant accounting policies & notes to restated standalone statements as appearing in annexures 1 , 2 , 3 & 4 respectively.



Hi-Green Carbon Limited (formerly Known As Hi-Green Carbon Private Limited)

Annexure 7: Restated Standalone Statement of Long- term /Short-term borrowings  
(All amounts are in Lakhs of Indian Rupees unless stated to be otherwise)

₹ in lakhs

Particulars	As at 31st March					
	2023		2022		2021	
	Long-term	Short-term	Long-term	Short-term	Long-term	Short-term
<b>Unsecured</b>						
(a) Loans from Banks	-	-	-	-	-	-
(b) Commercial Vehicle Loan	-	-	-	-	-	-
<b>Secured</b>						
(c) Bank OD/CC	-	915.71	-	320.99	-	334.16
(d) From Banks	117.26	-	144.58	-	183.15	-
(e) Current Maturity		64.78		57.44		67.91
	<b>117.26</b>	<b>980.48</b>	<b>144.58</b>	<b>378.43</b>	<b>183.15</b>	<b>402.07</b>
<b>Unsecured</b>						
(f) Loans from , Directors, Members, Related Parties, & Inter Corporate Deposit						
From Directors, Members, & Related Parties	20.50	-	18.50	-	80.10	-
From Relatives						
Inter Corporate Deposits	243.95	-	1,045.19	-	1,117.78	-
From Members						
(g) Term loans						
From banks						
From others						
(h) Others						
HDFC Bank LCBD						
(i) From Others	-	-	-	-	-	-
	<b>264.45</b>	<b>-</b>	<b>1,063.69</b>	<b>-</b>	<b>1,197.88</b>	<b>-</b>
	<b>381.71</b>	<b>980.48</b>	<b>1,208.27</b>	<b>378.43</b>	<b>1,381.03</b>	<b>402.07</b>

Notes

Secured term loans from banks are secured against hypothecation of the Company's property, plant and equipment and vehicles, factory land and building and personal guarantee of the directors of the Company

HDFC Bank Toyota Fortuner Loan is secured against the car purchased and rate of interest for that loan is 8% and the loan is approved of the amount 37.23 Lakhs.

Central Bank of India Loan for purchase of Kia Carnival Car is secured against Kia Carnival Car and rate of interest for that loan is 8.4% and loan approved amount is 21.20 Lakhs.

Central Bank of India Loan for purchase of Tata Harrier Car is secured against Tata Harrier Car and rate of interest for that loan is 8.4% and loan approved amount is 11.40 Lakhs.

Loans repayable on demand from Bank are secured against hypothecation of stock in trade of raw materials, semi finished /finished ,etc. and Movable Assets and rate of interest is RBLR + 1.45%

Annexure 7.1: Restated Standalone Statement of Details regarding Loan (Secured and Unsecured)

(Unsecured)

₹ in Lakhs

SNo.	Lender	Nature of Facility	Sanctioned Loan	Outstanding as on 31st March, 2023	Rate of Interest/Margin	Repayment Terms
1	Heenaben Sutaria	US Loan	-	10.00	0.00%	On Demand
2	Nirmal Sutaria	US Loan	-	8.50	0.00%	On Demand
3	Phoenix Projects Pvt Ltd	US Loan	-	135.00	0.00%	On Demand
4	Rebond Healthcare Pvt Ltd	US Loan	-	20.00	0.00%	On Demand
5	RNG Finlease Pvt Ltd	US Loan	-	88.95	0.00%	On Demand
6	Shailesh V Makadia	US Loan	-	2.00	0.00%	On Demand
<b>Total</b>				<b>264.45</b>		

(Secured)

₹ in Lakhs

Sr No.	Lender	Nature of Facility	Loan	Outstanding as on 31st March, 2023	Rate of Interest/Margin	Repayment Terms	Security/ Principal terms and conditions	Collateral Security/ other Condition	Personal/Corporate Guarantee
1	CBI	CC	1,000.00	915.71	RBLR+1.45%	NA	Hypothecation of Machinery, Stock, Book Debts	<p><b>Property No.01:</b> Industrial Land &amp; Buining situated at Araji no. 2894 &amp; 2896 situated at Near Ajmer Road, N.H.79, Gram :Rupaheli, The: Hurda &amp; Dist Bhilwara (Raj) in the name of M/s Shanthol Green Energy (India) Pvt Ltd Total Area: 47348 Sq. Mtr.</p> <p><b>Property No.02:</b> Industrial Land at Rev. Survey No. 2893, situated at Near Ajmer Road N.H.-79, Gram: Rupaheli The: Hurda Dist Bhilwara Rajashtan in the name of M/s Shanthol Green Energy India Pvt Ltd With total Land Area 9146.90 Sq. Mtr.</p> <p><b>Property No.03:</b> Residential property situated at Survey No.112, known as Vrundavan Society Street No.08, Behind H.P.Petrol Pump, Near Crystal Mall, Opp. Nyari Filter Plant Road, Off: Kalawad Road, Nanamava Rajkot. In the name of Mr. Shaileshbhai Vallabhdas Makadiya &amp; Mr. Sandipkumar Vallabhdas Makadiya with total Land Area:218.40 Sq. Mt.</p> <p><b>Property No .04</b> Industrial Land at Survey No. 935 of Village Jarod adm. area of 12,444 Sqr. Mt of Radhe Real Estate and Infrastructure</p> <p><b>Property No.05:</b> Industrial Land at Survey No. 937 of Village Jarod adm. area of 6374 Sqr. Mtr. of Radhe Real Estate and Infrastructure</p>	<p>1. Shailesh V Makadia 2. Amit H Bhalodi 3. Nirmal K Sutaria 4. Sandip V Makadia 5. Radhe Renewable Energy Development Pvt Ltd 6. RNG Finlease Pvt Ltd 7. Radhe Real Estate Infrastructure 8. All partners of Radhe Real Estate &amp; Infrastructure, Radhe Renewable Energy Development Pvt Ltd, Shailesh Makadia</p>
		TL	150.00	110.00	RBLR+1.45%+0.30%	60 Months + 6 Months Moratorium			
		TL - Covid 19 CGECL Scheme	49.00	4.36	RBLR Linked with a cap of 7.50%	36 Months + 12 Months Moratorium			
2	ICICI	Vehicle Laon - 1	21.00	5.10	8.05%	36 Months	Innova Crysta	NA	NA
3	CBI	Vehicle Laon - 2	11.40	9.95	7.75%(RBLR) + 0.65% (Spread)	60 months	Tata Harrier	NA	1.Amit H Bhalodi 2.Nirmal K Sutaria
4	CBI	Vehicle Laon - 3	21.20	18.50	7.75%(RBLR) + 0.65% (Spread)	60 Months	Kia Carnival	NA	
5	HDFC	Vehicle Laon - 4	37.23	34.13	7.90%	60 Months	Toyota Fortuner	NA	NA
<b>Total</b>				<b>1,097.74</b>					

**Hi-Green Carbon Limited (formerly Known As Hi-Green Carbon Private Limited)**

**Annexure 8: Deferred Tax Assets/Liabilities**

(All amounts are in Lakhs of Indian Rupees unless stated to be otherwise)

₹ in lakhs

Particulars	As at 31st March		
	2023	2022	2021
<b>Deferred Tax Liability related to:</b>			
Difference in wdv of fixed assets as per books & Income-tax records	37.99	62.10	62.35
<b>Deferred Tax Assets related to:</b>			
Unabsorbed Depreciation And Loss			
Deferred Tax Assets (Deferred Tax Liability)	-	353.51	382.10
	37.99	-	291.41
			-
			319.75

**Note:**

In accordance with accounting standard 22, Accounting for taxes on income, issued by the institute of Chartered Accountant of India, the Deferred Tax Liabilities (net of Assets) is provided in the books of account as at the end of the year/ (period)

**Annexure 9: Restated Statement of Provisions**

₹ in lakhs

Particulars	As at 31st March					
	2023		2022		2021	
	Long-term	Short-term	Long-term	Short-term	Long-term	Short-term
Provision for gratuity & Leave Encashment	15.84	2.25	13.47	1.34	11.10	1.04
Provision for Rent	-	-	-	-	-	-
Provision for Electricity Expenses	-	13.00	-	-	-	-
Provision for Audit fees	-	1.00	-	1.00	-	1.00
Provision For Income Tax	-	201.55	-	70.51	-	-
	<b>15.84</b>	<b>217.80</b>	<b>13.47</b>	<b>72.86</b>	<b>11.10</b>	<b>2.04</b>

**Note:**

- The figures disclosed above are based on the restated standalone statement of assets & liabilities of company.
- The above statement should be read with the restated standalone statement of assets & liabilities, restated standalone statements of Profit & Loss, restated standalone statements of Cashflow statement, significant accounting policies & notes to restated standalone statements as appearing in annexures 1,2,3 & 4 respectively.

Annexure 9A: Restated Standalone Statement of Provisions

The following table sets out the status of the Gratuity Scheme in respect of employees of the Company:

Particulars	As at 31st March		
	2023	2022	2021
Projected Benefit Obligation	-	-	-
Funding Status	Unfunded	Unfunded	Unfunded
Fund Balance	N.A	N.A	N.A
Current Liability	2.25	1.34	1.04
Non Current Liability	14.81	13.47	11.10

The actuarial assumptions used in accounting for the gratuity plan were as follows:

Particulars	As at 31st March		
	2023	2022	2021
<b>Demographic Assumption:</b>			
Mortality Rate	Indian Assured Lives Mortality (2012-14) Ultimate	Indian Assured Lives Mortality (2012-14) Ultimate	Indian Assured Lives Mortality (2012-14) Ultimate
Retirement Age	60	60	60
Attrition Rate	10%	10%	10%
<b>Financial Assumption:</b>			
Salary Escalation Rate	6%	6%	6%
Discount Rate	7.40%	6.90%	6.55%

(b) Compensated absences

The obligation for compensated absences is recognised in the same manner as gratuity and net charge to the Statement of

The actuarial assumptions used in accounting for the gratuity plan were as follows:

Particulars	As at 31st March		
	2023	2022	2021
<b>Demographic Assumption:</b>			
Mortality Rate	0.09% to 1.12%		
Retirement Age	60 years	60 years	60 years
<b>Financial Assumption:</b>			
Salary Escalation Rate	6.00%	6.00%	6.00%
Discount Rate	7.40%	6.90%	6.55%

Annexure 10: Restated Standalone Statement of Trade payables

(All amounts are in Lakhs of Indian Rupees unless stated to be otherwise)

₹ in lakhs

Particulars	As at 31 March		
	2023	2022	2021
Dues of micro and small enterprises (refer note below)	426.73	426.38	-
Dues to others	10.01	56.32	703.42
	<b>436.75</b>	<b>482.70</b>	<b>703.42</b>

Particulars	Outstanding for following periods from due date of payment				As at 31st March 2023
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	425.93	0.80	-	-	426.73
(ii) Others	10.01	-	-	-	10.01
(iii) Disputed Dues - MSME	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-

Particulars	Outstanding for following periods from due date of payment				As at 31st March 2022
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	424.23	2.15	-	-	426.38
(ii) Others	41.22	3.10	-	12.00	56.32
(iii) Disputed Dues - MSME	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-

Particulars	Outstanding for following periods from due date of payment				As at 31st March 2021
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total

(i) MSME	-	-	-	-	-
(ii) Others	702.14	-	0.75	0.54	703.42
(iii) Disputed Dues - MSME	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-

This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED) has been determined to the extent Trade Payables as on 31st March, 2023 has been taken as certified by the management of the company

Particulars	As at 31 March		
	2023	2022	2021
Principal Amount Due to suppliers as at the year end	426.73	426.38	-
Interest accrued, due to suppliers on the above amount, and unpaid as at the year end	-	-	-
Payment made to suppliers (other than interest) beyond the appointed date under section 16 of MSMED	-	-	-
Interest paid to suppliers under MSMED Act (other than Section 16)	-	-	-
Amount of Interest paid by the Company in terms of Section 16 of the MSMED, along with the amount of the payment made to the supplier beyond the appointed day during the accounting year	-	-	-
Amount of Interest due and payable for the period of delay in making the payment, which has been paid but beyond the appointed date during the year, but without adding the interest specified under MSMED Act	-	-	-
Amount of Interest Accrued and remaining unpaid at the end of each accounting year to suppliers	-	-	-
Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of MSMED	-	-	-

- 1 The Company is in the process of obtaining necessary confirmations from suppliers regarding their status under the Micro, Small and Medium Enterprises (MSME) Development Act, 2006 (the 'Act') and hence disclosures regarding the following have not been made:
- Amount due and outstanding to MSME suppliers as at the end of the accounting period / year.
  - Interest paid during the period / year to MSME.
  - Interest payable at the end of the accounting period / year to MSME.
  - Interest accrued and unpaid at the end of the accounting period / year to MSME.

Management believes that the figures for disclosures, if any, will not be significant.

**Annexure 11: Restated Standalone Statement of Other Current Liabilities**  
(All amounts are in Lakhs of Indian Rupees unless stated to be otherwise)

₹ in lakhs

Particulars	As at 31 March		
	2023	2022	2021
<b>Other Current Liabilities</b>			
Current Maturities of Long Term Debts			
Interest Accrued and Due			
Salary & Wages Payables			
Income Tax Payable			
Statutory dues	18.82	40.59	0.81
Advance from Customers & Other Liabilities	39.41	53.82	4.16
Creditor for Capital Goods			
	<b>58.23</b>	<b>94.41</b>	<b>4.97</b>

**Notes:**

- Advance received from the customers have been taken as certified by the management of the company and no security has been offered by the company against the same.
- The figures disclosed above are based on the restated standalone statement of assets & liabilities of company.
- The above statement should be read with the restated standalone statement of assets & liabilities, restated standalone statements of Profit & Loss, restated standalone statements of Cashflow statement, significant accounting policies & notes to restated standalone statements as appearing in annexures 1,2,3 & 4 respectively.

Hi-Green Carbon Limited (formerly Known As Hi-Green Carbon Private Limited)

Annexure 12: Restated Standalone Statement of Property, Plant and Equipment and Intangible Assets  
(All amounts are in Lakhs of Indian Rupees unless stated to be otherwise)

₹ in lakhs

Gross block	Land	Computers	Furniture & Fixture	Office Equipment	Plant and Machinery	Factory Shed/Building	Vehicles	Total
<b>Balance as at 31 March 2020</b>	<b>27.38</b>	<b>5.91</b>	<b>16.46</b>	<b>14.06</b>	<b>2,764.35</b>	<b>537.15</b>	<b>134.31</b>	<b>3,499.62</b>
Additions		0.61	-	0.34	95.19		27.90	124.03
Disposals	-	-	-	-			-	-
<b>Balance as at 31 March 2021</b>	<b>27.38</b>	<b>6.51</b>	<b>16.46</b>	<b>14.40</b>	<b>2,859.54</b>	<b>537.15</b>	<b>162.21</b>	<b>3,623.65</b>
Additions	-	1.82	4.79	2.11	401.01	-	5.73	415.46
Disposals	-	-	-	-	1.79			1.79
<b>Balance as at 31 March 2022</b>	<b>27.38</b>	<b>8.33</b>	<b>21.26</b>	<b>16.51</b>	<b>3,258.76</b>	<b>537.15</b>	<b>167.94</b>	<b>4,037.33</b>
Additions	258.05	2.19	4.20	2.09	58.32	2.26	115.77	442.87
Disposals	-	-	-	-				-
<b>Balance as at 31 March 2023</b>	<b>285.42</b>	<b>10.52</b>	<b>25.46</b>	<b>18.60</b>	<b>3,317.08</b>	<b>539.41</b>	<b>283.71</b>	<b>4,480.20</b>
<b>Accumulated depreciation and amortisation</b>								
<b>Balance as at 31 March 2020</b>	<b>-</b>	<b>5.44</b>	<b>13.70</b>	<b>9.88</b>	<b>1,429.94</b>	<b>243.82</b>	<b>66.32</b>	<b>1,769.10</b>
Depreciation charge	-	0.17	0.72	1.12	249.26	27.29	18.61	297.17
Deduction/ Adjustment	-	-	-	-	-	-	-	-
<b>Balance as at 31 March 2021</b>	<b>-</b>	<b>5.61</b>	<b>14.42</b>	<b>10.99</b>	<b>1,679.20</b>	<b>271.11</b>	<b>84.93</b>	<b>2,066.28</b>
Depreciation charge	-	0.65	0.65	0.46	258.41	24.64	19.01	303.81
Deduction/ Adjustment	-	-	-	-				
<b>Balance as at 31 March 2022</b>	<b>-</b>	<b>6.27</b>	<b>15.07</b>	<b>11.45</b>	<b>1,937.61</b>	<b>295.75</b>	<b>103.94</b>	<b>2,370.09</b>
Depreciation charge	-	1.75	2.50	1.03	253.48	22.30	31.38	312.44
Deduction/ Adjustment	-	-	-	-				-
<b>Balance as at 31 March 2023</b>	<b>-</b>	<b>8.02</b>	<b>17.56</b>	<b>12.48</b>	<b>2,191.09</b>	<b>318.05</b>	<b>135.32</b>	<b>2,682.53</b>
<b>Net block</b>								
<b>Balance as at 31 March 2020</b>	<b>27.38</b>	<b>0.46</b>	<b>2.76</b>	<b>4.18</b>	<b>1,085.15</b>	<b>266.04</b>	<b>67.99</b>	<b>1,730.52</b>
<b>Balance as at 31 March 2021</b>	<b>27.38</b>	<b>0.90</b>	<b>2.04</b>	<b>3.41</b>	<b>921.93</b>	<b>241.40</b>	<b>77.27</b>	<b>1,557.38</b>
<b>Balance as at 31 March 2022</b>	<b>27.38</b>	<b>2.06</b>	<b>6.19</b>	<b>5.06</b>	<b>1,067.67</b>	<b>219.10</b>	<b>64.00</b>	<b>1,667.25</b>
<b>Balance as at 31 March 2023</b>	<b>285.42</b>	<b>2.50</b>	<b>7.90</b>	<b>6.12</b>	<b>58.32</b>	<b>2.26</b>	<b>148.39</b>	<b>1,797.68</b>

Hi-Green Carbon Limited (formerly Known As Hi-Green Carbon Private Limited)

Annexure 12: Restated Standalone Statement of Property, Plant and Equipment and Intangible Assets  
(All amounts are in Lakhs of Indian Rupees unless stated to be otherwise)

₹ in lakhs

Intangible Assets	As at 31st March		
	2023	2022	2021
<b>Intangible Assets</b>			
Gross Block Opening Balance	0.72	0.72	0.72
Addition during the year	-	-	-
Reduction/ Capitalized during the year			
<b>Gross Block Closing Balance..(A)</b>	<b>0.72</b>	<b>0.72</b>	<b>0.72</b>
Opening Accumulated depreciation	0.59	0.57	0.56
Depreciation charged during the year	0.03	0.01	0.02
Reduction/Adj. During the year			
<b>Accumulated Depreciaton (Closing Balance)..(B)</b>	<b>0.62</b>	<b>0.59</b>	<b>0.57</b>
<b>Net Block (A-B)</b>	<b>0.10</b>	<b>0.13</b>	<b>0.14</b>
<b>Total</b>	<b>0.10</b>	<b>0.13</b>	<b>0.14</b>

Capital Work in Progress	As at 31st March		
	2023	2022	2021
<b>Capital Work in Progress</b>			
Gross Block Opening Balance	-	49.52	48.42
Addition during the year	187.27	-	1.10
Reduction/ Capitalized during the year	-	49.52	-
<b>Gross Block Closing Balance..(A)</b>	<b>187.27</b>	<b>-</b>	<b>49.52</b>
Opening Accumulated depreciation	-	-	-
Depreciation charged during the year	-	-	-
Reduction/Adj. During the year	-	-	-
<b>Accumulated Depreciaton (Closing Balance)..(B)</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Net Block (A-B)</b>	<b>187.27</b>	<b>-</b>	<b>49.52</b>
<b>Total</b>	<b>187.27</b>	<b>-</b>	<b>49.52</b>

1 The figures disclosed above are based on the restated standalone statement of assets & liabilities of company.

2 The above statement should be read with the restated standalone statement of assets & liabilities, restated standalone statements of Profit & Loss, restated standalone statements of Cashflow statement, significant accounting policies & notes to restated standalone statements as appearing in annexures 1,2,3 & 4 respectively.

Hi-Green Carbon Limited (formerly Known As Hi-Green Carbon Private Limited)

Annexure 13: Restated Statement of Loans and advances

(All amounts are in Lakhs of Indian Rupees unless stated to be otherwise)

₹ in lakhs

Particulars	As at 31 March					
	2023		2022		2021	
	Long-term	Short-term	Long-term	Short-term	Long-term	Short-term
<b>Loans and Advances to related parties</b>						
Loans Given	-	-			-	
<b>Others</b>						
Advances to suppliers	-	576.77	-	-	-	-
Advances for Civil Work	-	-	-	-	-	1.00
IPO Advances						
Other Advances	-	-	-	-	-	-
	-	576.77	-	-	-	1.00

Note :-

- 1 Advance given to suppliers have been taken as certified by the management of the company.
- 2 No Securitites have been taken by the company against advances given to suppliers.
- 3 The figures disclosed above are based on the restated standalone statement of assets & liabilities of company.
- 4 The above statement sholud be read with the restated standalone statement of assets & liabilities, restated standalone statements of Profit & Loss, restated standalone statements of

Annexure 14: Restated Statement of Non Current Investment

₹ in lakhs

Particulars	As at 31 March		
	2023	2022	2021
<b>Investment</b>			
N.S.C. Certificate	0.20	0.20	0.20
	0.20	0.20	0.20
<b>Note related to Non - Current Investment :-</b>			
(a) Aggregate Value of Quoted Investment:	-	-	-
(b) Market Value of Quoted Investment:	-	-	-
(c) Aggregate Amount of Unquoted Investment :	0.20	0.20	0.20

Annexure 15 : Restated Standalone Statement of Other Non Current Assets

₹ in lakhs

Particulars	As at 31 March					
	2023		2022		2021	
	Long-term	Short-term	Long-term	Short-term	Long-term	Short-term
Deposits	18.71	-	19.25	-	17.69	-
Balance with Revenue Authorities	-	8.20	-	4.06	-	18.67
Prepaid Insurance	-	-	-	0.11	-	0.11
Interest receivable on FD	-	-	-	-	-	5.61
	18.71	8.20	19.25	4.17	17.69	24.39

Note :-

- 1 The figures disclosed above are based on the restated standalone statement of assets & liabilities of company.  
The above statement sholud be read with the restated standalone statement of assets & liabilities, restated standalone statements of Profit & Loss, restated standalone statements of Cashflow statement, significant accounting policies & notes to restated standalone statements as appearing in annexures 1,2,3 & 4 respectively.
- 2
- 3 **Details of bank deposits pledged:**
  - (i) Deposits as of 30 September 2017 amounting to ₹ 21,500,000 (Year ended 31 March 2017: ₹ 21,500,000) are pledged as security against the long-term borrowings
  - (ii) Deposits as of 30 September 2017 amounting to ₹ 3,600,000 (Year ended 31 March 2017: ₹ 1,200,000) are pledged as security against the short-term borrowings
  - (iii) Deposits as of 30 September 2017 amounting to ₹ 16,255,682 (Year ended 31 March 2017: ₹ 16,255,682) are held against bank guarantees.



Annexure 16: Restated Standalone Statement of Trade Receivables

(All amounts are in Lakhs of Indian Rupees unless stated to be otherwise)

₹ in lakhs

Particulars	As at 31 March		
	2023	2022	2021
<b>Unsecured &amp; Considered good</b>			
<b><u>I. From Directors/ Promoters / Promotor Group / Associates / Relative of Directors / Group Companies</u></b>			
O/s Exceeding 6 Months	-	-	-
O/s Not Exceeding 6 Months	-	-	-
	-	-	-
Less: Provision for doubtful debts	-	-	-
	-	-	-
<b>Other Debts</b>			
O/s Exceeding 6 Months	43.56	77.02	46.56
O/s Not Exceeding 6 Months	518.56	420.17	247.49
	562.12	497.19	294.05
	<b>562.12</b>	<b>497.19</b>	<b>294.05</b>

Particulars	Outstanding for following periods from due date of payment					As At 31st March 2023
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
<b>(i)Undisputed Trade receivables</b>						
– considered good	518.56	-	14.81	-	28.75	<b>562.12</b>
– which have significant increase in credit risk	-	-	-	-	-	-
– credit impaired	-	-	-	-	-	-
<b>(ii) Disputed Trade Receivables</b>						
– considered good	-	-	-	-	-	-
– which have significant increase in credit risk	-	-	-	-	-	-
– credit impaired	-	-	-	-	-	-

Particulars	Outstanding for following periods from due date of payment					As At 31st March 2022
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
<b>(i)Undisputed Trade receivables</b>						
– considered good	420.17	17.00	-	12.71	47.31	<b>497.19</b>
– which have significant increase in credit risk	-	-	-	-	-	-
– credit impaired	-	-	-	-	-	-
<b>(ii) Disputed Trade Receivables</b>						
– considered good	-	-	-	-	-	-
– which have significant increase in credit risk	-	-	-	-	-	-
– credit impaired	-	-	-	-	-	-

Particulars	Outstanding for following periods from due date of payment					As At 31st March 2021
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
<b>(i)Undisputed Trade receivables</b>						
– considered good	247.49	-	16.45	19.26	10.85	<b>294.05</b>
– which have significant increase in credit risk	-	-	-	-	-	-
– credit impaired	-	-	-	-	-	-
<b>(ii) Disputed Trade Receivables</b>						
– considered good	-	-	-	-	-	-
– which have significant increase in credit risk	-	-	-	-	-	-
– credit impaired	-	-	-	-	-	-

1 As per the view of the Management of the Company there is no doubtful debts and hence provision for doubtful debts have not been made.

- 2 Trade Receivables as on 31st March, 2023 has been taken as certified by the Management of the Company.
- 3 The figures disclosed above are based on the restated standalone statement of assets & liabilities of company.
- 4 The above statement should be read with the restated standalone statement of assets & liabilities, restated standalone statements of Profit & Loss, restated standalone

**Annexure 17: Restated Standalone Statement of Inventories**

(All amounts are in Lakhs of Indian Rupees unless stated to be otherwise)

₹ in lakhs

Particulars	As at 31 March		
	2023	2022	2021
Raw materials	579.35	392.79	196.08
Consumables	179.88	194.39	259.13
Finished Goods	393.19	187.13	232.51
Work in Process	75.36	164.01	346.75
	<b>1,227.77</b>	<b>938.31</b>	<b>1,034.47</b>

**Note :-**

Value of Inventories as on 31st March, 2023 has been taken as certified by the management of the company.

**Annexure 18: Restated Statement of Cash and Cash Equivalent**

(All amounts are in Lakhs of Indian Rupees unless stated to be otherwise)

Particulars	As at 31 March		
	2023	2022	2021
<b>Cash and cash equivalents</b>			
Cash on hand	6.87	5.43	2.62
<b>Balances with Banks</b>			
In Current Accounts	0.94	0.82	1.21
In Deposit Accounts			
In Fixed Deposit	1.20	0.20	8.50
	<b>9.00</b>	<b>6.45</b>	<b>12.33</b>
<b>Other Bank Balances</b>			
Other Bank Deposits (Original Maturity more than 3 months)			
Margin Money	-	-	-
	<b>9.00</b>	<b>6.45</b>	<b>12.33</b>

- 1 The figures disclosed above are based on the restated standalone statement of assets & liabilities of company.
- 2 The above statement should be read with the restated standalone statement of assets & liabilities, restated standalone statements of Profit & Loss, restated standalone

**Hi-Green Carbon Limited (formerly Known As Hi-Green Carbon Private Limited)**

**Annexure 19: Restated Standalone Statement of Revenue from operations**

(All amounts are in Lakhs of Indian Rupees unless stated to be otherwise)

₹ in lakhs

Particulars	For the year ended 31 March		
	2023	2022	2021
<b>REVENUE FROM OPERATIONS</b>			
Sale of Manufacturing	7,535.52	4,899.67	2,370.08
Sale -Export	316.89	211.03	57.01
	<b>7,852.41</b>	<b>5,110.69</b>	<b>2,427.09</b>

**19.1 Annexure to Product Category Wise Revenue Bifercation**

(All amounts are in Lakhs of Indian Rupees unless stated to be otherwise)

₹ in lakhs

Particulars	For the year ended 31 March		
	2023	2022	2021
Carbon Black	1,731.86	1,076.59	667.99
Fuel Oil	3,676.53	2,389.20	1,063.49
Sodium Silicate Glass	2,432.59	1,628.29	671.00
Steel Scrap and others	11.43	16.61	24.62
	<b>7,852.41</b>	<b>5,110.69</b>	<b>2,427.09</b>

**19.2 Annexure to Country Wise Revenue Bifercation**

(All amounts are in Lakhs of Indian Rupees unless stated to be otherwise)

₹ in lakhs

Particulars	For the year ended 31 March		
	2023	2022	2021
India	7,535.52	4,899.67	2,370.08
Sri Lanka	316.89	207.72	18.13
State of Qatar	-	3.31	-
Thailand	-	-	38.88
	<b>7,852.41</b>	<b>5,110.69</b>	<b>2,427.09</b>

**19.2 Annexure to State Wise Revenue Bifercation of Domestic Sales**

(All amounts are in Lakhs of Indian Rupees unless stated to be otherwise)

Particulars	For the year ended 31 March		
	2023	2022	2021
Himachal Pradesh	11.93	10.72	9.22
Punjab	37.03	-	0.70
Uttarakhand	27.49	(0.18)	28.70
Haryana	242.01	448.33	170.97
Delhi	66.39	68.03	36.41
Rajasthan	6,008.17	3,336.05	1,678.90
Uttar Pradesh	83.25	184.59	37.15
West Bengal	-	-	2.80
Madhya Pradesh	127.45	208.40	-
Gujarat	638.36	375.55	247.63
Dadra& Nagar Haweli and Daman & Diu	13.19	14.93	(0.30)
Maharashtra	173.50	110.33	76.14
Tamilnadu	106.76	142.92	81.76
	<b>7,535.52</b>	<b>4,899.67</b>	<b>2,370.08</b>

## Hi-Green Carbon Limited (formerly Known As Hi-Green Carbon Private Limited)

- 1 The figures disclosed above are based on the restated standalone statement of Profit & Loss of the company .
- 2 The above statement should be read with the restated standalone statement of assets & liabilities, restated standalone statements of Profit & Loss, restated standalone statements of Cashflow statement, significant accounting policies & notes to restated standalone statements as appearing in annexures 1,2,3 & 4 respectively.

### Annexure 20: Restated Standalone Statement of Other Income

(All amounts are in Lakhs of Indian Rupees unless stated to be otherwise)

₹ in lakhs

Particulars	For the year ended 31 March		
	2023	2022	2021
<b>Other Non Operating Income</b>			
Foreign Exchange Fluctuation Gain	7.13	1.10	-
Profit on Sale of Fixed Assets	-	1.24	-
Interest Income	0.63	0.63	1.84
Other Income	32.12	0.28	0.46
Discount on purchase	11.62	-	-
	<b>51.49</b>	<b>3.26</b>	<b>2.30</b>
<b>Total Income</b>	7,903.90	5,113.95	2,429.39
<b>% of other income to profit before tax</b>	0.65%	0.06%	0.09%

#### Note:

- 1 The classification of 'Other income' as recurring or non-recurring and related or non-related to business activity is based on the
- 2 The figures disclosed above are based on the restated standalone statement of Profit & Loss of the company .
- 3 The above statement should be read with the restated standalone statement of assets & liabilities, restated standalone statements of Profit & Loss, restated standalone statements of Cashflow statement, significant accounting policies & notes to restated standalone statements as appearing in annexures 1,2,3 & 4 respectively.

### Annexure 21: Cost of Material Consumed

(All amounts are in Lakhs of Indian Rupees unless stated to be otherwise)

₹ in lakhs

Particulars	For the year ended 31 March		
	2023	2022	2021
<b>Indigenous material consumed</b>			
<b>Crumb Rubbers</b>			
Opening stock	189.75	117.92	5.22
Add: Purchase	2,894.99	1,810.53	1,269.98
	3,084.74	1,928.45	1,275.20
Less : Closing stock	397.42	189.75	117.92
Consumption	2,687.32	1,738.70	1,157.28
<b>Silica</b>			
Opening stock	1.23	5.13	3.49
Add: Purchase	69.99	72.51	68.50
	71.23	77.64	71.99
Less : Closing stock	2.71	1.23	5.13
Consumption	68.52	76.41	66.86
<b>Soda Ash</b>			
Opening stock	184.91	50.50	9.64
Add: Purchase	1,787.51	1,221.96	641.96
	1,972.43	1,272.46	651.60
Less : Closing stock	134.40	184.91	50.50

**Hi-Green Carbon Limited (formerly Known As Hi-Green Carbon Private Limited)**

Consumption	1,838.03	1,087.55	601.09
<b>Steam Coal</b>			
Opening stock	16.89	-	-
Add: Purchase	310.55	97.86	-
	327.45	97.86	-
Less : Closing stock	44.82	16.89	-
Consumption	282.62	80.96	-
<b>P Fuel</b>			
Opening stock	-	22.52	-
Add: Purchase	-	43.27	86.65
	-	65.78	86.65
Less : Closing stock	-	-	22.52
Consumption	-	65.78	64.14
<b>Sodium Hypochloride</b>			
Opening stock	-	-	-
Add: Purchase	-	0.40	0.74
	-	0.40	0.74
Less : Closing stock	-	-	-
Consumption	-	0.40	0.74
<b>Sodium Nitrate</b>			
Opening stock	-	-	-
Add: Purchase	-	-	0.45
	-	-	0.45
Less : Closing stock	-	-	-
Consumption	-	-	0.45
<b>Biomass Briquettes</b>			
Opening stock	-	-	-
Add: Purchase	-	28.86	-
	-	28.86	-
Less : Closing stock	-	-	-
Consumption	-	28.86	-
<b>Lignite</b>			
Opening stock	-	-	-
Add: Purchase	-	2.21	-
	-	2.21	-
Less : Closing stock	-	-	-
Consumption	-	2.21	-
<b>Other Miscellaneous Items</b>			
Opening stock	-	-	-
Add: Purchase	-	11.90	88.33
	-	11.90	88.33
Less : Closing stock	-	-	-
Consumption	-	11.90	88.33
<b>Total consumption of Raw Materials</b>	<b>4,876.50</b>	<b>3,092.77</b>	<b>1,978.89</b>

**Hi-Green Carbon Limited (formerly Known As Hi-Green Carbon Private Limited)**

**Annexure 22. Change In Inventory of Finished Goods, Stock In Trade and WIP**

(All amounts are in Lakhs of Indian Rupees unless stated to be otherwise)

Particulars	For the year ended 31 March		
	2023	2022	2021
<b>FINISHED GOODS/WIP/STOCK IN TRADE</b>			
<b>A FINISHED GOODS</b>			
Opening Stock	187.13	232.51	74.07
Closing Stock	(393.19)	(187.13)	(232.51)
	(206.06)	45.38	(158.43)
<b>B WORK IN PROGRESS</b>			
Opening Stock	164.01	346.75	143.94
Closing Stock	(75.36)	(164.01)	(346.75)
	88.65	182.75	(202.81)
<b>C STOCK IN TRADE</b>			
Opening Stock	-	-	-
Closing Stock	-	-	-
	-	-	-
	<b>(117.41)</b>	<b>228.13</b>	<b>(361.24)</b>

- 1 The figures disclosed above are based on the restated standalone statement of Profit & Loss of the company .
- 2 The above statement should be read with the restated standalone statement of assets & liabilities, restated standalone statements of

**Annexure 23: Restated Standalone Statement of Employee Benefits Expense**

(All amounts are in Lakhs of Indian Rupees unless stated to be otherwise)

₹ in lakhs

Particulars	For the year ended 31 March		
	2023	2022	2021
Directors' Remuneration	22.23	14.78	14.17
Factory Wages and Salary	59.06	57.76	43.42
ESI Employer Contribution	0.46	0.35	0.27
Provident Fund Employer's Contribution	0.76	1.13	1.08
PF Expense	-	-	0.03
Bonus	2.99	2.97	2.17
Insurance on workmen compensation	1.90	-	-
Gratuity	3.29	2.68	12.13
Salary Expenses	45.54	37.15	34.04
	<b>136.22</b>	<b>116.82</b>	<b>107.32</b>

- 1 The figures disclosed above are based on the restated standalone statement of Profit & Loss of the company .
- 2 The above statement should be read with the restated standalone statement of assets & liabilities, restated standalone statements of

**Annexure 24: Restated Standalone Statement of Finance Costs**

(All amounts are in Lakhs of Indian Rupees unless stated to be otherwise)

₹ in lakhs

Particulars	For the year ended 31 March		
	2023	2022	2021
<b>Interest expense:</b>			
Long Term Interest Expense	26.20	79.88	13.05
Short Term Interest Expense	80.70	33.31	28.64
Other Finance Cost	12.88	4.81	6.34

**Hi-Green Carbon Limited (formerly Known As Hi-Green Carbon Private Limited)**

	<b>119.78</b>	<b>118.00</b>	<b>48.03</b>

- 1 The figures disclosed above are based on the restated standalone statement of Profit & Loss of the company .
- 2 The above statement should be read with the restated standalone statement of assets & liabilities, restated standalone statements of

**Annexure 25: Restated Standalone Statement of Depreciation and amortisation expense**

(All amounts are in Lakhs of Indian Rupees unless stated to be otherwise)

Particulars	For the year ended 31 March		
	2023	2022	2021
Depreciation on Tangible Assets	312.44	303.81	297.17
Depreciation and Amortisation Expense	0.03	0.01	0.02
	<b>312.47</b>	<b>303.83</b>	<b>297.19</b>

**Hi-Green Carbon Limited (formerly Known As Hi-Green Carbon Private Limited)**

**Annexure 26.1 : Restated Standalone Statement of Other Expenses**  
(All amounts are in Lakhs of Indian Rupees unless stated to be otherwise)

₹ in lakhs

Particulars	For the year ended 31 March		
	2023	2022	2021
<b>DIRECT EXPENSES</b>			
Consumables, stores, spares, packing	279.10	287.13	75.47
Insurance on Plant & Machinery	3.42	2.57	2.45
Insurance on Stock	0.20	0.91	0.95
Jobwork	3.14	3.07	1.45
Laboratory and testing	0.64	0.42	0.28
Power and Fuel	158.74	130.80	95.59
Repairs & Maintenance - Plant & Machinery	5.78	3.24	3.39
Waste Disposal Expenses	2.28	-	-
GST Expense	1.29	-	0.43
Freight Inward	90.48	72.47	40.26
<b>INDIRECT EXPENSES</b>			
Administrative	65.41	51.65	23.24
Insurance	3.53	2.00	2.44
Legal & Professional Fees	28.16	15.88	7.75
Preliminary and Pre Operative Expenses	10.98	-	-
Repairs & Maintenance	8.29	6.52	2.74
Selling	235.12	186.70	85.68
Sundry Balance written off	-	-	(3.85)
Rent, Rates and Taxes	1.76	2.43	3.63
Vehicle	1.43	1.16	12.66
Discount	63.35	24.08	15.76
Cash discount and rate differences	-	(3.42)	(24.32)
Software Expense	-	-	-
<b>Total</b>	<b>963.09</b>	<b>787.60</b>	<b>346.00</b>
<b>Grand Total</b>	<b>963.09</b>	<b>787.60</b>	<b>346.00</b>

- The figures disclosed above are based on the restated standalone statement of Profit & Loss of the company .
- The above statement should be read with the restated standalone statement of assets & liabilities, restated standalone statements of Profit & Loss, restated standalone statements of Cashflow statement, significant accounting policies & notes to restated standalone statements as appearing in annexures 1,2,3 & 4 respectively.



**Annexure 27: Deferred Tax Expense**

(All amounts are in Lakhs of Indian Rupees unless stated to be otherwise)

Sr. no.	Particulars	For the Year Ended 31 March		
		2023	2022	2021
A	Deferred tax asset arisen during the year	-	38.28	-
B	Deferred Tax asset reversed during the year	353.51	66.87	17.17
C	Deferred tax Liability reversed during the year	24.12	0.60	13.56
D	Deferred tax Liability arisen during the year	-	0.36	-
		329.40	28.34	3.62

**Annexure 28: Restated Standalone Statement of Accounting and Other Ratios**

(All amounts are in Lakhs of Indian Rupees unless stated to be otherwise)

Sr. no.	Particulars	For the Year Ended 31 March		
		2023	2022	2021
A	Net worth, as restated (₹)	2,259.02	1,174.23	806.28
B	Profit after tax, as restated (₹)	1,084.78	367.95	9.59
	<b>Weighted average number of equity shares outstanding during the period/ year</b>			
C	For Basic/Diluted earnings per share	1,90,00,000.0	1,90,00,000.0	1,90,00,000.0
D	For Diluted earnings per share			
D	For Basic/Diluted earnings per share after subdivision of face Value of Rs 10 each/-	1,90,00,000.0	1,90,00,000.0	1,90,00,000.0
F	For Diluted earnings per share after bonus issue			
	<b>Earnings per share</b>			
D	Basic/Diluted earnings per share (₹) (B/C)	5.71	1.94	0.05
H	Diluted earnings per share (₹) (B/D)			
F	Adjusted Basic/Diluted earnings per share after bonus issue (₹) (B/D)	5.71	1.94	0.05
J	Adjusted Diluted earnings per share after bonus issue (₹) (B/F)			
E	<b>Return on Net Worth (%) (B/A*100)</b>	48.02%	31.34%	1.19%
F	Number of shares outstanding at the end of the period/ year (IN Number)	1,90,00,000.00	1,90,00,000.00	1,90,00,000.00
I	Number of shares outstanding at the end of the period/ year after Sub Division of Face Value of Rs 10.00/- each (in lakhs)	1,90,00,000.00	1,90,00,000.00	1,90,00,000.00
G	<b>Net asset value per equity share of ₹ 10 each(A/F)</b>	<b>11.89</b>	<b>6.18</b>	<b>4.24</b>
H	Face value of equity shares (₹)	10.00	10.00	10.00
I	Earning Before Interest , Taxes, Depreciation & Amortization (EBITDA)	1,994.02	885.38	356.12

**Notes :-**

1) The ratios have been computed in the following manner :

a) Basic and Diluted earnings per share (₹)

$$\frac{\text{Restated Standalone Profit after tax attributable to equity shareholders}}{\text{Weighted average number of equity shares outstanding during the period/year}}$$

b) Return on net worth (%) =

$$\frac{\text{Restated Standalone Profit after tax}}{\text{Restated Standalone Net worth as at period/ year end}}$$

c) Net asset value per share (₹)

$$\frac{\text{Restated Standalone Net Worth as at period/ year end}}{\text{Total number of equity shares as at period/ year end}}$$

2) The figures disclosed above are based on the Restated Financial Information of the Company.

3) Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period/year adjusted for the number of equity shares issued during the period/year multiplied by the time weightage factor. The time weightage factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period/year.

4) Net worth for the ratios represents sum of share capital and reserves and surplus (share premium and surplus in the Restated Standalone Statement of Profit and Loss).

5) The above statement should be read with the Statement of Notes to the Restated Standalone Financial Information of the Company in Annexure 4.

6) Earning Before Interest , Taxes, Depreciation & Amortization (EBITDA) = Profit Before Tax + Finance Cost + Depreciation & Amortisation - Other Incomes

Hi-Green Carbon Limited (formerly Known As Hi-Green Carbon Private Limited)

Annexure 28.1: Standalone Statement of Tax Shelter

(All amounts are in Lakhs of Indian Rupees unless stated to be otherwise)

Particulars	For the year ended 31 March		
	2023	2022	2021
<b>Profit before tax, as restated (A)</b>	1,613.26	466.81	13.20
Tax rate (%) (B)	25.17%	26.00%	26.00%
<b>Tax expense at nominal rate [C= (A*B)]</b>	<b>406.03</b>	<b>121.37</b>	<b>3.43</b>
<b>Adjustments</b>			
<b>Permanent differences</b>			
Other Expenses	26.30	3.91	13.51
Adjustment on account of Section 36 & 37 under Income tax Act, 1961			
Bad debts Written off			
Long term/Short Term Capital gain	-	-	-
Addition under section 28 to 44DA	-	-	-
<b>Total permanent differences (D)</b>	<b>26.30</b>	<b>3.91</b>	<b>13.51</b>
<b>Timing differences</b>			
Depreciation difference as per books and as per tax	87.92	2.11	52.14
Profit on Sale of Fixed Assets	-	1.24	-
Capital gain			
Adjustment on account of Section 43B under Income tax Act, 1961	3.29	2.68	12.13
Adjustment on account of Section 28 to 44 DA Income tax Act, 1961	9.21		
other Additions	-	-	-
Provision for gratuity	-	-	-
Brought Forward Loss	-	-	-
<b>Total timing differences (E)</b>	<b>100.41</b>	<b>3.54</b>	<b>64.28</b>
<b>Deduction under Chapter VI-A (F)</b>	-	-	-
<b>Net adjustments(G)=(D+E+F)</b>	126.70	7.45	77.79
<b>Brought Forward Loss (OPG) (G)</b>	(937.18)	(1,458.50)	(1,549.49)
<b>Brought Forward Loss (Addition)/ Utilisation</b>	937.18	474.26	90.99
<b>Addition of Current Year Loss</b>	-		
<b>Carried Forward Loss (H)</b>	-	(984.24)	(1,458.50)
<b>Net Adjustment After Loss Utilisation (I)</b>	802.79	-	-
<b>Tax impact of adjustments (J)=(H)*(B)</b>	202.00	-	-
<b>Tax expenses (Normal Tax Liability) (J= C+I) (derived)</b>	-	-	-
<b>Book Profit</b>	<b>1,613.26</b>	<b>466.81</b>	<b>13.20</b>
<b>Add : Statutory disallowances</b>			
Depreciation under Clause (g) of Section 115JB	312.47	303.83	297.19
Current Year Tax			
	312.47	303.83	297.19
<b>Less : Statutory disallowances</b>			
Deferred Tax Assets		-	-
Depreciation under Clause (iia) of section 115JB	312.47	303.83	297.19
Brought forward Business Loss or Unabsorbed Depreciation		44.32	25.34
	312.47	348.15	322.52
<b>Book Profit u/S115jb</b>	<b>1,613.26</b>	<b>422.49</b>	<b>-12.13</b>
<b>Minimum Alternate Tax (MAT)</b>	<b>241.99</b>	<b>63.37</b>	<b>-1.82</b>
<b>Surcharge @ 7%</b>	<b>16.94</b>	<b>4.44</b>	<b>-0.13</b>

**Hi-Green Carbon Limited (formerly Known As Hi-Green Carbon Private Limited)**

**Annexure 28.1: Standalone Statement of Tax Shelter**

(All amounts are in Lakhs of Indian Rupees unless stated to be otherwise)

	258.93	67.81	-1.95
<b>Health &amp; Education Cess @ 4%</b>	<b>10.36</b>	<b>2.71</b>	<b>-0.08</b>
<b>Tax Liability as per MAT</b>	<b>269.29</b>	<b>70.52</b>	<b>-2.03</b>
<b>Income as per MAT **</b>	-	466.81	13.20
<b>Less :- Business Loss or Unabsorbed Depre w.e. Lower</b>	<b>0.00</b>	<b>(44.32)</b>	<b>(13.20)</b>
<b>Net Income as per MAT</b>	-	422.49	-
<b>Tax as per MAT</b>	-	70.51	0.00
<b>Tax Expenses= MAT or Normal Provision of Income Tax w.e. is higher</b>	<b>202.00</b>	<b>70.51</b>	<b>0.00</b>
<b>Tax paid as per "MAT" or "Normal" provision</b>	<b>Normal Provision</b>	<b>MAT</b>	<b>Normal Provision</b>

**Notes:**

- The above statement is in accordance with Accounting Standard - 22, "Accounting for Taxes on Income" prescribed under Section 133 of the Act, read with Rule 7 of Companies (Accounts) Rules, 2014 ( as amended).
- The permanent/timing differences for the years 31 March 2022 and 2021 have been computed based on the Income-tax returns filed for the respective years after giving adjustments to restatements, if any.
- Figures for the Year ended 31st March 2021 have been derived from the provisional computation of total income prepared by the Company in line with the final return of income will be filed for the assessment year 2021-2022 and are subject to any change that may be considered at the time of filing return of income for the assessment year 2021-22.
- Figures for the Year ended 31st March 2022 have been derived from the provisional computation of total income prepared by the Company in line with the final return of income will be filed for the assessment year 2022-2023 and are subject to any change that may be considered at the time of filing return of income for the assessment year 2022-2023
- Statutory tax rate includes applicable surcharge, education cess and higher education cess of the year concerned.
- The above statement should be read with the Statement of Notes to the Financial Information of the Company.

utilization	-	-	-
Closing bal	-	-	-

Max Utilization of Credit	-	-	-
Opening Bal of MAT Credit till the end of the year	-	-	-
Utilization can be done	-	-	-

	2023	2022	2021
<b>Loss Working</b>			
<b>Opening Loss</b>	(937.18)	(1,458.50)	(1,549.49)
<b>Loss lapsed due to selection of section 115BAA</b>			
Current Year Loss	-	-	-
Less :- Loss Utilisation	937.18	474.26	90.99
<b>Closing Loss</b>	-	(984.24)	(1,458.50)
<b>MAT Working</b>			
<b>Opening Balance</b>	-	-	-
Entitlement	-	-	-
Utilisation	-	-	-
<b>Closing Balance</b>	-	-	-

**Annexure 28.1: Prior period Tax**

(All amounts are in Lakhs of Indian Rupees unless stated to be otherwise)

Particulars	For the year ended 31 March		
	2023	2022	2021
<b>Prior period tax</b>	2.92		

**Hi-Green Carbon Limited (formerly Known As Hi-Green Carbon Private Limited)**

**Annexure 29: Restated Standalone Statement of Capitalisation**

Particulars	Pre Issue	Post Issue
<b>Borrowings</b>		
Short- term	980.48	980.48
Long- term (A)	381.71	381.71
<b>Total Borrowings (B)</b>	<b>1,362.19</b>	<b>1,362.19</b>
<b>Shareholders' funds</b>		
Share capital	1,900.00	[•]
Reserves and surplus	359.02	[•]
<b>Total Shareholders' funds (C)</b>	<b>2,259.02</b>	<b>[•]</b>
<b>Long- term borrowings/ equity* {(A)/(C)}</b>	<b>0.17</b>	<b>[•]</b>
<b>Total borrowings / equity* {(B)/(C)}</b>	<b>0.60</b>	<b>[•]</b>

\* equity= total shareholders' funds

**Notes:**

- 1 Short-term borrowings implies borrowings repayable within 12 months from the Balance Sheet date. Long-term borrowings are debts other than short-term borrowings and also includes the current maturities of long-term borrowings (included in short term borrowings).
- 2 The above ratios have been computed on the basis of the Restated Standalone Statement of Assets and Liabilities of the Company.
- 3 The above statement should be read with the Statement of Notes to the Restated Standalone Financial Information of the Company

Hi-Green Carbon Limited (formerly Known As Hi-Green Carbon Private Limited)  
Annexure 30: Restated Standalone Statement of Related Party Transaction  
(All amounts are in Lakhs of Indian Rupees unless stated to be otherwise)

₹ in lakhs

Name of Party	Nature of Relation	Nature of Transaction	Amount outstanding as on 31.03.2023 Payable/(Receivable)	Amount of Transaction debited in 2022-23*	Amount of Transaction credited in 2022-23*	Amount outstanding as on 31.03.2022 Payable/(Receivable)	Amount of Transaction debited in 2021-22*	Amount of Transaction credited in 2021-22*	Amount outstanding as on 31.03.2021 Payable/(Receivable)	Amount of Transaction debited in 2020-21*	Amount of Transaction credited in 2020-21*	Amount outstanding as on 31.03.2020 Payable/(Receivable)
Nirmal Sutaria	Director	Director's remuneration	0.88	9.75	9.23	1.39	10.19	5.78	5.80	2.99	5.54	3.25
		Loan taken	8.50	-	-	8.50	10.00	10.00	8.50	4.00	-	12.50
Amit Bhalodi	Promoter/ Director	Loan taken	-	27.50	27.50	-	41.10	18.50	22.60	25.40	48.00	-
		Director's remuneration	1.26	11.74	13.00	-	10.55	8.91	1.64	7.67	8.63	0.68
RNG Finlease Private Limited	Holding Company	Loan taken	88.95	389.10	478.05	-	45.35	35.00	10.35	439.00	73.40	375.95
Radhe Renewable Energy Development Private Limited	Group Entity	Advance for Plant & Machinery	-	432.20	432.20	-	-	-	-	-	-	-
		Sales made	-	0.55	0.55	-	-	-	-	-	-	-
		Purchase of Plant & Machinery & Goods	-	34.14	34.14	-	554.48	427.08	127.40	183.40	162.39	148.41
Shaileshkumar Makadia	Promoter/ Director	Payment for advertisement	-	1.41	1.41	-	-	-	-	-	-	-
		Bank Payment	2.00	31.50	33.50	-	-	-	-	25.99	8.00	17.99
Vitagreen Products Private Limited	Subsidiary of Holding company	Purchase of Raw Materials	-	716.29	716.29	-	375.08	375.08	-	-	-	-
Radhika Amit Bhalodi	Relative of Director	Loan repaid	-	-	-	-	39.00	-	39.00	-	7.00	32.00
Hasmukhbhai A Bhalodi	Relative of Director	Salary	0.25	4.75	3.00	2.00	2.75	3.00	1.75	1.88	2.88	0.75

\* amount mentioned in Debit and Credit Column for all the three Financial years are inclusive of GST and Net of TDS.

**Hi-Green Carbon Limited (formerly Known As Hi-Green Carbon Private Limited)**

(All amounts are in Lakhs of Indian Rupees unless stated to be otherwise)

**Annexure 31: Additional Regulatory Requirement**

(i) **Title deeds of Immovable property not held in the name of the Company**

Sr No.	Relevant line item in the balance sheet	Description of item of property	Gross value	Carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter or director	Property held since which date	Reason for not held in the name of the company
[1]	PPE	-	-	-	-	-	-	-
[2]	Investment Property	-	-	-	-	-	-	-
[3]	PPE retired from active use and	-	-	-	-	-	-	-
[4]	Others	-	-	-	-	-	-	-

(ii) The Company has not revalued its Property, Plant and Equipments.

(iii) **Disclosures relating to Loans and Advances in the nature of loans granted to promoters, directors, KMPs and the related parties.**

(a) repayable on demand

(b) without specifying any terms or period of repayment

Type of Borrower	Amount of loan or advance in the nature of loan outstanding			percentage to the total Loans or Advances in the nature of loan outstanding		
1 Promoters						-
2 Directors						-
3 KMPs.						-
4 Related Parties						-

(iv) **Capital-Work-in Progress (CWIP)**

a CWIP ageing schedule

31.03.2023

CWIP	Amount in CWIP for a period of				(Amount in ₹.)	
	Less than 1 year	1-2 years	2-3 year	More than 3 years	Total	
<b>Projects in progress</b>						
Factory Building CWIP	25.61	-	49.52	1.10	48.42	25.61
Plant & Machi CWIP	161.65	-	-	-	-	161.65
	-	-	-	-	-	-
	-	-	-	-	-	-

b CWIP ageing schedule

31.03.2022

CWIP	to be completed in				(Amount in ₹.)	
	Less than 1 year	1-2 years	2-3 year	More than 3 years	Total	
<b>Projects in progress</b>						
Projects 1					-	-
Projects 2					-	-
					-	-

(v) **Intangible assets under development**

a Ageing schedule of intangible assets under development

CWIP	Amount in CWIP for a period of				(Amount in ₹.)	
	Less than 1 year	1-2 years	2-3 year	More than 3 years	Total	
<b>Projects in progress</b>						
Projects temporarily suspended					-	-
					-	-
					-	-

b Details of CWIP of intangible assets overdue or costs of which exceeded its original plan

CWIP	to be completed in				(Amount in ₹.)	
	Less than 1 year	1-2 years	2-3 year	More than 3 years	Total	
<b>Projects in progress</b>						
Projects 1					-	-
Projects 2					-	-
					-	-

(vi) **Details of Benami Property held**

No proceedings are initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and the rule made thereunder.

(vii) **Details of Borrowings from banks or financial institutions on the basis of Security of Current Assets**

(a) Whether quarterly returns or statement of current assets filed by the company with banks or financial institution are in agreement with the books of account. Yes.

(b) If not, summary of reconciliation and reason of material discrepancies, if any to be adequately disclosed.

Months	Returns or statement as filed with Banks or financial Institution	As per books of account	Difference	Whether material	Reason for discrepancies
<b>INVENTORY</b>					
June	-	-	-		
September	-	-	-		
December	-	-	-		
March	-	-	-		
<b>TRADE RECEIVABLE</b>					
June					
September					
December					
March					

(viii) **Willful Defaulter**

(a) The board of directors of the Company is of the opinion that the Company has, till the date of signing of this financial statement, not been declared as willful defaulter by its banks or financial institution

(ix) **Relationship with Struck off Companies**

On the basis of confirmation with the parties, the board of directors of the Company is of the opinion that the Company did not have any transactions with companies struck off under section 248 of the Companies Act, 2013.

(x) **Details of Registration of charges or satisfaction with Registrar of Companies yet to be registered**

No charges or its satisfaction is yet to be registered with Registrar of Companies.

(xi) **Compliance with number of layers of companies**

N.A.

(xii) **Restated Standalone Statement of Ratios**

Sr No.	Particulars	31-03-2023	31-03-2022	31-03-2021	2022-23	2021-22	Remarks (2022-23)	Remarks (2021-22)
1	<b>Current Ratio</b>							
	Current Assets	2,383.87	1,446.13	1,366.23				
	Current Liabilities	1,693.27	1,028.39	1,112.50				
	<b>Current Ratio</b>	<b>1.41</b>	<b>1.41</b>	<b>1.23</b>	<b>0%</b>	<b>15%</b>	Due to sharp rise in current liabilities because of increase in short term borrowings and short term provision, this ratio falls.	Fall in current liabilities because of decrease in trade payable, this ratio increased.
2	<b>Debt-Equity Ratio</b>							
	Long Term Debt	1,362.19	1,586.70	1,783.10				
	Share Holder's Equity	2,259.02	1,174.23	806.28				
	<b>Debt-Equity Ratio,</b>	<b>0.60</b>	<b>1.35</b>	<b>2.21</b>	<b>-55%</b>	<b>-39%</b>	The Company's profitability is improved and hence shareholder's equity is also increase and therefore this ratio is more improved than immediately preceding financial year .	The Company's profitability has been improved and hence shareholder's equity has also been increased and therefore this ratio has shown improving sign.
3	<b>Debt Service Coverage Ratio,</b>							
	Earning available for debt	1,415.78	692.07	319.82				
	Interest + installment	108.34	67.80	13.05				
	<b>Debt Service Coverage R</b>	<b>13.07</b>	<b>10.21</b>	<b>24.51</b>	<b>0.28</b>	<b>(0.58)</b>	The Company's profit after tax has gone up and also interest componen decreased and hence this ratios is increased.	During the financial year 2021-22, the company has repaid more its loan and therefore, despite increase in profit by more than 2 times, this ratio was down.
4	<b>Return on Equity Ratio,</b>							
	Net Income	1,084.78	367.95	9.59				
	Share Holder's Equity	1,716.63	990.26	801.49				
	<b>Return on Equity Ratio,</b>	<b>63.19%</b>	<b>37.16%</b>	<b>1.20%</b>	<b>70.07%</b>	<b>3007%</b>	Due to increase in sales, the Company was able to make more profit as compared to Last Year, resulted in increased return on Equity.	Due to increase in product demand, the Company was able to make double production as compared to Last Year, resulted in increased return on Equity.
5	<b>Inventory turnover ratio,</b>							
	Cost of Goods Sold	5,213.67	3,749.04	1,797.65				
	Average stock	1,083.04	986.39	737.01				
	<b>Inventory turnover ratio</b>	<b>4.81</b>	<b>3.80</b>	<b>2.44</b>	<b>27%</b>	<b>56%</b>	Due to increase in product demand, Raw materials and consumables were purchased more than last year. Thus, this ratio has increased.	Due to higher Demand the Company has is able to utilize its production capacity resulted in decrease in holding period of inventories.

6	<b>Trade Receivables turnover ratio,</b>							
	Net Credit Sales	7,852.41	5,110.69	2,427.09				Increase in turnover has resulted in increase in average trade receivables, and hence this ratio has gone up.
	Average Trade	529.66	395.62	252.05				Increase in turnover has resulted in increase in average trade receivables, and hence this ratio has gone up.
	<b>Trade Receivables turnover ratio</b>	<b>14.83</b>	<b>12.92</b>	<b>9.63</b>	<b>15%</b>	<b>34%</b>		
7	<b>Trade payables turnover ratio,</b>							
	Credit Purchase	5,316.01	3,508.44	2,263.69				During the year, the company has made more purchases than last year and thus, this ratio has increased.
	Average Trade Payables	459.72	593.06	635.80				During the year, the company has made more purchases than last year and thus, this ratio has increased.
	<b>Trade payables turnover ratio</b>	<b>11.56</b>	<b>5.92</b>	<b>3.56</b>	<b>95%</b>	<b>66%</b>		
8	<b>Net capital turnover ratio</b>							
	Net Annual Sales	7,852.41	5,110.69	2,427.09				The Company's short term borrowing is increase, and accordingly current liabilities is also increased and hence this ratio has gone down marginally.
	Net working capital	690.61	417.74	253.73				Due to increase in turnover this ratio gone up
	<b>Net capital turnover ratio</b>	<b>11.37</b>	<b>12.23</b>	<b>9.57</b>	<b>-7%</b>	<b>28%</b>		
9	<b>Net Profit ratio</b>							
	Net Profit	1,084.78	367.95	9.59				Due to higher capacity utilization, increase in total sales has resulted into improvement in this ratio
	Sales	7,852.41	5,110.69	2,427.09				Due to higher capacity utilization, increase in total sales has resulted into improvement in this ratio
	<b>Net Profit ratio</b>	<b>13.81%</b>	<b>7.20%</b>	<b>0.39%</b>	<b>92%</b>	<b>1723%</b>		
10	<b>Return on Capital employed</b>							
	EBIT (Pre Tax)	1,733.04	584.81	61.23				The Company was able to utilize its installed capacity at higher level, with compare to previous year.
	Capital employed	2,678.72	2,091.09	1,867.56				The Company was able to utilize its installed capacity at higher level, with compare to previous year.
	<b>Return on Capital employed</b>	<b>64.70%</b>	<b>27.97%</b>	<b>3.28%</b>	<b>131%</b>	<b>753%</b>		
11	<b>Return on investment.</b>							
	Return Investments							
	<b>Return on investment.</b>	NOT APPLICABLE						



**Hi-Green Carbon Limited (formerly Known As Hi-Green Carbon Private Limited)**

**Annexure 32: Restated Standalone Statement of Additional Notes**

- A) The title deeds of immovable properties (other than properties where the Company is the lessee and the lease reements are duly executed in favour of the lessee) are held in the name of the Company.
- B) The Company does not have any investment property.
- C) The Company has not revalued its Property, Plant and Equipment (including Right-of-Use Assets) and Intangible assets.
- D) There are no loans or advances in the nature of loans are granted to Promoters, Directors, KMPs and their related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, that are outstanding as on 30 September 2022:  
(i) repayable on demand; or,  
(ii) without specifying any terms or period of repayment.
- E) The company is not declared willful defaulter by any bank or financial institution or other lender.
- F) The company has not undertaken any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- G) No Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.
- H) The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the undrstanding (whether recorded in writing or otherwise) that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (Ultimate Beneficiaries) by or on behalf of the company or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- I) The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (Ultimate Beneficiaries) by or on behalf of the Funding Party or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- J) No transactions has been surrendered or disclosed as income during the year in the tax assessment under the Income Tax Act, 1961. There are no such previously unrecorded income or related assets.
- K) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- L) The Provision of Section 135 of the Companies Act 2013 in relation to Corporate Social Responsibility are not applicable to the Company during the year and hence reporting under this clause is not applicable.

## OTHER FINANCIAL INFORMATION

(₹ in Lakhs except per share data and unless specified otherwise)

Sr. no.	Particulars	Year Ended 31st March, 2023	Year Ended 31st March, 2022	Year Ended 31st March, 2021
<b>A</b>	Net worth, as restated	2,259.02	1,174.23	806.28
<b>B</b>	Profit after tax, as restated	1,084.78	367.95	9.59
	<b>Weighted average number of equity shares outstanding during the period/ year</b>			
<b>C</b>	For Basic/Diluted earnings per share	1,90,00,000	1,90,00,000	1,90,00,000
<b>D</b>	For Basic/Diluted earnings per share after subdivision of face Value of Rs 10 each/-	1,90,00,000	1,90,00,000	1,90,00,000
	<b>Earnings per share</b>			
<b>E</b>	Basic/Diluted earnings per share prior to bonus issue (₹) (B/C)	5.71	1.94	0.05
<b>F</b>	Basic/Diluted earnings per share prior to bonus issue (₹) (B/D) (Post Bonus)	5.71	1.94	0.05
<b>G</b>	<b>Return on Net Worth (%) (B/A*100)</b>	48.02%	31.34%	1.19%
<b>H</b>	Number of shares outstanding at the end of the period/ year	1,90,00,000	1,90,00,000	1,90,00,000
<b>I</b>	Number of shares outstanding at the end of the period/ year after Bonus Issue	1,90,00,000	1,90,00,000	1,90,00,000
<b>J</b>	<b>Net asset value per equity share of ₹ 10 each(A/H)</b>	11.89	6.18	4.24
<b>K</b>	Face value per equity share (₹)	10.00	10.00	10.00
<b>L</b>	Earning Before Interest , Taxes, Depreciation & Amortization (EBITDA)	1,994.02	885.38	356.12

**Notes: -**

1. The ratios have been computed in the following manner:

a) 
$$\text{Basic and Diluted earnings per share (₹)} = \frac{\text{Restated Standalone Profit after tax attributable to equity shareholders}}{\text{Weighted average number of equity shares outstanding during the period/year}}$$

b) 
$$\text{Return on net worth (\%)} = \frac{\text{Restated Standalone Profit after tax}}{\text{Restated Standalone Net worth as at period/ year end}}$$

c) 
$$\text{Net asset value per share (₹)} = \frac{\text{Restated Standalone Net Worth as at period/ year end}}{\text{Total number of equity shares as at period/ year end}}$$

2. The figures disclosed above are based on the Restated Standalone Financial Information of the Company.
3. Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period/year adjusted for the number of equity shares issued during the period/year multiplied by the time weightage factor. The time weightage factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period/year.
4. Net worth for the ratios represents sum of share capital and reserves and surplus (share premium and surplus in the Restated Standalone Statement of Profit and Loss).
5. The above statement should be read with the Statement of Notes to the Restated Standalone Financial Information of the Company in Annexure 4.
6. Earning Before Interest, Taxes, Depreciation & Amortization (EBITDA) = Profit Before Tax + Finance Cost + Depreciation & Amortisation - Other Incomes.

## MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS

*You should read the following discussion of our financial condition and results of operations together with our restated standalone financial statements included in the Prospectus. You should also read the section entitled “Risk Factors” beginning on page 26, which discusses several factors, risks and contingencies that could affect our financial condition and results of operations. The following discussion relates to our Company and is based on our restated standalone financial statements, which have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI Regulations. Portions of the following discussion are also based on internally prepared statistical information and on other sources. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal year (“Fiscal Year”) are to the twelve-month period ended March 31 of that year.*

The financial statements have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations and restated as described in the report of our auditors dated May 22, 2023 which is included in this Prospectus under the section titled “Restated Standalone Financial Information” beginning on page 161 of this Prospectus. The restated financial statements have been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS. We do not provide a reconciliation of our restated standalone financial statements to US GAAP or IFRS and we have not otherwise quantified or identified the impact of the differences between Indian GAAP and U.S. GAAP or IFRS as applied to our restated standalone financial statements.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those described under “Risk Factors” and “Forward Looking Statements” beginning on pages 26 and 16 respectively, and elsewhere in this Prospectus. Accordingly, the degree to which the financial statements in this Prospectus will provide meaningful information depend entirely on such potential investor's level of familiarity with Indian accounting practices. Please also refer to section titled “Presentation of Financial, Industry and Market data” beginning on page 14 of this Prospectus.

### BUSINESS OVERVIEW

Our Company was originally incorporated as “Shantol Green Hydrocarbons (India) Private Limited” as a private limited company under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated August 29, 2011, issued by the Registrar of Companies, Gujarat, Dadra and Nagar Havelli. Subsequently, the name of our company was changed from “Shantol Green Hydrocarbons (India) Private Limited” to “Shantol Green Energy (India) Private Limited”, pursuant to a special resolution passed by our Shareholders in the Extra-Ordinary General Meeting held on October 31, 2011, vide Certificate of Incorporation dated November 04, 2011, issued by the Registrar of Companies, Gujarat, Dadra and Nagar Havelli. Later on, the name of our company was changed from “Shantol Green Energy (India) Private Limited” to “Shantol Green (India) Private Limited”, pursuant to a special resolution passed by our Shareholders in the Extra-Ordinary General Meeting held on February 28, 2017, vide Certificate of Incorporation dated March 15, 2017 issued by the Registrar of Companies, Ahmedabad. Thereafter, the name of our company was changed from “Shantol Green (India) Private Limited” to “Hi-Green Carbon Private Limited”, pursuant to a special resolution passed by our Shareholders in the Annual General Meeting held on September 12, 2022, vide Certificate of Incorporation dated September 21, 2022 issued by the Registrar of Companies, Ahmedabad. Further, our company was converted from a private limited company to public limited company, pursuant to a special resolution passed by our Shareholders in the Extra-Ordinary General Meeting held on February 14, 2023 and consequently, the name of our Company was changed to “Hi-Green Carbon Limited” and a fresh certificate of incorporation dated March 21, 2023 was issued to our Company by the Registrar of Companies, Ahmedabad. The Corporate Identification Number of our Company is U37200GJ2011PLC066917.

The main object of the company is to carry on the business of recycling of Waste rubber, waste tire, e-waste & other waste materials and to produce Hydrocarbon Fuel, Recovered Carbon Black, Metal scraps and other residue materials as may be produced directly or indirectly from the process for sale in India and outside India and to carry on other business relating to energy conservation and recycling. The company commenced its operations by putting up its first Waste Tire Recycling project in Bhilwara, Rajasthan in the year 2014-15.

Our company was originally formed by Mr. Amitkumar Hasmukhrai Bhalodi, Mrs. Dakshaben Shaileshbhai Makadia, Mrs. Binaben Sandip Makadia and Mr. Rajendra Umedlal Mehta in year 2011. Subsequently, existing promoters of our company namely M/s. RNG Finlease Private Limited acquired control by way of acquisition of Equity Share of the company in year 2012 and Mr. Amitkumar Hasmukhrai Bhalodi, Dr. Shaileshkumar Vallabhdas Makadia, Mrs. Krupa Chetakumar Dethariya, Mrs. Radhika Amirkumar Bhalodi, Mrs. Shiryakumari Shaileshkumar Makadia, and Mr. Koosh Chetankumar Dethariya acquired 54,00,000 Equity Shares in year 2022.

Our Company is engaged in the business of waste tires recycling. Following pyrolysis process, we process the waste tyre pieces to manufacture Recovered Carbon Black, Fuel Oil and Steel wires. We also manufacture sodium silicate from the additional energy that is produced as by product of the pyrolysis process.

We follow the highest quality practice and compliant with Highest Environmental, Health, and Safety (EHS) in recycle industries. The company has State of the Art, Supervisory Control and Data Acquisition (SCADA) operated in integrated recycling plant at Revenue Survey No.2894 & 2896, Rupaheli Village, Tal: Hurda, Dist. Bhilwara (Rajasthan), India. Our company has been certified with Environmental Management Measures from ISO 14001:2015, Occupational Health & Safety Management standards from ISO 45001:2018, Quality Management Standards from ISO 9001:2015, Good Manufacturing Practice (GMP) and RoHS, Our product is REACH complied in terms of sustainability standards. Slogan of our company is “WASTE TO WEALTH”

Our production facility with installed capacity of Recycling of 100 MT per day waste tires and production of Fuel Oil, Recovered Carbon Black and Sodium Silicate from extra energy is located in Bhilwara District of Rajasthan, India.

#### FINANCIAL KPIs OF OUR COMPANY

Particulars	For the Year ended on March 31		
	2023	2022	2021
Revenue from Operations (₹ in Lakhs)	7,852.41	5,110.69	2,427.09
Growth in Revenue from Operations (%)	53.65%	110.57%	0
EBITDA (₹ in Lakhs)	1994.02	885.38	356.12
EBITDA Margin (%)	25.39%	17.32%	14.67%
Profit After Tax (₹ in Lakhs)	1084.78	367.95	9.59
PAT Margin (%)	13.81%	7.20%	0.40%
RoE (%)	63.19%	37.16%	1.20%
RoCE (%)	64.70%	27.97%	3.28%
Net Fixed Asset Turnover (In Times)	4.30	3.12	1.43
Operating Cash Flows (₹ in Lakhs)	1553.11	669.81	(118.58)

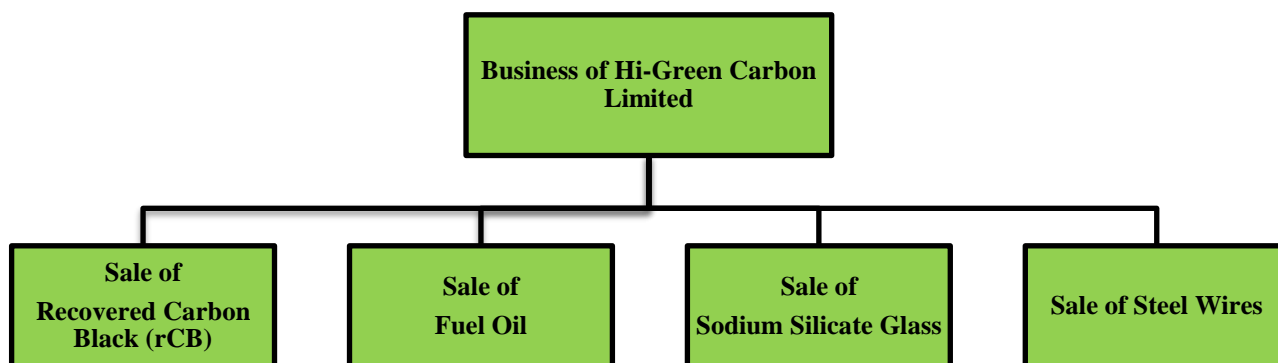
Source: The Figure has been certified by our statutory auditors M/s. J C Ranpura & Co. Chartered Accountants vide their certificate dated June 28, 2023.

#### OPERATIONAL KPIs OF THE COMPANY:

Particulars	For the Year ended on March 31		
	2023	2022	2021
<b>Capacity and capacity utilization</b>			
<b>a. Tire Processing</b>			
Daily Capacity	100 MT	100 MT	100 MT
Installed Capacity (Annual)	24000 MT	24000 MT	24000 MT
Capacity Utilization	16558.20 MT	14526.33 MT	10558.25 MT
<b>b. Sodium Silicate Production</b>			
Daily Capacity	60 MT	60 MT	60 MT
Installed Capacity (Annual)	14400 MT	14400 MT	14400 MT
Capacity Utilization	11140.56 MT	10246.68 MT	6617.54 MT
<b>Contribution to revenue from operations of top 1 / 3 / 5 customers</b>			
Top 1 Customers (%)	18.75	13.33	13.84
Top 3 Customers (%)	39.07	28.62	27.57
Top 5 Customers (%)	48.71	40.02	37.39
Top 10 Customers (%)	63.87	57.91	53.63

Source: The Figure has been certified by our statutory auditors M/s. J C Ranpura & Co. Chartered Accountants vide their certificate dated June 28, 2023.

#### OUR BUSINESS MODEL



### SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO LAST AUDITED BALANCE SHEET:

After the date of last Audited accounts i.e. March 31, 2023, the Directors of our Company confirm that, there have not been any significant material developments except mentioned below;

**Note:**

- Board of Directors of the Company has approved in their meeting held on May 22, 2023 offer of upto and not exceeding 7600000 equity shares out of which not exceeding 6000000 equity shares to be offered as fresh issue which was subsequently approved by members of the company in the extraordinary general meeting held on May 26, 2023.
- Our company has incorporate Wholly owned subsidiary company name as “Shantol Recycling Private Limited” dated April 16, 2023.
- Our company has received sanction letter dated August 31, 2023 for ₹ 1400.00 Lakhs from Central Bank of India for purchase of machinery having cost of ₹ 2000.00 Lakhs for proposed Maharashtra Plant, the amount is yet to be disbursed.

### FACTORS AFFECTING OUR FUTURE RESULTS OF OPERATIONS:

Our Company’s future results of operations could be affected potentially by the following factors:

- COVID-19 Pandemic
- Natural Calamities e.g. Tsunami
- Global GDP growth and seaborne trade growth
- Prevailing commercial freight rates
- The cost of building new vessels compared to the cost of purchasing and/or repairing existing vessels
- Changes in laws or regulations
- Political Stability of the Country
- Competition from existing players
- Our dependence on limited number of customers/suppliers/brands for a significant portion of our revenues
- Any failure to comply with the financial and restrictive covenants under our financing arrangements
- Failure to obtain any applicable approvals, licenses, registrations and permits in a timely manner
- Failure to adapt to the changing technology in our industry of operation may adversely affect our business and financial condition
- Occurrence of Environmental Problems & Uninsured Losses
- Conflicts of interest with affiliated companies, the promoter group and other related parties
- The performance of the financial markets in India and globally
- Our ability to expand our geographical area of operation
- Concentration of ownership among our Promoters.

### OUR SIGNIFICANT ACCOUNTING POLICIES:

For Significant accounting policies please refer Significant Accounting Policies and Notes to accounts, “Annexure IV” beginning under Chapter titled “Restated standalone Financial Information” beginning on page 161 of this Prospectus.

## RESULTS OF OUR OPERATION

Particulars	Years		
	31.03.2023	31.03.2022	31.03.2021
Revenue from operations	7,852.41	5,110.69	2,427.09
<b>Total Revenue from Operation</b>	<b>7,852.41</b>	<b>5,110.69</b>	<b>2,427.09</b>
% Increase/(Decrease)	53.65%	110.57%	
Other Income	51.49	3.26	2.30
% Increase/(Decrease)	1480.93%	41.86%	
<b>Total income</b>	<b>7,903.90</b>	<b>5,113.95</b>	<b>2,429.39</b>
% Increase/(Decrease)	54.56%	110.50%	
<b>Expenses</b>			
Cost of Materials Consumed	4,876.50	3,092.77	1,978.89
% Increase/(Decrease)	57.67%	56.29%	
Changes in Inventories of work-in-progress	(117.41)	228.13	(361.24)
% Increase/(Decrease)	(151.47)%	(163.15)%	
<b>Cost of goods sold</b>	<b>4,759.08</b>	<b>3,320.90</b>	<b>1,617.65</b>
% Increase/(Decrease)	43.31%	105.29%	
% to total revenue	60.61%	64.98%	66.65%
Employee benefits expense	136.22	116.82	107.32
% Increase/(Decrease)	16.61%	8.85%	
Finance Costs	119.78	118.00	48.03
% Increase/(Decrease)	1.51%	145.68%	
Depreciation and amortization expenses	312.47	303.83	297.19
% Increase/(Decrease)	2.84%	2.23%	
Other expenses	963.09	787.60	346.00
% Increase/(Decrease)	22.28%	127.63%	
<b>Total Expenses</b>	<b>6,290.64</b>	<b>4,647.14</b>	<b>2,416.18</b>
% to total revenue	80.11%	90.93%	99.55%
Profit/(Loss) Before Extra-Ordinary Items and Tax	1,613.26	466.81	13.20
% to total revenue	20.54%	9.13%	0.54%
Exceptional Items	-	-	-
<b>Profit before Tax</b>	<b>1,613.26</b>	<b>466.81</b>	<b>13.20</b>
Total tax expense	528.48	98.85	3.62
<b>Profit and Loss after tax for the Year as Restated</b>	<b>1,084.78</b>	<b>367.95</b>	<b>9.59</b>
% to total revenue	13.81%	7.20%	0.39%
<b>Profit and Loss for the period as Restated</b>	<b>1,084.78</b>	<b>367.95</b>	<b>9.59</b>
% Increase/(Decrease)	<b>194.82%</b>	<b>3738.64%</b>	-

## COMPARISON OF FY 2022-23 WITH FY 2021-22:

### REVENUE:

#### Revenue from operations

Our Company is engaged in the business of waste tires recycling. Following pyrolysis process, we process the waste tyre pieces to manufacture Recovered Carbon Black, Fuel Oil and Steel wires. We also manufacture sodium silicate from the additional energy that is produced as by product of the pyrolysis process. The Total Revenue from operations for the year ended on FY 2022-23 was ₹ 7,852.41 Lakh as compared to ₹ 5,110.69 Lakh during the FY 2021-22. Revenue from Operations mainly includes revenue from sale of products like Carbon Black, Recycled Low Sulphur, Sodium Silicate Glass and Steel Scrap & others. Revenue from operations was increased by 53.65% in FY 2022-23 and by 110.57% in FY 2021-22. Income from Operations increased mainly on account of increase in number of customer base in Rajasthan,

Punjab, Uttarakhand, Gujarat, Maharashtra and increase in capacity utilization. Revenue from Sale of Carbon Black constitutes 22.06%, Revenue from Sale of Recycled Low Sulphur constitutes 46.82%, whereas Revenue from Sale of Sodium Silicate Glass constitutes 30.98% of total revenue from operations of FY 2022-23. Revenue from Sale of Steel Scrap & others constitutes 0.15% of total revenue from operations of FY 2022-23. Out of total revenue from operations in FY 2022-23 Domestic Sales constitutes 95.96% and export sales constitutes 4.04%, whereas in FY 2021-22 it was 95.87% and 4.06% of revenue from operations respectively.

**Particulars of Revenue Segment wise**

(Amt. in Rs. Lakhs)

Particulars	For the year ended 31 March 2023		For the year ended 31 March 2022	
	₹ in Lakhs	Percentage	₹ in Lakhs	Percentage
Carbon Black	1731.86	22.06%	1076.59	21.07%
Recycled Low Sulphur	3676.53	46.82%	2389.20	46.75%
Sodium Silicate Glass	2432.59	30.98%	1628.29	31.86%
Steel Scrap and others	11.43	0.15%	16.61	0.32%
<b>Total</b>	<b>7852.41</b>	<b>100.00%</b>	<b>5110.69</b>	<b>100.00%</b>

**Other Income:**

Other income of the company were ₹ 51.49 lakhs and ₹ 3.26 lakhs for FY 2022-23 and FY 2021-22 respectively. Writing off of the creditors and Foreign Exchange Fluctuation Gain were the main constituents for increase in Other Income for the year FY 2022-23 from FY 2021-22.

**EXPENDITURE:**

**Cost of Materials Consumed**

Our cost of materials consumed increased by 57.67% from ₹ 3,092.77 lakhs In FY 2021-22 to ₹ 4,876.50 lakhs In FY 2022-23, the primary reason for such increase was due to an increase in our Company's requirement for raw materials in order to meet orders for our Company's products.

**Change in inventories of finished goods and work-in-progress**

Our opening stock of (i) finished goods was ₹ 187.13 lakhs as at April 1, 2022, while it was ₹ 232.51 lakhs as at April 1, 2021, and (ii) work-in-progress was ₹ 164.01 lakhs as at April 1, 2022, while it was ₹ 346.75 lakhs as at April 1, 2021. Our closing stock of (i) finished goods was ₹ 393.19 lakhs as at March 31, 2023, while it was ₹ 187.13 lakhs as at March 31, 2022, and (ii) work-in-progress was ₹ 75.36 lakhs as at March 31, 2023, while it was ₹ 164.01 lakhs as at March 31, 2022. The changes in inventories of finished goods and work-in-progress to ₹ (117.41) lakhs in FY 2022-23 from ₹ 228.13 lakhs in FY 2021-22 was primarily in proportion with the growth in our Company's business in FY 2022-23.

**Employee Benefit Expenses**

Employee Benefit expenses increased to ₹ 136.22 lakhs for FY 2022-23 from ₹ 116.82 lakh for FY 2021-22 showing an increase of 16.61%. Employee Benefit Expenses mainly includes Managerial Remuneration, Salary and wages, Insurance on workmen compensation, Gratuity and Contribution to Provident fund.

**Finance Cost**

Finance expense were ₹ 119.78 lakhs in FY 2022-23 as against ₹ 118.00 lakhs in FY 2021-22 showing increase of 1.51%. Finance Cost mainly Includes Interest cost on borrowings and Other Borrowing cost (Goods and services tax, Tax deducted/collected at source and income tax expenses).

**Depreciation**

The Depreciation and amortization expense for FY 2022-23 was ₹ 312.47 lakhs as against ₹ 303.83 lakhs for FY 2021-22.

**Other Expenses**

Other Expenses increased to ₹ 963.09 lakh for FY 2022-23 from ₹ 787.60 lakh for FY 2021-22 showing an increase of 22.28%. Other expense mainly includes; Consumables, stores, spares, packing; Power and Fuel expenses; Repairs and Maintenance; Waste Disposal Expenses; Administrative expenses; legal and professional fees; Insurance expenses; Selling expenses and other miscellaneous expenses.

**Profit before Extra-Ordinary Items and Tax**

As a result of the foregoing, we recorded an increase of 245.59% in our profit before Extra-Ordinary Items and tax, which amounted to ₹ 1,613.26 lakhs in FY 2022-23, as compared to ₹ 466.81 lakhs in FY 2021-22. The Profit before Extra-Ordinary Items and Tax for the FY 2022-23 was 20.54% of the total revenue and it was 9.13% of total revenue for the FY 2021-22.

#### Profit after Tax (PAT)

As a result of the foregoing, we recorded an increase of 194.82% in our profit for the period from ₹ 367.95 lakhs in the year ended on March 31, 2022 to ₹ 1,084.78 lakhs in the year ended on March 31, 2023.

#### COMPARISON OF FY 2021-22 WITH FY 2020-21:

##### REVENUE:

##### Revenue from operations

Our Company is engaged business of recycling of Waste rubber, waste tire, e-waste & other waste materials and to produce Hydrocarbon Fuel, Recovered Carbon Black, Metal scraps and other residue materials as may be produced directly or indirectly from the process for sale in India and outside India and to carry on other business relating to energy conservation and recycling. The Total Revenue from operations for the year ended on FY 2021-22 was ₹ 5,110.69 lakhs as compared to ₹ 2,427.09 lakhs during the FY 2020-21. Revenue from Operations mainly includes revenue from sale of products like Carbon Black, Recycled Low Sulphur, Sodium Silicate Glass and Steel Scrap & others. Revenue from operations was increased by 110.57% in FY 2021-22. Income from Operations increased mainly on account of increase in number of customer base in Rajasthan, Haryana, Delhi, Uttar Pardesh, Madhya pardesh, Gujarat. Maharashtra, Tamil Nadu and increase in capacity utilization. Revenue from Sale of Carbon Black constitutes 21.07%, Revenue from Sale of Recycled Low Sulphur constitutes 46.75%, whereas Revenue from Sale of Sodium Silicate Glass constitutes 31.86% of total revenue from operations of FY 2021-22. Revenue from Sale of Steel Scrap & others constitutes 0.32% of total revenue from operations of FY 2021-22. Out of total revenue from operations in FY 2021-22 Domestic Sales constitutes 95.87% and export sales constitutes 4.06% respectively.

##### Particulars of Revenue Segment wise

(Amt. in Rs. Lakhs)

Particulars	For the year ended 31 March 2022		For the year ended 31 March 2021	
	₹ in Lakhs	%	₹ in Lakhs	%
Carbon Black	1076.59	21.07%	667.99	27.52%
Fuel oil	2389.20	46.75%	1063.49	43.82%
Sodium Silicate Glass	1628.29	31.86%	671.00	27.65%
Steel Scrap and others	16.61	0.32%	24.62	1.01%
Total	<b>5110.69</b>	<b>100.00%</b>	<b>2427.09</b>	<b>100.00%</b>

##### Other Income:

Other income of the company were ₹ 3.26 lakhs and ₹ 2.30 Lakhs for FY 2021-22 and FY 2020-21 respectively. Other Income arose mainly due to Profit on sale of fixed assets, Interest Income and Foreign Exchange Fluctuation Gain.

##### EXPENDITURE:

##### Cost of Goods sold

Our cost of goods sold (which is the aggregate of our cost of materials consumed and changes in inventories of finished goods and work-in-progress) makes up a large portion of our operating expenses. During the year ended on March 31, 2022, and March 31, 2021 our cost of goods sold (cost of materials consumed and changes in inventories of finished goods and work-in-progress) amounted to ₹ 3,320.90 lakhs, and ₹ 1,617.65 lakhs, respectively, which represents 64.98%, and 66.65%, of our revenue from operations for the respective periods. Our raw materials includes Crumb Rubbers, Silica, Soda Ash, Steam Coal, P Fuel, Sodium Hypochloride, Sodium Nitrate, Biomass Briquettes, Lignite and Other Miscellaneous Items.

##### Cost of Materials Consumed

Our cost of materials consumed increased by 56.29% from ₹ 1,978.89 lakhs in FY 2020-21 to ₹ 3,092.77 lakhs in FY 2021-22, the primary reason for such increase was due to an increase in our Company's requirement for raw materials in order to meet orders for our Company's products.

##### Change in inventories of finished goods and work-in-progress



Our opening stock of (i) finished goods was ₹ 232.51 lakhs as at April 1, 2021, while it was ₹ 74.07 lakhs as at April 1, 2020, and (ii) work-in-progress was ₹ 346.75 lakhs as at April 1, 2021, while it was ₹ 143.94 lakhs as at April 1, 2020. Our closing stock of (i) finished goods was ₹ 187.13 lakhs as at March 31, 2022, while it was ₹ 232.51 lakhs as at March 31, 2021, and (ii) work-in-progress was ₹ 164.01 lakhs as at March 31, 2022, while it was ₹ 346.75 lakhs as at March 31, 2021. The changes in inventories of finished goods and work-in-progress to ₹ 228.13 lakhs in FY 2021-22 from ₹ (361.24) lakhs in FY 2020-21 was primarily in proportion with the growth in our Company's business in FY 2021-22.

### Employee Benefit Expenses

Employee Benefit expenses increased to ₹ 116.82 lakhs for FY 2021-22 from ₹ 107.32 lakh for FY 2020-21 showing an increase of 8.85%. Employee Benefit Expenses mainly includes Managerial Remuneration, Salary and wages and contribution to Provident fund.

### Finance Cost

Finance expense were ₹ 118.00 lakhs in FY 2021-22 as against ₹ 48.03 lakhs in FY 2020-21 showing increase of 145.68%. Finance Cost mainly includes Interest cost on borrowings and Other Borrowing cost.

### Depreciation

The Depreciation and amortization expense for FY 2021-22 was ₹ 303.83 lakhs as against ₹ 297.19 lakhs for FY 2020-21.

### Other Expenses

Other Expenses increased to ₹ 787.60 lakh for FY 2021-22 from ₹ 346.00 lakh for FY 2020-21 showing an increase of 127.63%. Other expense mainly includes; Consumables, stores, spares, packing; Power and Fuel expenses; Administrative expenses; legal and professional fees; Insurance expenses; Selling expenses and other miscellaneous expenses.

### Profit before Extra-Ordinary Items and Tax

As a result of the foregoing, we recorded an increase of 3435.86% in our profit before Extra-Ordinary Items and tax, which amounted to ₹ 466.81 lakhs in FY 2021-22, as compared to ₹ 13.20 lakhs in FY 2020-21. The Profit before Extra-Ordinary Items and Tax for the FY 2021-22 was 9.13% of the Total Income and it was 0.54% of total income for the FY 2020-21.

### Profit after Tax (PAT)

As a result of the foregoing, we recorded an increase of 3738.64% in our profit for the period from ₹ 9.59 lakhs in the year ended on March 31, 2021 to ₹ 367.95 lakhs in the year ended on March 31, 2022.

## RELATED PARTY TRANSACTIONS

For further information please refer "Annexure – 30 - Related Party Transaction" under section "Restated Standalone Financial Information" beginning from page no. 161 of this Prospectus.

## FINANCIAL MARKET RISKS

We are exposed to financial market risks from changes in borrowing costs, interest rates and inflation.

### INTEREST RATE RISK

We are currently exposed to interest rate risks to the extent of outstanding loans. However, any rise in future borrowings may increase the risk.

### EFFECT OF INFLATION

We are affected by inflation as it has an impact on the operating cost, staff costs etc. In line with changing inflation rates, we rework our margins so as to absorb the inflationary impact.

## INFORMATION REQUIRED AS PER ITEM (11) (II) (C) (iv) OF PART A OF SCHEDULE VI TO THE SEBI REGULATIONS, 2018:

### 1. Unusual or infrequent events or transactions

Except as described in this Prospectus, there have been no other events or transactions to the best of our knowledge which may be described as "unusual" or "infrequent".

### 2. Significant economic changes that materially affected or are likely to affect income from continuing operations.

Our business has been subject, and we expect it to continue to be subject to significant economic changes arising from the trends identified above in 'Factors Affecting our Results of Operations' and the uncertainties described in the section entitled "Risk Factors" beginning on page no. 26 of the Prospectus. To our knowledge, except as we have described in the Prospectus, there are no known factors which we expect to bring about significant economic changes.

**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 titled “*Risk Factors*” beginning on page no. 26 in this 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, in case of events such as future increase in labour or material costs or prices that will cause a material change are known.**

Our Company’s future costs and revenues will be determined by demand/supply situation, government policies and other economic factor.

**5. Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or increased sales prices.**

Our Company is engaged business of recycling of Waste rubber, waste tire, e-waste & other waste materials and to produce Hydrocarbon Fuel, Recovered Carbon Black, Metal scraps and other residue materials as may be produced directly or indirectly from the process for sale in India and outside India and to carry on other business relating to energy conservation and recycling. Increases in revenues are by and large linked to increase in volume of products of our company.

**6. Total turnover of each major industry segment in which the issuer company operated.**

Our Company is engaged business of recycling of Waste rubber, waste tire, e-waste & other waste materials and to produce Hydrocarbon Fuel, Recovered Carbon Black, Metal scraps and other residue materials as may be produced directly or indirectly from the process for sale in India and outside India and to carry on other business relating to energy conservation and recycling. Relevant Industry data, as available, has been included in the chapter titled “*Industry Overview*” beginning on page no. 101 of this Prospectus.

**7. Status of any publicly announced new products or business segment.**

Our Company is engaged business of recycling of Waste rubber, waste tire, e-waste & other waste materials and to produce Hydrocarbon Fuel, Recovered Carbon Black, Metal scraps and other residue materials as may be produced directly or indirectly from the process for sale in India and outside India and to carry on other business relating to energy conservation and recycling. Our company is engaged in the services sector therefore this clause is not applicable.

**8. The extent to which business is seasonal.**

Our Company is engaged business of recycling of Waste rubber, waste tire, e-waste & other waste materials and to produce Hydrocarbon Fuel, Recovered Carbon Black, Metal scraps and other residue materials as may be produced directly or indirectly from the process for sale in India and outside India and to carry on other business relating to energy conservation and recycling and Business of our company is not seasonal.

**9. Any significant dependence on a single or few suppliers or customers.**

Our Company is engaged business of recycling of Waste rubber, waste tire, e-waste & other waste materials and to produce Hydrocarbon Fuel, Recovered Carbon Black, Metal scraps and other residue materials as may be produced directly or indirectly from the process for sale in India and outside India and to carry on other business relating to energy conservation and recycling.

Top ten customers of our company for FY2022-23, FY 2021-22 and FY 2020-21 contributed for 63.87%, 57.91% and 53.63% respectively of our sales.

Top ten suppliers of our company for FY2022-23, FY 2021-22 and FY 2020-21 contributed for 96.88%, 97.94% and 99.15% respectively of our purchases.

*(Based on certificate from M/s. J C Ranpura & Co. Chartered Accountants, dated June 28, 2023, bearing UDIN: 23118411BGWRRY7434.)*

**10. Competitive conditions:**

We face competition from existing and potential competitors which is common for any business. We have, over a period, developed certain competitors who have been discussed in section titles “*Business Overview*” beginning on page no. 111 of this Prospectus.

**CAPITALISATION STATEMENT**  
**BASED ON RESTATED STANDALONE FINANCIAL STATEMENTS**

Particulars	Pre Offer	Post Offer
<b>Borrowings</b>		
Short- term	980.48	980.48
Long- term (A)	381.71	381.71
<b>Total Borrowings (B)</b>	<b>1,362.19</b>	<b>1,362.19</b>
<b>Shareholders' funds</b>		
Share capital	1,900.00	2,499.00
Reserves and surplus	363.57	4,252.52
<b>Total Shareholders' funds (C)</b>	<b>2,263.57</b>	<b>6,751.52</b>
<b>Long- term borrowings/ equity* {(A)/(C)}</b>	<b>0.17</b>	<b>0.06</b>
<b>Total borrowings / equity* {(B)/(C)}</b>	<b>0.60</b>	<b>0.20</b>

\* equity= total shareholders' funds

**Notes:**

1. Short-term borrowings implies borrowings repayable within 12 months from the Balance Sheet date. Long-term borrowings are debts other than short-term borrowings and also includes the current maturities of long-term borrowings (included in Short-term borrowings).
2. The above ratios have been computed on the basis of the Restated Summary Statement of Assets and Liabilities of the Company.
3. The above statement should be read with the Statement of Notes to the Restated Financial Information of the Company.

## SECTION X – LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

*Except as stated below there is no (i) pending criminal litigation involving our Company, Directors, Promoter or Group Companies; (ii) actions taken by statutory or regulatory authorities involving our Company, Directors, Promoter or Group Companies; (iii) outstanding claims involving our Company, Directors, Promoter or Group Companies for any direct and indirect tax liabilities; (iv) outstanding proceedings initiated against our Company for economic offences; (v) defaults or non-payment of statutory dues by our Company; (vi) material fraud against our Company in the last five years immediately preceding the year of this Prospectus; (vii) inquiry, inspection or investigation initiated or conducted under the Companies Act 2013 or any previous companies law against our Company during the last five years immediately preceding the year of this Prospectus and if there were prosecutions filed (whether pending or not); (viii) fines imposed or compounding of offences for our Company in the last five years immediately preceding the year of this Prospectus; (ix) litigation or legal action against our Promoter by any ministry or Government department or statutory authority during the last five years immediately preceding the year of this Prospectus; (x) pending litigations involving our Company, Directors, Promoter, Group Companies or any other person, as determined to be material by the Company's Board of Directors in accordance with the SEBI (ICDR) Regulations; or (xi) outstanding dues to creditors of our Company as determined to be material by our Company's Board of Directors in accordance with the SEBI (ICDR) Regulations and dues to small scale undertakings and other creditors.*

*Further, except as stated herein, there are no past cases in which penalties have been imposed on our Company, the Promoters, directors, Promoter Group companies and there is no outstanding litigation against any other company whose outcome could have a material adverse effect on the position of our Company. Neither our Company nor its Promoters, members of the Promoter Group, Subsidiaries, associates and Directors have been declared as wilful defaulters or fraudulent borrowers by the RBI or any other Governmental authority and, except as disclosed in this section in relation to litigation, there are no violations of securities laws committed by them in the past or pending against them.*

*Further, apart from those as stated below, there are no show-cause notices / claims served on the Company, its Promoters, its Directors or it's Group Companies from any statutory authority / revenue authority that would have a material adverse effect on our business.*

*For the purpose of material litigation, our Board has considered and adopted the following policy on materiality with regard to outstanding litigations to be disclosed by our Company in this Prospectus:*

- a. *All criminal proceedings, statutory or regulatory actions and taxation matters, involving our Company, Promoters, Directors, or Group Companies, as the case may be, shall be deemed to be material;*
- b. *All pending litigation involving our Company, Promoters, Directors, or Group Companies as the case may be, other than criminal proceedings, statutory or regulatory actions and taxation matters, would be considered 'material' (a) The aggregate amount involved in such individual litigation exceed 1% profit after tax of the company (b) where the decision of one litigation is likely to affect the decision in similar litigations, even though the amount involved in such single litigation individually may not exceed of 1% of the profit after tax of the company., if similar litigations put together collectively exceed 1% of the profit after tax of the company. (c) litigations whose outcome could have material impact on the business, operations or reputations of the company and board or any of its committees and as required under the SEBI Regulations have been disclosed on our website.*

#### Part-I LITIGATION RELATING TO THE COMPANY

##### 1. FILED AGAINST THE COMPANY

- a. Litigation Involving Criminal Laws – **NIL**
- b. Litigation Involving Actions by Statutory/Regulatory Authorities- **NIL**
- c. Litigation Involving Tax Liabilities
  - i. Direct Tax -
    - 1) As per the data available on the online portal of Income Tax Department, Hi-Green Carbon Limited [hereinafter referred to as '**our company**'] has an outstanding tax demand of Rs.8,62,140 [Rupees Eight Lakhs Sixty-Two Thousand One Hundred Forty Only] vide demand reference no: 2022202237150109942C for the assessment year 2022-2023 under section 143 (1) (a) of the Income Tax Act,1961. Further, our company has submitted its response and the same is pending for further consideration of the Income Tax Department.
    - 2) Our company has also been issued an outstanding tax demand notice vide demand notice reference no: 2021201337005216066C for an outstanding demand of Rs. 4,10,06,769 [Rupees Four Crore Ten Lakhs

Six Thousand Seven Hundred Sixty-Nine only] along with an accrued interest of Rs. 16,45,296 [Rupees Sixteen Lakhs Forty-Five Thousand Two Hundred Ninety-Six Only] for assessment year 2013-2014, under section 147 of the Income Tax Act, 1961. Further, response dated 21.09.2022 has been submitted by our company and the same is under consideration by the department.

- 3) In addition, to the outstanding demand notices our company has filed an appeal vide acknowledgement no: 592338100210422 against the order passed by the Income Tax Authority vide order no GUJ-C-(201)(1). The brief facts of the matter are such that a search and seizure operation were conducted in the case of Shri Naval Kishor Jalan. During the course of post search enquiries, it was found that Shri Nawal Kishore Jalan was engaged in providing accommodation entry in lieu of commission. It was alleged that our company had received Rs. 6,00,00,000 [Rupees Six Crore Only] against the share capital and Rs. 9,50,000 [Rupees Nine Lakhs Fifty Thousand Only] against the unsecured loan from RNG Finlease Private Limited, the company which has been managed and controlled by said Shri Nawal Kishore Jalan and the same remained unexplained. The AO on basis of AIR information available on the ITBA portal alleged that the appellant had taken fictitious loan of Rs. 6,63,00,000/- during the year under consideration. The AO therefore, initiated reassessment proceeding u/s.147 of the Act by issuing notice u/s.148 of the Act dated 31.03.2021. In response to the notice issued u/s. 148 of the Act, the appellant has filed return of income on 30.04.2021 declaring therein total income of Rs. Nil/-. During the course of assessment proceeding, the appellant has furnished necessary documents in support of the said transactions. Thereafter, the AO without considering the contentions made by our company finalized order under section 147 r.w.s. 144B of the Act dated 30.03.2022 assessing total income at Rs. 6,09,50,000/-, as fictitious loan from RNG Finlease Private Limited is nothing but the devise to bring unaccounted money into books of account and claimed the same as fictitious loan. Thus this appeal and the same is pending adjudication.

ii. Indirect Tax- **NIL**

d. Other Pending Litigation- **NIL**

ii. Indirect Tax- **NIL**

e. Other Pending Litigation- **NIL**

## 2. CASES FILED BY THE COMPANY

- a. Litigation Involving Criminal Laws – **NIL**
- b. Litigation Involving Actions by Statutory/Regulatory Authorities- **NIL**
- c. Litigation Involving Tax Liabilities
- i. Direct Tax – **NIL**
- ii. Indirect Tax- **NIL**
- d. Other Pending Litigation -**NIL**

## Part-II LITIGATION RELATING TO THE DIRECTORS AND PROMOTERS OF THE COMPANY.

### 1. CASES FILED AGAINST COMPANY DIRECTOR AND PROMOTER

- a. Litigation Involving Criminal Laws – **NIL**
- b. Litigation Involving Actions by Statutory/Regulatory Authorities- **NIL**
- c. Litigation Involving Tax Liabilities
- i. Direct Tax –

- 1) The Tax Appeal is filed before the Hon'ble High Court of Gujarat in ITA No. 84 of 2022. The RNG Finlease Pvt. Ltd. [hereinafter referred to as "**the company**"] was issued notices u/s 143(2) and 142(1). The Principal Commissioner of Income Tax [hereinafter referred to as "**PCIT**"] on examination of records of the company found that the Assessing Officer had not properly verified the accommodation entry of Rs.7,18,69,500 [Rupees Seven Crore Eighteen Lakhs Sixty-Nine Thousand Five Hundred Only]. The Company in response submitted that it was engaged in the business of providing finance and it was registered as NBFC. During the year under consideration, the company had made financial transaction with its associate company namely M/s Radhe Renewable Energy Development Ltd. The directors in the company and M/S Radhe Renewable Energy Development Ltd. are common. Therefore, the question of

providing the accommodation. Being aggrieved by the order of PCIT, the company filed an appeal before the ITAT being ITA 84 of 2022.

The ITAT after taking into consideration all the facts and circumstance of the matter, ruled that there was no error in the assessment framed by the AO u/s 143(3) r/w S. 147 of the Income Tax Act, 1961 and thus the revision order passed by the PCIT was not sustainable and thus quashed.

The PCIT has now approached the Hon'ble High Court of Gujarat by way of Tax Appeal against the order dated 24.08.2022 passed by the Income Tax Appellant, Rajkot and the same is pending adjudication, if any adverse order is passed in the captioned matter, such outcome may have an adverse impact on the reputation of our group company and its promoters and may also affect the business prospects of our Company.

## 2) Assessment Year 2011-12

- a) As per the information available on the website of Income Tax Department, our Promoter company RNG FINLEASE PVT. LTD. [hereinafter referred to as 'Assessee'] the department has raised demand bearing demand reference number 2018201110002739454C dated 7th March 2019 for an outstanding amount of Rs. 5,27,120 [Rupees Five Lakhs Twenty-Seven Thousand One Hundred Twenty only] along with an accrued interest of Rs. 3,72,001 [Rupees Three Lakhs Seventy-Two Thousand One Hundred and Twenty Only] under section 154 of the Income Tax Act 1961. Further response has been submitted dated 30<sup>th</sup> April 2021 by the assessee and the same is at the stage of Pending Payment.
- b) In addition to the above stated demand, the department has raised another demand bearing demand no 2019201140402570210C dated 20th June 2019 for an outstanding amount of Rs. 78,115 [Rupees Seventy-Eight Thousand One Hundred Fifteen] along with accrued interest of Rs. 28,897 [Rupees Twenty-Eight Thousand Eight Hundred Ninety-Seven] under section 271B of the Income Tax Act, 1961. The response of the same has been submitted for the same dated 30<sup>th</sup> April 2020 and the same is pending for further consideration.

The Department has also issued a letter bearing letter no: ITBA/COM/F/17/2019-20/1024179780(1) dated 23.01.2020, requesting to pay total outstanding demand pending.

## 3) Assessment Year 2012-13

- a) As per the information available on the website of Income Tax Department M/s RNG Finlease Private Limited have been issued a notice for recovery of outstanding demand vide notice bearing notice no ITBA/RCV/F/17/2021-22/1038348791(1) dated 02.01.2022 for recovery of total outstanding demand of Rs. 20,30,730 [Rupees Twenty Lakhs Thirty Thousand Seven Hundred Thirty Only] along with interest of Rs. 6,34,717 [Rupees Six Lakhs Thirty-Four Thousand Seven Hundred Seventeen Only]. Further response dated 30.04.2021 has been submitted by the assessee and the same is at the placed for further consideration.
- b) Our Promoter and Director Mr. Shaileshkumar Vallabhdas Makadia has been issued letter bearing letter no ITBA/RCV/F/17/2021-22/1038349564(1) dated 02.01.2022 for recovery of outstanding demand of Rs. 11,75,190 [Rupees Eleven Lakhs Seventy-Five Thousand One Hundred Ninety Only] for the Assessment Year 2012-2013 as per the information available on the online portal of income tax department. Further response has been submitted by the assessee dated 4.01.2020 and the same is placed for further consideration.

## 4) Assessment Year 2013-14

- a) Our Promoter company RNG FINLEASE PVT. LTD has been issued outstanding demand for final interest vide demand reference number 2014201337011151311C amounting to Rs 1520 [One Thousand Five Hundred and Twenty Only] and the same is pending response.

## 5) Assessment Year 2014-15

- a) In addition to the demand notice issued for AY 2012-13, our promoter Mr. Shaileshkumar Vallabhdas Makadia has been issued another demand letter bearing letter no. ITBA/COM/F/17/2019-20/1024142814(1) dated 22.01.2015 requesting payment of outstanding demand of Rs.5,80,300 [Rupees Five Lakhs Eighty Thousand Three Hundred only]. Further response dated 4.01.2020 has been submitted by the assessee and the same is placed for further consideration.

- b) As per the online portal of Income Tax Department, an outstanding demand of final interest of Rs. 6 [Rupees Six Only] has been raised against our Promoter Mr. Parashar Kishorbhai Vyas vide demand reference 2014201437064981874T and the same is pending response.

**6) Assessment Year 2018-19**

- b) As per the details available on the website of the Income Tax, outstanding demand has been raised against our Promoter Mr. Narendra Kantilal Patel for a total sum of Rs. 19,030 [Rupees Nineteen Thousand Thirty Only] vide demand reference no: 2018201837095507296T, and the same is placed for further consideration.
- c) An outstanding demand vide demand reference number 2020201837025028882T has been raised against our Promoter Mr. Shaileshkumar Vallabhdas Makadia for an outstanding amount of Rs.1040 [Rupees One Thousand Forty Only] u/s 143(3) of the Income Tax Act, 1961 and the same is placed for further consideration.

**7) Assessment Year 2021-22**

- d) Outstanding Income Tax Demands have been raised against our Promoter Mr. Narendra Kantilal Patel, as per the details available on the website of Income Tax Department a total sum of Rs. 2150 [Rupees Two Thousand and Two Only] along with interest of Rs. 252 [Two Hundred Fifty-Two Only], has been raised as outstanding vide demand reference no 2021202137048994786T as per section 143 (1)(a) of the Income Tax Act, 1961.

ii. Indirect Tax- **NIL**

d. Other Pending Litigation-**NIL**

**2. CASES FILED BY COMPANY DIRECTORS AND PROMOTERS**

- a. Litigation Involving Criminal Laws – **NIL**
- b. Litigation Involving Actions by Statutory/Regulatory Authorities- **NIL**
- c. Litigation Involving Tax Liabilities
- i. Direct Tax – **NIL**
- ii. Indirect Tax- **NIL**
- d. Other Pending Litigation- **NIL**

**Part III- LITIGATION RELATING TO GROUP COMPANIES OTHER THAN CORPORATE PROMOTRES**

**1. CASES FILED AGAINST GROUP COMPANIES OTHER THAN CORPORATE PROMOTRES**

- a. Litigation Involving Criminal Laws – **NIL**
- b. Litigation Involving Actions by Statutory/Regulatory Authorities- **NIL**
- c. Litigation Involving Tax Liabilities
- a. Direct Tax- **NIL**
- b. Indirect Tax- **NIL**
- d. Other Pending Litigation – **NIL**

**2. CASES FILED BY GROUP COMPANIES OTHER THAN CORPORATE PROMOTRES**

- a. Litigation Involving Criminal Laws – **NIL**
- b. Litigation Involving Actions by Statutory/Regulatory Authorities- **NIL**
- c. Litigation Involving Tax Liabilities
- a. Direct Tax – **NIL**
- b. Indirect Tax- **NIL**
- d. Other Pending Litigation- **NIL**

**DISCIPLINARY ACTION INCLUDING PENALTY IMPOSED BY SEBI OR STOCK EXCHANGES AGAINST THE PROMOTER, DIRECTORS, GROUP COMPANIES AND PROMOTOR GROUP DURING THE LAST 5**

## **FINANCIAL YEARS**

There are no disciplinary actions including penalty imposed by SEBI or Stock Exchanges against the Promoters, Directors or Group Companies during the last 5 financial years including outstanding actions except as disclosed above.

## **PAST INQUIRIES, INSPECTIONS OR INVESTIGATIONS**

There have been no inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous company law in the last five years immediately preceding the year of this Prospectus in the case of our Company, Promoter, Directors. Other than as described above, there have been no prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last five years immediately preceding the year of the Prospectus.

## **OUTSTANDING LITIGATION AGAINST OTHER PERSONS AND COMPANIES WHOSE OUTCOME COULD HAVE AN ADVERSE EFFECT ON OUR COMPANY**

As on the date of the Prospectus, there is no outstanding litigation against other persons and companies whose outcome could have a material adverse effect on our Company.

## **PROCEEDINGS INITIATED AGAINST OUR COMPANY FOR ECONOMIC OFFENCES**

There are no proceedings initiated against our Company for any economic offences.

## **NON-PAYMENT OF STATUTORY DUES**

As on the date of the Prospectus there have been no (i) instances of non-payment or defaults in payment of statutory dues by our Company, (ii) over dues to companies or financial institutions by our Company, (iii) defaults against companies or financial institutions by our Company, or (iv) contingent liabilities not paid for.

## **MATERIAL FRAUDS AGAINST OUR COMPANY**

There have been no material frauds committed against our Company in the five years preceding the year of this Prospectus.

## **DISCLOSURES PERTAINING TO WILFUL DEFAULTERS**

Neither our Company, nor our Promoters, nor Group Companies and nor Directors have been categorized or identified as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

## **DISCLOSURES PERTAINING TO FRAUDULENT BORROWER**

Our Company or any of our Promoters or Group Companies or Directors are not declared as 'Fraudulent Borrower' by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 01, 2016.

## **OUTSTANDING DUES TO CREDITORS**

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 March 31, 2023 -

<b>Name</b>	<b>Number of Creditor</b>	<b>Balance as on March 31, 2023 (in Lacs)</b>
Total Outstanding dues to Micro and Small & Medium Enterprises	5	426.73
Total Outstanding dues to Creditors other than Micro and Small & Medium Enterprises	26	10.01

Details of material creditor overdue is available on the website of the company on [www.higreencarbon.com](http://www.higreencarbon.com).



## GOVERNMENT APPROVALS

Our Company has received the necessary licenses, permissions, and approvals from the Central and State Governments and other government agencies/regulatory authorities/certification bodies required to undertake the Issue or continue our business activities. In view of the approvals listed below, we can undertake the Issue and our current business activities and no further major approvals from any governmental/regulatory authority, or any other entity are required to be undertaken, in respect of the Issue or to continue our business activities. It must, however, be distinctly understood that in granting the above approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of our Company or for the correctness of any of the statements or any commitments made, or opinions expressed in this behalf.

The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities.

### I. Approvals for the Issue

- a) The present Offer has been authorized pursuant to a resolution of our Board dated May 22, 2023 and by Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra-Ordinary General Meeting of our shareholders held on May 26, 2023.
- b) The shareholders of our Company have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a special resolution passed in the Extra Ordinary General Meeting held on 31.03.2023 authorized the Issue.
- c) Our Company has received an in-principal approval from the NSE dated August 24, 2023 for listing of Equity Shares issued pursuant to the Issue.
- d) Our Company's ISIN is INE0PIC01017

### II. Approvals pertaining to Incorporation of Company

Sr. No.	Particular	Registration No	Applicable Law	Issuing Authority	Date of Issue
1.	Certificate of Incorporation	U37200GJ2011PTC066917	Companies Act, 1956	ROC-Gujarat	August 29, 2011
2.	Fresh Certificate of Incorporation consequent upon change of name	U37200GJ2011PTC066917	Companies Act, 1956	ROC- Gujarat	November 04, 2011
3.	Fresh Certificate of Incorporation consequent upon change of name	U45100GJ2011PTC066917	Companies Act, 2013	ROC- Ahmedabad	March 15, 2017
4.	Fresh Certificate of Incorporation consequent upon change of name	U45100GJ2011PTC066917	Companies Act, 2013	ROC- Ahmedabad	September 21, 2022
5.	Fresh Certificate of Incorporation consequent upon conversion to public company	U45100GJ2011PLC066917	Companies Act, 2013	ROC- Ahmedabad	March 21, 2023

### III. Business related approvals

Sr. No.	Particular	Registration No	Applicable Law	Issuing Authority	Date of Issue	Valid Till
1.	Registration under Employees' State Insurance	16000536650000299	E.S.I Act, 1948	Employees' State Insurance Corporation	November 01, 2016	Till Cancelled
2.	Registration and License to Work a Factory	RJ/30397	Factories Act, 1948	Factories and Boilers	January 09, 2020	March 31, 2029

Sr. No.	Particular	Registration No	Applicable Law	Issuing Authority	Date of Issue	Valid Till
				Inspection Department		
3.	Importer-Exporter Code	2412005427	The Foreign Trade (Development and Regulation) Act, 1992	Office of the Joint Director General of Foreign Trade, Jaipur	August 06, 2012	Till Cancelled
4.	Registration under Employees' Provident Funds	RJ/UDR/0022637/000/0-1/3108	The Employees' Provident Funds And Miscellaneous Provisions Act, 1952	Employees' Provident Fund Organization	May 12, 2014	Till Cancelled
5.	Consent to Operate	2022-2023/HSW/9418	Water (Prevention and Control of Pollution) Act, 1974 and Air (Prevention and Control of Pollution) Act, 1981	Rajasthan State Pollution Control Board	November 01, 2021	October 31, 2026
6.	Udyam Registration Certificate	UDYAM-GJ-20-0098914	Micro, Small and Medium Enterprises Development Act, 2006	Government of India Ministry of Micro, Small and Medium Enterprises	December 02, 2022	Till Cancelled
7.	Certificate of Registration	20IQEN79	ISO 9001:2015	AQZ MIDDLE EAST FZE	June 09, 2020	June 08, 2023
8.	Certificate of Registration	20IEEN78	ISO 14001:2015	AQZ MIDDLE EAST FZE	June 09, 2020	June 08, 2023
9.	Certificate of Registration	23IELF07	ISO 14001:2015	AQC Global LLC	January 21, 2023	January 20, 2026
10.	Certificate of Registration	23IOLN10	ISO 45001:2018	AQC Global LLC	January 21, 2023	January 20, 2026
11.	Certificate of Registration	23IQLN11	ISO 9001:2015	AQC Global LLC	January 21, 2023	January 20, 2026
12.	Certificate of Compliance	23ZACA0150G	GOOD MANUFACTURING PRACTICE	International Quality Certification Services UK Ltd	January 21, 2023	January 20, 2026
13.	Certificate of Compliance	23ZACA0151R	Application of Council Directive on the Restriction of the use of certain Hazardous Substances in Electrical and Electronic Equipment 2011/65/EU	International Quality Certification Services UK Ltd	January 21, 2023	January 20, 2026





Sr. No.	Particular	Registration No	Applicable Law	Issuing Authority	Date of Issue	Valid Till
14.	Certificate for complete conformance to the requirements of REACH's SVHC	UQ-2023012103	the European Community Regulation standard about chemicals and their safe use (EC 1907/2006)		January 21, 2023	January 20, 2026

#### IV. Tax Related Approvals

Sr. No.	Particular	Registration No	Applicable Law	Issuing Authority	Date of Issue	Valid Till
1.	Permanent Account Number	AAQCS2877J	Income Tax Act, 1961	Income Tax Act, 1961	29.08.2011	Till Cancelled
2.	Tax Deduction Account Number	RKTS07917A	Income Tax Act, 1961	Income Tax Act, 1961	14.11.2022	Till Cancelled
3.	GST Registration	08AAQCS2877J1ZK	CGST Act, 2017	Goods and Services Tax Department	01.07.2017	Till Cancelled

#### V. Intellectual Property

Trademarks registered/Objected/Abandoned in the name of our Company:

Sr. No	Trademark	Registration No	Status	Date of Issue	Date of Expiry	Class
1.		2406618	Registered	September 09, 2015	October 05, 2023	1
2.		2406619	Registered	June 09, 2016	October 05, 2023	4
3.		2949505	Registered	February 06, 2019	April 24, 2025	1
4.		2949506	Registered	February 06, 2019	April 24, 2025	2

#### Domain Name

Sr. No	Domain Name and ID	Sponsoring Registrar and ID	Registrant Name, ID and Address	Creation Date	Registry Expiry Date
1.	higreencarbon.com	1904671721_DOMAIN_COM-VRSN	EDP Manager edp@radhegroup.com	February 22, 2015	February 22, 2024

\*The Company has applied for Fire NOC and is in due course to obtain the same.

## SECTION XI – INFORMATION WITH RESPECT TO GROUP COMPANIES / ENTITIES

The definition of “Group Companies/Entities” pursuant to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, to include companies (other than promoter(s) and subsidiary/subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards and also other companies as are considered material by the Board. Pursuant to a Board resolution dated March 27, 2023 our Board has identified companies/entities with which there were related party transactions, during the period for which financial information is disclosed and formulated a policy to identify other companies which are considered material to be identified as group companies/entities, pursuant to which the following entities are identified as Group Companies/Entities of our Company.

1. Radhe Renewable Energy Development Private Limited
2. Vitagreen Products Private Limited
3. Hi-Can Industries Private Limited

Except as stated above, there are no companies/entities falling under definition of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 which are to be identified as group companies/entities.

### 1. RADHE RENEWABLE ENERGY DEVELOPMENT PRIVATE LIMITED

#### **Brief Corporate Information**

Radhe Renewable Energy Development Private Limited was originally formed and registered as a partnership firm under the Partnership Act, 1932 (“Partnership Act”) in the name and style of “M/s Radhe Renewable Energy Development Associate”. Subsequently, “M/s. Radhe Renewable Energy Development” was thereafter converted from a partnership firm to a private limited company under Part I chapter XXI of the Companies Act, 2013 in the name of “Radhe Renewable Energy Development Private Limited” and received a certificate of incorporation dated April 05, 2004 from the Assistance Registrar of Companies, Gujarat, Dadra & Nagar Haveli. Presently, registered office of RREDPL is situated at G-557, Lodhika Industrial Estate Metoda G.I.D.C., Gate No. 3 Metoda GIDC Rajkot Gujarat 360021 India. The Corporate Identification Number of RREDPL Company is U45100GJ2004PTC043909.

#### **Current Nature of Activities**

To carry in India or elsewhere the business to manufacture, process, produce, formulate, mix, compound, segregate, pack, repack, add, remove, heat, grade, freeze, boil, melt, improve, buy, sell, resale, acquire, import, export, transport, store, forward, distribute, dispose, develop, manipulate, market, provide, refine, supply, treat, work and to act as agent, broker, representative, consultant, collaborator, stockist, job worker, export house, or otherwise to deal in all types, descriptions, strengths, and uses of power, or energy producing plant and machineries, either gasification systems or gasifier or bio-mass gasifier or generators or waste conversion devise or by whatsoever name it may be called, by machine producing gas or gases, water gas or producer gas, or by whatever name it may be called by non-conventional, renewable energy sources that is agricultural, forestry agro-industrial, industrial, municipal and urban wastes.

To generate, receive, produce, improve, buy, sell, resell, acquire use, transmit, distribute, develop, handle, protect, supply, import, export, collaborate, venture jointly and to act as manufacturer, producer, of Flat plate solar collector, Black continuously plated solar selective coating sheets (in cut length or in coil) and fins and tubes, concentrating and pipe type solar collector, including wind operated electricity generator, its components and parts thereof, Water pumping wind mill, wind aero-generator and battery charger, Agricultural, forestry, agro industrial, industrial, municipal and urban waste conversion device producing energy, Equipment and utilising ocean waves energy, Solar lantern, Ocean thermal energy conversion system, Solar photovoltaic cell and to do all incidental acts, deeds and things necessary for the attainment of foregoing objects.

To carry on the business of contractors, sub-contractors, quasi contractors whether for government or for semi government bodies or corporation or company or society or body corporate or firm or individuals or schools or clubs or other bodies or private works and to undertake contracts and sub contracts relating to construction, modification, repairing, alteration, removal, redecoration, redesigning, enlarging, improving and designing of civil work related to energy conservation, recycling plants, water purification units, water supply pipeline, water desalination plants, building for whatever use, roads, approach roads, streets, circles, squares, parks, gardens, statutes, parking places, bridges, dams, water courses and reservoirs, tunnels, earth works, sewers, tanks, drains sewage light houses, towers, transmission towers, pipelines, underground cables, railway tracks, railway sidings, run ways ship yards, stock yards, culverts, channels whether on turnkey basis or on labour contracts or otherwise.

#### **Board of Directors**

As on date of this Prospectus, the following are the Board of Directors of the RREDPL: -

Sr. No.	Name of the Designated Partners	Designation	DIN
1.	Dr. Shaileshkumar Vallabhdas Makadia	Director	00593049
2.	Mrs. Shriyakumari Shaileshkumar Makadia	Director	09637841

### List of Shareholders

As on date of this Prospectus, the following are the List of Shareholder of the RREDPL

Sr. No.	Name of the Designation Partners	No of Shares
1.	Dr. Shaileshkumar Vallabhdas Makadia	39,62,500
2.	M/s. Shaileshkumar V. Makadia- HUF	15,75,000
3.	M/s. RNG Finlease Private Limited	17,00,000
4.	Mrs. Shriyakumari Shaileshkumar Makadia	12,500
	<b>Total</b>	<b>72,50,000</b>

### Financial Performance

The summary of financials for the last Three Financial year are as follows:

(₹ In Lakhs)

Particulars	March 31, 2022	March 31, 2021	March 31, 2020
Equity Share Capital	725.00	725.00	725.00
Reserve (excluding revaluation reserve)	853.21	675.90	696.92
Revenue from Operations	3406.74	839.96	1177.49
Profit After Tax	260.39	(21.02)	(9.47)
Earning Per Shares	3.59	(0.29)	(0.13)
Diluted Earnings Per Share	3.59	(0.29)	(0.13)
Net Assets Value Per Share	21.77	19.32	19.61

## 2. VITAGREEN PRODUCTS PRIVATE LIMITED

Vitagreen Products Private Limited (VPPL) is a private company incorporated under the provisions of Companies Act, 1956 and it has received the certificate of incorporation on August 13, 2009 from the Assistance Registrar of Companies, Gujarat, Dadra & Nagar Haveli. Presently, registered office of VPPL is situated at Plot No 557 GIDC Lodhika Kalawad Road, Metoda Rajkot-360021, Gujarat. The Corporate Identification number of VPPL is U15490GJ2009PTC057790.

### Current Nature of Activities

To carry on in India or else where the business to manufacture, process, prepare disinfect, fermentate compound mix, clean, wash, crush, grind, segregate, pack, repack, add, remove, heat, grade, preserve, freeze, distillate, improve, buy, sell, resale, import, export, transport, store, distribute, dispose, develop, handle, manipulate, market, supply and to act as agents, job worker, representative, consultant collaborator, stockists, job worker, or otherwise to deal in all types, kinds, sizes, descriptions, tastes, uses and packs of articles goods, merchandise and commodities whether for domestic, commercial, industrial, agriculture and defence purpose/use.

### Board of Directors

As on date of this Prospectus, the following are the Board of Directors of the VPPL: -

Sr. No.	Name of the Designated Partners	Designation	DIN
1.	Mr. Amitkumar Hasmukhrai Bhalodi	Director	00410150
2.	Mr. Krushnakant Chhaganbhai Mendpara	Director	01139715

### List of Shareholders

As on date of this Prospectus, the following are the List of Shareholders of the VPPL

Sr. No.	Name of the Designation Partners	No of Shares
1.	Mr. Amitkumar Hasmukhrai Bhalodi <i>(A Nominee Shareholder of M/s. RNG Finlease Private Limited)</i>	10,000
2.	M/s. RNG Finlease Private Limited	77,40,000
	<b>Total</b>	<b>77,50,000</b>

### **Financial Performance**

The summary of financials for the last Three Financial year are as follows

Particulars	(₹ in Lakhs)		
	March 31, 2022	March 31, 2021	March 31, 2020
Equity Share Capital	775.00	775.00	775.00
Reserve (excluding revaluation reserve)	(360.07)	(388.09)	(405.24)
Revenue from Operations	2265.35	2507.17	2165.57
Profit After Tax	28.02	17.14	54.10
Earning Per Shares	0.36	0.22	0.70
Diluted Earnings Per Share	0.36	0.22	0.70
Net Assets Value Per Share	5.35	4.99	4.77

### **3. Hi-Can Industries Private Limited**

#### **Brief Corporate Information**

Hi-Can Industries Private Limited is a private company incorporated under the provisions of Companies Act, 1956 and it has received the certificate of incorporation dated July 06, 2009 from Registrar of Companies, Ahmedabad. Presently, registered office of HCIPL is situated at Plot No-588, Manjusar Savli Road Nr. Nirmal Canal Char Rasta, Manjusar, Savli Vadodara Gujarat 391770 India. The Corporate Identification Number of HCIPL Company is U28112GJ2009PTC057456.

#### **Current Nature of Activities**

- To carry on in India or elsewhere the business to manufacture, produce, process, prepare, fabricate, market, convert, commercialize, grade, develop, design, press, stitch, mould, Hex, export, import, buy, sell, stretch, stamp, shape, smelt, emboss, print, laminate and to act as agent, broker, adatia, consultant, advisor, representative, marketing man, collaborator, franchisers, stockists, distributor or otherwise to deal in all shapes, Sizes, varieties, capacities, description and dimensions of packing materials which is used in manufacturing of food and agriculture packaging and related industries whether made of wood, plywood, thermocole, wood wool, particle board, corrugated paper, craft paper, rubber straw boards, card boards, aluminium foils, metal foils, glass, plastics, gelatine, bakelite, polypropylene and its compounds and combination, tin, iron, sheets, jute, synthetic material, cloths and other ferrous and non-ferrous materials, such as tin, containers, receptacles, boxes, cartons, cases, drums, flasks, cages, bins, corks, jars, carboys, tubes, rolls, tapes, crates, ropes, cones, cups, plates, collapsible tubes, bottles, carrybags and other allied item and parts, fixture, fittings accessories, consumables, components, ingredients and to do all incidental acts and things necessary for the attainment of above objects.
- To carry on the business in India or abroad as Manufacturers, Sellers, Importers, traders, dealers of rubber chips, Rubber Crumb, Rubber Bits, Rubber powder, Industrial Rubber, Carbon Black, Activated Carbon, and article made thereof used for all types of automotive, Chemicals, electronics, glass, steel and oil Industries, including gasket oil seals, rubber rings, rubber molded parts and components thereof and other articles and appliances made its compounds, substances, derivatives and substitutes or in combination with any metallic or non-metallic substances vulcanizes, leather, rayon and plastic.
- To carry on any of the businesses in India or elsewhere as Traders, Importers, Exporters and Dealers in all types of Engineering goods & Fabricated works including Environment Engineering Equipments, Pollution Control both air, water and gas engineering equipments, laboratory material & equipment, effluent Treatment plant and all other acts and things as may be necessary or incidental.
- To carry on in India or elsewhere the business as designers, researchers, developers, manufacturers, buyers, assemblers, modifiers, installers, re-conditioners, sellers, hirers, sublessors, market makers, dismantlers, repairers, operators, exporters, importers, distributors, and to act as an agent, broker, consignor, indenting agent, Clearing and forwarding agent, representative, correspondent, franchisers, stockist, supplier, vendor, transporter, collaborator, export house or otherwise to deal in all its branches in automatic, semiautomatic, manual or other types of tools,

tackles, instruments, apparatus, systems & equipments, including lathes, turret-lathes, capstan lathes, engine lathes, drills, drilling machines, shaping machines, planting machines, milling machines, grinding machines, slotting machines, broaching machines, lapping machines, weighting machines, wrapping machines, filtration equipments, franking machines, hydraulic machines and pneumatic machines, punching machines and other allied goods, whether used for special operations or for general operations, and whether operated from human, electrical, magnetic, electromagnetic, chemical, electrochemical, photochemical, solar, tidal wind, nuclear, thermal, thermonuclear or other forms of energy and their parts, products, assemblies, components, instruments, raw materials, display units, control devices, elements, gadgets, circuits, micro circuits, used in machine tools including boules, bars, slices, rounds, wafers, sheets, clips, micro clips, powders, fluids, gases, solids which may be polished, processed, coated, fused, diffused, or otherwise treated and to do all incidental acts and things necessary for the attainment of the above said objects.

### **Board of Directors**

As on date of this Prospectus, the following are the Board of Directors of the HCIPL: -

Sr. No.	Name of the Designated Partners	Designation	DIN
1.	Mr. Jigar Dhruvkumar Dave	Director	02891355
2.	Mr. Viraj Harishbhai Vamja	Director	06956280

### **List of Shareholders**

As on date of this Prospectus, the following are the List of Shareholders of the HCIPL

Sr. No.	Name of the Designation Partners	No of Shares
1.	Mr. Shaileshkumar Vallabhdas Makadia	5000
2.	M/s Radhe Renewable Energy Development Private Limited	8745000
	<b>Total</b>	<b>8750000</b>

### **Financial Performance**

The summary of financials for the last Three Financial year are as follows

(₹ In Lakhs except per share data)

Particulars	March 31, 2022	March 31, 2021	March 31, 2020
Equity Share Capital	875.00	625.00	625.00
Reserve (excluding revaluation reserve)	(767.04)	(538.63)	(527.12)
Revenue from Operations	3187.76	1916.71	2130.23
Profit After Tax	(228.42)	(11.50)	148.30
Earning Per Shares	(0.00)	(0.00)	2.37
Net Assets Value Per Share	1.23	1.38	1.57

Financial details of our group company is also available on website of the company at [www.higreencarbon.com](http://www.higreencarbon.com).

### **PENDING LITIGATIONS**

There is no pending litigation involving any of the above-mentioned group companies/entities, which has a material impact on our company. However, for details of Outstanding Litigation against our Company and Group Companies/Entities, please refer to Chapter titled “*Outstanding Litigations and Material Developments*” on the Page no. 172 of this Prospectus.

### **GENERAL DISCLOSURE**

- None of our Group Entities whose Securities are listed on any stock exchange nor any of the Group Entity has made any public and/or rights issue of securities in the preceding three years.
- None of the above-mentioned Group Companies/Entities is in defaults in meeting any Statutory/bank/institutional dues and no proceedings have been initiated for economic offences against any of the Group Companies/Entities.

- Our Group Entity has not been debarred from accessing the capital market for any reasons by the SEBI or any other authorities.
- Our Group Entity has not been identified as a Willful Defaulter or Fraudulent Borrower.

### COMMON PURSUITS

None of our group Companies/Entities are similar line of business.

### BUSINESS INTERESTS AMONGST OUR COMPANY AND GROUP COMPANIES/ENTITIES /ASSOCIATE COMPANIES

#### Existing

Except as mentioned under “Annexure – Related Party Transaction” under section “Restated Financial Information” beginning from page no.161 of this Prospectus, there is no business interest among Group Companies/Entities.

#### Proposed Related Party Transactions with Group/Entities/Promoters for FY 2023-24 as approved by the Board of Directors:

(Amount in ₹ Lakhs)

Sr. No.	Name of Related Party	Nature of contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Duration of the contracts /arrangements/ transactions	Omnibus Approval (Limit ₹ in Crores)
1.	Radhe Renewable Energy Development Private Limited	a) Purchase of Plant and Machinery b) Purchase of Material related to Machinery	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates in. Monetary value of transactions is subject to a maximum of Rs. 50 Cr. for the Financial Year 2023-24.	During the Financial Year 2023-24	Rs. 50.00 Crores

In addition to all above transactions proposed to be entered, our Company may also propose to enter in to new transactions or transactions beyond the present approval given by the Board of Directors/Audit Committee after obtaining the fresh approval for the new transactions or transactions beyond the approval specified above.

### DISSOCIATION OF PROMOTERS IN THE LAST THREE YEAR

Our Promoter has not disassociated himself or herself from any Company or Firm during the preceding three years.

### RELATED BUSINESS TRANSACTIONS WITHIN THE GROUP COMPANY/ENTITY AND ITS SIGNIFICANCE ON THE FINANCIAL PERFORMANCE OF OUR COMPANY

For details, please see “Annexure – Related Party Transaction” under section “Restated Financial Information” beginning from page no. 161 of this Prospectus.

### CHANGES IN ACCOUNTING POLICIES IN THE LAST THREE YEARS

Except as mentioned under the paragraph Changes in Significant Accounting Policies, “Restated Financial Statement” on page no. 161 of this Prospectus, there have been no changes in the accounting policies in the last three years.



## SECTION – XII – OTHER REGULATORY AND STATUTORY DISCLOSURES

### AUTHORITY FOR THE OFFER

The Board of Directors has, pursuant to a resolution passed at its meeting held on May 22, 2023 authorized the Offer, subject to the approval of the shareholders of the Company under Section 62(1)(c) and all other applicable provisions of the Companies Act, 2013.

The shareholders of the Company have, pursuant to a special resolution passed in EGM held on May 26, 2023 authorized the Offer under Section 62(1)(c) and all other applicable provisions of the Companies Act, 2013.

Our Company has received an In-Principle Approval letter dated August 24, 2023 from NSE for using its name in this offer document for listing our shares on the Emerge Platform of NSE. NSE is the Designated Stock Exchange for the purpose of this Offer.

### PROHIBITION BY SECURITIES MARKET REGULATORS

Our Company, our Promoters, our Directors and our Promoters' Group have not been prohibited from accessing or debarred from buying, selling, or dealing in securities under any order or direction passed by the Board or any securities market regulators in any other jurisdiction or any other authority/court.

### CONFIRMATIONS

1. Our Company, our Promoters, Promoters' Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018.
2. None of the Directors in any manner associated with any entities which are engaged in securities market related business and are registered with the SEBI.
3. There has been no action taken by SEBI against any of our directors or any entity with which our Directors are associated as Promoters or directors.

### PROHIBITION BY RBI OR GOVERNMENTAL AUTHORITY

Neither our Company, nor our Promoters, nor the relatives (as defined under the Companies Act) of our Promoters nor Group Companies/Entities have been identified as willful defaulters or fraudulent borrowers by the RBI or any other governmental authority.

### ELIGIBILITY FOR THE OFFER

We are an issuer whose post offer paid-up capital is not more than ₹ 25 Crore and therefore, our company is eligible for the Offer in accordance with Regulation 229(2) of Chapter IX of the SEBI (ICDR) Regulations, 2018.

Our Company also complies with the eligibility conditions laid by the Emerge Platform of National Stock Exchange of India Limited for listing of our Equity Shares. The point wise Criteria for Emerge Platform of National Stock Exchange of India Limited and compliance thereof are given hereunder;

#### 1. The Issuer should be a company incorporated under the Companies Act 1956 / 2013 in India.

Our Company is incorporated under the Companies Act, 1956.

#### 2. The post offer paid up capital of the company (face value) shall not be more than ₹ 25.00 Crore.

The present paid-up capital of our Company is ₹ 1,900.00 Lakhs and we are proposing fresh issue of 5990000 Equity Shares along with Offer for Sale from our existing Shareholders of 1050000 Equity Shares of ₹ 10/- each at an Offer price of ₹ 75/- per Equity Share including share premium of ₹ 65/- per Equity Share, aggregating to ₹ 5280.00 Lakhs Hence, our Post Offer Paid up Capital will be ₹ 2,499.00 Lakhs which is not more than ₹ 25 Crores.

#### 3. Track Record

##### A. The company should have a track record of at least 3 years.

Our Company was incorporated on August 29, 2011 under the provisions of the Companies Act, 1956 vide certificate of incorporation issued by Registrar of Companies Gujarat, Dadra and Nagar Havelli. Hence, we are in compliance with criteria of having track record of 3 years.

##### B. The company/entity should have operating profit (earnings before interest, depreciation and tax) from operations for at least any 2 out of 3 financial years preceding the application and its net-worth should be positive.

Our Company satisfies the criteria of track record which given hereunder based on Restated Financial Statement.

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Operating profit (earnings before interest, depreciation and tax and other income) from operations	1,994.02	885.38	356.12
Net Worth as per Restated Financial Statement	2,259.02	1,174.23	806.28

#### 4. Other Requirements

We confirm that:

- The Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
- There is no winding up petition against the company, which has been admitted by the court or a liquidator has not been appointed.
- No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against our company.
- The Company has a website: [www.higreencarbon.com](http://www.higreencarbon.com)

#### 5. Disclosures

We confirm that:

- There is no material regulatory or disciplinary action taken 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 companies of the company.
- There is no default in payment of interest and/or principal to the debenture / bond / fixed deposit holders, banks, FIs by the Company, promoters / promoting Company(ies), group companies, companies promoted by the promoters / promoting company(ies) during the past three years.

#### In terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, we confirm that:

- This Offer is 100% underwritten in compliance of Regulations 260(1) and 260(2) of the SEBI (ICDR) Regulations, 2018. For details pertaining to underwriting, please refer to section titled “General Information” beginning on Page No. 45 of this Prospectus.
- In accordance with Regulation 261 of the SEBI (ICDR) Regulations, 2018, the Book Running Lead Manager will ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares issued in the Initial Public Offer. For details of the market making arrangement, please refer section titled “General Information” beginning on Page No. 45 of this Prospectus.
- In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, 2018, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within four days from the date our company becomes liable to repay it, then our company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest at rate of fifteen per cent per annum and within such time as disclosed in the offer document and Book Running lead manager shall ensure the same.
- In accordance with Regulation 246 the SEBI (ICDR) Regulations, 2018, we shall also ensure that we submit the soft copy of Prospectus through Book Running lead manager immediately upon registration of the Prospectus with the Registrar of Companies along with a Due Diligence Certificate including additional confirmations. However, SEBI shall not issue any observation on our Prospectus.

We further confirm that we shall be complying with all the other requirements as laid down for such an Offer under Chapter IX of SEBI (ICDR) Regulations, 2018 as amended from time to time and Subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

#### SEBI DISCLAIMER CLAUSE

**“IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE OFFER DOCUMENT/~~DRAFT LETTER OF OFFER~~/OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN**

CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT/~~DRAFT LETTER OF OFFER/OFFER DOCUMENT~~. THE BOOK RUNNING LEAD MANAGER HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT/~~DRAFT LETTER OF OFFER/OFFER DOCUMENT~~ ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE OFFER DOCUMENT / OFFER DOCUMENT, THE BOOK RUNNING LEAD MANAGER(S) IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER(S), BEELINE CAPITAL ADVISORS PRIVATE LIMITED HAS FURNISHED TO STOCK EXCHANGE/SEBI, A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 13, 2023, IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THE OFFER DOCUMENT/~~DRAFT LETTER OF OFFER/OFFER DOCUMENT~~ DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER(S) ANY IRREGULARITIES OR LAPSES IN THE OFFER DOCUMENT/~~DRAFT LETTER OF OFFER/OFFER DOCUMENT~~.”

ALL LEGAL REQUIREMENTS PERTAINING TO THIS OFFER WILL BE COMPLIED WITH AT THE TIME OF FILING OF THE PROSPECTUS WITH THE REGISTRAR OF COMPANIES, AHMEDABAD, IN TERMS OF SECTION 26, 30 AND SECTION 33 OF THE COMPANIES ACT, 2013.

#### **DISCLAIMER CLAUSE OF THE NSE**

The copy of the Prospectus is submitted to NSE. Post scrutiny of the Prospectus, the Disclaimer Clause as intimated by NSE to us is read as under:

“As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: NSE/LIST/2515 dated August 24, 2023 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 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 offer 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.”

#### **CAUTION: DISCLAIMER FROM OUR COMPANY AND THE BOOK RUNNING LEAD MANAGER**

The Company, the Directors, accept no responsibility for statements made otherwise than in this Prospectus or in the advertisement or any other material issued by or at the instance of the issuer and that anyone placing reliance on any other source of information would be doing so at their own risk.

The Book Running Lead Manager accepts no responsibility for statements made otherwise than in this Prospectus or in the advertisements or any other material issued by or at instance of the issuer and that anyone placing reliance on any other source of information, including Company’s website: [www.higreencarbon.com](http://www.higreencarbon.com) would be doing so at their own risk.

The Company, the Directors and the Book Running Lead Manager accept no responsibility for statements made otherwise than in this Prospectus or in the advertisements or any other material issued by or at instance of the issuer and that anyone

placing reliance on any other source of information, including Company's website: [www.higreencarbon.com](http://www.higreencarbon.com) would be doing so at their own risk.

#### **CAUTION**

The Book Running Lead Manager accepts no responsibility, save to the limited extent as provided in the Memorandum of Understanding entered into between the Book Running Lead Manager, Beeline Capital Advisors Private Limited, our Company and Promoter Selling Share holder dated June 05, 2023 and Supplemental Memorandum of Understanding dated September 25, 2023 and the Underwriting Agreement dated September 01, 2023 and Supplemental Underwriting Agreement dated September 25, 2023 between the Underwriters, Beeline Capital Advisors Private Limited, Promoter Selling Shareholder and our Company and the Market Making Agreement dated September 01, 2023 and Supplemental Market Making Agreement dated September 25, 2023 entered into among the Market Maker, Beeline Capital Advisors Private Limited, Promoter Selling Shareholder and our Company.

All information shall be made available by us and BRLM to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centers etc.

The Book Running Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company and our Promoter Group, 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 and our Promoter Group, affiliates or associates for which they have received, and may in future receive, compensation.

#### **Note:**

Investors that apply in this Offer will be required to confirm and will be deemed to have represented to our Company, the Underwriters and Book Running Lead Manager 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 the Book Running Lead Manager 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 Equity Shares of our company.

#### **DISCLAIMER IN RESPECT OF JURISDICTION**

This Offer is being made in India to persons resident in India including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under the applicable trust law and who are authorized under their constitution to hold and invest in shares, and any FII sub-account registered with SEBI which is a foreign corporate or go reign individual, permitted insurance companies and pension funds and to FIIs and Eligible NRIs. This Prospectus does not, however, constitute an invitation to subscribe to Equity Shares issued hereby in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession the Prospectus comes is required to inform him or herself about and to observe, any such restrictions. Any dispute arising out of this Offer will be subject to the jurisdiction of appropriate court(s) in Ahmedabad only.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose.

Accordingly, our Company's Equity Shares, represented thereby may not be offered or sold, directly or indirectly, and Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been any change in our Company's affairs 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, 1993**

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold (i) in the United States only to "qualified institutional buyers", as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

**Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions 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. Further, each applicant, wherever requires, agrees that such applicant will not sell or transfer any Equity Share or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

### **FILING OF RED HERRING PROSPECTUS/ PROSPECTUS WITH THE BOARD AND THE REGISTRAR OF COMPANIES**

The Draft Red Herring Prospectus was filed with National Stock Exchange of India Limited, Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai 400051, Maharashtra, India. The Draft Red Herring Prospectus was not filed with SEBI, nor SEBI issued any observation on the Red Herring Prospectus/Prospectus in terms of Regulation 246(2) of SEBI (ICDR) Regulations, 2018. Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018 and SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of Red Herring Prospectus/Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>

A copy of Prospectus will be available on website of the company [www.higreencarbon.com](http://www.higreencarbon.com), Book Running Lead Manager [www.beelinemb.com](http://www.beelinemb.com) and stock exchange [www.nseindia.com](http://www.nseindia.com).

A copy of the Red Herring Prospectus/Prospectus, along with the material contracts and documents referred elsewhere in the Prospectus/Prospectus, will be delivered to the RoC Office situated at ROC Bhavan, Opp Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380013, Gujarat, and the same will also be available on the website of the company [www.higreencarbon.com](http://www.higreencarbon.com), for inspection.

### **LISTING**

Application is to be made to the Emerge Platform of NSE for obtaining permission to deal in and for an official quotation of our Equity Shares. NSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Offer.

Our Company has received an In-Principle Approval letter dated August 24, 2023 from NSE for using its name in this offer document for listing our shares on the Emerge Platform of NSE.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the NSE, the Company shall refund through verifiable means the entire monies received within Four days of receipt of intimation from stock exchanges rejecting the application for listing of specified securities, and if any such money is not repaid within four day after the issuer becomes liable to repay it the issuer and every director of the company who is an officer in default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Emerge Platform of NSE mentioned above are taken within Six Working Days from the Offer Closing Date.

### **IMPERSONATION**

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

**“Any person who –**

- (a). makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities, or**
- (b). makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or**
- (c). Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447.”**

The liability prescribed under Section 447 of the Companies Act, 2013 - 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

(provided that where the fraud involves public interest, such term shall not be less than three 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 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 fifty lakh rupees or with both.

## **CONSENTS**

The written consents of Promoter, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor and Peer Review Auditor, Banker(s) to the Company, Banker to the Offer\*, Legal Advisor to the Offer, the Book Running Lead Manager to the Offer, Underwriter\*, Registrar to the Offer and Market Maker\* to act in their respective capacities have been obtained.

*\*To be obtained prior to filing of Prospectus.*

Above consents will be filed along with a copy of the Prospectus with the ROC, as required under Sections 26 and 32 of the Companies Act, 2013 and such consents have not been withdrawn up to the time of delivery of the Prospectus for registration with the ROC.

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, 2018, 1) M/s. J C Ranpura & Co., Chartered Accountants have provided their written consent to act as Peer review Auditor and expert to the company dated June 19, 2023 for Audit Report to the Restated Financials and Restated Financial Information as well as inclusion of Statement of Tax Benefits dated June 06, 2023 and disclosure made in chapter titled “Objects of the Offer” beginning on Page No. 77 of this Prospectus; 2) M/s. Candour Legal, Advocates & Consultants has provided their written consent to act as Legal Advisor to the offer dated June 5, 2023 and to inclusion of name as Expert dated June 5, 2023 for chapters titled “Key Industry Regulations”, “Government Approvals” and “Outstanding Litigations and Material Developments” beginning on Page Nos. 132, 177 and 172 of this Prospectus; 3) M/s. J C Ranpura & Co., Chartered Accountants have provided their written consent to act as expert to the company dated June 19, 2023 for disclosure made in section titled “Capital Structure” beginning on Page No. 55 of this Prospectus.

Further, such consents and reports have not been withdrawn up to the time of delivery of this Prospectus.

## **EXPERT OPINION**

Except for report and certificates from Peer Review Auditors on financial matter and Legal advisor to the company on Legal matters, we have not obtained any other expert opinions.

## **PREVIOUS PUBLIC OR RIGHTS ISSUE**

There have been no public or rights issue by our Company during the last five years.

## **UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION**

We have not made any previous public issues. Therefore, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring for or agreeing to procure subscription for any of the Equity Shares of the Company since its inception.

## **CAPITAL ISSUE BY OUR COMPANY AND LISTED GROUP COMPANIES OR ASSOCIATE ENTITIES DURING THE LAST THREE YEARS**

Other than as disclosed in “Capital Structure” on page 55 our company has not made any capital issues during the three years preceding the date of this Prospectus.

## **PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE BOOK RUNNING LEAD MANAGER**

For details regarding the price information and track record of the past issue handled by Beeline Capital Advisors Private Limited, as specified in the circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015, issued by SEBI.

Sr. No.	Issuer Name	Issue Size (₹ in Cr.)	Issue Price (₹)	Listing Date	Opening Price on Listing Date (₹)	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 30 <sup>th</sup> Calendar Days from Listing	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 90 <sup>th</sup> Calendar Days from Listing	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 180 <sup>th</sup> Calendar Days from Listing
1.	Transvoy Logistics India Limited	5.11	71.00	February 02, 2023	71.00	3.17% (1.67%)	-14.44% (2.37%)	9.58% (+11.00%)
2.	Viaz Tyres Limited	20.00	62.00	March 01, 2023	68.00	-17.28% (-1.60%)	-15.40% (6.58%)	-20.08% (+10.40%)
3.	Vertex Technologies Limited	14.21	96.00	March 15, 2023	101.00	0.74% (5.04%)	22.92% (9.38%)	139.58% (+16.78%)
4.	Dev labtech Venrure Limited	11.22	51	March 29, 2023	51.20	18.32% (4.64%)	25.94% (9.41%)	(+14.74%) (+13.91%)
5.	Sotac Pharmaceuticals Limited	33.30	111.00	April 13, 2023	115.00	+7.70% (+2.31%)	6.31% (8.73%)	N.A.
6.	Remus Pharmaceuticals Limited	47.69	1229.00	May 29, 2023	1711.25	163.98% (1.01%)	74.54% (+3.59%)	N.A.
7.	Pentagon Rubber Limited	16.17	70.00	July 07, 2023	130.00	-10.73% (-0.96%)	N.A.	N.A.
8.	Ahasolar Technologies Limited	12.85	157.00	July 21, 2023	203	147.64% (-2.60%)	N.A.	N.A.
9.	Shri Techtex Limited	45.14	61.00	August 04, 2023	81.15	59.67% (-0.42%)	N.A.	N.A.
10.	Vinsys It Service India Limited	49.84	128.00	August 11, 2023	196.45	132.11% (+2.02%)	N.A.	N.A.
11.	Chavda Infra Limited	43.26	65	September 25, 2023	91.00	N.A.	N.A.	N.A.

**Note:**

1. Source: Price Information [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), Issue Information from respective Prospectus.
2. The S&P NSE Sensex and NSE Nifty are considered as the Benchmark.
3. "Issue Price" is taken as "Base Price" for calculating % Change in Closing Price of the respective Issues on 30<sup>th</sup> / 90<sup>th</sup>/180<sup>th</sup> Calendar days from listing.
4. "Closing Benchmark" on the listing day of respective scripts is taken as "Base Benchmark" for calculating % Change in Closing Benchmark on 30<sup>th</sup> / 90<sup>th</sup>/180<sup>th</sup> Calendar days from listing. Although it shall be noted that for comparing the scripts with Benchmark, the +/- % Change in Closing Benchmark has been calculated based on the Closing Benchmark on the same day as that of calculated for respective script in the manner provided in Note No. 4 below.
5. In case 30<sup>th</sup>/ 90<sup>th</sup>/180<sup>th</sup> day is not a trading day, closing price on BSE/NSE of the previous trading day for the respective Scripts has been considered, however, if scripts are not traded on that previous trading day then last trading price has been considered.

**SUMMARY STATEMENT OF DISCLOSURE**

Financial Year	Total No. of IPOs	Total Funds Raised (₹ in Cr.)	Nos. of IPO trading at discount as on 30 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at premium as on 30 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at discount as on 180 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at premium as on 180 <sup>th</sup> calendar day from listing date		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2023-24	6	214.95	-	-	1	4	-	-	-	-	-	-	-	
2022-23	12	232.94	-	1	2	3	2	4	-	1	1	2	3	
2021-22			N.A.											

**Notes:**

1. Issue opening date is considered for calculation of total number of IPO's in the respective financial year.

2. *In the event any day falls on a holiday, the price/index of the immediately preceding working day has been considered. If the stock was not traded on the said calendar days from the date of listing, the share price is taken of the immediately preceding trading day.*
3. *Source: [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)*

### PROMISE VIS-A-VIS PERFORMANCE

Since, neither our Company nor our Promoters' Group Companies/Entities have made any previous rights or public issues during last five years, promise vis-a-vis Performance is not applicable.

### STOCK MARKET DATA FOR OUR EQUITY SHARES

This being an Initial Public Offering of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange.

### MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Registrar Agreement provides for the retention of records with the Registrar to the Offer for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, subject to agreement with our Company for storage of such records for longer period, to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs at the rate higher of ₹100 per day or 15% per annum of the application amount in the events of delayed or withdrawal of applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/partially allotted applications for the stipulated period. In an event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the Book Running Lead Managers shall compensate the investors at the rate higher of ₹100 per day or 15% per annum of the application amount.

All grievances relating to the offer may be addressed to the Registrar to the offer, giving full details such as name, address of the applicant, application number, number of Equity Shares applied for, amount paid on application and the bank branch or collection center where the application was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the offer with a copy to the relevant SCSB or the member of the Syndicate (in Specified Cities) or the Sponsor Bank, as the case may be, where the Application Form was submitted by the ASBA Bidder or through UPI Mechanism, giving full details such as name, address of the applicant, application number, UPI Id, number of Equity Shares applied for, amount blocked on application and designated branch or the collection center of the SCSBs or the member of the Syndicate (in Specified Cities), as the case may be, where the Application Form was submitted by the ASBA Bidder or Sponsor Bank.

Our Company has applied for/obtained authentication on the SCORES in terms of SEBI circular no. CIR/OIAE/1/2013 dated April 17, 2013 and comply with the SEBI circular (CIR/OIAE/1/2014/CIR/OIAE/1/2013) dated December 18, 2014 in relation to redressal of investor grievances through SCORES. Our Company has not received any complaints as on the date of this Prospectus. – **Noted for Compliance**

### DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company estimates that the average time required by our Company or the Registrar to the offer or the SCSB (in case of ASBA Bidders) or Sponsor Bank (in case of UPI Mechanism) or for redressal of routine investor grievances including through SEBI Complaint Redress System (SCORES) shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has constituted Stakeholders Relationship Committee as follows:

Name of the Directors	Designation	Nature of Directorship
Mr. Shaileshkumar Vallabhadas Makadia	Chairman	Non-Executive Director
Mr. Shaileshbhai Durlabhjibhai Sagpariya	Member	Independent Director



Name of the Directors	Designation	Nature of Directorship
Mr. Narendra Kantilal Patel	Member	Independent Director

Our Company Secretary and Compliance officer shall act as the secretary of the Committee who may be contacted in case of any pre-Offer or post-Offer related problems at the following address:

**Mr. Sagar D Siyani**

C/o. Hi-Green Carbon Limited

G-557, Lodhika Industrial Estate, Metoda G.I.D.C. Gate No. 3, Metoda, Rajkot Lodhika Rajkot- 36002, Gujarat, India.

**Telephone No.:** +91 91064 09053;

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

**E-Mail:** [compliance@higreencarbon.com](mailto:compliance@higreencarbon.com)

Till date of this Prospectus, our Company has not received any investor complaint and no complaints is pending for resolution.

### PUBLIC OFFER EXPENSES

The total expenses of the Offer are estimated to be approximately ₹ 449.52 Lakhs. Out of which the issuer company shall bear ₹382.09 lakhs and the remaining amount shall be borne by the selling shareholder. Expenses of this include, among others, underwriting and management fees, printing and distribution expenses, advertisement expenses, legal fees and listing fees. The estimated Offer expenses are as follows:

Expenses	Expenses (₹ in Lakh)	Expenses (% of Total Offer expenses)	Expenses (% of Gross Offer Proceeds)
Lead Manger Fees including Underwriting Commission	410.52	91.32	11.24
Fees Payable to Registrar to the Issue	1.00	0.22	0.03
Fees Payable Advertising, Marketing Expenses and Printing Expenses	25.00	5.56	0.68
Fees Payable to Regulators including Stock Exchanges and other Intermediaries	5.00	1.11	0.14
Fees payable to Peer Review Auditor	1.00	0.22	0.03
Fees Payable to Market Maker (for Two Years)	6.00	1.33	0.16
Escrow Bank Fees	1.00	0.22	0.03
<b>Total Estimated Issue Expenses</b>	<b>449.52</b>	<b>100.00</b>	<b>12.30</b>

#### Notes:

- Up to September 04, 2023, Our Company has deployed/incurred expense of ₹ 14.43 Lakhs towards Issue Expenses and custodian connectivity charges out of internal accruals duly certified by Statutory Auditor M/s. J C Ranpura & Co., Chartered Accountants vide its certificate dated September 05, 2023, bearing UDIN: 23118411BGWRWQ6496.
- Any expenses incurred towards aforesaid issue related expenses during the period from June 25, 2023 to till the date of listing of Equity Shares will be reimburse/recouped out of the gross proceeds of the issue:
- 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% or ₹ 100/- whichever is less<sup>#</sup> (exclusive of GST)
  - Portion for NIIs 0.01% or ₹ 100/- whichever is less<sup>#</sup> (exclusive of GST)

<sup>#</sup>Percentage of the amounts received against the Equity Shares Allotted (i.e. the product of the number of Equity Shares Allotted and the Offer Price).
- 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.

5. *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.*
6. *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.*
7. *Issuer banks for UPI Mechanism as registered with SEBI 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 them.*
8. *Notwithstanding anything contained above the total processing / uploading / bidding charges under above clauses payable to Syndicate/ Sub Syndicate members, SCSBs, RTAs, CDPs, Registered Brokers, Sponsor Bank will not exceed ₹ 50,000/- (plus applicable taxes) and in case if the total uploading / bidding charges exceeds ₹ 50,000/- (plus applicable taxes) then uploading charges will be paid on pro-rata basis except the fee payable to respective Sponsor Bank.*

*The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 read with SEBI Circular No.: SEBI/HO/CFD/DIL2/CIR/P/2022/51 April 20, 2022.*

#### **FEES PAYABLE TO BOOK RUNNING LEAD MANAGER TO THE OFFER**

The total fees payable to the Book Running Lead Manager will be as per the Engagement Letter, a copy of which is available for inspection at the Registered Office of our Company.

#### **FEES PAYABLE TO THE REGISTRAR TO THE OFFER**

The fees payable to the Registrar to the Offer, for processing of application, data entry, printing of refund order, preparation of refund data on magnetic tape, printing of bulk mailing register will be as per the Agreement between the Company and the Registrar to the Offer.

The Registrar to the Offer will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, communication expenses etc. Adequate funds will be provided to the Registrar to the Offer to enable it to send refund orders or Allotment advice by registered post/speed post or email.

#### **FEES PAYABLE TO OTHERS**

The total fees payable to the Sponsor Bank, Legal Advisor, Statutory Auditor and Peer Review Auditor, Market maker and Advertiser, etc. will be as per the terms of their respective engagement letters.

#### **COMMISSION PAYABLE TO SCSBS**

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% or ₹ 100/- whichever is less<sup>#</sup> (exclusive of GST)*

*Portion for NIIs 0.01% or ₹ 100/- whichever is less<sup>#</sup> (exclusive of GST)*

<sup>#</sup>*Percentage of the amounts received against the Equity Shares Allotted (i.e. the product of the number of Equity Shares Allotted and the Offer 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 considered 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.*

5. Issuer banks for UPI Mechanism as registered with SEBI 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 them.
6. Notwithstanding anything contained above the total processing / uploading / bidding charges under above clauses payable to Syndicate/ Sub Syndicate members, SCSBs, RTAs, CDPs, Registered Brokers, Sponsor Bank will not exceed ₹ 50,000/- (plus applicable taxes) and in case if the total uploading / bidding charges exceeds ₹ 50,000/- (plus Page 212 applicable taxes) then uploading charges will be paid on pro-rata basis except the fee payable to respective Sponsor Bank.

The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular No. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 April 20, 2022.

#### PREVIOUS OFFERS OF EQUITY SHARES OTHERWISE THAN FOR CASH

Except as stated in the section titled “Capital Structure” beginning on Page No. 55 of this Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

#### LISTED VENTURES OF PROMOTER

There are no listed ventures of our Company as on date of filing of this Prospectus.

#### OUTSTANDING DEBENTURES OR BONDS AND REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS

There are no outstanding debentures or bonds, or redeemable preference shares and other instruments issued by the Company as on the date of this Prospectus.

#### CHANGES IN AUDITORS

Details of changes in auditors of our company in last 3 years is set forth below:

Particulars	Date of Change	Reason for change
<b>M/s. Ranpura Desai &amp; Co.</b> Star Avenue, 1st Floor, Dr. Radhakrishnan Road, Opp Rajkumar College, Rajkot, Gujarat, India – 360 001 <b>Tel:</b> +91-281-2480035 to 37 <b>Email:</b> <a href="mailto:office@ranpuradesai.com">office@ranpuradesai.com</a> <b>M. No.:</b> 118411 <b>FRN:</b> 117476W <b>Contact Person:</b> CA Ketan Y. Sheth	November 30, 2021	Re-appointment as statutory auditor from conclusion of 10th Annual General Meeting till conclusion of 15th Annual General Meeting
<b>M/s. Ranpura Desai &amp; Co.</b> Star Avenue, 1st Floor, Dr. Radhakrishnan Road, Opp Rajkumar College, Rajkot, Gujarat, India – 360 001 <b>Tel:</b> +91-281-2480035 to 37 <b>Email:</b> <a href="mailto:office@ranpuradesai.com">office@ranpuradesai.com</a> <b>M. No.:</b> 118411 <b>FRN:</b> 117476W <b>Contact Person:</b> CA Ketan Y. Sheth	December 27, 2022	Resignation as statutory auditor of the company due to other assignments
<b>M/s. J C Ranpura &amp; Co.</b> Star Avenue, 1st Floor, Dr. Radhakrishnan Road, Opp Rajkumar College, Rajkot, Gujarat, India – 360 001 <b>Tel:</b> +91-281-2480035 to 37 <b>Email:</b> <a href="mailto:contact@jcranpura.com">contact@jcranpura.com</a> <b>M. No.:</b> 118411 <b>FRN:</b> 108647W <b>Peer Review No:</b> 015775	January 07, 2023	Appointment as the statutory auditor of the company to fill the casual vacancy caused due to resignation of M/s. Ranpura Desai & Co.

Particulars	Date of Change	Reason for change
Contact Person: CA Ketan Y. Sheth		

**CAPITALIZATION OF RESERVES OR PROFITS DURING LAST FIVE (5) YEARS**

Except as disclosed under section titled “*Capital Structure*” beginning on Page No. 55 of this Prospectus, our Company has not capitalized Reserves or Profits during last five years.

**REVALUATION OF ASSETS DURING THE LAST FIVE (5) YEARS**

Our Company has not revalued its assets during last five years.

## SECTION XIII – OFFER RELATED INFORMATION

### TERMS OF OFFER

*The Equity Shares being offered pursuant to this offer shall be subject to the provision of the Companies Act, SEBI (ICDR) Regulations, 2018, SCRA, SCRR, Memorandum and Articles, the terms of this Prospectus, Application Form, the Revision Form, the Confirmation of Allocation Note (“CAN”) and other terms and conditions as may be incorporated in the Allotment advices and other documents/ certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws, guidelines, rules, notifications, and regulations relating to the offer of capital and listing of securities offered from time to time by SEBI, the Government of India, NSE, ROC, RBI and / or other authorities, as in force on the date of the Offer and to the extent applicable.*

*Please note that, in accordance with the Regulation 256 of the SEBI (ICDR), Regulations, 2018 read with SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants has to compulsorily apply through the ASBA Process. As an alternate payment mechanism, Unified Payments Interface (UPI) has been introduced (vide SEBI Circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018) as a payment mechanism in a phased manner with ASBA for applications in public Offers by retail individual investors through intermediaries (Syndicate members, Registered Stock-Brokers, Registrar and Transfer agent and Depository Participants).*

*Further vide the said circular Registrar to the Offer and Depository Participants have been also authorised to collect the Application forms. Investors may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by Registrar to the Offer and DPs as and when the same is made available.*

#### **Ranking of Equity Shares**

The Equity Shares being offered and transferred in the Offer shall be subject to the provisions of the Companies Act, 2013 and the Memorandum & Articles of Association and shall rank pari-passu with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees upon receipt of Allotment of Equity Shares under this offer will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of allotment in accordance with Companies Act, 2013 and the Articles of Association of the Company.

#### **Authority for the Offer**

This Offer has been authorized by a resolution of the Board passed at their meeting held on May 22, 2023 subject to the approval of shareholders through a special resolution to be passed pursuant to section 62 (1) (c) of the Companies Act, 2013. The shareholders have authorized the Offer by a special resolution in accordance with Section 62 (1) (c) of the Companies Act, 2013 passed at the EoGM of the Company held on May 26, 2023.

#### **Mode of Payment of Dividend**

The declaration and payment of dividend will be as per the provisions of Companies Act, 2013 and other applicable laws in this respect and recommended by the Board of Directors at their discretion and approved by the shareholders and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act, 2013. For further details, please refer to the chapter titled “Dividend Policy” beginning on pages 160 of this Prospectus.

#### **Face Value, Offer Price, Floor Price and Price Band**

The face value of each Equity Share is ₹ 10/- and the Offer Price at the lower end of the Price Band is ₹71/- per Equity Share (“**Floor Price**”) and at the higher end of the Price Band is ₹ 75/- per Equity Share (“**Cap Price**”).

The Price Band and the minimum Bid Lot will be decided by our Company in consultation with the BRLM and advertised in all editions of an English national daily newspaper, all editions of a Hindi national daily newspaper, each with wide circulation, at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchange for the purpose of uploading on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the websites of the Stock Exchange. The Offer Price shall be determined by our Company in consultation with the BRLM, after the Bid/Offer Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

At any given point of time, there shall be only one denomination of Equity Shares.

The Offer Price shall be determined by our Company in consultation with the Book Running Lead Manager and is justified under the chapter titled “Basis of Offer Price” beginning on page 91 of this Prospectus.

#### **Compliance with the disclosure and accounting norms**

Our Company shall comply with all the applicable disclosure and accounting norms as specified by SEBI from time to time.

### **Rights of the Equity Shareholder**

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy or e-voting, in accordance with the provisions of the Companies Act;
- Right to receive annual reports and notices to members;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability, subject to applicable laws and regulations; and the Articles of Association of our Company; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, SEBI (LODR), 2015 and the Memorandum and Articles of Association of the Company.

### **Minimum Application Value, Market Lot and Trading Lot**

In accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than ₹ 1,00,000/- (Rupees One Lakh) per application.

Pursuant to Section 29 of the Companies Act, the Equity Shares shall be Allotted only in dematerialised form. As per SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements will be signed by our Company with the respective Depositories and the Registrar to the Offer before filing this Prospectus:

- Tripartite agreement among the NSDL, our Company and Registrar to the Offer dated April 11, 2023.
- Tripartite agreement among the CDSL, our Company and Registrar to the Offer dated April 17, 2023.

As per the provisions of the Depositories Act, 1996 & regulations made there under and Section 29 (1) of the Companies Act, 2013, the equity shares of an offer shall be in dematerialized form i.e. not in the form of physical certificates, but be fungible and be represented by the statement offered through electronic mode. The trading of the Equity Shares will happen in the minimum contract size of 1600 Equity Shares and the same may be modified by the National Stock Exchange of India Limited from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Offer will be done in multiples of 1600 Equity Shares subject to a minimum allotment of 1600 Equity Shares to the successful Applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

### **Minimum Number of Allottees**

Further in accordance with the Regulation 268(1) of SEBI (ICDR) Regulations, the minimum number of allottees in this Offer shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Offer and all the monies blocked by SCSBs shall be unblocked within four (4) working days of closure of Offer.

### **Joint Holders**

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

### **Jurisdiction**

Exclusive Jurisdiction for the purpose of this Offer is with the competent courts/authorities in India.

The Equity Share 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 or to, or for the account or benefit of, —U.S. persons (as defined in Regulation S), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in off-shore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those 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.

### **Nomination Facility to the Investor**

In accordance with Section 72 of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014, the sole Applicant, or the first Applicant along with other joint Applicants, may nominate any one person in whom, in the event of the death of sole Applicant or in case of joint Applicants, death of all the Applicants, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to equity share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of Equity Share(s) by the person nominating. A buyer will be titled to make afresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or Corporate Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act shall upon production of such evidence, as may be required by the Board, elect either:

1. to register himself or herself as the holder of the equity shares; or
2. to make such transfer of the equity shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the equity shares, and if the notice is not complied with within a period of ninety (90) days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the equity shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the Applicants require changing of their nomination, they are requested to inform their respective depository participant.

### **Restrictions, if any on Transfer and Transmission of Equity Shares**

Except for the lock-in of the pre-offer capital of our Company, Promoters' minimum contribution as provided under the chapter titled "*Capital Structure*" on page 55 of this Prospectus and except as provided in the Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, please refer chapter titled "*Description of Equity Shares and terms of the articles of association*" on page 235 of this Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated herein above. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws 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.

### **Withdrawal of the Offer**

Our Company in consultation with the BRLM, reserve the right to not to proceed with the Offer after the Offer Opening Date but before the Allotment. In such an event, our Company would offer a public notice in the newspapers in which the pre-Offer advertisements were published, within two (2) days of the Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The Book Running Lead Manager, through the Registrar to the Offer, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one (1) Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed.

Notwithstanding the foregoing, this Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment (ii) the final RoC approval of the Prospectus after it is filed with the RoC. If our Company in consultation with BRLM withdraws the Offer after the Offer Closing Date and thereafter determines that it will proceed with an offer/offer for sale of the Equity Shares, our Company shall file a fresh Prospectus with Stock Exchange.

### **OFFER PROGRAM**

Events	Indicative Dates
<b>Bid/Offer Opening Date</b>	September 21, 2023
<b>Bid/Offer Closing Date</b>	September 25, 2023
<b>Finalization of Basis of Allotment with the Designated Stock Exchange</b>	On or before September 28, 2023
<b>Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account</b>	On or before September 29, 2023
<b>Credit of Equity Shares to Demat accounts of Allottees</b>	On or before October 03, 2023
<b>Commencement of trading of the Equity Shares on the Stock Exchange</b>	On or before October 04, 2023

\*\*In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100/- per day for the entire duration of delay exceeding four Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. For the avoidance of doubt, the provisions of the SEBI circular dated March 16, 2021, as amended pursuant to SEBI circular dated June 2, 2021 shall be deemed to be incorporated in the agreements to be entered into by and between the Company and the relevant intermediaries, to the extent applicable.

The above timetable, other than the Bid/Offer Closing Date, is indicative and does not constitute any obligation on our Company the BRLM.

While our Company shall ensure that all steps for the completion of the necessary formalities for the listing and commencement of trading of the Equity Shares on the Stock Exchange are taken within six Working Days of the Bid/Offer Closing Date or such other period as may be prescribed by the SEBI, the timetable may be extended due to various factors, such as extension of the Bid/Offer Period by our Company in consultation with the BRLM, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchange. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

The SEBI is in the process of streamlining and reducing the post Offer timeline for initial public offerings. Any circulars or notifications from the SEBI after the date of the Prospectus may result in changes to the above-mentioned timelines. Further, the Offer procedure is subject to change to any revised circulars issued by the SEBI to this effect.

The BRLM will be required to submit reports of compliance with listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

**In terms of the UPI Circulars, in relation to the Offer, the BRLM will submit report of compliance with T+6 listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.**

#### **Submission of Bids**

##### **Bid/Offer Period (except the Bid/Offer Closing Date)**

Submission and Revision in Bids: Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time (“IST”))

##### **Bid/Offer Closing Date**

Submission and Revision in Bids: Only between 10.00 a.m. and 3.00 p.m. IST

##### **On the Bid/Offer Closing Date, the Bids shall be uploaded until:**

- i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and
- ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchange, in case of Bids by Retail Individual Bidders.

On the Bid/Offer Closing Date, extension of time will be granted by the Stock Exchange only for uploading Bids received from Retail Individual Bidders after taking into account the total number of Bids received and as reported by the BRLM to the Stock Exchange.

The Registrar to the Offer shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date till the Bid/ Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLM and the RTA on a daily basis.



To avoid duplication, the facility of re-initiation provided to Syndicate Members, if any shall preferably be allowed only once per Bid/batch and as deemed fit by the Stock Exchange, after closure of the time for uploading Bids.

**It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.**

Due to limitation of time available for uploading the Bids on the Bid/Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Offer Closing Date. Any time mentioned in this Prospectus is Indian Standard Time. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Offer Closing Date, as is typically experienced in public offerings, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Offer. Bids will be accepted only during Monday to Friday (excluding any public holiday). None among our Company or any Member of the Syndicate shall be liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or blocking of application amount by the SCSBs on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

In case of any discrepancy in the data entered in the electronic book vis-a-vis data contained in the physical Bid cum Application Form, for a particular Bidder, the details of the Bid file received from the Stock Exchanges may be taken. Our Company in consultation with the BRLM, reserve the right to revise the Price Band during the Bid/Offer Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price shall not be less than the face value of the Equity Shares.

**In case of any revision to the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/Offer Period not exceeding a total of 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of three Working Days, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a public notice, and also by indicating the change on the respective websites of the BRLM and the terminals of the Syndicate Members, if any and by intimation to SCSBs, other Designated Intermediaries and the Sponsor Bank, as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.**

#### **Minimum Subscription**

This Offer is not restricted to any minimum subscription level and 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 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the offer through the Offer Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the offer, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond four days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

In accordance with Regulation 260 of the SEBI (ICDR) Regulations, our Offer shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the offer including through the Prospectus/Prospectus/Prospectus and shall not be restricted to the minimum subscription level.

Further, in accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will be allotted will not be less than 50 (Fifty).

Further, in accordance with Regulation 267(2) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than ₹ 1,00,000 (Rupees One Lac only) per application.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

#### **Migration to Main Board**

*Our company may migrate to the main board of NSE Limited at a later date subject to the following:*

- a. *If the Paid-up Capital of our Company is likely to increase above ₹ 25 crores by virtue of any further offer of capital by way of rights, preferential offer, bonus offer etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in- principal approval from the main board), our Company shall apply to NSE Limited for listing of its shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.*

OR

- b. *If the paid-up Capital of our company is more than ₹ 10 Crores but below ₹ 25 Crores, our Company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.*

*Any company desiring to migrate to the Main board from the SME Board within two years of listing on Emerge platform of NSE has to fulfill following conditions:*

- a. *The increase in post offer face value capital beyond ₹ 25 crore should arise only because of merger/acquisition or for expansion purposes.*
- b. *The company should have a minimum turnover of ₹ 100 crore as per last audited financials and market capitalization of ₹ 100 crore.*
- c. *The company should have a minimum profit before tax of ₹ 10 crore for two years out of three preceding years.*
- d. *There should not be any action against the company by any regulatory agency at the time of application for migration.*

#### **Market Making**

The shares offered and transferred through this Offer are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on the Emerge Platform of NSE. For further details of the market making arrangement please refer to chapter titled “General Information” beginning on page 45 of this Prospectus.

#### **Arrangements for disposal of Odd Lots**

The trading of the Equity Shares will happen in the minimum contract size of 1600 shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the Emerge Platform of NSE.

#### **Restrictions, if any, on Transfer and Transmission of Shares or Debentures and on their Consolidation or Splitting**

Except for lock-in of the pre-Offer Equity Shares and Promoter’s minimum contribution in the Offer as detailed in the chapter “Capital Structure” beginning on page 55 of this Prospectus and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association. The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws 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.

#### **Application by eligible NRIs, FPIs/FIIs registered with SEBI, VCFs registered with SEBI and QFIs**

It is to be understood that there is no reservation for Eligible NRIs or FPIs/FIIs registered with SEBI or VCFs or QFIs. Such Eligible NRIs, QFIs, FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

NRIs, FPIs/FIIs and foreign venture capital investors registered with SEBI are permitted to purchase shares of an Indian company in a public Offer without the prior approval of the RBI, so long as the price of the equity shares to be Offer is not less than the price at which the equity shares are Offer to residents. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment (“FDI”) Policy and the non-resident

shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

The current provisions of the Foreign Exchange Management (Transfer or Offer 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 Offer 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.

#### **Option to receive securities in Dematerialized Form**

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

Further it is mandatory for the investor to furnish the details of his/her depository account, & if for any reasons details of the account are incomplete or incorrect the application shall be treated as incomplete & may be rejected by the Company without any prior notice.

#### **New Financial Instruments**

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. offered by our Company.

## OFFER STRUCTURE

This Offer is being made in terms of Regulation 229 (2) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post offer paid up capital is more than ₹ 10 crores and upto ₹ 25 crores, shall offer equity shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the Emerge Platform of NSE). For further details regarding the salient features and terms of such an offer, please refer chapter titled “*Terms of Offer*” and “*Offer Procedure*” on page no. 197 and 207 respectively of this Prospectus.

The Offer of 7040000 Equity Shares for cash at a price of ₹ 75/- per Equity Share (including a premium of ₹ 65/- per Equity Share) aggregating to ₹ 5,280.00 Lakhs comprising of a Fresh Offer of 5990000 Equity Shares aggregating to ₹ 4,492.50 Lakhs by our Company and an Offer for Sale of 1050000 Equity Shares aggregating up to ₹ 787.50 Lakhs. The Offer comprises a Net Offer to the public of 6619200 Equity Shares (the “Net Offer”). The Offer and Net Offer will constitute 28.17% and 26.48% of the post Offer paid up Equity Share capital of our Company.

This Offer is being made by way of Book Building Process <sup>(1)</sup>:

Particulars of the Offer <sup>(2)</sup>	Market Maker Reservation Portion	QIBs	Non-Institutional Applicants	Retail Individual Investors
Number of Equity Shares available for allocation	420800 Equity Share	Not More than 3307200 Equity Shares	At least 993600 Equity Shares	At least 2316800 Equity Shares
Percentage of offer size available for allocation	5.98% of the offer size	<p>Not more than 50% of the Net Offer being available for allocation to QIB Bidders.</p> <p>However, up to 5% of the Net QIB Portion may be available for allocation proportionately to Mutual Funds only.</p> <p>Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion.</p> <p>The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion</p>	Not less than 15% of the Net Offer	Not less than 35% of the Net Offer
Basis of Allotment <sup>(3)</sup>	Firm Allotment	<p>Proportionate as follows:</p> <p>a) 65600 Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and</p> <p>b) 1323200 Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above.</p>	Proportionate	Proportionate

Particulars of the Offer <sup>(2)</sup>	Market Maker Reservation Portion	QIBs	Non-Institutional Applicants	Retail Individual Investors
Mode of Bid	Only through the ASBA process.	Only through the ASBA process.	Through ASBA Process through banks or by using UPI ID for payment	Through ASBA Process through banks or by using UPI ID for payment
Mode of Allotment	Compulsorily in dematerialized form			
Minimum Bid Size	1600 Equity Shares in multiple of 1600 Equity shares	Such number of Equity Shares and in multiples of 1600 Equity Shares that the Bid Amount exceeds ₹ 200,000	Such number of Equity shares in multiple of 1600 Equity shares that Bid size exceeds ₹ 2,00,000	1600 Equity Shares in multiple of 1600 Equity shares so that the Bid Amount does not exceed ₹ 2,00,000
Maximum Bid Size	420800 Equity Shares	Such number of Equity Shares in multiples of 1600 Equity Shares not exceeding the size of the Net Offer, subject to applicable limits	Such number of Equity Shares in multiples of 1600 Equity Shares not exceeding the size of the offer (excluding the QIB portion), subject to limits as applicable to the Bidder	Such number of Equity Shares in multiples of 1600 Equity Shares so that the Bid Amount does not exceed ₹ 2,00,000
Trading Lot	1600 Equity Shares, however, the Market Maker may accept odd lots if any in the market as required under the SEBI ICDR Regulations	1600 Equity Shares and in multiples thereof	1600 Equity Shares and in multiples thereof	1600 Equity Shares
Terms of Payment	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form.			
Mode of Bid	Only through the ASBA process			

- (1) This offer is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.
- (2) In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018 this is an offer for at least 25% of the post offer paid-up Equity share capital of the Company. This offer is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI (ICDR) Regulations.
- (3) Subject to valid Bids being received at or above the offer price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Managers and the Designated Stock Exchange, subject to applicable laws.

#### WITHDRAWAL OF THE OFFER

In accordance with SEBI (ICDR) Regulations, the Company, in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Offer at any time before the Bid/Offer Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the Offer after Bid/ Offer Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Offer. The public notice will appear in two widely circulated national newspapers (one each in English and Hindi) and one in regional newspaper.

The Book Running Lead Manager, through the Registrar to the Offer, 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 offered in the same newspapers where the pre-Offer advertisements have appeared and the Stock Exchange will also be informed

promptly. If our Company withdraws the Offer after the Bid/ Offer Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Offer 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 registration of Prospectus/ Prospectus with RoC.

## JURISDICTION

Exclusive jurisdiction for the purpose of this Offer is with the competent courts/authorities at Ahmedabad.

## BID/OFFER PROGRAMME:

Events	Indicative Dates
<b>Bid/Offer Opening Date</b>	September 21, 2023
<b>Bid/Offer Closing Date</b>	September 25, 2023
<b>Finalization of Basis of Allotment with the Designated Stock Exchange</b>	On or before September 28, 2023
<b>Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account</b>	On or before September 29, 2023
<b>Credit of Equity Shares to Demat accounts of Allottees</b>	On or before October 03, 2023
<b>Commencement of trading of the Equity Shares on the Stock Exchange</b>	On or before October 04, 2023

Bids and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Offer Period at the Bidding Centres mentioned in the Bid cum Application Form.

Standardization of cut-off time for uploading of bids on the Bid/Offer closing date:

- A standard cut-off time of 3.00 p.m. for acceptance of bids.
- A standard cut-off time of 4.00 p.m. for uploading of bids received from other than retail individual applicants.
- A standard cut-off time of 5.00 p.m. for uploading of bids received from only retail individual applicants, which may be extended up to such time as deemed fit by NSE after taking into account the total number of bids received up to the closure of timings and reported by BRLM 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 bid cum application form of that Bidder may be taken as the final data for the purpose of allotment.

Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

## OFFER PROCEDURE

All Bidders should read the General Information Document which highlights the key rules, processes and procedures applicable to public offers in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the abridged prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the BRLM. Please refer to the relevant provisions of the General Information Document which are applicable to the offer, especially in relation to the process for Bids by UPI Bidders through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of CAN and Allotment in the Offer; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of the Companies Act relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.

SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019.

With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public offers, whichever is later (“UPI Phase II”). Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. The final reduced timeline will be made effective using the UPI Mechanism for applications by RIBs (“UPI Phase III”), as may be prescribed by SEBI. The Offer has been undertaken pursuant to the processes and procedures under UPI Phase II, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, has introduced certain additional measures for streamlining the process of initial public Offers and redressing investor grievances. This circular shall come into force for initial public Offers opening on or after May 1, 2021 and the provisions of this circular are deemed to form part of this Prospectus. Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 modifying the process timelines and extending the implementation timelines for certain measures introduced by the March 16 Circular. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all UPI Bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹ 5,00,000/- shall use the UPI Mechanism. Subsequently, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories).

Furthermore, SEBI vide press release bearing number 12/2023 has approved the proposal for reducing the time period for listing of shares in public offer from existing 6 working days to 3 working days from the date of the closure of the offer. The revised timeline of T+3 days shall be made applicable in two phases i.e. voluntary for all public offer opening on or after September 1, 2023 and mandatory on or after December 1, 2023. Further, SEBI has vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 reduced the time taken for listing of specified securities after the closure of a public offer to three Working Days. This shall be applicable voluntarily for all public offer opening on or after September 1, 2023 and shall be mandatory for all public offer opening on or after December 1, 2023. The Offer will be made under UPI Phase II of the UPI Circulars.

The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021, read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

Our Company, the Promoters and the BRLM do not accept any responsibility for the completeness and accuracy of the information stated in this section and General Information Document and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the the Prospectus.

Further, our Company, the Promoters and the Members of the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in the Offer.

### **BOOK BUILDING PROCEDURE**

This Offer is being made in terms of Rule 19(2)(b) of the SCRR, through the Book Building Process in accordance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 50.00% of the Offer shall be allocated on a proportionate basis to QIBs. Further, 5.00% of the QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and spill-over from the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15.00% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35.00% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Offer Price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchange.

**Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, the PAN and UPI ID, for RIBs Bidding in the Retail Portion using the UPI Mechanism, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get their Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.**

**Investors must ensure that their PAN is linked with Aadhaar and are in compliance with the notification dated February 13, 2020 issued by the Central Board of Direct Taxes and the press release dated June 25, 2021.**

### **AVAILABILITY OF 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 Offer, Registrar to the Offer as mentioned in the Application form. The application forms may also be downloaded from the website of NSE i.e. [www.nseindia.com](http://www.nseindia.com). Applicants shall only use the specified Application Form for the purpose of making an Application in terms of the Prospectus. All the applicants shall have to apply only through the ASBA process. ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorizing blocking of funds that are available in the bank account specified in the Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Prospectus. The Application Form shall contain space for indicating number of specified securities subscribed for in demat form.

#### **Phased implementation of Unified Payments Interface**

SEBI has Offer UPI Circulars in relation to streamlining the process of public offer of equity shares and convertibles. Pursuant to the UPI Circulars, UPI has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIIs through intermediaries with the objective to reduce the time duration from public offer closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI Mechanism, the UPI Circulars proposes to introduce and implement the UPI Mechanism in three phases in the following manner:

- a) Phase I: This phase was applicable from January 01, 2019 and lasted till June 30, 2019. Under this phase, a Retail Individual Bidder, besides the modes of Bidding available prior to the UPI Circulars, also had the option to submit the Bid cum Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public offer closure to listing continued to be six Working Days.



- b) Phase II: This phase has commenced with effect from July 01, 2019 and will continue for a period of three months or floating of five main board public offers, whichever is later. Under this phase, submission of the Bid cum Application Form by a Retail Individual Investor through intermediaries to SCSBs for blocking of funds has been discontinued and has been replaced by the UPI Mechanism. However, the time duration from public offer closure to listing continues to be six Working Days during this phase. SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. Subsequently, the time duration from public offer closure to listing would be reduced to be three Working Days. SEBI vide press release bearing number 12/2023 has approved the proposal for reducing the time period for listing of shares in public offer from existing 6 working days to 3 working days from the date of the closure of the offer.
- c) Phase III: The commencement period of Phase III is notified pursuant to SEBI press release bearing number 12/2023 and as per the SEBI Circular No. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, where the revised timeline of T+3 days shall be made applicable in two phases i.e. (i) voluntary for all public offer opening on or after September 1, 2023; and (ii) mandatory on or after December 1, 2023. The Offer will be made under UPI Phase II of the UPI Circulars.

Pursuant to the UPI Circular, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one day from the date on which the Basis of Allotment is finalized. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints in this regard, the relevant SCSB as well as the post – Offer BRLM will be required to compensate the concerned investor.

All SCSBs offering the facility of making applications in public offers shall also provide the facility to make application using UPI. The Company will be required to appoint one of the SCSBs as a Sponsor Bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and/ or payment instructions of the Retail Individual Bidders using the UPI.

The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

For further details, refer to the “General Information Document” available on the websites of the Stock Exchange and the BRLM.

### **Bid cum Application Form**

Copies of the Bid cum Application Form and the abridged prospectus will be available with the Designated Intermediaries at the Bidding Centres, and our Registered and Corporate Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of NSE ([www.nseindia.com](http://www.nseindia.com)) at least one day prior to the Bid/Offer Opening Date.

All Bidders shall mandatorily participate in the Offer only through the ASBA process. The RIs Bidding in the Retail Portion can additionally Bid through the UPI Mechanism.

RIBs Bidding in the Retail Portion using the UPI Mechanism must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain the UPI ID are liable to be rejected.

ASBA Bidders (other than RIBs using UPI Mechanism) must provide bank account details and authorization to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. RIBs Bidding in the Retail Portion using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs. RIBs authorizing an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Bank, as applicable at the time of submitting the Bid.

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

**Note:** *Electronic Bid Cum Application Forms will also be available for download on the website of the NSE ([www.nseindia.com](http://www.nseindia.com)).*

**Designated Intermediaries (other than SCSBs) after accepting Bid Cum Application Form submitted by RIIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Bid Cum Application Forms to respective SCSBs where the Bidders has a bank account and shall not submit it to any non-SCSB Bank.**

**Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).**

**Bidders shall only use the specified Bid Cum Application Form for making an Application in terms of the Prospectus.**

**The Bid Cum Application Form shall contain information about the Bidder and the price and the number of Equity Shares that the Bidders wish to apply for. Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.**

**An Investor, intending to subscribe to this Offer, shall submit a completed Bid Cum Application Form to any of the following intermediaries (Collectively called – Designated Intermediaries”)**

Sr. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
4.	A depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	A registrar to an Offer and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

*Retails investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as "Intermediaries"), and intending to use UPI, shall also enter their UPI ID in the Bid Cum Application Form.*

*The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.*

**The upload of the details in the electronic bidding system of stock exchange will be done by:**

<b>For Applications submitted by Investors to SCSB:</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For applications submitted by investors to intermediaries other than SCSBs:</b>	After accepting the Bid Cum Application Form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the Bid Cum Application Forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Offer.

<b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:</b>	After accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.
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**Stock exchange shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.**

**Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.**

Upon completion and submission of the Bid Cum Application Form to Application Collecting intermediaries, the Bidders are deemed to have authorized our Company to make the necessary changes in the Prospectus, without prior or subsequent notice of such changes to the Bidders.

For RIBs using UPI Mechanism, the Stock Exchange shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIBs for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to RIBs, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. For all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 12:00 pm on the first Working Day after the Bid/ Offer Closing Date ("Cut-Off Time"). Accordingly, RIBs should accept UPI Mandate Requests for blocking off funds prior to the Cut- Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchange bidding platform, and the liability to compensate RIBs (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the bankers to an offer) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the bankers to an offer. The BRLM shall also be required to obtain the audit trail from the Sponsor Banks and the Bankers to the Offer for analysing the same and fixing liability.

## WHO CAN BID?

**Each Bidder should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies. Furthermore, certain categories of Bidders, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Offer or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders are requested to refer to the DRHP for more details.**

**Subject to the above, an illustrative list of Bidders 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 Bidder should specify that the application is being made in the name of the HUF in the Bid Cum Application Form as follows: —Name of Sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;
- c) Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- d) Mutual Funds registered with SEBI;
- e) Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Offer;
- f) Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- g) FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI;
- h) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;

- i) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional Bidder 's category;
- j) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- k) Foreign Venture Capital Investors registered with the SEBI;
- l) Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- m) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- n) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- o) Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- p) Pension Funds and Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- q) National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- r) Multilateral and bilateral development financial institution;
- s) Eligible QFIs;
- t) Insurance funds set up and managed by army, navy or air force of the Union of India;
- u) Insurance funds set up and managed by the Department of Posts, India;
- v) Any other person eligible to apply in this Offer, under the laws, rules, regulations, guidelines and policies applicable to them.

#### **APPLICATIONS NOT TO BE MADE BY:**

1. Minors (except through their Guardians)
2. Partnership firms or their nominations
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

**As per the existing regulations, OCBs are not eligible to participate in this Offer. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Offer provided it obtains a prior approval from the RBI. On submission of such approval along with the Bid Cum Application Form, the OCB shall be eligible to be considered for share allocation.**

#### **MAXIMUM AND MINIMUM APPLICATION SIZE**

##### **1. For Retail Individual Bidders**

The Application must be for a minimum of 1600 Equity Shares and in multiples of 1600 Equity Shares thereafter, so as to ensure that the Application Price payable by the Bidder does not exceed ₹ 2,00,000. In case of revision of Applications, the Retail Individual Bidders have to ensure that the Application Price does not exceed ₹ 2,00,000.

##### **2. For Other than Retail Individual Bidders (Non-Institutional Applicants and QIBs):**

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹ 2,00,000 and in multiples of 1600 Equity Shares thereafter. An Application cannot be submitted for more than the Net Offer Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Bidder cannot withdraw its Application after the Offer Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Bidders, 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.

**Bidders are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Prospectus.**

**The above information is given for the benefit of the Bidders. The Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.**

## **METHOD OF BIDDING PROCESS**

Our Company, in consultation with the BRLM will decide the Price Band and the minimum Bid lot size for the Offer and the same shall be advertised in all editions of the English national newspaper, all editions of Hindi national newspaper and Rajkot Edition of Regional newspaper Financial Express where the registered office of the company is situated, each with wide circulation at least two Working Days prior to the Bid / Offer Opening Date. The BRLM and the SCSBs shall accept Bids from the Bidders during the Bid / Offer Period.

- a) The Bid / Offer Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Bid/ Offer Period maybe extended, if required, by an additional three Working Days, subject to the total Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid / Offer Period, if applicable, will be published in all editions of the English national newspaper Financial Express, all editions of Hindi national newspaper and Rajkot Edition of Regional newspaper Financial Express where the registered office of the company is situated, each with wide circulation and also by indicating the change on the websites of the Book Running Lead Manager.
- b) Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled “Bids at Different Price Levels and Revision of Bids” below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Offer Price, the maximum number of Equity Shares Bid for by a Bidder/Applicant at or above the Offer Price will be considered for allocation/Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.
- c) The Bidder / Applicant cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a BRLM or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another BRLM or SCSB will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Offer. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph “Buildup of the Book and Revision of Bids”.
- d) The BRLM/the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, (“TRS”), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form
- e) Upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form, prior to uploading such Bids with the Stock Exchange.
- f) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchange.
- g) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.
- h) The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Offer Account, or until withdrawal/failure of the Offer or until withdrawal/rejection of the Bid cum Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Offer shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public Offer 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.

## **BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS**

- a. Our Company in consultation with the BRLM, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/ Offer Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the floor price disclosed. If the revised price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into.
- b. Our Company in consultation with the BRLM, will finalize the Offer Price within the Price Band, without the prior approval of, or intimation, to the Bidders.
- c. The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Retail Individual Bidders may Bid at the Cut-off Price. However, bidding at the Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.
- d. Retail Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Retail Individual Bidders shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non-Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.

**Participation by Associates /Affiliates of BRLM and the Syndicate Members**

**The BRLM and the Syndicate Members, if any, shall not be allowed to purchase in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLM and the Syndicate Members, if any, may subscribe the Equity Shares in the Offer, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.**

**Option to Subscribe in the Offer**

- a. As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.
- b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
- c. A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

**Information for the Bidders:**

1. Our Company and the Book Running Lead Manager shall declare the Offer Opening Date and Offer Closing Date in the Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.
2. Our Company will file the Prospectus with the RoC at least 3 (three) days before the Offer Opening Date.
3. Copies of the Bid Cum Application Form along with Abridge Prospectus and copies of the Prospectus will be available with the, the Book Running Lead Manager, the Registrar to the Offer, and at the Registered Office of our Company. Electronic Bid Cum Application Forms will also be available on the websites of the StockExchange.
4. Any Bidder who would like to obtain the Prospectus and/ or the Bid Cum Application Form can obtain the same from our Registered Office.
5. Bidders who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
6. Bid Cum Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Bid Cum Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.
7. The Bid Cum Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Retail Individual Applicants has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such Bid Cum Application Forms that do not contain such details are liable to be rejected.
8. Bidders applying directly through the SCSBs should ensure that the Bid Cum Application Form is submitted to a

Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Bid Cum Application Form, before entering the ASBA application into the electronic system.

9. Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Bidders, or in the case of application in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Bid Cum Application Form without PAN is liable to be rejected. The demat accounts of Bidders for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Offer will be made into the accounts of such Bidders.
10. The Bidders may note that in case the PAN, the DP ID and Client ID mentioned in the Bid Cum Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Bid Cum Application Form is liable to be rejected.

#### **BIDS BY HUFs**

Bids by Hindu Undivided Families or HUFs should be made in the individual name of the Karta. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids/Applications by HUFs will be considered at par with Bids/Applications from individuals.

#### **BIDS BY MUTUAL FUNDS**

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserve the right to reject any Bid without assigning any reason thereof.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10.00% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10.00% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10.00% of any company's paid-up share capital carrying voting rights.

#### **BIDS BY ELIGIBLE NRIs**

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their SCSB (if they are Bidding directly through the SCSB) or confirm or accept the UPI Mandate Request (in case of Bidding through the UPI Mechanism) to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") Accounts, and eligible NRI Bidders bidding on a non- repatriation basis by using Resident Forms should authorize their SCSB (if they are Bidding directly through SCSB) or confirm or accept the UPI Mandate Request (in case of Bidding through the UPI Mechanism) to block their Non-Resident Ordinary ("NRO") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. Participation of Eligible NRIs in the Offer shall be subject to the FEMA Rules.

In accordance with the Consolidated FDI Policy, the total holding by any individual NRI, on a repatriation or non-repatriation basis, shall not exceed 5.00% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5.00% of the paid-up value of each series of debentures or preference shares or share warrants Offer by an Indian company and the total holdings of all NRIs and OCIs put together, on a repatriation or non- repatriation basis, shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10.00% may be raised to 24.00% if a special resolution to that effect is passed by the general body of the Indian company.

NRIs will be permitted to apply in the Offer through Channel I or Channel II (as specified in the UPI Circular). Further, subject to applicable law, NRIs may use Channel IV (as specified in the UPI Circular) to apply in the Offer, provided the UPI facility is enabled for their NRE/ NRO accounts.

NRIs applying in the Offer using UPI Mechanism are advised to enquire with the relevant bank whether their bank account is UPI linked prior to making such application. For details of investment by NRIs, see “*Restrictions on Foreign Ownership of Indian Securities*” beginning on page 233. Participation of eligible NRIs shall be subject to FEMA NDI Rules.

### **BIDS BY FPIs**

In terms of the SEBI FPI Regulations, the offer of Equity Shares to a single FPI or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) must be below 10% of our post-Offer Equity Share capital. Further, in terms of the FEMA NDI Rules, with effect from April 1, 2020, the aggregate FPI investment limit is the sectoral cap applicable to an Indian company as prescribed in the FEMA NDI Rules with respect to its paid-up equity capital on a fully diluted basis. Currently, the sectoral cap for retail trading of food products manufactured and/ or produced in India is 100% under automatic route.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time. In case of Bids made by FPIs, a certified copy of the certificate of registration Offer under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents.

In terms of the FEMA, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

The FEMA NDI Rules were enacted on October 17, 2019 in supersession of the Foreign Exchange Management (Transfer or Offer of Security by a Person Resident outside India) Regulations, 2017, except as respects things done or omitted to be done before such supersession. FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may offer, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is Offer overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are Offer only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are Offer only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are Offer after compliance with ‘know your client’ norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing off-shore derivative instruments is also required to ensure that any transfer of off-shore derivative instruments Offer by, or on behalf of it subject to, inter alia, the following conditions:

- (i). such offshore derivative instruments are transferred to person subject to fulfilment of SEBI FPI Regulations; and
- (ii). prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred are pre-approved by the FPI.

Bids by FPIs which utilise the multi-investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants Offer to facilitate implementation of the SEBI FPI Regulations (“Operational FPI Guidelines”), submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids (“MIM Bids”). It is hereby clarified that FPIs bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected, except for Bids from FPIs that utilise the multi-investment manager structure in accordance with the Operational FPI Guidelines (such structure referred to as “MIM Structure”). In order to ensure valid Bids, FPIs making MIM Bids using the same PAN and with different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM Structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected.

### **BIDS BY SEBI-REGISTERED AIFs, VCFs AND FVCIs**

The SEBI FVCI Regulations, SEBI VCF Regulations and the SEBI AIF Regulations prescribe, inter alia, the investment restrictions on the FVCIs, VCFs and AIFs registered with SEBI respectively. FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering. Category I AIF and Category II AIF cannot invest more than 25% of the investible funds in one Investee Company directly or through investment in the units of other AIFs. A Category III AIF cannot invest more than 10% of the investible funds in one Investee Company directly or through investment in the units of other AIFs. AIFs which are authorized under the fund documents to invest in units of AIFs are



prohibited from offering their units for subscription to other AIFs. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Additionally, a VCF that has not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations (and accordingly shall not be allowed to participate in the Offer) until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

Further, the shareholding of VCFs, category I AIFs or category II AIFs and FVCIs holding Equity Shares prior to Offer, shall be locked-in for a period of at least one year from the date of purchase of such Equity Shares.

All non-resident investors should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

The Company or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

### **BIDS BY LIMITED LIABILITY PARTNERSHIPS**

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration Offer under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserve the right to reject any Bid without assigning any reason thereof.

### **BIDS BY BANKING COMPANIES**

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration Offer by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof. The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended and Master Circular on Basel III Capital Regulations dated July 1, 2014, as amended, is 10.00% of the paid up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10.00% of the bank's own paid-up share capital and reserves, whichever is lower.

However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid up share capital of such investee company, subject to prior approval of the RBI if (i) the investee company is engaged in non-financial activities permitted for banking companies in terms of Section 6(1) of the Banking Regulation Act; or (ii) the additional acquisition is through restructuring of debt, or to protect the banking company's interest on loans/investments made to a company. The bank is required to submit a time bound action plan to the RBI for the disposal of such shares within a specified period. The aggregate investment by a banking company along with its subsidiaries, associates or joint ventures or entities directly or indirectly controlled by the bank; and mutual funds managed by asset management companies controlled by the bank, more than 20% of the investee company's paid up share capital engaged in non-financial services. However, this cap doesn't apply to the cases mentioned in (i) and (ii) above. The aggregate equity investments made by a banking company in all subsidiaries and other entities engaged in financial services and non-financial services, including overseas investments shall not exceed 20% of the bank's paid-up share capital and reserves.

In terms of the Master Circular on Basel III Capital Regulations dated July 1, 2014, as amended (i) a bank's investment in the capital instruments Offer by banking, financial and insurance entities should not exceed 10% of its capital funds; (ii) banks should not acquire any fresh stake in a bank's equity shares, if by such acquisition, the investing bank's holding exceeds 5% of the investee bank's equity capital; (iii) equity investment by a bank in a subsidiary company, financial services company, financial institution, stock and other exchanges should not exceed 10% of the bank's paid-up share capital and reserves; (iv) equity investment by a bank in companies engaged in non-financial services activities would be subject to a limit of 10% of the investee company's paid-up share capital or 10% of the bank's paid-up share capital and reserves, whichever is less; and (v) a banking company is restricted from holding shares in any company, whether as pledgee, mortgagee or absolute owner, of an amount exceeding 30% of the paid-up share capital of that company or 30% of its own paid-up share capital and reserves, whichever is less. For details in relation to the investment limits under Master Direction – Ownership in Private Sector Banks, Directions, 2016, see “*Key Regulations and Policies*” beginning on page 132.

### **BIDS BY SCSBS**

SCSBS participating in the Offer are required to comply with the terms of the circulars Offer by the SEBI dated September 13, 2012 and January 2, 2013. Such SCSBS are required to ensure that for making applications on their own account using

ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public offers and clear demarcated funds should be available in such account for such applications.

### **BIDS BY SYSTEMICALLY IMPORTANT NBFCs**

In case of Bids made by Systemically Important NBFCs registered with RBI, certified copies of: (i) the certificate of registration Offer by RBI, (ii) the last audited financial statements on a standalone basis, (iii) a net worth certificate from its statutory auditors, and (iv) such other approval as may be required by the Systemically Important NBFCs are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

Systemically Important NBFCs participating in the Offer shall comply with all applicable regulations, directions, guidelines and circulars Offer by the RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

### **BIDS BY INSURANCE COMPANIES**

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration Offer by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers are prescribed under the IRDAI Investment Regulations, based on investments in equity shares of the investee company, the entire group of the investee company and the industry sector in which the investee company operates. Insurance companies participating in the Offer are advised to refer to the IRDAI Investment Regulations 2016, as amended, which are broadly set forth below:

- a) equity shares of a company: the lower of 10%\* of the outstanding equity shares (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 operates: 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.

*\*The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹ 25,000,000 lakhs or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹ 5,000,000 lakhs or more but less than ₹ 25,000,000 lakhs.*

Insurance companies participating in this Offer shall comply with all applicable regulations, guidelines and circulars Offer by IRDAI from time to time.

### **BIDS BY PROVIDENT FUNDS/PENSION FUNDS**

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 2,500 lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

### **BIDS UNDER POWER OF ATTORNEY**

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Eligible FPIs, Mutual Funds, Systemically Important NBFCs, insurance companies, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India, or the National Investment Fund and provident funds with a minimum corpus of ₹ 2,500 lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2,500 lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our, in consultation with the BRLM, reserves the right to accept or reject any Bid in whole or in part, in either case without assigning any reason therefor.

Our Company, in consultation with the BRLM, in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form subject to the terms and conditions that our Company, in consultation with the BRLM may deem fit.

#### **ISSUANCE OF A CONFIRMATION NOTE ("CAN") AND ALLOTMENT IN THE OFFER:**

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Offer shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Offer.
2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Offer. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder.

#### **Offer Procedure for Application Supported by Blocked Account (ASBA) Bidders**

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

#### **Terms of payment**

The entire Offer price of ₹ 75 per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Offer Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Offer or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Offer and the Registrar to the Offer to facilitate collections from the Bidders.

#### **Payment mechanism**

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Retail Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Cum Application Form or for unsuccessful Bid Cum Application Forms, the Registrar to the Offer shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Offer and consequent transfer of the Application Amount to the Public Offer Account, or until withdrawal/ failure of the Offer or until rejection of the Application by the ASBA Bidder, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Offer of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Offer shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Offer have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

#### **Electronic Registration of Applications**

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Offer Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in

relation to,

- a) the applications accepted by them,
  - b) the applications uploaded by them
  - c) the applications accepted but not uploaded by them or
  - d) With respect to applications by Bidders, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Bid Cum Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Book Running Lead Manager nor our Company nor the Registrar to the Offer, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to,
- (i) The applications accepted by any Designated Intermediaries
  - (ii) The applications uploaded by any Designated Intermediaries or
  - (iii) The applications accepted but not uploaded by any Designated Intermediaries
5. The Stock Exchange will Offer an electronic facility for registering applications for the Offer. This facility will available at the terminals of Designated Intermediaries and their authorized agents during the Offer Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Offer Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Book Running Lead Manager on a regular basis.
6. With respect to applications by Bidders, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Bid Cum Application Forms to Designated Branches of the SCSBs for blocking of funds:

S. No.	Details*
1.	Symbol
2.	Intermediary Code
3.	Location Code
4.	Application No.
5.	Category
6.	PAN
7.	DP ID
8.	Client ID
9.	Quantity
10.	Amount

*\*Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields*

7. With respect to applications by Bidders, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Bidders into in the on-line system:
- Name of the Bidder;
  - IPO Name;
  - Bid Cum Application Form Number;
  - Investor Category;
  - PAN (of First Bidder, if more than one Bidder);
  - DP ID of the demat account of the Bidder;
  - Client Identification Number of the demat account of the Bidder;

- Number of Equity Shares Applied for;
  - Bank Account details;
  - Locations of the Banker to the Offer or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
  - Bank account number.
8. In case of submission of the Application by Bidder through the Electronic Mode, the Bidder shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Bid Cum Application Form number which shall be system generated.
  9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
  10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
  11. In case of Non-Retail Bidders and Retail Individual Bidders, applications would not be rejected except on the technical grounds as mentioned in the Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
  12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoters, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
  13. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Bid/ Offer Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Offer Period, after which the Registrar to the Offer will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
  14. The SCSBs shall be given one day after the Bid/ Offer Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Offer.
  15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

#### **Build of the Book**

- a) Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid/ Offer Period.
- b) Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding centers during the Bid/ Offer Period.

#### **Withdrawal of Bids**

- a) RIIs can withdraw their Bids until Bid/ Offer Closing Date. In case a RII wishes to withdraw the Bid during the Bid/ Offer Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.
- b) The Registrar to the Offer shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

#### **Price Discovery and Allocation**

- a) Based on the demand generated at various price levels, our Company in consultation with the BRLM, shall finalize the Offer Price.

- b) The SEBI ICDR Regulations, 2018 specify the allocation or Allotment that may be made to various categories of Bidders in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.
- c) Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Offer and the in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.
- d) In case of under subscription in the Offer, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Offer. For allocation in the event of an undersubscription applicable to the Offer, Bidders may refer to the RHP.
- e) In case if the Retail Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.

**Illustration of the Book Building and Price Discovery Process: Bidders should note that this example is solely for illustrative purposes and is not specific to the Offer; it also excludes Bidding by Anchor Investors. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20 to ₹ 24 per share, offer size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Offer at various prices and is collated from Bids received from various investors.**

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

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

## GENERAL INSTRUCTIONS

### Do's:

1. Check if you are eligible to apply as per the terms of the Prospectus and under applicable law, rules, regulations, guidelines and approvals. All should submit their Bids through the ASBA process only;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form, as the case may be, in the prescribed form;
4. Ensure that you have mentioned the correct ASBA Account number if you are not an RIB bidding using the UPI Mechanism in the Bid cum Application Form and if you are an RIB using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;
5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre (except electronic Bids) within the prescribed time;
6. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB, before submitting the ASBA Form to any of the Designated Intermediaries;
7. If you are an ASBA Bidder and the first applicant is not the ASBA Account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
8. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;

9. Ensure that you request for and receive a stamped acknowledgement counterfoil of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;
10. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms;
11. RIBs bidding in the Offer to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID (only for RIBs using the UPI Mechanism) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;
12. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment.
13. Ensure that you have correctly signed the authorization/undertaking box in the Bid cum Application Form or have otherwise provided an authorization to the SCSB or Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of RIBs submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorize the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;
14. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
15. Investors to ensure that their PAN is linked with Aadhar and are in compliance with Central Board of Direct Taxes (“CBDT”) notification dated February 13, 2020 and press release dated June 25, 2021.
16. Ensure that the Demographic Details are updated, true and correct in all respects;
17. 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;
18. Ensure that the category and the investor status is indicated.
19. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;
20. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;
21. Ensure that the Bidder’s depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID, if applicable, entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID, if applicable, available in the Depository database;
22. Ensure that when applying in the Offer using UPI, the name of your SCSB appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, also ensure that the name of the app and the UPI handle being used for making the application is also appearing in Annexure ‘A’ to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019;
23. RIBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorise blocking of funds equivalent to the revised Bid Amount in the RIB’s ASBA Account.

24. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Bid/ Offer Closing Date.
25. RIBs shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an RIB may be deemed to have verified the attachment containing the application details of the RIB in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the Bid Cum Application Form.
26. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (RIBs bidding using the UPI Mechanism) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in); and
27. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

**Don'ts:**

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid for a Bid Amount exceeding ₹ 200,000 (for Bids by RIBs);
3. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;
4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
5. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
6. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
7. Do not submit the Bid for an amount more than funds available in your ASBA account.
8. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of a Bidder;
9. In case of ASBA Bidders, do not submit more than one ASBA Forms per ASBA Account;
10. If you are a RIB and are using UPI mechanism, do not submit more than one ASBA Form for each UPI ID;
11. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;
12. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
13. Do not submit the General Index Register (GIR) number instead of the PAN;
14. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;
15. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
16. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
17. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;
18. Do not submit a Bid using UPI ID, if you are not a RIB;
19. Do not Bid on another ASBA Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;
20. Do not Bid for Equity Shares in excess of what is specified for each category;



21. Do not fill up the Bid cum Application Form such that the number of Equity Shares Bid for, exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Prospectus;
22. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. RIBs can revise or withdraw their Bids on or before the Bid/Offer Closing Date;
23. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres;
24. If you are an RIB which is submitting the ASBA Form with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third-party bank account or third party linked bank account UPI ID;
25. Do not Bid if you are an OCB; and
26. If you are a QIB, do not submit your Bid after 3:00 pm on the Bid/Offer Closing Date.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Further, in case of any pre-Offer or post-Offer related offers regarding share certificates/demat credit/refund orders/unblocking etc., investors can reach out to the Company Secretary and Compliance Officer. For details of Company Secretary and Compliance Officer, please see the section entitled “General Information” and “Our Management” beginning on pages 45 and 137 respectively.

For helpline details of the BRLM pursuant to the SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, please see the section entitled “General Information” beginning on page 45.

#### **GROUND FOR TECHNICAL REJECTION**

In addition to the grounds for rejection of Bids on technical grounds as provided in the General Information Document, Bidders are requested to note that Bids maybe rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;
2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;
3. Bids submitted on a plain paper;
4. Bids submitted by RIBs using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
5. Bids under the UPI Mechanism submitted by RIBs using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank);
6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
7. Bids submitted without the signature of the First Bidder or sole Bidder;
8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;
9. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are “suspended for credit” in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;
10. GIR number furnished instead of PAN;
11. Bids by RIBs with Bid Amount of a value of more than ₹ 2,00,000;
12. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
13. Bids accompanied by stock invest, money order, postal order or cash; and
14. Bids uploaded by QIBs after 4.00 pm on the QIB Bid/ Offer Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Offer Closing Date, and Bids by RIBs uploaded after 5.00 p.m. on the Bid/ Offer Closing Date, unless extended by the Stock Exchange.

Further, in case of any pre-Offer or post Offer related offers regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, see “General Information” beginning on page 45.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated at a uniform

rate of ₹ 100/- per day for the entire duration of delay exceeding four Working Days from the Bid/ Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Further, Investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

#### **Names of entities responsible for finalising the basis of allotment in a fair and proper manner**

The authorized employees of the Designated Stock Exchange, along with the BRLM and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the GID.

**BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.**

#### **BASIS OF ALLOCATION**

- The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the DRHP. For details in relation to allocation, the Bidder may refer to the RHP.
- Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Offer and in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.
- In case of under subscription in the Offer, spill-over to the extent of such under- subscription may be permitted from the Reserved Portion to the Offer. For allocation in the event of an under-subscription applicable to the Offer, Bidders may refer to the RHP.

#### **ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT**

**The Allotment of Equity Shares to Bidders other than Retail Individual Investors may be on proportionate basis. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Offer. However, in case the Offer is in the nature of Offer for Sale only, then minimum subscription may not be applicable.**

#### **BASIS OF ALLOTMENT**

##### **a. For Retail Individual Bidders**

Bids received from the Retail Individual Bidders at or above the Offer Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Retail Individual Bidders will be made at the Offer Price.

The Offer size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Retail Individual Bidders who have Bid in the Offer at a price that is equal to or greater than the Offer Price. If the aggregate demand in this category is less than or equal to 2316800 Equity Shares at or above the Offer Price, full Allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than 2316800 Equity Shares at or above the Offer Price, the Allotment shall be made on a proportionate basis up to a minimum of 1600 Equity Shares and in multiples of 1600 Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

##### **b. For Non-Institutional Bidders**

Bids received from Non-Institutional Bidders at or above the Offer Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Offer Price.

The Offer size less Allotment to QIBs and Retail shall be available for Allotment to Non- Institutional Bidders who have Bid in the Offer at a price that is equal to or greater than the Offer Price. If the aggregate demand in this category is less than or equal to 995200 Equity Shares at or above the Offer Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than 1600 Equity Shares at or above the Offer Price, Allotment shall be made on a proportionate basis up to a minimum of 1600 Equity Shares and in multiples of 1600 Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

**c. For QIBs**

Bids received from QIBs Bidding in the QIB Category at or above the Offer Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Offer Price. Allotment may be undertaken in the following manner: Allotment shall be undertaken in the following manner:

- a) In the first instance allocation to Mutual Funds for 5% of the QIB Portion shall be determined as follows:
  - In the event that Bids by Mutual Fund exceeds 5% of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for 50% of the QIB Portion.
  - In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Offer Price.
  - Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;
- b) In the second instance Allotment to all QIBs shall be determined as follows:
  - In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Offer Price shall be allotted Equity Shares on a proportionate basis, upto a minimum of 1600 Equity Shares and in multiples of 1600 Equity Shares thereafter for 50% of the QIB Portion.
  - Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, upto a minimum of 1600 Equity Shares and in multiples of 1600 Equity Shares thereafter, along with other QIB Bidders.
  - Under-subscription below 50% of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than 3307200 Equity Shares.

**c) Basis of Allotment for QIBs and NIIs in case of Over Subscribed Offer:**

In the event of the Offer being Over-Subscribed, the issuer may finalise the Basis of Allotment in consultation with the NSE Emerge (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

- a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for).
- b) The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
- c) For Bids where the proportionate allotment works out to less than 1600 equity shares the allotment will be made as follows:
  - Each successful Bidder shall be allotted 1600 equity shares; and
  - The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.
- d) If the proportionate allotment to a Bidder works out to a number that is not a multiple of 1600 equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of 1600 equity shares subject to a minimum allotment of 1600 equity shares.
- e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in

that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of 1600 Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Offer specified under the Capital Structure mentioned in this DRHP.

**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 NSE.**

**The Executive Director / Managing Director of NSE - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Offer shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.**

#### **Issuance of Allotment Advice**

- 1) Upon approval of the Basis of Allotment by the Designated Stock Exchange.
- 2) On the basis of approved Basis of Allotment, the issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Offer.

The Book Running Lead Manager or the Registrar to the Offer will dispatch an Allotment Advice to their Bidders who have been allocated Equity Shares in the Offer. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Bidder.

- 3) Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful Bidders Depository Account within 4 working days of the Offer Closing date. The issuer also ensures the credit of shares to the successful Bidders Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Offer Account to Public Offer account of the issuer.

#### **Designated Date:**

**On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Offer Account with the Bankers to the Offer.**

**The Company will Offer and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Bid/ Offer Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any**

#### **Instructions for Completing the Bid Cum Application Form**

**The Applications should be submitted on the prescribed Bid Cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid Cum Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Bid Cum Application Forms should bear the stamp of the Designated Intermediaries. ASBA Bid Cum Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.**

**SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Bid Cum Application Forms in public offers using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an Offer with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e. [www.bseindia.com](http://www.bseindia.com) and NSE i.e. [www.nseindia.com](http://www.nseindia.com). With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Offer and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Offer with effect front January 01, 2016. The List of ETA and DPs centres for collecting the application shall be disclosed is available on the websites of BSE i.e. [www.bseindia.com](http://www.bseindia.com) and NSE i.e. [www.nseindia.com](http://www.nseindia.com)**

#### **Bidder's Depository Account and Bank Details**

**Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Bid Cum Application Form is mandatory and applications that do not contain such details are liable to be rejected.**

Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid Cum Application Form as entered into the Stock Exchange online system, the Registrar to the Offer will obtain from the Depository the demographic details including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid Cum Application Form would not be used for any other purpose by the Registrar to the Offer.

By signing the Bid Cum Application Form, the Bidder would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Offer, the required Demographic Details as available on its records.

#### **Submission of Bid cum Application Form**

All Bid Cum Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

#### **Communications**

All future communications in connection with Applications made in this Offer should be addressed to the Registrar to the Offer quoting the full name of the sole or First Bidder, Bid Cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid Cum Application Form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Offer in case of any pre- Offer or post Offer related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

#### **Disposal of Application and Application Moneys and Interest in Case of Delay**

The Company shall ensure the dispatch of Allotment advice and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at NSE Emerge where the Equity Shares are proposed to be listed are taken within 6 (Six) working days from Offer Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 6 (Six) days of the Offer Closing Date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 4(four) working days of the Offer Closing Date, would be ensured; and
3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

#### **BASIS OF ALLOTMENT**

Allotment will be made in consultation 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 1600 equity shares the allotment will be made as follows:

- a) Each successful applicant shall be allotted 1600 equity shares; and
  - b) The successful applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
4. If the proportionate allotment to an applicant works out to a number that is not a multiple of 1600 equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of 1600 equity shares subject to a minimum allotment of 1600 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.

#### **BASIS OF ALLOTMENT IN THE EVENT OF UNDER SUBSCRIPTION**

In the event of under subscription in the Offer, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100.00% of the Offer size 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 NSE - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Offer 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.

**As per the RBI regulations, OCBs are not permitted to participate in the Offer. There is no reservation for Non-Residents, NRIs, FPIs and foreign venture capital funds and all Non-Residents, NRI, FPI and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.**

#### **Equity Shares in Dematerialised Form with NSDL/CDSL**

To enable all shareholders of the Company to have their shareholding in electronic form, the Company is in process of entering following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a) We have entered into a tripartite agreement between NSDL, the Company and the Registrar to the Offer on April 11, 2023
- b) We have entered into a tripartite agreement between CDSL, the Company and the Registrar to the Offer on April 17, 2023
- c) The Company's Equity shares bear an ISIN: INE0PIC01017.

An Applicant applying for Equity Shares must have at least one beneficiary account with either of the Depository Participants of either NSDL or CDSL prior to making the Application.

- The Applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's identification number) appearing in the Application Form or Revision Form.
- Allotment to a successful Applicant will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Applicant.
- Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
- The Applicant is responsible for the correctness of his or her Demographic Details given in the Application Form vis à vis those with his or her Depository Participant.
- Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- The allotment and trading of the Equity Shares of the Company would be in dematerialized form only for all investors.

#### **PRE-OFFER ADVERTISEMENT**

Subject to Section 30 of the Companies Act, 2013, our Company shall, after filing the Prospectus with the RoC, publish a Pre-Offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in: (all editions Financial Express, an English national daily newspaper, all editions of Jansatta, a Hindi national daily newspaper each with wide circulation and all editions of Financial Express, as Regional Language (Gujarati Regional Language of Rajkot where our Registered Office is located).

In the Pre-Offer advertisement, we shall state the Bid/Offer Opening Date and the Bid/Offer Closing Date. The advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

### **SIGNING OF THE UNDERWRITING AGREEMENT AND THE ROC FILING**

- a) Our Company and the Underwriter intend to enter into an Underwriting Agreement on or immediately after the finalization of the Offer Price but prior to the filing of Prospectus.
- b) After signing the Underwriting Agreement, an updated Prospectus will be filed with the RoC in accordance with applicable law, which then would be termed as the 'Prospectus'. The Prospectus will contain details of the Offer Price, Offer size, and underwriting arrangements and will be complete in all material respects.

### **IMPERSONATION**

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:

*“Any person who:*

- a) *makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- b) *makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- c) *otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”*

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least ₹ 10/- Lakhs or 1.00% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹ 10/- lakhs 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 ₹ 50/- Lakh or with both.

### **UNDERTAKINGS BY OUR COMPANY**

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders;
- the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;
- all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchange where the Equity Shares are proposed to be listed shall be taken within six Working Days of the Bid/Offer Closing Date or such other time as may be prescribed by the SEBI or under any applicable law;
- if Allotment is not made within the prescribed time period under applicable law, the entire Bid amount received will be refunded/unblocked within the time prescribed under applicable law, failing which interest will be due to be paid to the Bidders at the rate prescribed under applicable law for the delayed period;
- the funds required for making refunds (to the extent applicable) to unsuccessful Bidders as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;
- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Bidder within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- no further offer of the Equity Shares shall be made until the Equity Shares Offer through the Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under-subscription, etc.

- our Company, in consultation with the BRLM, reserves the right not to proceed with the Fresh Offer, in whole or in part thereof, to the extent of the Offer Shares, after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company would offer a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/ Offer Closing Date or such other time as may be prescribed by the SEBI, providing reasons for not proceeding with the Offer and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed; and
- if our Company, in consultation with the BRLM withdraws the Offer after the Bid/ Offer Closing Date and thereafter determines that it will proceed with an offer of the Equity Shares, our Company shall file a fresh Prospectus with the SEBI.

#### **UNDERTAKINGS BY PROMOTER SELLING SHAREHOLDER**

The Promoter Selling Shareholder, undertakes in relation to itself and the Offered Shares that:

- the Offered Shares are eligible to be offered in the Offer for Sale in compliance with Regulations of the SEBI ICDR Regulations;
- the Offered Shares offered by the Promoter Selling Shareholder shall be transferred to an escrow demat account in dematerialized form within such time period as may be agreed in the Share Escrow Agreement before filing of the Prospectus;
- it shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, to any person for making a Bid in the Offer except for fees or commission for services rendered in relation to the Offer; and
- it shall not have recourse to the Offer Proceeds which shall be held in escrow in its favour until the final listing and trading approvals from the Stock Exchanges have been obtained.

The statements and undertakings provided above, in relation to the Promoter Selling Shareholder, are statements which are specifically confirmed or undertaken by the Promoter Selling Shareholder in relation to itself and the Offered Shares. All other statements or undertakings or both in this Prospectus in relation to the Promoter Selling Shareholder, shall be statements made by our Company, even if the same relate to the Promoter Selling Shareholder.

#### **UTILIZATION OF OFFER PROCEEDS**

Our Board certifies that:

- all monies received out of the Fresh Offer 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;
- details of all monies utilized out of the Fresh Offer shall be disclosed, and continue to be disclosed till the time any part of the Offer proceeds remains unutilized, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized; and

details of all unutilized monies out of the Fresh Offer, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilized monies have been invested.



## RESTRICTION ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Foreign investment is allowed up to 100% under automatic route in our Company.

The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. The Government has from time to time made policy pronouncements on foreign direct investment (“FDI”) through press notes and press releases. The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (earlier known as the Department of Industrial Policy and Promotion) (“DPIIT”), offer the FDI Policy, which, with effect from October 15, 2020 consolidated, subsumed and superseded all previous press notes, press releases and clarifications on FDI offer by the DPIIT that were in force and effect prior to October 15, 2020. In terms of FDI Policy, FDI to an extent of 51% is allowed in multi brand retail trading with government approval. The FDI Policy will be valid until the DPIIT offers an updated circular. FDI in companies engaged in sectors/ activities which are not listed in the FDI Policy is permitted up to 100% of the paid-up share capital of such company under the automatic route, subject to compliance with certain prescribed conditions.

Under the current FDI Policy and the FEMA Non-Debt Rules, foreign direct investment is not permitted in companies engaged in (a) multi-brand retail trading, undertaking retail trading by means of e-commerce, and (b) inventory-based model of e-commerce. In accordance with the FEMA Non-debt Rules, participation by non-residents in the Offer is restricted to participation by (i) FPIs under Schedule II of the FEMA Non-debt Rules, subject to limit of the individual holding of an FPI below 10% of the post-Offer paid-up capital of our Company and the aggregate limit for FPI investment currently not exceeding the sectoral cap i.e. 51% of the post offer paid up share capital; and (ii) Eligible NRIs applying only on a non-repatriation basis under Schedule IV of the FEMA Non-debt Rules. Further, other non-residents applying on a repatriation basis, FVCIs and multilateral and bilateral development financial institutions are not permitted to participate in the Offer. As per the existing policy of the Government of India, OCBs cannot participate in this offer. See “*Offer Procedure*” beginning on page 207.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (DIPP), offer consolidates FDI Policy, which with effect from August 28, 2017 consolidates and supersedes all previous press notes, press releases and clarifications on FDI offer by the DIPP that were in force and effect as on August 27, 2017. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, the Consolidation FDI Policy will be valid until the DIPP offers an updated circular.

The transfer of shares by an Indian resident to a Non-Resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and transfer does not attract the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI/RBI.

The foreign investment in our Company is governed by, inter-alia, the FEMA, the FEMA Non-debt Rules, the FDI Policy offer and amended by way of press notes.

Further, in terms of the FEMA Non-debt Rules, the aggregate FPI investment limit is the sectoral cap applicable to Indian company as prescribed in the FEMA Non-Debt Instruments Rules with respect to its paid-up equity capital on a fully diluted basis. See “*Offer Procedure*” beginning on page 207.

Further, in accordance with the FDI Policy, the Press Note No. 3 (2020 Series), dated April 17, 2020 offer by the DPIIT and the FEMA Non-debt Rules, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country (“Restricted Investors”), will require prior approval of the Government, as prescribed in the FDI Policy and the FEMA Non-debt Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Non-Debt Rules. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Bid/Offer Period.

The Equity Shares have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are only being offered and sold outside the United States in offshore transactions in reliance on Regulation S 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.

The above information is given for the benefit of the Applicants. Our Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this 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.

**DESCRIPTION OF EQUITY SHARES RELATED TERMS OF THE ARTICALS OF ASSOCIATION  
INTERPRETATION**

**Headings Not Authoritative**

2. (A) (a) The headings used in these Articles shall not affect the construction hereof.  
Interpretation Clause
- (b) In the Interpretation of these Articles, the following expressions shall have the following meanings, unless repugnant to the subject or context:  
**“The Company” or “This Company”**
- (c) “The Company” or “This Company” means Hi-Green Carbon Limited.  
**“The Act” or “The said Act” or “The Companies Act”**
- (d) “The Act” or “The said Act” means the Companies Act, 2013 (Act 18 of 2013) the rules, notifications, clarifications, circulars and orders issued thereunder and subsequent amendments or any statutory modifications thereto or re-enactments thereof for the time being in force.  
**“Affiliate”**
- (e) “Affiliate” means, in relation to any Person, any entity Controlled, directly or indirectly, by that Person, or any entity that Controls, directly or indirectly, that Person, or any entity under common Control with that Person;  
**“Applicable Law”**
- (f) “Applicable Law” means all applicable laws, bye-laws, statutes, rules, regulations, orders, ordinances, notifications, protocols, treaties, codes, guidelines, policies, notices, directions, writs, orders, decisions, injunctions, judgments, awards, decrees or other requirements or official directive of any court of competent authority or of any competent Governmental Authority, including any International Trade Governmental Authority, the Securities and Exchange Board of India, or Person acting under the authority of any competent Governmental Authority of the Republic of India, including any International Trade Governmental Authority, rules of any stock exchanges and Indian GAAP or any other generally accepted accounting principles.  
**“Alter” And “Alteration”**
- (g) “Alter” and “Alteration” shall include the making of additions and omissions;  
**“Annual General Meeting”**
- (h) “Annual General Meeting” means a general meeting of the members held in accordance with the provisions of Section 96 of the Act and adjourned holding thereof;  
**“Articles”**
- (i) “Articles” means the Articles of Association of the Company as originally framed or as altered from time to time;  
**“Auditors”**
- (j) “Auditors” means and includes those persons appointed as such for the time being by the Company;  
**“Beneficial Owner”**
- (k) “Beneficial Owner” shall mean the beneficial owner as defined in Clause (a) of sub-section (1) of Section 2 of the Depositories Act, 1996;  
**“Board” or “Board of Directors”**
- (l) “Board” or “Board of Directors” mean a meeting of the Directors duly called and constituted, or as the case may be, the Directors assembled at a Board either in person or through electronic mode, or the requisite number of Directors assembled at a Board either in person or through electronic mode, or the requisite number of Directors entitled to pass a circular resolution in accordance with these Articles, or the Directors of the Company collectively;  
**“Body Corporate” or “Corporation”**

- (m) “Body Corporate” or “Corporation” includes a Company incorporated outside India but does not include:
- (i) a co-operative society registered under any law relating to co-operative societies; and
  - (ii) any other body corporate (not being a Company as defined in the Act) which the Central Government may, by notification in the Official Gazette, specify in this behalf;

**“Capital”**

- (n) “Capital” means the Share Capital for the time being raised or authorized to be raised, for the purpose of the Company;

**“Controlling”, “Controlled by” or “Control”**

- (o) “Controlling”, “Controlled by” or “Control” with respect to any Person, means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of such Person whether through the ownership of voting securities, by agreement or otherwise, or the power to elect more than one-half of the directors, partners or other individuals exercising similar authority with respect to such Person;

**“Debentures”**

- (p) “Debentures” include debenture-stock, bonds and other instruments of the Company evidencing debt, whether constituting a charge on the assets of the Company or not;

**“Depository”**

- (q) “Depository” shall mean a depository as defined in Clause (e) of the Sub-section (1) of Section of the Depository Act, 1996;

**“Directors”**

- (r) “Directors” means the Directors for the time being of the Company or, as the case may be, the Directors assembled at a meeting of the Board either in person or through electronic mode or acting by Circular Resolution under the Articles;

**“Dividend”**

- (s) “Dividend” includes any interim dividend;

**“Document”**

- (t) “Document” includes summons, notice, requisition order, declaration form and registers, whether issued, sent or kept in pursuance of the Act or any other Applicable Law for the time being in force or otherwise, maintained on paper or in electronic form;

**“Equity Shares”**

- (u) “Equity Shares” mean the equity shares of the Company, having a face value of Rs. 10 (Rupees Ten) each;

**“Extraordinary General Meeting”**

- (v) “Extraordinary General Meeting” means general meeting of the members other than Annual General Meeting duly called and constituted and any adjourned holding thereof;

**“Financial Year”**

- (w) “Financial Year” means financial year defined under section 2 (41) of the Act; provided that if required or permitted under the Act or any Applicable Law, the Company may have financial year of any period of Twelve Months or longer or shorter than Twelve Months.

**“Financial Statements”**

- (x) “Financial Statements” shall mean, the financial statements of the Company prepared in accordance with Applicable Law and shall include without limitation, the balance sheet as at the end of the financial year, Statement of profit and loss for the financial year, the cash flow statement for the financial year, the notes to the financial statements, the auditor’s report and all disclosures as prescribed in Schedule III of the Act, a statement of changes in equity; and any explanatory note annexed to, or forming part of any of these documents;

**“Gender”**

- (y) Words importing the masculine gender also include, where the context requires or admits, the feminine gender;

**“INR or Rs”**

- (z) “INR or Rs” means the Indian Rupees;

**“Independent Director”**

- (aa) “Independent Director” shall mean an independent director as defined in Section 2 (47) of the Act read with Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- (ab) **“Listing Regulations”** shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**“Key Managerial Personnel”**

- (ac) “Key Managerial Personnel” means the Chief Executive Officer or the Managing Director; the Company Secretary; Whole-Time director; Chief Financial Officer, such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and such other officer as may be notified from time to time in the Rules.

**“Managing Director”**

- (ad) “Managing Director” means a Director who by virtue of an agreement with the Company or of a resolution passed by the Company in general meeting or by its Board of directors or by virtue of its Memorandum or Articles of Association is entrusted with substantial powers of management;

**“Meeting” or “General Meeting”**

- (ae) “Meeting” or “General Meeting” means a meeting of Members;

**“Member”**

- (af) “Member” means (i) the subscriber to the memorandum of the Company who shall be deemed to have agreed to become member of the Company, and on its registration, shall be entered as member in its register of members; (ii) every other person who agrees in writing to become a member of the company and whose name is entered in the register of members of the company; (iii) every person holding shares of the company and whose name is entered as a beneficial owner in the records of a depository;

**“Memorandum”**

- (ag) “Memorandum” means the Memorandum of Association of the Company as originally framed or as altered from time to time;

**“Month”**

- (ah) “Month” means a calendar month;

**“National Holiday”**

- (ai) “National Holiday” means and includes a day declared as national holiday by the Central Government;

**“Office”**

- (aj) “Office” means the Registered Office for the time being of the Company;

**“Ordinary Resolutions”**

- (ak) A resolution shall be an ordinary resolution when at a general meeting of which the notice required under the Act has been duly given, the votes cast (whether on a show of hands or on a poll, as the case may be in favor of the resolution (including the casting vote, if any, of the Chairman) by members who, being entitled so to do, vote in person, or where proxies are allowed, by proxy, exceed the votes, if any, cast against the resolution by members so entitled and voting;

**“Paid-Up Share Capital “or “Share Capital Paid-Up”**

- (al) “Paid-Up Share Capital “or “Share Capital Paid-Up” means such aggregate amount of money credited as paid-up as is equivalent to the amount received as paid-up in respect of shares issued and also includes any amount credited as paid-up in respect of shares of the Company, but does not include any other amount received in respect of such shares, by whatever name called;

**“Person”**

- (am) “Person” includes any individual, partnership, corporation, company, LLP, Governmental Authority, unincorporated organization, association, trust or other entity (whether or not having a separate legal entity);

**“Plural Number”**

- (an) Words importing the plural number also include, where the context requires or admits, the singular number, and vice-versa;

**“Proxy”**

- (ao) “Proxy” include attorney duly constituted under the power of attorney;

**“Register of Members”**

- (ap) “Register of Members” means the Register of Members to be kept, pursuant to the Act maintained on paper or in electronic form;

**“Registrar”**

- (aq) “Registrar” means the Registrar of Companies of the State in which the Registered Office of the Company is for the time being situated;

**“Regulations” or “The Company’s Regulations”**

- (ar) “Regulations” or the Company’s Regulations means the regulations for the time being for the management of the Company;

**“Seal”**

- (as) “Seal” means the Common Seal of the Company for the time being;

**“SEBI”**

- (at) “SEBI” shall mean the Securities and Exchange Board of India, constituted under the Securities and Exchange Board of India Act, 1992.

**“Secretary”**

- (au) “Secretary” means a Company Secretary within the meaning of Section 2(1) (c) of the Companies Secretaries Act, 1980, and includes any individual possessing the prescribed qualifications and appointed as Secretary of the Company to perform the duties which may be performed by the Secretary under the “Act” and other ministerial or administrative duties;

**“Section” or “Sections”**

- (av) “Section” or “Sections” means a Section of the Act for the time being in force;

- (aw) **“Share”**

“Share” means share in the Share Capital of the Company, and includes stock except where a distinction between stock and share is expressed or implied;

**“Special Resolution”**

- (ax) A Resolution shall be a Special Resolution when –
- (i) the intention to propose the resolution as a special resolution has been duly specified in the notice calling the general meeting or other intimation given to the members of the resolution;
  - (ii) the notice required under the Act has been duly given of the general meeting; and
  - (iii) the vote cast in favor of the resolution (whether on a show of hands, or no a poll, as the case may be) by members who, being entitled so to do vote in person, or where proxies are allowed

by proxy, are not less than three times the numbers of the votes, if any, cast against the resolution by members so entitled and voting.

**“These Presents”**

- (ay) ““These Presents” means the Memorandum of Association and the Articles of Association as originally framed or as altered from time to time;

**“Variation” and “Vary”**

- (az) “Variation” shall include abrogation and “Vary” shall include abrogate;

**“Written” and “In Writing”**

- (ba) “Written” and “In Writing” include printing, lithography and any other mode or modes of representing or reproducing words in a visible form or partly one and partly the other;

**“Year”**

- (bb) “Year” means a calendar year;

**“Expression in the Act to bear the same meaning in Articles”**

- (B) Save as aforesaid, any words or expressions defined in the Act shall, where the subject or context bids, bear the same meaning in these Articles.

**Copies of Memorandum and Articles to be furnished by the Company**

3. Pursuant to Section 17 of the Act, Company shall, on being so required by a member, send to him within 7 (seven) days of the requirement and subject to the payment of a fee of Rs. 100/- or such other fee as may be specified in the applicable Rules, a copy of each of the following documents, as in force for the time being:

- (i) The Memorandum;
- (ii) The Articles, if any;
- (iii) Every other agreement and every resolution referred to in Section 117(1), of the Act, if and in so far as they have not been embodied in the Memorandum or Articles.

**Company’s Funds not to be applied in purchase of or lent for Shares of the Company**

4. (a) The Company shall not have the power to buy its own shares, unless the consequent reduction of capital is effected and sanctioned in pursuance Section 66 of the Companies Act at the time of application.
- (b) The Company shall not give, whether directly or indirectly and whether by means of a loan, guarantee the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company or in its holding Company.

Provided that nothing in this clause shall be taken to prohibit:

- (i) the provision by the Company, in accordance with any scheme approved by the Company through special resolution for the time being in force, of money for the purchase of, or subscription for fully paid shares in the Company or its holding company, being a purchase or subscription by trustees of, or for shares to be held by or for the benefit of employees of the Company, including any Director holding a salaried office or employment in the Company; or
  - (ii) the making by the Company of loans, within the limit laid down in Sub-Section (3)(c) of Section 67 of the Act, to persons (other than Directors or Key Managerial Personnel) bonafide in the employment of the Company, with a view to enabling those persons to purchase or subscribe for fully paid shares in the Company or its holding Company to be held by themselves by way of beneficial ownership.
- (c) No loan made to any person in pursuance of clause (b) of the foregoing proviso shall exceed in amount, his salary or wages at that time for a period of six months.
- (d) Nothing in this Article shall affect the right of the Company to redeem any shares issued under this Act or under any previous Company Law.

5. Notwithstanding anything contained in the Articles, but subject to the provisions of Sections 68, 69 and 70 and other applicable provisions, if any, of the Act as amended from time to time and subject to such regulations, conditions, approvals or consents as may be laid down for the purpose, the Company shall have the power to buy-back its own

securities, whether or not there is any consequent reduction of capital. If and to the extent permitted by law, the Company shall have the power to re-issue the securities so bought back.

### **Share Capital and variation of rights**

6. (a) The Authorised Share Capital of the Company shall be such amount and be divided into such shares as may from time to time, be provided in clause V of the Memorandum each with power to consolidate, increase, reduce, subdivide the capital for the time being and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, cumulative, convertible, preference, guaranteed, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of the Company and to vary, alter, modify, amalgamate or abrogate any such rights, privileges or conditions in such a manner as may for the time being be provided for by the Articles of Association of the Company or by the law in force for the time being.
- (b) Subject to the rights of the holders of any other shares entitled by the terms of issue to preferential repayment over the equity shares in the event of winding up of the Company, the holders of the equity shares shall be entitled to be repaid the amounts of capital paid up or credited as paid up on such equity shares and all surplus assets thereafter shall belong to the holders of the equity shares in proportion to the amount paid up or credited as paid-up on such equity shares respectively at the commencement of the winding up.
- (c) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of Section 48 of the Act, and whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

### **Increase of Share Capital**

7. The Company may from time to time in general meeting increase its share capital by the issue of new shares of such amounts as it thinks expedient.

#### **On what conditions the new shares may be issued**

- (a). Subject to the provisions of Section 43 to 47, 55 and 62 of the Act, the new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto by the general meeting creating the same as shall be directed and if no direction be given then as the Directors shall determine and in particular such shares may be issued subject to the provisions of the said Sections with a preferential or qualified right to dividends and in distribution of assets of the Company and, subject to the provisions of Companies Act, with special right of voting and, subject to provisions of Section 55 of the Act, any preference shares may be issued on the terms that they are or at the option of the Company are liable to be redeemed.

#### **Further Issue of Capital**

- (b) Where at any time it is proposed to increase the subscribed capital of the Company by allotment of further shares, whether out of unissued share capital or out of the increased share capital.
  - (i) such further shares shall be offered to the person who at the date of offer, are holders of the equity shares of the Company, in proportion as nearly as circumstances admit, to the capital paid up on those shares at that date.
  - (ii) the offer aforesaid shall be made by a notice specifying the number of shares offered and limiting a time not being less than 15 days and not exceeding 30 days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined.
  - (iii) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favor of any other person and the notice shall contain a statement of this right.
  - (iv) After the expiry of the time specified in notice aforesaid or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board may dispose of them in such manner as they think most beneficial to the Company and members.
  - (v) Notwithstanding anything contained in the preceding sub-clause, the Company may:
    - (a) by a special resolution and by complying the provisions of Section 62 (1) (c) or Section 62 (1) (b), as may be applicable, offer further shares to any person or persons, and such person or persons may or may not include the person/s who at the date of the offer, are the holders of the



equity shares of the Company or to employees of the Company under the Scheme of employees' stock option or stock purchase scheme; or

- (b) Notwithstanding anything contained in sub-clause (a) above, but subject, however, to section 62(3) of the Act, the Company may increase its subscribed capital on exercise of an option attached to the debentures issued or loans raised by the Company to convert such debentures or loans into shares, or to subscribe for shares in the Company.

**Directors may allot shares otherwise than for cash**

- (c) Subject to the provisions of the Act and these Articles, the Directors may issue and allot shares in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or, machinery supplied or for services rendered to the Company in 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 the case may be.

**Same as original capital**

- (d) 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 original capital and shall be subject to the provisions herein contained with reference to the payment of calls, installments, transfers, transmission, forfeiture, lien, surrender voting and otherwise.

**Power to Issue Redeemable Preference Shares**

8. (a) Subject to the provisions of Section 55 of the Act, the Company may issue preference shares which are or at the option of the Company are to be liable to be redeemed:

Provided that :

- (i) No such shares shall be redeemed except out of the profits of the Company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purpose of redemption;
- (ii) no such shares shall be redeemed unless they are fully paid;
- (iii) 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 securities premium account before the shares are redeemed;
- (iv) where any such shares are redeemed otherwise than out of the proceeds of a fresh issue, there shall, out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the Capital Redemption Reserve Account", a sum equal to the nominal amount of the shares redeemed; and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55 of the Act, apply as if the capital redemption reserve account were paid up share capital of the Company.
- (b) Subject to the provisions of Section 55 of the Act and subject to the provisions on which any shares may have been issued, the redemption of preference shares may be effected on such terms and in such manner as may be provided in these Articles or by the terms and conditions of their issue and subject thereto in such manner as the Directors may think fit.
- (c) The redemption of preference shares under these provisions by the Company shall not be taken as reducing the amount of its authorized share capital.
- (d) Where in pursuance of this Article, the Company has redeemed or is about to redeem any preference shares, it shall have power to issue shares up to the nominal amount of the shares redeemed or to be redeemed as if those shares had never been issued; and accordingly, the share capital of the Company shall not, for the purpose of calculating the fees payable under Section 403 of the Act, be deemed to be increased by the issue of shares in pursuance of this clause.

Provided that where new shares are issued before the redemption of the old shares, the new shares shall not so far as relate to stamp duty be deemed to have been issued in pursuance of this clause unless the old shares are redeemed within one month after the issue of the new shares.

- (e) The Capital Redemption Reserve Account may, notwithstanding anything in this Article, be applied by the Company, in paying up unissued shares of the Company to be issued to members of the Company as fully paid bonus shares.

## 9. Provision in case of Redemption of Preference Shares

The Company shall be at liberty at any time, either at one time or from time to time as the Company shall think fit, by giving not less than six months' previous notice in writing to the holders of the preference shares to redeem at par the whole or part of the preference shares for the time being outstanding by payment of the nominal amount thereof with dividend calculated up to the date or dates notified for payment (and for this purpose the dividend shall be deemed to accrue and due from day to day) and in case of redemption of part of the preference shares the following provisions shall take effect :

- (a) The shares to be redeemed shall be determined by drawing of lots which the company shall cause to be made at its registered office or at such other place as the Directors may decide, in the presence of at least one Director; and
- (b) Forthwith after every such drawing, the Company shall notify to the shareholder whose shares have been drawn for redemption its intention to redeem such shares by payment at the registered office of the Company or at such other place as the directors may decide at the time and on the date to be named against surrender of the Certificates in respect of the Shares to be redeemed and at the time and date so notified each such shareholder shall be bound to surrender and thereupon the Company shall pay the amount payable to such shareholders in respect of such redemption. The Shares to be redeemed shall cease to carry dividend from the date named for payment as aforesaid. Where any such certificate comprises any shares, which have not been drawn for redemption, the Company shall issue to the holder thereof a fresh certificate therefore.
- (c) Subject to the provisions of the Articles, the Company shall be entitled to create and issue further Preference Shares ranking in all or any respects *pari passu* with the preference shares then outstanding. However, in the event of its creating and/or issuing further preference shares ranking *pari passu* with the Preference Shares then outstanding, the Company would do so only with the consent of the holders of not less than three-fourths of the preference shares then outstanding.
- (d) The Redeemable Preference Shares shall not confer upon the holders thereof the right to vote either in person or by proxy at any general meeting of the Company save to the extent and in the manner provided by Section 47 of the Act.
- (e) The rights, privileges and conditions for the time being attached to the Redeemable Preference Shares may be varied, modified or abrogated in accordance with the provisions of these Articles and of the Act.

### Convertible Preference Shares

10. Subject to the provisions of the Act and the guidelines issued from time to time under the Provisions of the Act, the Company may issue Convertible Preference Shares (CPS) in such manner as the Board of Directors of the Company may decide and specifically provide for:
- (i) the Quantum of issue;
- (ii) the terms of the issue with particular reference to the conversion of CPS into the equity shares of the company;
- (iii) the rate of cumulative preferential dividend payable on CPS, the voting rights to be attached to CPS and any other terms and conditions which may be attached to the issue of CPS as permissible in law

### Reduction of Share Capital

11. The Company may, from time to time, by special resolution and subject to confirmation by the Court or Tribunal as applicable and subject to the provision of Sections 52, 55 and 66 of the Act at the relevant time, reduce its share capital and any Capital Redemption Reserve Account or Securities Premium Account in any manner for the time being authorized by law in particular and without prejudice to the generality of the power, the Company may reduce its share capital by:
- (a) extinguishing or reducing the liability on any of its shares in respect of shares capital not paid up;
- (b) either with or without extinguishing or reducing liability on any of its shares, canceling paid up share capital which is lost or is unrepresented by available assets; or

- (c) either with or without extinguishing or reducing liability on any of its shares, paing off any paid-up share capital which is in excess of the wants of the Company; and may, if and so far as is necessary, alter its Memorandum, by reducing the amount of its share capital and of its shares accordingly.

**Division, sub-division, consolidation, conversion and cancellation of Shares**

12. Subject to the provisions of Section 61 of the Act, the Company in general meeting may alter the conditions of its Memorandum as follows, that is to say, it may:
- (a) increase its authorized share capital by such amount as it think expeditiously;
- (b) consolidate and divide all or any of its Share Capital into shares of larger amount than its existing shares.  
Provided that no consolidation and division which results in changes in the voting percentage of shareholders shall have effect unless it is approved by the Court or Tribunal as applicable
- (c) sub-divide its shares or any of them into shares of smaller amount than originally fixed by the Memorandum subject nevertheless to the provisions of the Act in that behalf and so however that in the sub-division the proportion between the amount paid and the amount, if any unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; and so that as between the holders of the shares resulting from such sub-division one or more of such shares may, subject to the provisions of the sub-division one or more of such shares may, subject to the provisions of the Act, be given any preference or advantage over the others or any other such shares;
- (d) convert, all or any of its fully paid up shares into stock, and re-convert that stock into fully paid up shares of any denomination;
- (e) cancel, shares which at the date of passing of the resolution 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.

**Modification of Rights**

13. 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 and privileges attached to any class (unless otherwise provided by the terms of issue of the share of that 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, commuted, affected or abrogated with the consent in writing of the holders of three-fourth in nominal value of the issued shares of that class or with the sanction of a Special Resolution passed at separate general meeting of the holders of the shares of that class. These Articles shall not derogate from any power which the Company would have if this Article were omitted. The Provisions of these Articles relating to general meeting shall *mutates mutandis* apply to every such separate meeting but so that if at any adjourned meeting of such holders a quorum as defined in Article 101 is not present, those persons who are present shall be the quorum.

**14. Conversion of Shares into Stock**

The Board may, pursuant to Section 61 of Act, with the sanction of a General Meeting, convert any paid up share into stock and when any shares shall have been converted into stock, the several holders of such stock may henceforth, transfer their respective interests therein or any part of such interest in the same manner as and subject to the same regulations, under which fully paid up share in the capital of the Company may be transferred or as near thereto as circumstances will admit, but the Board may, from time to time if it thinks fit, fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum, power nevertheless at their discretion to waive such rules in any particular case. Notice of such conversion of shares into stock or reconversion of stock into shares shall be filed with the Registrar of Companies as provided in the said Act.

**15. Rights of Stockholders**

The stock shall confer on the holders thereof respectively the same privileges and advantages, as regards participation in profits and voting at meetings of the Company and for other purposes, as would have been conferred by shares of equal amount in the capital of the Company of the same class as the shares from which such stock was converted but no such privileges or advantages, except the participation in profits of the Company or in the assets of the Company on a winding up, shall be conferred by any such equivalent part of, consolidated stock as would not, if existing in shares, have conferred such privileges or advantages. No such conversion shall affect or prejudice any preference or other special holders of the share and authenticated by such evidence (if any) as the provisions herein contained shall, so far as circumstances will admit, apply to stock as well as to shares and the words “share” and “shareholder” in these presents shall include “stock” and “stock-holder”.

## SHARES AND CERTIFICATES

### Issue of further shares not to affect right of existing shareholders

16. The right or privileges conferred upon the holders of the shares of any class issued with preference or other rights, shall not unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied or modified or affected by the creation or issue of further shares ranking *pari passu* therewith.

### Provisions of Section 43, 45, 46 and 47 of the Act to apply

17. The provisions of Section 43, 45, 46 and 47 of the Act in so far as the same may, be applicable shall be observed by the Company.

### Register of Members and Debenture holders

18. (a) The Company shall cause to be kept a Register of Members and an Index of Members in accordance with Section 88 of the Act and Register and Index of Debenture holders in accordance with Section 88 of the Act. The Company may also keep foreign Register of Members and Debenture holders in accordance with Section 88 of the Act.
- (b) The Company shall also comply with the provisions of Sections 92 of the Act as to filing of Annual Returns.
- (c) The Company shall duly comply with the provisions of Section 94 of the Act with regards to keeping of the Registers, indexes, copies of Annual Returns and giving inspections thereof and furnishing copies thereof.

### Commencement of Business

19. As the Company has already commenced its business before coming into force the Act, the provisions of Section 10A or Section 11 are not applicable to the Company.

### Restriction on allotment of Shares

20. The Board shall observe the restriction as to allotment of shares to the public contained in Section 39 of the Act shall cause to be made the return as to allotment provided for in Section 39 of the Act.

### Shares to be numbered progressively and no share to be subdivided

21. The shares in the capital shall be numbered progressively accordingly to the several denominations and except in the manner herein before mentioned no share shall be subdivided. Every forfeited or surrendered share shall continue to bear the number by which the same was originally distinguished.

### 22. Dematerialised Shares

Notwithstanding anything contained herein, in the case of transfer of shares or other marketable securities where the Company has not issued any Certificates and where such shares or other marketable securities are being held in an electronic and fungible form, the provisions of the Depositories Act, 1996 shall apply. Further, the provisions relating to progressive numbering shall not apply to the shares of the Company which have been dematerialised.

### Shares at the Disposal of the Directors

23. Subject to the provisions 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 or (subject to compliance with the provisions of Section 53 of the Act) at a discount and at such time as they may from time think fit and with the sanction of the Company in General Meeting to give to any person the option to all for any shares either at par or at a premium during such time and for such consideration as the Directors may think, fit, and may issue and allot shares in the Capital of the Company on payment in full or part for any property sold and transferred or for services rendered to the Company in the conduct of its business, and any shares which may be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares.

### Every shares transferable etc.

24. (i) The shares or other interest of any member in the Company shall be movable property, transferable in the manner provided by these Articles.
- (ii) Each share in the Company shall be distinguished by its appropriate number except in case of dematerialized shares;
- (iii) A Certificate under the Common Seal of the Company, specifying any shares held by any member shall be, *prima facie*, evidence of the title of the member of such shares.

### **Application of premium received on issue of shares**

25. (a) Where the Company issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount of value of the premium on these shares shall be transferred to an account to be called “the securities premium account”, and the provisions of the Act relating to the reduction of the Share Capital of the Company shall except as provided in this Article, apply as if the securities premium account were paid up share capital of the Company.
- (b) The securities premium account may, notwithstanding, anything in clause (a) above, be applied by the Company:
- (i) In paying up unissued shares of the Company to be issued to members of the Company as fully paid bonus shares;
  - (ii) In writing off the preliminary expenses of the Company;
  - (iii) In writing off the expenses of, or the commission paid or discount allowed on, any issue of shares or debentures of the Company; or
  - (iv) In providing for the premium payable on the redemption of any redeemable preference shares or any debentures of the Company;
  - (v) For the purchase of its own shares or other securities as provided under Section 68 of the Act.

### **Sale of fractional shares**

26. (i) If and wherever, as the result of issue of new or further shares or any consolidation or sub-division of shares, any shares are held by members in fractions, the Directors shall, subject to the provisions of the Act and these Articles if any, sell those shares, which members hold in fractions, for the best price reasonably obtainable and shall pay and distribute to and amongst to members entitled to such shares in due proportion, the net proceeds of the sale thereof. For the purpose of giving effect to any such sale the Directors may authorize any person to transfer the shares sold to the purchaser thereof, comprised in any such transfer and he shall not be bound to see the applications of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
- (ii) The Board shall have power to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions.

### **Acceptance of Shares**

27. 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 names is on the Register of Members shall for the purpose of these Articles be a member. The Directors shall comply with the provisions of Section 39 and 40 of the Act in so far as they are applicable.

### **Deposits and calls etc. to be a debt payable immediately**

28. 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, immediately, on the insertion of the name of the holder of such shares, become a debt, due to and recoverable by the Company from the Allottee thereof, and shall be paid by him accordingly.

### **Company not bound to recognize any interest in Shares other than of Registered Holder**

29. Save as herein provided, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share as the absolute owner thereof, and accordingly shall not (except as ordered by a Court of competent jurisdiction or as by law required) be bound to recognize any benami, or partial or other claim or claims or right to or interest in such share on the part of any other person whether or not it shall have express or implied notice thereof and the provision of Section 88 of the Act shall apply.

### **Declarations of person not holding interest in shares**

30. When any declaration is filed with the Company under the provisions of Section 89 of the Act by any holder of shares who does not hold beneficial interest in such shares specifying the particulars of the person holding beneficial interest in such shares or by a person who holds beneficial interest in any shares of the Company but is not the registered holder thereof, the Company shall make a note of such declaration in its register of members and file, within 30 days from the date of receipt of the declaration by it, a return with the registrar with regard to such declaration.

**Issue of Certificates of Shares to be governed by Section 46 of the Act etc.**

31. (a) The issue of certificates of shares or of duplicate or renewal of certificates of shares and/or advices/certificates issued upon sub-division, split, consolidation and exchanges shall be governed by the provisions of Section 46 and other provisions of the Act, as may be applicable and by the Rules or notifications or orders, if any, which may be prescribed or made by competent authority under the Act or Rules or the as well as the Listing Regulations, as may be applicable or any other law. The Directors may also comply with the provisions of such rules or regulations of any stock exchange where the shares of the Company may be listed from the time being.
- (b) The Certificate of title of shares shall be issued under the Seal of the Company and shall be signed by such Directors or Officers or other authorized persons as may be prescribed by Rules made under the Act from time to time and subject thereto shall be signed in such manner and by such persons as the Directors may determine from time to time.
- (c) The Company shall comply with all rules and regulations and other directions which may be made by any competent authority under Section 46 of the Act and the Listing Regulations.

**Limitation of time of issue of Certificate**

32. (a) Every member shall be entitled, without payment, to one Certificate for all the shares of each class or denomination registered in his name, or after payment of such fees as the Board may approve, to several certificates, each for one or more of such shares and the Company shall complete and deliver such Certificates within the time provided by Section 56 of the Act or the Listing Regulations, as may be applicable, unless the conditions of issue thereof otherwise provide. Every Certificate of shares shall be under the Seal of the Company and shall specify the number and distinctive numbers of the shares in respect of which it is issued and the amount paid up thereon and shall be in such form as the Directors shall 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 holders.
- (b) The Company may not entertain any application for split of share/debenture certificate for less than 100 shares/debentures (all relating to the same series) or marketable lots whichever is lower.
- (c) Notwithstanding anything contained in Clause (a) above the Directors shall, however, comply with such requirements of the Stock Exchange where shares of the Company may be listed or such requirements of any rules made under the Act or such requirements of the Securities Contracts (Regulation) Act, 1956 as may be applicable.

**Issue of new Certificates in place of one defaced lost or destroyed**

33. If any certificate be worn out, defaced, mutilated or torn 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 be 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 this Article shall be issued without payment of fees. Out of pocket expenses incurred by the Company in investing the evidence as to the loss or destruction shall be paid to the Company if demanded by the directors.

Provided that notwithstanding what is stated above the directors shall comply with such Rules or Regulation or requirements of any stock Exchange including the Listing Regulations or the Rules made under the Act or the Rules made under Securities Contracts (Regulation) Act, 1956 or any other Act, on Rules applicable in this behalf.

The provisions of the Article under this heading shall *mutatis mutandis* apply to debentures of the Company.

**34. Unclaimed Securities**

The Company shall comply with the provisions of the Listing Regulations while dealing with securities that remain unclaimed and the corporate benefits attached thereto. The Company shall maintain appropriate unclaimed suspense accounts and demat suspense accounts, as may be required to hold unclaimed securities on behalf of allottees and issue such reminders to the allottees as may be required under the Listing Regulations. However, shares in respect of which unpaid or unclaimed dividend has been transferred to the account of the Company in terms of Section 124(5) of the Act shall also be transferred to the Company as per the provisions of Section 124(6) of the Act.

**UNDERWRITING COMMISSION AND BROKERAGE**

**Power to pay commission and prohibition of payment of other commission, discounts etc.**

35. (A). The company may pay commission to any person in connection with the subscription or procurement of subscription to its securities, whether absolute or conditional, subject to the following conditions, namely: -
- (a) the payment of such commission shall be authorized in the company's articles of association;
  - (b) the commission may be paid out of proceeds of the issue or the profit of the company or both;
  - (c) the rate of commission paid or agreed to be paid shall not exceed, in case of shares, five percent of the price at which the shares are issued or a rate authorised by the articles, whichever is less, and in case of debentures, shall not exceed two and a half per cent of the price at which the debentures are issued, or as specified in the company's articles, whichever is less;
  - (d) the prospectus of the company shall disclose—
    - (i) the name of the underwriters;
    - (ii) the rate and amount of the commission payable to the underwriter; and (iii) the number of securities which is to be underwritten or subscribed by the underwriter absolutely or conditionally. Lieu of Prospectus and filed before the payment of the commission with the Registrar and where a circular or notice not being a prospectus inviting subscription for the shares or debentures is issued is also disclosed in that circular or notice;
  - (e) there shall not be paid commission to any underwriter on securities which are not offered to the public for subscription;
- (B) Save as aforesaid and save as provided in Section 53 of the Act, the Company shall not allot any of its shares or debentures or apply any of its moneys, either directly or indirectly, in payment of any commission, discount or allowance, to any person in consideration of:
- (i) his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in, or debentures of the Company or;
  - (ii) his procuring or agreeing to procure subscriptions, whether absolutely or conditionally, for any shares in, or debentures of the Company whether the shares, debentures or money be so allotted or applied by, being added to the purchase money of any property acquired by the Company or to the contract price of any work to be executed for the Company, or the money be paid by as the nominal purchase money or contract price, or otherwise.
- (C) Nothing in this Article shall affect the power of the Company to pay such brokerage as it has hereto before been lawful for the Company to pay.
- (D) The commission may be paid or satisfied (subject to the provisions of the Act and these articles) in cash, or in shares, debentures or debenture-stocks of the Company.

**CALLS**

**Directors may make calls**

36. The Directors may from time to time and subject to Section 49 of the Act and subject to the terms on which any shares/debentures may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board (and not by circular resolution) make such calls as they think fit upon the members/debenture-holders in respect of all moneys unpaid on the shares/debenture held by them respectively and each member/debenture holder shall pay the amount of every call so made on him to the persons and at the times and places appointed by the Directors. A call may be made payable by installments as may be decided by the Board. A call may be postponed revoked as the Board may determine.

**Calls to date from resolution**

37. A call shall be deemed to have been made at the time when the resolution of the Directors authorizing such call was passed and may be made payable by members/debenture-holders on a subsequent date to be specified by the Directors.

**Notice of Call**

38. 15 (fifteen) days' notice in writing shall be given by the Company of every call made payable otherwise than on allotment specifying the time and place of payment provided that before the time of payment of such call, the Directors may by notice in writing to the members/debenture-holders to revoke the same.

### **Directors may extend time**

39. The Directors may, from time to time, at their discretion, extend the time fixed for the payment of any call, and may extend such time as to all or any of the members/debenture-holders who on account of residence at a distance or other cause, the Directors may deem fairly entitled to such extension, but no member/debenture holder shall be entitled to such extension, save as a matter of grace and favor.

### **Sums deemed to be calls**

40. Any sum, which by the terms of issue of a share/debenture becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share/debenture or by way of premium, shall for the purpose of these Articles be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable, and in case of non-payment, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise, shall apply as if such sum had become payable by virtue of a call duly made and notified.

### **Installments on shares to be duly paid**

41. If by the condition of allotment of any shares the whole or part of the amount of issue price thereof shall be payable by installments, every such installment shall, when due, be paid to the Company by the person who, for the time being and from time, shall be the registered holder of the share or his legal representative.

### **Calls on Shares of the same Class to be made on uniform basis**

42. Where any calls for further Share Capital are made on shares, such calls shall be made on a uniform basis on all shares falling under the same class.

**Explanation:** For the purpose of this provision, shares of the same nominal value on which different amounts have been paid up shall not be deemed to fall under the same class.

### **Liability of Joint Holders of Shares**

43. The joint holders of a share shall be severally as well as jointly liable for the payment of all installments and calls due in respect of such shares.

### **When interest on call or installment payable**

44. If the sum payable in respect of any call or installment be not paid on or before the day appointed for payment thereof or any such extension thereof, the holder for the time being or allottee of the share in respect of which a call shall have been made or the installment shall be due, shall pay interest at ten per cent per annum or at such lower rate as shall be fixed by the Board from the day appointed for the payment thereof or any such extension thereof to the time of actual payment but the Directors may waive payment of such interest wholly or in part.

### **Partial payment not to preclude forfeiture**

45. Neither a judgment nor a decree in favor of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of portion of any money which shall from time to time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of any such payment preclude the forfeiture of such shares as herein provided.

### **Proof on Trial of Suit for Money due on Shares**

46. On the trial or hearing of any action or suit brought by the Company against any member or his legal representative for the recovery of any money claimed to be due to the Company in respect of any shares it shall be sufficient to prove that the name of the member in respect of whose shares the money is sought to be recovered appears in the Register of Members as the holder or one of the holders, at or subsequent to the date at which the money is sought to be recovered is alleged to have become due, of the shares in respect of which such money is sought to be recovered and that the resolution making the call is duly recorded in the Minutes Book; and that the notice of such call was duly given to the member of his representatives, sued in pursuance of these presents; and it shall not be necessary to prove the appointment of the Directors who made such calls nor that a quorum of directors was present at the Board at which any call was made, nor that the meeting of which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.

### **Payment in anticipation of calls may carry interest**

47. (a) The Directors may, if they think fit, subject to the provisions of Section 50 of the Act, agree to and receive from any member willing to advance the same whole or any part of the money due upon the shares held by



him, beyond the sums actually called for, and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, to the member paying such sum in advance and the directors agree upon provided that money paid in advance of calls shall not confer a right to participate in profits or dividends. The Directors may at any time repay the amount so advanced.

- (b) The member shall not however be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment, become presently payable.

The provision of these Articles shall apply *mutatis mutandis* to the calls on debenture of the Company.

## LIEN

### Company's Lien on Shares/Debentures

48. The Company shall have a first and paramount lien upon all the shares and/or debentures (other than fully paid-up shares and/or debentures) registered in the name of each Member and/or debenture holder (whether held singly or jointly with others) in respect of all moneys called or payable at a fixed time in respect of such shares whether the time for payment thereof shall have actually arrived or not and shall extend to all dividends, interest right and bonuses from time to time declared in respect of such shares and/or debentures. The registration of transfer of shares and/or debentures shall not operate as a waiver of the Company's lien, if any, on such shares and/or debentures, unless otherwise agreed by the Board. The Directors may at any time declare any share and/or debenture wholly or in part exempt from the provisions of this Article.

### As to enforcing Lien by sale

49. For the purpose of enforcing such lien, the Board may sell the shares/debentures subject thereto in such manner as they shall think fit, and for that purpose may cause to be issued a duplicate certificate in respect of such shares and/or debenture and may authorize one of their members or appoint any officer or Agent to execute a transfer thereof on behalf of and in the name of such member/debenture holder. No sale shall be made until such period, as may be stipulated by the Board from time to time, and until notice in writing of the intention to sell shall have been served on such member and/or debenture holder or his legal representatives and default shall have been made by him or them in payment, fulfillment, or discharge of such debts, liabilities or engagements for fourteen days after such notice.

### Application of proceeds of sale

50. (a) 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 a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the persons entitled to the shares and/or debentures at the date of the sale.
- (b) The Company shall be entitled to treat the registered holder of any share or debenture as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or by statute or Applicable Law required) be bound to recognize equitable or other claim to, or equitable, contingent, future or partial interest in, such shares (including the fractional part of a shares) or debentures on the part of any other person. The Company's lien shall prevail notwithstanding that it has received notice of any such claims.

## FORFEITURE

### If call or installment not paid - Notice must be given

51. (a) If any member or debenture holder fails to pay the whole or any part of any call or installment or any money due in respect of any share or debentures either by way of principal or interest on or before the day appointed for the payment of the same or any such extension thereof as aforesaid, the Directors may at any time thereafter, during such time as the call or any installment or any part thereof or other moneys remain unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such member or debenture holder or on the person (if any) entitled to the share by transmission requiring him to pay such call or installment or such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.
- (b) The notice shall name a day not being less than fourteen days from the date of the services of the notice and a place or places, on and which such call, or installment or such part or other moneys as aforesaid and such interest and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment of call amount with interest at or before the time and at the place appointed, the shares or debentures in

respect of which the call was made or installment or such part or other moneys is or are payable will be liable to be forfeited. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time, thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

#### **In default of payment - shares or debentures to be forfeited**

52. If the requirements of any such notice as aforesaid are not complied with any share/debenture in respect of which such notice has been given, may at any time thereafter before payment of all calls or installments, interest and expenses or other moneys due in respect thereof, be forfeited by a resolution of the Directors to that effect. Neither 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 a forfeiture of such shares as herein provided. Such forfeiture shall include all dividends declared or interest paid or any other moneys payable in respect of the forfeited shares or debentures and not actually paid before the forfeiture.

#### **Entry of forfeiture in Register of Member/Debenture holders**

53. When any shares / debentures shall have been so forfeited, notice of the forfeiture shall be given to the member or debenture holder in whose name it stood immediately prior to the forfeiture and any entry of the forfeiture with the date thereof, shall forthwith be made in the Register of members of debenture holders but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid.

#### **Forfeited Share/Debenture to be property of the Company and may be sold**

54. Any share or debenture so forfeited shall be deemed to be the property of the Company, and may be sold, re-allotted or otherwise disposed of either to the original holder or to any other person upon such terms and in such manner as the Directors shall think fit.

#### **Power to annul forfeiture**

55. The Directors may, at any time, before any shares or debentures so forfeited shall have been sold, re-allotted or otherwise disposed of, annul forfeiture thereof upon such conditions as they think fit.

#### **Shareholders or Debenture Holders still liable to pay money owed**

56. Any member or debenture holder whose shares or debentures have been forfeited shall, notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, all calls, installments, Interest, expenses and other money owing upon or in respect of such shares or debentures at the time of the forfeiture together with interest thereon from the time of the forfeiture until payment at such rate as the Directors may determine, and the Directors may enforce the payment of the whole or a portion thereof, if they think fit, but shall not be under any obligation to do so. The liability of the member or debenture holder shall cease if and when the Company receives payment in full of all such monies in respect of the shares or debentures.

#### **Effect of Forfeiture**

57. The forfeiture of a share or a debenture shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share or debenture and all other rights incidental to the share or debenture, except only such of these rights as by these Articles are expressly saved.

#### **Declaration of forfeiture**

58. A Declaration in writing under the hand of one Director, the manager or the Secretary, of the company; that the call in respect of a share or debenture was made and notice thereof given and that default in payment of the call was made and that a share or debenture in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share shall be conclusive evidence of the facts stated therein as against all persons entitled to such share or debenture.

#### **Validity of sales under Article 49 and 54**

59. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers here in above given, the Directors may, if necessary, appoint some person to execute an instrument of transfer of the shares or debentures sold and cause the purchaser's name to be entered in the Register of members or Register of debenture holders in respect of the shares or debentures sold, and the purchaser 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 member or debenture holders in respect of such shares or debenture the validity of the sale shall not be impeached

by any person, and the remedy of any person aggrieved by the sale shall be for damages only and against the Company exclusively.

#### **Cancellation of Share/Debenture Certificate in respect of forfeited Shares/ Debentures**

60. Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate/s originally issued in respect of the relative shares or debentures shall (unless the same shall on demand by the relative shares or debentures surrendered to it by the defaulting member or debenture holder) stand cancelled and become null and void and be of no effect, and the directors shall be entitled to issue a duplicate certificate/s in respect of the said share or debentures to the person/s entitled thereto.

#### **Title of purchaser and allottee of forfeited Shares/Debentures**

61. The Company may receive the consideration, if any, given for the share or debenture on any sale, re-allotment or other disposition thereof, and the person to whom such share or debenture is sold, re-allotted or disposed of may be registered as the holder of the share or debenture and shall not be bound to see to the application of the consideration, if any, nor shall his title to the share or debenture be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the share or debenture.

#### **Surrender of Shares or Debenture**

62. The Directors may, subject to the provisions of the Act, accept a surrender of any share or debenture from or by any member or debenture holder desirous of surrendering them on such terms as they think fit.

### **TRANSFER AND TRANSMISSION OF SHARES AND DEBENTURES**

#### **Register of Share Transfer**

63. The Company shall keep a book to be called the "Register of Transfers" and therein shall be fairly and distinctly entered the particulars of every transfer or transmission of any share.

#### **Form of Transfer**

64. The Instrument of transfer shall be in writing and all the provisions of Section 56 of the Act, shall be duly complied with in respect of all transfer of shares and registration thereof.

#### **Instrument of Transfer to be executed by Transferor and Transferee**

65. Every such instrument of transfer shall be signed both by the Transferor and transferee and the transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the Register of members in respect thereof.

#### **Directors may refuse to register Transfer**

66. (a) Subject to the provision of Section 58 of the Act and subject to the provisions of Securities Contract (Regulations) Act, 1956 and the rules and regulations made there under, the Directors may, at their own absolute and uncontrolled discretion, decline by giving reasons to register or acknowledge any transfer of shares whether fully paid or not and the right of refusal, shall not be affected by the circumstances that the proposed transferee is already a member of the Company but in such cases Directors shall within 15 days from the date on which the instrument of transfer was lodged with the Company, send to the transferee and transferor notice of the refusal to register such transfer provided that registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except when the Company has a lien on the shares. Moreover, the Directors shall not register a transfer if any statutory prohibition or order prohibits a transfer or when a transferor objects to the transfer. In the event the Company does not effect transfer of securities within the stipulated 15 days or fails to communicate the refusal of the transfer/valid objection to the transfer within 15 days to the transferee, the Company shall compensate the aggrieved party for the opportunity losses caused during the period of delay as specified under the Listing Regulations.
- (b) Nothing in Section 56 of the Act shall prejudice this power to refuse to register the transfer of, or the transmission by operation of law of the rights to, any shares or interest of a member in, or debentures of the Company.

#### **Transfer of Share**

67. (a) An application of registration of the transfer of shares may be made either by the transferor or the transferee provided that where such application is made by the transferor, no registration shall in the case of partly paid shares be effected unless the Company gives notice of the application to the transferee and subject to the provisions of Clause (a) of this Article, the Company shall unless object is made by the transferee, within

two weeks from the date of receipt of the notice, enter in the Register of members the name of the transferee in the same manner and subject to the same conditions as if the application for registration was made by the transferee.

- (b) For the purpose of clause (a) above notice to the transferee shall be deemed to have been duly given if sent by prepaid registered post to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered to him in the ordinary course of post.
- (c) It shall not be lawful for the Company to register a transfer of any shares 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 and if no such Certificate is in existence, along with the letter of allotment of shares. The Directors may also call for such other evidence as may reasonably be required to show the right of the transferor to make the transfer, provided that where it is proved to the satisfaction of the Directors of the Company that an instrument of transfer signed by the transferor and the transferee has been lost, the Company may, if the Directors think fit, on an application in writing made by the transferee and bearing the stamp required by an instrument of transfer register the transfer on such terms as to indemnity as the Directors may think fit.
- (d) Nothing in clause (c) above shall prejudice any power of the Company to register as shareholder any person to whom the right to any share has been transmitted by operation of law.
- (e) Nothing in this Article shall prejudice any power of the Company to refuse to register the transfer of any share.

#### **Custody of Instrument of Transfer**

- 68. The instrument of transfer shall after registration be retained by the Company and shall remain in their 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 transfer deeds lying with the Company after such period as they may determine in compliance with the applicable law.

#### **Transfer Books and Register of Members when closed**

- 69. The Board shall have power on giving not less than seven days' previous notice by advertisement in newspaper circulating in the district in which the office of the Company is situated, to close the Share Transfer books, the Register of members or Register of debenture holders at such time or times and for such period or periods, not exceeding thirty days at a time and not exceeding in the aggregate forty-five days in each year.

#### **Transfer to Minors etc.**

- 70. Only fully paid shares or debentures shall be transferred to a minor acting through his/her legal or natural guardian. Under no circumstances, shares or debentures be transferred to any insolvent or a person of unsound mind.

#### **Title to Shares of deceased holder**

- 71. The executors or administrators of a deceased member (not being one or two or more joint holders) or the holder of a Succession Certificate or the legal representative of a deceased member (not being one or two or more joint holders) shall be the only persons whom the Company will be bound to recognize as having any title to the shares registered in the name of such member, and the Company shall not be bound to recognize such executors or administrators or the legal representatives unless they shall first obtained probate or Letters of Administration or a Succession Certificate, as the case may be, from a duly constituted competent court in India, provided that in any case where the Directors in their absolute discretion think fit, the Directors may dispense with the production of probate or Letters of Administration or a Succession Certificate upon such terms as to indemnity or otherwise as the Directors in their absolute discretion may think necessary and under Article 67 register the name of any person who claims to be absolutely entitled to the shares standing in the name of deceased member, as a member.

#### **72. Nomination by securities holders**

- (1) Any holder of securities of a company may, at any time, nominate, in Form No. SH.13, any person as his nominee in whom the securities shall vest in the event of his death.
- (2) On the receipt of the nomination form, a corresponding entry shall forthwith be made in the relevant register of securities holders, maintained under section 88.
- (3) Where the nomination is made in respect of the securities held by more than one person jointly, all joint holders shall together nominate in Form No.SH.13 any person as nominee.

- (4) The request for nomination should be recorded by the Company within a period of two months from the date of receipt of the duly filled and signed nomination form.
- (5) In the event of death of the holder of securities or where the securities are held by more than one person jointly, in the event of death of all the joint holders, the person nominated as the nominee may upon the production of such evidence as may be required by the Board, elect, either-
  - (a) to register himself as holder of the securities; or
  - (b) to transfer the securities, as the deceased holder could have done.
- (6) If the person being a nominee, so becoming entitled, elects to be registered as holder of the securities himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased share or debenture holder(s).
- (7) All the limitations, restrictions and provisions of the Act relating to the right to transfer and the registration of transfers of securities shall be applicable to any such notice or transfer as aforesaid as if the death of the share or debenture holder had not occurred and the notice or transfer were a transfer signed by that shareholder or debenture holder, as the case may be.
- (8) A person, being a nominee, becoming entitled to any securities by reason of the death of the holder shall be entitled to the same dividends or interests and other advantages to which he would have been entitled to if he were the registered holder of the securities except that he shall not, before being registered as a holder in respect of such securities, be entitled in respect of these securities to exercise any right conferred by the membership in relation to meetings of the company: Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the securities, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends or interests, bonuses or other moneys payable in respect of the securities, as the case may be, until the requirements of the notice have been complied with.
- (9) A nomination may be cancelled or varied by nominating any other person in place of the present nominee, by the holder of securities who has made the nomination, by giving a notice of such cancellation or variation, to the company in Form No. SH.14.
- (10) The cancellation or variation shall take effect from the date on which the notice of such variation or cancellation is received by the company.
- (11) Where the nominee is a minor, the holder of the securities, making the nomination, may appoint a person in Form No. SH. 14 specified under sub-rule (1), who shall become entitled to the securities of the company, in the event of death of the nominee during his minority.

#### **Dematerialisation of Securities**

73. i. The provisions of this Article shall apply notwithstanding anything to the contrary contained in any other Article of these Articles.
  - a. The Company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form pursuant to the Depository Act, 1996.
  - b. Option for Investors: Every holder of or subscriber to securities of the Company shall have the option to receive security certificates or to hold the securities with a Depository. Such a person who is the beneficial owner of the Securities can at any time opt out of a Depository, if permitted, by the law, in respect of any security in the manner provided by the Depositories Act, 1996 and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required Certificates for the Securities.  
  
If a person opts to hold its Security with a Depository, the Company shall intimate such depository the details of allotment of the Security
  - c. Securities in Depository to be in fungible form: -
    - o All Securities of the Company held by the Depository shall be dematerialised and be in fungible form.
    - o Nothing contained in Sections 88, 89, 112 & 186 of the Companies Act shall apply to a Depository in respect of the Securities of the Company held by it on behalf of the beneficial owners.
  - d. Rights of Depositories & Beneficial Owners: -

Notwithstanding anything to the contrary contained in the Act a Depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of Security of the Company on behalf of the beneficial owner.

- e. Save as otherwise provided in (d) above, the depository as the registered owner of the Securities shall not have any voting rights or any other rights in respect of the Securities held by it.
- f. Every person holding Securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of Securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his Securities which are held by a depository.
- ii. Notwithstanding anything contained in the Act to the contrary, where Securities of the Company are held in a depository, the records of the beneficial ownership may be served by such depository to the Company by means of electronic mode or by delivery of floppies or discs.
- iii. Nothing contained in Section 56 of the Companies Act shall apply to a transfer of Securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.
- iv. Notwithstanding anything contained in the Act, where Securities are dealt with by a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.
- v. Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for Securities issued by the Company shall apply to Securities held with a Depository.
- vi. The Company shall cause to be kept at its Registered Office or at such other place as may be decided, Register and Index of Members in accordance with Section 88 and other applicable provisions of the Companies Act and the Depositories Act, 1996 with the details of Shares held in physical and dematerialised forms in any media as may be permitted by law including in any form of electronic media.
- vii. The Register and Index of beneficial owners maintained by a depository under Section 11 of the Depositories Act, 1996, shall be deemed to be the Register and Index of Members for the purpose of this Act. The Company shall have the power to keep in any state or country outside India, a Register of Members for the residents in that state or Country.

#### **Registration of persons entitled to share otherwise than by transfer**

- 74. (a) Subject to the provisions of Article 80 any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy or insolvency of any member or by any lawful means other than by a transfer in accordance with these present, may with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of such titles as the Directors shall think sufficient, either be registered himself as a member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as a member in respect of such shares. Provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favor of his nominee on instrument of transfer in accordance with the provisions herein contained and until he does so, he shall not be free from any liability in respect of such shares.
- (b) A transfer of the share or other interest in the Company of a deceased member thereof made by his legal representative shall although the legal representative is not himself a member, be as valid as if he had been a member at the time of the execution of the instrument of transfer.

#### **Claimant to be entitled to same advantage**

- 75. The person entitled to a share by reason of the death lunacy, bankruptcy or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled as if he were registered holder of the shares except that he shall not before being registered as a member in respect of the share, be entitled in respect of it, to exercise any right conferred by membership in relation to the meeting of the Company provided that the Board may at any time give notice requiring any such persons to elect either to be registered himself or to transfer shares and if the notice is not complied within ninety days, the Board shall thereafter withhold payment of all dividends, interests, bonuses or other moneys payable in respect of the share until the requirements of the notice have been compelled with.

#### **Persons entitled may receive dividend without being registered as Member**

76. (a) A person entitled to a share by transmission shall, subject to the rights of the Directors to retain such dividends, bonuses or moneys as hereinafter provided be entitled to receive, and may give a discharge for any dividends, bonuses or other moneys payable in respect of the share/debenture.
- (b) This Article shall not prejudice the provisions of Article of 49 and 60.

**Refusal to register Nominee**

77. Subject to the provisions of Section 59 of the Act, these Articles and other applicable provisions of the Act or any other law for the time being in force, The Directors shall have the same right to refuse on legal grounds to register a person entitled by transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration. However, the Company must ensure that the transmission requests for processed within 7 days and 21 days for dematerialized and physical securities, respectively.

**Directors may require evidence of Transmission**

78. 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.

**No Fees on Transfer or Transmission**

79. No fee shall be charged for registration of transfer, probate, succession Certificate and Letters of Administration, Certificate of Death or Marriage, Power of Attorney or similar other documents.

**The Company not liable for disregard of a notice prohibiting registration of transfer**

80. 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 there or (as shown or appearing in the Register of members) to be prejudice or persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer and may have entered such notice referred thereto in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some 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.

**Not more than Four Persons as Joint Holders**

81. The Company shall be entitled to decline to register more than four persons as the holder of any shares.  
The provisions of these Articles shall *mutatis mutandis* apply to the transfer or transmission by operation of law of debenture of the Company.

**JOINT HOLDERS**

**Joint Holders**

82. Where two or more persons are registered as the holders of any share /debenture, they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefits of survivorship, subject to the following and other provisions contained in these Articles.
- (i) In the case of a transfer of share/ debenture held by joint holders, the transfer will be effective only if it is made by all the joint holders.
- (ii) The Joint holder of any share/debenture shall be liable severally as well as jointly for and in respect of all calls or installments and other payments which ought to be made in respect of such share/debenture.
- (iii) On the death of anyone or more of such joint holders the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share/debenture, but the Directors may require such evidence of death as they may deem fit, and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on share/debentures held by him jointly with any other person.
- (iv) Any one of such joint holders may give effectual receipts of any dividends, interest or other moneys payable in respect of such share/debenture.
- (v) Only the person whose name stands first in the Register of Members/Debenture holders as one of the joint holders of any share/debentures shall be entitled to the delivery of the certificate relating to such

share/debenture or to receive notice (which expression shall be deemed to include all documents as defined in Article (2) (A) hereof and any document served on or sent to such person shall be deemed service on all the joint holders.

- (vi) Any one or two or more joint holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy or by attorney than that one or such persons so present whose name stands first or higher (as the case may be) on the Register of Members in respect of such shares shall alone be entitled to vote in respect thereof but the other or others of the joint holders shall be entitled to be present at the meeting provided always that joint holder present at any meeting personally shall be entitled to vote in preference to a joint-holder present by Attorney or proxy although the name of such joint holder present by an Attorney or proxy stands first or higher (as the case may be) in the Register in respect of such shares.
- (b) Several executors or administrators of a deceased member in whose (i.e. the deceased member's) sole name, any share stands, shall for the purpose of this clause, be deemed joint holders.

#### **Borrowing Powers**

83. Subject to the provisions of Section 73, 179, 180 of the Act and of these Articles and subject to any restriction imposed by Reserve Bank of India, Board of Directors, may from time to time at its discretion, by a resolution passed at a meeting of the Board, accept deposits from members either in advance of calls or otherwise, and generally accept deposits, raise loans or borrow or secure the payment of any sum of moneys to be borrowed together with the moneys already borrowed including acceptance of deposits apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, exceeding the aggregate of the paid-up capital of the Company, its free reserves and securities premium (not being reserves set apart for any specific purpose) or up to such amount as may be approved by the shareholders from time to time the Board of Directors shall not borrow such moneys without the sanction of the Company in General Meeting. No debt incurred by the Company in excess of the limit imposed by this Article shall be paid or effectual unless the tender or proves that he advanced the loan in good faith and without knowledge that the limit imposed by this Article had been exceeded.

#### **Bonds, Debentures etc. to be subject to control of Directors**

84. Any bonds, debentures, debenture-stocks or other securities issued or to be issued by the Company shall be under the control of the Directors who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Company.

Provided that bonds, debentures, debenture-stock or other securities so issued or to be issued by the Company with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in general meeting.

#### **Power to issue shares at Discount**

85. The Company can only issue sweat equity shares at Discount as per Section 54 of the Act.

#### **Debentures with voting rights not to be issued**

- 86. (a) The Company shall not issue any debentures carrying voting rights at any meeting of the Company whether generally or in respect of particular classes of business.
- (b) Charges mentioned in Section 77 of the Act shall be void against the liquidators or creditors unless registered as provided in Section 77 of the Act.
- (c) The term 'charge' shall include mortgage in these Articles.
- (d) A contract with the Company to take up and pay for any debentures of the Company may be enforced by a decree or specific performance.

#### **Limitation of time for issue of Certificate**

87. The Company shall, within six months after the allotment of any of its debentures or debenture-stock, and within one month after the application for the registration of the transfer of any such debentures or debenture stocks have complete and deliver the Certificate of all the debentures and the Certificate of all debenture stocks allotted or transferred unless the conditions of issue of the debentures or debenture-stocks otherwise provide.

The expression 'transfer' for the purpose of this clause means a transfer duly stamped and otherwise valid and does not include any transfer which the Company is for any reason entitled to refuse to register and does not register.



### **Right to obtain copies of and inspect Trust Deed**

88. (i) A copy of any Trust Deed for securing any issue of debentures shall be forwarded to the holders of any such debentures or any member of the Company at his request and within seven days of the making thereof on payment of Rs. 10/- (Rupees Ten) for each Page of the copy of any Trust Deed.
- (ii) The Trust Deed referred to in item (i) above also be open to inspection by any member or debenture holder of the Company in the same manner, to the same
- (iii) extent, and on payment of these same fees, as if it were the Register of members of the Company.

### **Mortgage of uncalled capital**

89. If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors shall, subject to the provisions of the Act and these Articles, make calls on the members in respect of such uncalled capital in trust for the person in whose favor such mortgage or security is executed.

### **Indemnity may be given**

90. If the Directors or any of them or any other person shall become personally liable 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.

### **Registration of Charges**

91. (a) The provisions of the Act relating to registration of charges shall be complied with.
- (b) In case of a charge created out of India and comprising solely property situated outside India, the provisions of Section 77 of the Act shall also be complied with.
- (c) Where a charge is created in India but comprised property outside India, the instrument, creating or purporting to create the charge under Section 77 of the Act or a copy thereof verified in the prescribed manner, may be filed for registration, notwithstanding that further proceedings may be necessary to make the charge valid or effectual according to the law of the country in which the property is situated, as provided by Section 77 of the Act.
- (d) Where any charge on any property of the Company required to be registered to be registered under Section 77 of the Act has been so registered, any person acquiring such property or any part thereof or any share or interest therein shall be deemed to have notice of the charge as from the date of such registration.
- (e) Any creditors or member of the Company and any other person shall have the right to inspect copies of instruments creating charges and the Company's Register of Charges in accordance with and subject to the provisions of Section 85 of the Act.

The Directors shall cause a proper register and charge creation documents to be kept in accordance with the provisions of the Companies Act for all mortgages and

- (f) charges specifically affecting the property of the Company and shall duly comply with the requirements of the said Act, in regard to the registration of mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the said Act, in regard to the registration of mortgages and charges therein specified and otherwise and shall also duly comply with the requirements of the said Act as to keeping a copy of every instrument creating any mortgage or charge by the Company at the office.

### **Trust not recognized**

92. No notice of any trust, express or implied or constructive, shall be entered on the register of *Debenture* holders.

## **GENERAL MEETINGS**

### **Annual General Meeting**

93. Subject to the provisions contained in Section 96 and 129 of the Act, as far as applicable, the Company shall in each year hold, in addition to any other meetings, a general meeting as its annual general meeting, and shall specify, the meeting as such in the notice calling it, and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next.

### **Time and Place of Annual General Meeting**

94. Every annual general meeting shall be called at any time during business hours that is between 9 am to 6 pm, on a day that is not a National Holiday, and shall be held either at the registered office of the Company or at some other place within the city, town or village in which the registered office of the Company is situated, and the notice calling the meeting shall specify it as the annual general meeting.

**Section 101 to 109 of the Act shall apply to Meeting**

95. Sections 101 to 109 of the Act with such adaptation and modifications, if any as may be prescribed, shall apply with respect to meeting of any class of members or debenture holders of the Company in like manner as they would with respect to general meetings of the Company.

**Powers of Directors to call Extraordinary General Meeting**

96. The Directors may call an extraordinary general meeting of the Company whenever they think fit. If at any time Directors capable of acting who are sufficient in number to form a quorum, are not within India, any Director or any two (2) members of the Company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board of Directors.

**Calling of Extra Ordinary General Meeting on requisition of members**

97. (a) The Board of Directors of the Company shall on the requisition of such number of members of the Company as is specified in clause (d) of this Article, forthwith proceed duly to call an Extra-ordinary general meeting of the Company.
- (b) The requisition shall set out the matters for the considerations of which the meeting is to be called, shall be signed by requisitionists, and shall be deposited at the registered office of the company.
- (c) The requisition may consist of several documents in like forms, each signed by one or more requisitionists.
- (d) The number of members entitled to requisition a meeting in regard to any matter shall be such number of them as hold at the date of the deposit of the requisition not less than one tenth of such of the paid up share capital of the Company as at that date carried the right of voting in regard to that matter.
- (e) Where two or more distinct matters are specified in the requisition the provisions of clause (a) above, shall apply separately in regard to each such matter; and the requisition shall accordingly be valid only in respect of those matters in regard to which the condition specified in that clause is fulfilled.
- (f) If the Board does not, within twenty-one days from the date of deposit of a valid requisition in regard to any matters, proceed duly to call a meeting for the consideration of those matters then on a day not later than forty five days from the date of the deposit of the requisition, the meeting may be called by the requisitionists themselves within a period of three months from the date of requisition.

**Explanation:** For the purpose of this clause, the Board shall in the case of a meeting at which Resolution is to be proposed as a special Resolution, be deemed not have duly convened the meeting if they do not give such notice thereof as is required by Section 114 of the Act.

- (g) A meeting, called under Clause (f) above, by the requisitionists or any of them:
- (i) shall be called in the same manner, as nearly as possible, as that in which meetings are to be called by the Board; but
- (ii) shall not be held after the expiration of three months from the date of the deposit of the requisition.

**Explanation:** Nothing in Clause (g) (ii) above, shall be deemed to prevent a meeting only commenced before the expiry of the period of three months aforesaid, from adjourning to some day after the expiry of that period.

- (h) Where two or more persons hold any shares or interest in the Company jointly, requisition, or a notice calling a meeting, signed by one or some of them shall, for the purpose of this Article, have the same force and effect as if it had been signed by all of them.
- (i) Any reasonable expenses incurred by the requisitionists by reason of the failure of the Board to duly call a meeting shall be repaid to the requisitionists by the Company; and any sum so repaid shall be retained by the Company out of any sums due or to become due from the Company by way of fees or other remuneration for their services to such of the Directors as were in default.

**Length of notice for calling Meeting**

98. (a) A general Meeting of the Company may be called by giving not less than clear twenty-one days' notice in writing or through electronic mode in such manner as may be prescribed by the Central Government.

- (b) A General Meeting of the Company may be called after giving shorter notice than that specified in clause (a), if consent is accorded thereto by not less than ninety-five per cent of the members entitled to vote at such meeting;

Provided that where any members of the Company are entitled to vote only on such resolution or resolution to be moved at the meeting and not on the others, those members shall be taken into account for the purposes of this clause in respect of the former resolution or resolutions and not in respect of the latter.

**Contents and manner of service of Notice and persons on whom it is to be served**

99. (a) Every notice of a meeting of the Company shall specify the place and the day and hour of the meeting and shall contain a statement of the business to be transacted there at.
- (b) Notice of every meeting of the Company shall be given:
- (i) to every member of the Company, in any manner authorized by Section 20 of the Act;
  - (ii) to the persons entitled to a share in consequence of a death or insolvency of a member, by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or assignees of the insolvent, or by any like description, at the address, if any, in India supplied for the purpose by the persons claiming to be so entitled, or until such an address has been so supplied, by giving the notice in any manner in which it might have been given if the death or insolvency had not occurred;
  - (iii) to the Auditor or Auditors for the time being of the Company in any manner authorized by Section 20 of the Act in the case of any member or members of the Company; and
  - (iv) to all the Directors of the Company.

Provided that where the notice of a meeting is given by advertising the same in a newspaper circulating in the neighborhood of the Registered Office of the Company under Section 20 of the Act, the statement of the material facts referred to in Section 102 of the Act need not be annexed to the notice as required by that Section but it shall be mentioned in the advertisement that the statement has been forwarded to the members of the Company.

- (c) The accidental omission to give notice to, or the non-receipt of notice by any member or other person to whom it should be given shall not invalidate the proceedings at the Meeting.

**Explanatory Statement to be annexed to Notice**

100. (A) For the purpose of this Article:
- (i) in the case of an annual general meeting, all business to be transacted at the meeting shall be deemed special with the exception of business relating to-
    - (a) the consideration of the financial statements and the reports of the Board of Directors and auditors.
    - (b) the declaration of a dividend.
    - (c) the appointment of directors in the place of those retiring, and
    - (d) the appointment of, and the fixing of the remuneration of, the auditors, and
  - (ii) in the case of any other meetings, all business shall be deemed special.

- (B) Where any items of business to be transacted at the meeting are deemed to be special as aforesaid, there shall be annexed to the notice of the meeting a statement setting out all material facts concerning each item of business including in particular the nature of the concern of interest, if any, therein of every promoter, Director, the manager, if any, and of every other Key Managerial Personnel as required under Section 102 of the Act.

Provided that where any item of special business as aforesaid to be transacted at a meeting of the Company relates to, or affects any other Company, the extent of shareholding interest in that other Company of any such person shall be set out in circumstances specified in the provision to sub-section (2) of section 102 of the Act.

- (C) Where any item of business consists of the according of approval to any document by the meeting, the time and place where the documents can be inspected shall be specified in the statement aforesaid.

**Quorum for Meeting**

101. (a) In accordance with Section 103, the quorum for a General Meeting of the Company shall be as under:
- (i) five members personally present if the number of members as on the date of meeting is not more than one thousand;
  - (ii) fifteen members personally present if the number of members as on the date of meeting is more than one thousand but up to five thousand;
  - (iii) Thirty members personally present if the number of members as on the date of the meeting exceeds five thousand.
- (b) (i) If within half an hour from the time appointed for holding a meeting of the Company, a quorum is not present, the meeting, if called upon by requisition of members, shall stand cancelled.
- (ii) In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Board may determine.
- (c) No business shall be transacted at any general meeting unless the requisite quorum be present at the commencement of the business.

**Adjourned Meeting to transact business**

102. (a) If at the adjourned meeting also, a quorum is not present within half an hour from the time appointed for holding the meeting, the members present shall be the quorum.
- (b) where a resolution is passed at an adjourned meeting of the Company, the resolution shall, for all purposes be treated as having been passed on the date on which it was in fact passed and shall not be deemed to have been passed on any earlier date.

**Chairman of General Meeting**

103. (a) No business shall be discussed or transacted at any general meeting except the election of a Chairman whilst the Chair is vacant.
- (b) The Chairman of the Board of Directors shall be entitled to take the Chair at every general meeting. If there be no Chairman or if at any meeting he shall not be present within 15 (fifteen) minutes after the time appointed for holding such meeting or is unwilling to act as such, the Directors present may choose one of themselves to be the Chairman and in default of their doing so, the members present shall choose one of themselves to be the Chairman.

**Chairman with consent may adjourn the Meeting**

104. The Chairman 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 in the city, town or village where the registered office of the Company is situated.

**Business at the adjourned Meeting**

105. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place, unless the notice of the adjourned meeting containing additional business is served to the members as required under the Act for serving of notice of general meeting.

**Notice of Adjourned Meeting**

106. In case of adjournment of a meeting or of a change of day, time or place of meeting under, the Company shall give not less than three days' notice to the members.

**PROXIES**

**Proxies**

107. (a) Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint any other person (whether a member or not) as his proxy to attend and vote instead of himself. A member (and in case of joint holder, all holders) shall not appoint more than one person as proxy. A proxy so appointed shall not have any right to speak at the meeting.
- (b) A proxy shall not be entitled to vote except on a poll.
- (c) A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights:

Provided that a member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

- (d) In every notice calling a meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and ' is entitled to appoint a proxy to attend and vote instead of himself, and that a proxy need not be a member.
- (e) The instrument appointing a proxy or any other document necessary to show the validity or otherwise relating to the appointment of a proxy shall be lodged with the Company not less than 48 (forty-eight) hours before the meeting in order that the appointment may be effective thereat.
- (f) The instrument appointing a proxy shall:
  - (i) be in writing, and
  - (ii) Be signed by an appointer or his attorney duly authorized in writing or, if the appointer is a body corporate, by under its seal or be signed by an officer or any attorney duly authorized by it.
- (g) Every instrument of proxy whether for a specified meeting or otherwise shall, as nearly as circumstances will admit, be in usual common form or in such other form as the Directors may approve from time to time.
- (h) An instrument appointing a proxy, if in any of the forms set out in to the Companies (Management and Administration) Rules 2014 shall not be questioned on the ground that it fails to comply with any special requirement specified for such instrument by these Articles.
- (i) Every member entitled to vote at a meeting of the Company, or on any resolution to be moved thereat, shall be entitled during the period beginning 24 (twenty four) hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged at any time during the business hours of the Company, provided not less than 3 (three) days' notice in writing of the intention so to inspect is given to the Company.
- (j) A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### **E-VOTING**

108. The Company shall, if mandated by the Act or Applicable Law, also provide e-voting facility to the Shareholders of the Company in terms of the provisions of the Companies (Management and Administration) Rules, 2014 or any other Law, if applicable to the Company.

#### **VOTES OF MEMBERS**

109. Subject to any rights or restrictions for the time being attached to any class or classes of shares and in the manner prescribed under the Act and the rules made thereunder:
- (a) on a show of hands, every member present in person shall have one vote; and
  - (b) on a poll, the voting rights of members shall be in proportion to the member's share in the paid-up equity share capital of the Company.

#### **Voting by Poll**

110. (a) Before or on the declaration of the result of the voting on any resolution on show of hands, a poll may be ordered to be taken by the Chairman of the meeting on his own motion and shall be ordered to be taken by him on a demand made in that behalf. The Company shall comply with the procedure as regards voting by poll as may be prescribed under the Act and rules and regulations made thereunder.
- (b) Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

#### **Restrictions on exercise of rights of Members who have not paid calls etc.**

111. (a) No members shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has and has exercised any right of lien.
- (b) Where the shares of the Company are held in trust, the voting power in respect of such shares shall be regulated by the provisions of Section 89 of the Act.

**Restriction on exercise of voting right in other cases to be void**

112. A member shall not be prohibited from exercising his voting right on the ground that he has not held his share or other interest in the Company for any specified period preceding the date on which the vote is taken, or on any other ground not being a ground set out in Article 111.

**Equal rights of Share Holders**

113. Any shareholder whose name is entered in the Register of members of the Company shall enjoy the same rights and be subject to the same liabilities as all other shareholders of the same class.

**Service of Notice, Reports, Documents and other communications by electronic mode.**

114. Notwithstanding anything mentioned in these Articles, the Company may send any communication including notice of general meeting, annual report etc. to any persons by electronic mode as may be permitted under Applicable Law.

**Voting rights of members of unsound mind and minors**

115. A member of unsound mind or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll by his committee or other legal guardian and any such committee or guardian may, on poll vote by proxy; if any member be a minor the vote in respect of his share or shares shall be by his guardians or any one of his guardians or, any one of his guardians, if more than one, to be selected in case of dispute by the Chairman of the meeting.

**Votes in respect of Shares of deceased or insolvent Members etc.**

116. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company: Provided 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, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

**Custody of instrument**

117. If any such instrument of appointment be confirmed to the object of appointing proxy or substitute for voting at meeting of the Company, it shall remain permanently or for such time as the Directors may determine in the custody of the Company; a copy thereof examined with the original, shall be delivered to the Company to remain in the custody of the Company.

**Validity of votes given by Proxy notwithstanding death of Members etc.**

118. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy or of any power of attorney under which such proxy was signed or the transfer of the share in respect of which the votes is given, provided that no intimation in writing of the death, revocation or transfer shall have been received at the registered office of the Company before the meeting or adjourned meeting.

**Time for Objections for Vote**

119. No objection shall be made to the validity of any vote except at the meeting or poll at which such vote shall be tendered and every vote whether given personally or by an agent or proxy or representative not disallowed at such meeting or poll shall be deemed valid for all purposes or such meeting or poll whatsoever.

**Chairman of any Meeting to be the Judge of any vote**

120. (a) No objection shall be raised to the qualification of any voter, except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes.
- (b) Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision thereon shall be final and conclusive.

### **Representation of Body Corporate**

121. A body corporate (whether a Company within the meaning of the Act or not) if it is a member or creditor (including a holder of debentures) of the Company may in accordance with the provisions of Section 113 of the Act authorize such person by a resolution of its Board of directors as it thinks fit, to act as its representative at any meeting of the Company or of any class of members of the Company or at any meeting of creditors of the Company.

### **Representation of the President of India or Governors**

122. (a) The President of India or the Governor of State if he is a member of the Company may appoint such person as he thinks fit to act, as his representative at any meeting of the Company or at any meeting of any class of members of the Company in accordance with provisions of Section 112 of the Act or any other statutory provision governing the same.
- (b) A person appointed to act as aforesaid shall for the purposes of the Act be deemed to be a member of such a Company and shall be entitled to exercise the same rights and powers (including the right to vote by proxy) as the Governor could exercise, as member of the Company.
- (c) The Company shall observe the provisions of Section 112 of the Act, in regards to the Public Trustee.

### **123 (a) Passing of resolution by Postal Ballot**

Notwithstanding any of the provisions of these Articles, the Company may, and in the case of resolutions relating to such business as notified under the Companies (Management and Administration) Rules, 2014, as amended, or other law required to be passed by postal ballot, shall get any resolution passed by means of a postal ballot, instead of transacting the business in the General Meeting of the Company. Also, the Company may, in respect of any item of business other than ordinary business and any business in respect of which Directors or Auditors have a right to be heard at any meeting, transact the same by way of postal ballot.

- (b) Where the Company decides to pass any resolution by resorting to postal ballot, it shall follow the procedures as prescribed under Section 110 of the Act and the Companies (Management and Administration) Rules, 2014, as amended from time.

### **Circulation of Members Resolution**

124. The Company shall comply with provisions of Section 111 of the Act, relating to circulation of members resolutions.

### **Special Notice**

125. In pursuance of Section 115 of the Act, where by any provision contained in the Act or in these Articles special notice is required for any resolution, notice of the intention to move the resolution shall be given to the Company by such number of members holding not less than one per cent. of total voting power or holding shares on which such aggregate sum not exceeding five lakh rupees, as may be prescribed, has been paid-up, not less than fourteen days before the meeting at which it is to be moved exclusive of the day on which the notice is served or deemed to be served and the day of the meeting. The Company shall immediately after the notice of the intention to move any such resolution has been received by it, give its members notice of the resolution in the same manner as it gives notice of the meeting, or if that is not practicable, shall give them notice thereof either by advertisement in a newspaper having an appropriate circulation or in any other mode allowed by these presents not less than seven days before the meeting.

### **Resolution Passed at adjourned Meeting**

126. The provisions of Section 116 of the Act shall apply to resolution passed at an adjourned meeting of the Company, or of the holders of any class of shares in the Company and of the Board of Directors of the Company and the resolution shall be deemed for all purposes as having been passed on the date on which in fact they were passed and shall not be deemed to have been passed on any earlier date.

### **Registration of Resolutions and Agreements**

127. The Company shall comply with the provisions of Section 117 of the Act relating to registration of certain resolutions and agreements.

### **Minutes of Proceedings of General Meeting and of Board and Other Meetings**

128. (a) The Company shall cause minutes of all proceedings of general meetings, and of all proceedings of every meeting of its Board of Directors or of every Committee of the Board to be kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot, entries thereof in books for that purpose with their pages consecutively numbered.

- (b) Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting in such books shall be dated and signed:
- i. in the case of minutes of proceedings of the Board or of a Committee thereof by the Chairman of the said meeting or the Chairman of the next succeeding meeting.
  - ii. In the case of minutes of proceedings of the general meetings by Chairman of the said meeting within the aforesaid period, of thirty days or in the event of the death or inability of that Chairman within that period, by a Director duly authorized by the Board for the purpose.
- (c) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.
- (d) The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.
- (e) All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meeting.
- (f) In the case of a meeting of the Board of Directors or of a Committee of the Board, the minutes of the meeting.
- (i) the names of the Directors present at the meetings, and
  - (ii) In the case of each resolution passed at the meeting, the names of the Directors, if any, dissenting from or not concurring in the resolution.
- (g) Nothing contained in Clause (a) to (d) hereof shall be deemed to require the inclusion in any such minutes of any matter which in the opinion of the Chairman of the meeting:
- (i) is, or could reasonably be regarded, as defamatory of any person.
  - (ii) is irrelevant or immaterial to the proceedings; or
  - (iii) is detrimental to the interests of the Company.
- The Chairman shall exercise an absolute discretion in regard to the inclusion or non-inclusions of any matter in the minutes on the grounds specified in this clause.
- (h) The minutes of meetings kept in accordance with the provisions of Section 118 of the Act shall be evidence of the proceedings recorded therein.
- (i) The Chairman of the meeting shall exclude at his absolute discretion such of the matters as are or could reasonably be regarded as defamatory of any person irrelevant or immaterial to the proceedings or detrimental to the interests of the Company.

#### **Presumptions to be drawn where Minutes duly drawn and signed**

129. Where minutes of the proceedings of any general meeting of the Company or of any meeting of its Board of Directors or of a Committee of the Board have been kept in accordance with the provisions of Section 118 of the act then, until the contrary is proved, the meeting shall be deemed to have been duly called and held, and all proceedings thereat to have duly taken place and in particular all appointments of directors of Liquidators made at the meeting shall be deemed to be valid and the minutes shall be evidence of the proceedings recorded therein.

#### **Inspection of Minutes Books of General Meetings**

130. (a) The books containing the minutes of the proceedings of any general meeting of the Company shall:
- (i) be kept at the registered office of the Company, and
  - (ii) be open on working day of the Company, during 11:00 am to 1:00 pm to the inspection of any member without charge and by any other person on payment of fee of Rupees 50/- for each inspection, subject to such reasonable restrictions as the Company may, in general meeting impose.
- (b) Any member 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 Clause (a) above, on payment of Rs. 10/- for each page.

#### **Publication of Reports of proceedings of General Meetings**

131. No document purporting to be a report of the proceedings of any general meeting of the Company shall be circulated or advertised at the expenses of the Company unless it includes the matters required by Section 118 of the Act to be contained in the Minutes of the proceedings of such meeting.



### **Report on Annual General Meeting.**

132. The Company, if required under the Act, shall prepare a report on each Annual General Meeting including the confirmation to the effect that the meeting was convened, held and conducted as per the provisions of the Act and the rules made thereunder, and shall file the same with the Registrar after conclusion of the Annual General Meeting within such time as may be prescribed under the Act.

### **133. Management of Subsidiaries and Group Companies**

The Board shall be responsible for compliance with all applicable law, regulations, rules and guidelines as well as the Listing Regulations in relation to the obligation of the Company towards the governance and management of its subsidiaries and group companies.

## **MANAGERIAL PERSONNEL**

### **Managerial Personnel**

134. (a) Subject to the provisions of the Act, a chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board of Directors for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
- (b) Any provision of the Act or these Articles requiring or authorizing a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.
- (c) The Company shall duly observe the provisions of Section 196 and Section 203 of the Act regarding prohibition of simultaneous appointment of different categories of managerial personnel therein referred to.

### **Remuneration of Key Managerial Personnel**

135. The remuneration of Key Managerial Personnel shall from time to time, be fixed by the Board and may be by way of salary or commission or participation in profits or by any or all of these modes or in any other form and shall be subject to the limitations prescribed in Schedule V along with Sections 196 and 197 of the Act.

### **Board of directors**

136. Until otherwise determined by the Company in general meeting, the number of Directors shall not be less than 3 (three) and more than 15 (fifteen). The appointment of the Directors exceeding 15 (fifteen) will be subject to the provisions of Section 149 of the Act. The Board shall have the power to appoint the Chairman of the Board. The Company shall also comply with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the provisions of the Listing Regulations.

### **First Directors**

137. Subscribers to the Memorandum and these Articles are the First Directors of the Company.

### **Debenture Directors**

138. Any Trust Deed for securing debentures of debenture-stocks may, if so arranged, provide for the appointment, from time to time by the Trustees thereof or by the holders of debentures or debenture-stocks, of some person or persons to be a Director or Directors of the Company and may empower such Trustees or holders of Debentures or debenture-stocks from time to time, to remove and reappoint any Director/s so appointed. The Director/s so appointed under this Article is herein referred to as “Debenture Director” and the term “Debenture Director” means the Director for the time being in office under this Article. The Debenture Director(s) shall not be bound to hold any qualification shares and shall not be liable to retire by rotation or be removed by the Company. The Trust Deed may contain such ancillary provisions as may be arranged between the Company and the Trustees and all such provisions shall have effect notwithstanding any of the other provisions herein contained.

### **Nominee Director**

139. 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 to which the Company is a party or by the Central Government or the State Government(s) by virtue of its shareholding in the Company and such person or persons or Directors is / are hereinafter referred to as “Nominee Director/s”, on the Board of the Company and such persons may be removed from such office any person or persons “so appointed and to appoint any person or persons” in his or their place/s. The Board may also agree that any such Nominee Director, or Nominee Directors may be removed from time to

time by the institution/Central Government/State Government(s) entitled to appoint or nominate them and such institution/Central Government/State Government(s) may appoint another or other or others in his or their place and also fill in any vacancy which may occur as a result of any such Director, or Directors ceasing to hold that office for any reason whatever.

At the option of such institution/Central Government/State Government(s) such Nominee Director/s shall not be required to hold any share qualification in the Company. Also at the option of such institution/Central Government/State Government(s) such Nominee Director/s shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Director(s) shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.

The Nominee Director/s so appointed shall hold the said office only so long as any moneys remain owing by the Company to such institution or so long as such institution holds Debentures in the Company as a result of direct subscription or private placement or so long as such institution holds shares in the Company as a result of underwriting or direct subscription or the liability of the Company arising out of any Guarantee the moneys owing by the Company to such institution is paid off.

The Nominee Director/s appointed under this Article will be entitled to receive all notices of and attend all General Meetings, Board Meetings and of the meetings of the Committee of which the Nominee Director/s is/are member/s as also the minutes of such meetings. Such institution/ Central Government/ State Government(s) shall also be entitled to receive all such notices and minutes.

The Company shall pay to the Nominee Director/s sitting fees and expenses which the other Directors of the Company are entitled but if any other fees, commission, monies or remuneration in any form is payable to the Directors of the Company, the fees, commission, monies and remuneration in relation to such Nominee Directors shall accrue to such institution/ Central Government/ State Government(s) and the same shall accordingly be paid by the Company directly to such institution/Central Government/State Government(s). Any expenses that may be incurred by such institution/Central Government/State Government(s) or such Nominee Directors in connection with their appointment or Directorship shall also be paid or reimbursed by the Company to such institution/Central Government/State Government(s) or as the case may be to such Nominee Directors.

Provided that if any such Nominee Director is an officer of such institution/Central Government/State Government(s) the sitting fees, in relation to such Nominee Director shall also accrue to such institution and the same shall accordingly be paid by the Company directly to such institution/Central Government/State Government(s).

#### **Special Director**

140. (a) In connection with any collaboration arrangement with any company or corporation or firm or person for supply of technical know-how and/or machinery or technical advice, the Directors may authorize such Company, Corporation, firm or person (hereinafter in this clause referred to as "Collaborator") to appoint from time to time, any person or persons as Director or Directors of the Company (hereinafter referred to as "Special Director") and may agree that such Special Director shall not be liable to retire by rotation and need not possess any qualification shares to qualify him for the office of such Director, so however, that such Special Director shall hold office so long as such collaboration arrangement remains in force unless otherwise agreed upon between the Company and such Collaborator under the collaboration arrangements or any time thereafter.
- (b) The Collaborator may at any time and from time to time remove any such Special Director appointer by it and may at the time of such removal and also in the case of death or resignation of the person so appointed at any time, appoint any other person as a Special Director in his place and such appointment or removal shall be made in writing signed by such company or corporation or any partner or such person and shall be delivered to the Company at its registered office.
- (c) It is clarified that every collaborator entitled to appoint a Director under this Article may appoint one or more such person or persons as a Director(s) and so that if more than one Collaborator is so entitled there may at any time be as many Special Director as the Collaborators eligible to make the appointment.

#### **Limit on number of non-retiring Directors**

141. Subject to the provisions of Section 152 of the Act, the number of Directors appointed under Articles 138, 139 and 140 shall not exceed in the aggregate one-third of the total number of Directors, excluding Independent Directors, for the time being in office.

#### **142. Appointment of Independent Director**

Subject to the provisions of Section 149 (6) of the Act, Board of Directors shall have power at any time to appoint any person as an Independent Director to the Board. The Company shall have such number of Independent Directors on the Board of the Company, as may be required in terms of the provisions of Section 149 of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 or any Applicable Law. Further, appointment of Independent Directors shall be in terms of the aforesaid provisions of Law and subject to the requirements prescribed under the Listing Regulations.

#### **143. Appointment of Whole-Time Director**

Subject to the provisions of Section 152 of the Act, Board of Directors shall have power at any time to appoint any person as Whole-Time Director to the Board.

##### **Appointment of Alternate Director**

144. The Board may appoint an Alternate Director not being a person holding any alternate directorship for any other directors in the Company or holding directorship in the Company, to act for a Director (hereinafter called “the Original Director”) during his absence for a period of not less than three months from India. An alternative Director so appointed shall not hold office as such for a period longer than that permissible to the Original Director in whose place he had been appointed and shall vacate if and when the Original Director returns to India.

##### **Appointment of Additional Director**

145. Subject to the provisions of Section 161 of the Act, Board of Directors shall have power at any time to appoint any person as an additional Director to the Board, but so that the total number of Directors shall not exceed the maximum number fixed by the Articles. Any Director so appointed shall hold the office only up to the next Annual General Meeting of the Company or the last date on which the Annual General Meeting should have been held, whichever is earlier and shall then be eligible for reappointment.

#### **146. Appointment of Woman Director**

The Company shall have such number of Woman Director on the Board of the Company, as may be required under the provisions of Section 149 of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 or any Applicable Law.

##### **Appointment of Director to fill the Casual Vacancy.**

147. Subject to the provisions 161 of the Act, the office of any Director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may in default of and subject to any 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 it had not been vacated as aforesaid but he shall then be eligible for re-election.

##### **Individual resolution for Director’s appointment**

148. At a general meeting of the Company a motion shall not be proposed for the appointment of two or more persons as Directors of the Company by a single resolution unless a resolution that it shall be so made has first been agreed to by the meeting without any vote being given against it. Resolution moved in contravention of this article shall be void whether or not objection was taken at the time of its being so moved.

Provided that where a resolution so moved is passed, no provision for the automatic reappointment of retiring director by virtue of these Articles and the Act in default of another appointment shall apply.

##### **Qualification of Director**

149. A Director need not hold any shares in the Company to qualify him for the office of a Director of the Company.

##### **Remuneration of Directors**

150. (a) Subject to the provisions of Act, a Managing Director or a director who is in the whole-time employment of the Company may be paid remuneration either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by the other.
- (b) Subject to the provisions of the Act, a Director, who is neither in the whole-time employment nor a Managing Director may be paid remuneration either:
- (i) by way of monthly, quarterly or annual payment, or

- (ii) by way of commission if the Company by a special resolution has authorized such payment
- (c) Every Director shall be paid such amount of remuneration by way of fee not exceeding such sum as may be prescribed by the Act from time to time, as may be determined by the Board for each meeting of the Board or Committee thereof attended by him.
- (d) The Board shall recommend the fees/compensation to be paid to non-executive directors including independent directors. Such fees/compensation shall also be approved by the shareholders of the Company in a general meeting. However, such approval will not be required in case of sitting fees paid to non-executive directors which are within the limits prescribed under the Act.

#### **Traveling and other expenses**

151. The Board may allow and pay to any Director for the purpose of attending a meeting such sum either as fixed allowance and/or actual as the Board may consider fair compensation for traveling, board and lodging and incidental and/or actual out of pocket expenses incurred by such Director in addition to his fees, for attending such meeting to and from the place at which the meetings to and from the place at which the meetings of the Board Committees thereof or general meetings of the Company are held from time to time or any other place at which the Director executes his duties.

#### **Remuneration for extra services**

152. If any Director, being willing shall be called upon to perform extra services or to take any special exertions for any of the purposes of the Company and in that event the Company may, subject to the provisions of the Act, remunerate such Director either by a fixed sum or by a percentage of profit or otherwise, as may be determined by the Directors and such remuneration may be either in addition to or in substitution for his share in the remuneration above provided.

#### **Increase in remuneration of Directors**

153. Any provision relating to the remuneration of any Director including the Managing Director or Joint Managing Director or whole time Director or executive Director whether contained in his original appointment or which purports to increase or has the effect of increasing whether directly or indirectly the amount of such remuneration and whether that provisions are contained in the Articles or in any agreement entered into by the Board of Directors shall be subject to the provisions of Section 196, 197 and 203 of the Act and in accordance with the conditions specified in Schedule V to the Act and shall be effective for such period and be subject to such conditions as may be stipulated under the said provisions.

#### **Directors not to Act when number falls below minimum quorum**

154. When the number of Directors in Office falls below the minimum fixed for the quorum, the Directors, shall not act except in emergencies or for the purposes of filling up vacancies or for summoning a general meeting of the Company for appointment of directors to the level fixed for quorum and so long as the number is below the minimum they may so act notwithstanding the absence of the necessary quorum.

#### **Eligibility**

155. A person shall not be capable of being appointed a Director if he has incurred any disqualification referred to in Section 164 of the Act.

#### **Directors Vacating Office**

156. (a) The office of a Director shall be vacated on one or more of the grounds specified under section 167 of the Act;

#### **(b) Resignation of Directors**

A Director may resign in accordance with the provisions of Section 168 of the Act. If any director so resigns and also holding office or other employment in the company shall, when so resigns, ipso facto cease to hold that other office or employment, unless permitted by the Board.

#### **Removal of Directors**

157. (a) The Company may (subject to the provisions of Section 169 and other applicable provisions of the Act and these Articles) remove any director other than ex-officio directors or Special Directors or Debenture Directors or a Nominee Director or a director appointed by the Central Government in pursuance of Section 242 of the Act, before the expiry of his period of office.

- (b) Special notice as provided by Section 115 of the Act shall be required of any resolution to remove a Director under this Article or to appoint some other person in place of a Director so removed at the meeting at which he is removed.
- (c) On receipt of notice of a resolution to remove a Director under this Article, the Company shall forthwith send a copy thereof to the Director concerned and the Director (whether or not he is a member of the Company) shall be entitled to be heard on the resolution at the meeting.
- (d) Whether notice is given of a resolution to remove a Director under this Article and the Director concerned makes with respect thereto representations in writing to the Company (not exceeding a reasonable length) and requests their notification to members of the Company, the Company shall unless the representations are received by it too late for it do so:
  - (i) In the notice of the resolution given to members of the Company state the fact of representations having been made, and
  - (ii) send a copy of the representation to every member of the Company whom notice of the meeting is sent (whether before or after receipt of the representations by the company), and if a copy of representations, is not sent as aforesaid because they were received too late or because of the company's default, the Director may (without prejudice to his right to be provided orally) require that the representations be read out at the meeting, provided that copies of the representations need not be sent or read out at the meeting if so directed by the Tribunal under section 169 (4) of the Act.
- (e) A vacancy created by the removal of a Director under this Article may, if he had been appointed by the Company in general meeting or by the Board in pursuance of Section 161 of the Act be filled by the appointment of another Director in his stead by the meeting at which he is removed, provided special notice of the intended appointment has been under clause (b) hereof. A Director so appointed shall hold office until the date up to which his predecessor would have held office if he had not been removed as aforesaid.
- (f) if the vacancy is not filled under clause (e) above it may be filled as a casual vacancy in accordance with the provisions, in so far as they may be applicable, of Section 161 of the Act, and all the provisions of that Section shall apply accordingly;
- (g) Nothing contained in this Article shall be taken:
  - (i) as depriving a person removed there under of any compensation or damages payable to him in respect of the termination of his appointment as Director or of any appointment terminating with that as director; or
  - (ii) as derogating from any power to remove a Director which may exist apart from this Article.
- (h) The Company shall take steps to fill the vacancy caused by the resignation/removal of an independent director by replacing such independent director with a new independent director within three months of the occurrence of such vacancy or at the immediate next meeting of the of the Board, whichever is later or as may otherwise be prescribed by the Listing Regulations.

#### **Directors may Contract with Company**

158. Subject to the restrictions imposed by these Articles and by Section 179, 180, 185, 186, 188, 189, 196 and any other provisions of the Act, no Director, Managing Director, or other officer or employee of the Company shall be disqualified from holding his office by contracting with the Company either as vendor, purchaser, agent, broker or otherwise, nor shall any such contract or arrangement entered into by or on behalf of the Company in which any Director, managing director, Joint Managing Director, Executive Director other officer or employee shall be in any way interested, be void nor shall be Director, Managing Director or any officer or employee so contracting or being so interested be liable to account to the Company for any profit realized by any such contract or arrangement by reason only of such Director, officer or employee holding that office or of the fiduciary relation thereby established, but the nature of his or their interest must be disclosed by him or them in accordance with provisions or Section 184 of the Act where that section be applicable.

#### **Disclosure of Directors' Interest**

159. (1) Every Director of the Company who is in any way, whether directly or indirectly, concerned or interested in a contract or arrangement, or proposed contract or arrangement, entered into or to be entered into, by or on behalf of the Company, shall disclose the nature of his concern of interest at a meeting of the Board of Directors, in the manner provided in Section 184 of the Act.

- (2) (a) In the case of proposed contract or arrangement, the disclosure required to be made by a Director under clause (1) shall be made at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration, or if the Director was not, at the date of that meeting, concerned or interested in the proposed contract or arrangement, at the first meeting of the Board held after he be so concerned or interested.
- (b) In case of any other contract or arrangement, the required disclosure shall be made at the first meeting of the Board held after the Director becomes concerned or interested in the contract or arrangement.
- (3) Nothing in this Article shall apply to any contract or arrangement entered into or to be entered into between the Company and any other company where any one or two or more of Directors together holds or hold not more than two percent of the paid up share capital in other company.

**Board Resolution necessary for certain contracts**

160. (1) Except with the consent of the Board of Directors of the Company and of the Shareholders as applicable in terms of the provisions of Section 188 of the Act and the Companies (Meetings of Board and its Powers) Rules, 2014, the Company, shall not enter into any contract with a Related Party
  - a. for the sale, purchase or supply of any goods, materials or services; or
  - b. selling or otherwise disposing of, or buying, property of any kind;
  - c. leasing of property of any kind;
  - d. availing or rendering of any services;
  - e. appointment of any agent for purchase or sale of goods, materials, services or property;
  - f. such Related Party's appointment to any office or place of profit in the Company, its subsidiary company or associate company;
  - g. underwriting the subscription of any securities or derivatives thereof, of the Company;
- (2) Nothing contained in clause (1) shall affect any transactions entered into by the Company in its ordinary course of business other than transactions which are not on an arm's length basis or affect transactions entered into between the Company and its wholly owned subsidiaries whose accounts are consolidated with the Company and placed before the Shareholders at a Shareholders Meeting for approval
- (3) Notwithstanding anything contained in clauses (1) and (2) a Related Party may, in circumstances of urgent necessity enter, without obtaining the consent of the Board or the approval of shareholders of the Company as required under the Act, into any contract with the Company; but in such a case the consent of the Board or the approval of shareholders of the Company as required under the Act, as the case may be, shall be obtained at a meeting within three months of the date on which the contract was entered into or such other period as may be prescribed under the Act.
- (4) Every consent of the Board required under this Article shall be accorded by a resolution of the Board and the consent required under Clause (1) shall not be deemed to have been given within the meaning of that clause unless the consent is accorded before the contract is entered into or within three months of the date on which it was entered into or such other period as may be prescribed under the Act.
- (5) If the consent is not accorded to any contract under this Article anything done in pursuance of the contract will be avoidable at the option of the Board.
- (6) The audit committee of the Board may provide for an omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed by applicable law.

**Disclosure to the Members of Appointment of Manager, Whole-Time Directors, Managing Director or Secretaries**

161. (a) The company shall keep a copy of contract of service with managing or whole-time director in writing. Where the contract is not in writing, a written memorandum setting out terms of contract shall be kept.
- (b) The copies of the contract or the memorandum shall be open to inspection by any member of the company without payment of fee.

**Loans to Director etc.**

162. (a) Save as otherwise provided in the Act, the Company shall not, directly or indirectly, advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security in connection with any loan taken by,-
- (a) any director of company, or of a company which is its holding company or any partner or relative of any such director; or
  - (b) any firm in which any such director or relative is a partner
- (b) The Company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the Company is interested, subject to the condition that—
- (i) a special resolution is passed by the company in general meeting: Provided that the explanatory statement to the notice for the relevant general meeting shall disclose full particulars of the loans advanced or guarantee given or security provided and the purpose for which the loan or guarantee or security is proposed to be utilised by the recipient of the loan or guarantee or security and any other relevant fact; and
  - (ii) the loans are utilised by the borrowing company for its principal business activities
- (c) However, nothing contained in this Article 162 (a) and (b) shall apply to -
- a) giving of any loan to the managing or whole-time director—
    - (i) as a part of the conditions of service extended by the company to all its employees; or
    - (ii) pursuant to any scheme approved by the members by a special resolution;
 or
  - (b) in the ordinary course of its business provide loans or gives guarantees or securities for the due repayment of any loan and in respect of such loans an interest is charged at a rate not less than the rate of prevailing yield of one year, three years, five years or ten years Government security closest to the tenor of the loan.
  - (c) any loan made by the Company to its wholly owned subsidiary company or any guarantee given or security provided by the Company in respect of any loan made to its wholly owned subsidiary company; and
  - (d) any guarantee given or security provided by the Company in respect of loan made by any bank or financial institution to its subsidiary company. Provided that the loans made under clauses (c) and (d) are utilised by the subsidiary company for its principal business activities.

#### **Loans to Companies**

163. The Company shall observe the restrictions imposed on the Company in regard to making any loans, giving any guarantee or providing any security directly or indirectly to the Companies or bodies corporate as provided in Section 186 of the Act, exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent. of its free reserves and securities premium account, whichever is more.

#### **Interested Director not to participate or vote in Board's Proceedings**

164. No Director of the Company shall as a Director take any part in the discussion of or vote on any contract or arrangement entered into, or to be entered into, by or on behalf of the Company, if he is in any way whether directly or indirectly concerned, or interested in such contract or arrangement nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote and if he does vote on any contract of indemnity against any loss which it or any one of more of its number may suffer by reason of becoming or being sureties or surety for the Company. Nothing in this Article shall apply to any contract or arrangement entered into or to be entered into between two companies where any of the directors of one company or two or more of them together holds or hold not more than two percent of the paid up share capital of the other company. This Article is subject to the provisions of Section 184 of the Act.

#### **Register of Contracts in which Directors are interested**

165. The Company shall keep one or more Registers in which it shall be entered separately particulars of all contracts and arrangements to which Sections 184 and 188 of the Act apply.

## APPOINTMENT AND ROTATION OF DIRECTORS

### **Director may be Director of Companies Promoted by the Company**

166. A Director may be or become a Director of any Company or which it may be interested as a vendor, shareholder, or otherwise and no such Director shall be accountable for any benefits received as Director or shareholder of such Company except in so far as Section 197) or Section 188 of the Act may be applicable.

Subject to provisions of Section 152 of the Act, not less than two thirds of the total number of Directors shall:

- (a) be persons whose period of office is liable to determination by retirement of Directors by rotation, and
- (b) save as otherwise expressly provided in the Act, be appointed by the Company in general meeting.

The remaining Directors shall, in default of and subject to any regulations in the Articles of the Company, also be appointed by the Company, in general meeting.

### **Ascertainment of Directors Retiring by Rotation and Filling up Vacancy**

167. (a) At every Annual General Meeting one-third of such directors for the time being as are liable to retire by rotation, or if their number is not three or multiple of three, then the number nearer to one-third, shall retire from office.

The Debenture Directors, Corporate Directors, Special Directors, Independent Directors, and Managing Director if any, shall not be subject to retirement under this Article and shall not be taken into account in determining the number of Directors to retire by rotation. However, Whole time Directors shall be liable to retire by rotation. In these Articles a “Retiring Director” means a Director retiring by rotation.

- (b) The Directors to retire by rotation at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who became Directors on the same day, those who are to retire shall, in default of and subject to any agreement amongst themselves, be determined by lot. A Retiring Director shall be eligible for re-election.
- (c) At the Annual General Meeting at which a Director retires as aforesaid, the Company may fill up the vacancy by appointing the retiring Director or some other person thereto.
- (d) I. if the place of the retiring Director is not so filled up and that meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place or if that day is a national holiday, till the next succeeding day which is not a national holiday, at the same time and place.
- II. if at the adjourned meeting also, the place of the retiring Director is not filled up and that the meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been re-appointed at the adjourned meeting, unless-
  - (a) At that meeting or at the previous meeting a resolution for the reappointment of such Director has been put to the meeting and lost;
  - (b) The retiring Director has, by a notice in writing addressed to the Company or its Board of Directors, expressed his unwillingness to be so reappointed;
  - (c) He is not qualified or is disqualified for appointment;
  - (d) A resolution, whether special or ordinary, is required for his appointment or re-appointment in virtue of any provisions of the Act, or
  - (e) The proviso to Section 162 of the Act is applicable to the case.

### **Consent of Candidates for Directorship to be Filed with the Registrar**

168. Every person who is proposed as a candidature for the office of Director of the Company shall sign and file with the Company and with the Registrar, his consent in writing to act as a Director, if appointed, in accordance with the provisions of Section 152 of the Act in so far as they may be applicable.

### **Company may Increase or reduce the number of directors**

169. Subject to the provisions of Sections 149, 151 and 152 of the Act, and these Articles the Company may, by special resolution, from time to time, increase or reduce the number of Directors and may prescribe or alter qualifications.



**Appointment of Directors to be voted individually.**

170. (1) No motion at any general meeting of the Company shall be made for the appointment of two or more persons as Directors of the Company by a single resolution unless a resolution that it shall be so made has been first agreed to by the meeting without any vote being given against it.
- (2) A resolution moved in contravention of clause (1) hereof shall be void, whether or not objection was taken at the time of its being so moved, provided that for the automatic re-appointment of retiring Director in default of another appointment as hereinabove provided shall apply.
- (3) For the purpose of this Article, a motion for approving a person's appointment, or for nominating a person for appointment, shall be treated as a motion for his appointment.

**Notice of candidature for Office of Directors except in certain cases**

171. (1) No person, not being a retiring Director, shall be eligible for election to the office of Director at any general meeting unless he or some other member intending to propose him has, at least fourteen days before the meeting, left at the office of the Company a notice in writing under his hand signifying his candidature for the office of a Director or the intention of such member to propose him as a Director for office as the case may be along with a deposit of One lakh Rupees which shall be refunded to such person or, as the case may be, to such member, if the person succeeds in getting elected as a Director or gets more than twenty-five per cent of total votes cast.
- (2) The Company shall inform its members of the candidature of the person for the office of Director or the intention of a member to propose such person as a candidate for that office by serving individual notices on the members not less than seven days before the meeting. Provided that it shall not be necessary for the Company to serve individual notices on the members as aforesaid if the Company advertises such candidature or intention not less than seven days before the meeting in at least two newspapers circulating in the place where the Registered Office of the Company is located, of which one is published in the English language and the other in the regional language of that place.
- (3) Every person (other than a Director retiring by rotation or otherwise or a person who has left at the office of the Company a notice under Section 160 of the Act signifying his candidature for the office of a Director) proposed as a candidate for the office of a Director shall sign and file with the Company his consent in writing to act as a Director if appointed.
- (4) A person, other than-
- (a) a Director, re-appointed after retirement by rotation or immediately on the expiry of his term of office, or
  - (b) an additional or alternate Director or a person filling a casual vacancy in the office of a Director under Section 160 of the Act, appointed as a Director or re-appointed as an additional or alternate Director immediately on the expiry of term of office shall not act as a Director of the Company unless he has within thirty days of his appointment signed and filed with the Registrar his consent in writing to act as such Director.

**Register of Directors and Notification of Change to Registrar**

172. (1) The Company shall keep at its Registered Office a Register containing the particulars of its Directors and Key Managerial Personnel and other persons mentioned in Section 170 of the Act which shall include the detail of securities held by each of them in the Company or its holding, subsidiary of Company's holding company or company and shall send to the Registrar a Return containing the particulars specified in such Register and shall otherwise comply with the provisions of the said Section in all respects.
- (2) Such Register shall be kept open for inspection by any member or debenture holder to the Company as required by section 171 of the Act.

**Disclosure by Director of appointment to any other Body Corporate**

173. Every Director, Managing Director, Key Managerial Personnel, Manager or Secretary of the Company who is appointed to or relinquishes office of Director, Managing Director, Manager or Secretary of any other body corporate shall within thirty days of his appointment to, or as the case may be, relinquishment of such office disclose to the Company the particulars relating to the office in the other body corporate which are required to be specified under Section 170 of the Act.

### **Disclosure by Directors of their holdings of Shares and Debentures of the Company.**

174. Every director and every person deemed to be a Director of the Company shall give notice to the Company of such matters relating to himself as may be necessary for the purpose of enabling the Company to comply with the provisions of Section 170 of the Act. Any such notice shall be given in writing and if it is not given at a meeting of the Board the person giving the notice shall take all reasonable steps to secure that it is brought up and read at the first meeting of the Board after it is given.

### **Meeting of Directors**

175. (a) The Directors may meet together as a Board for transaction of business, from time to time, and shall so meet at least four times in every year in such manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board and they may adjourn and otherwise regulate their meetings and proceedings as they deem fit. The provisions of this Article shall not be deemed to be contravened merely by reason of the fact that meeting of the Board, which had been called in compliance with the terms herein mentioned, could not be held for want of quorum.
- (b) The participation of directors in a meeting of the Board may be either in person or through video conferencing or other audio visual means, as may be prescribed, which are capable of recording and recognizing the participation of the directors and of recording and storing the proceedings of such meetings along with date and time:

Provided that the Central Government may, by notification, specify such matters which shall not be dealt with in a meeting through video conferencing or other audio visual means.

Provided further that where there is quorum in a meeting through physical presence of directors, any other director may participate through video conferencing or other audio visual means in such meeting on any matter specified under the aforementioned proviso.

- (c) Every director present at any meeting of the Board of Directors or a committee there of shall sign his name in a book to be kept for that purpose, to show his attendance there at.

### **When Meeting to be convened**

176. Any Director of the Company may and the Manager or Secretary on the requisition of a Director shall, at any time, summon a meeting of the Board.

### **Directors entitled to Notice**

177. Notice of every meeting of the Board of the Company shall be given in writing to every Director for the time being in India and at his usual address in India.

### **Appointment of Chairman at the Board Meeting**

178. The Board may appoint any director as the Chairman of the Board and determine the period for which he is to hold office. Chairman shall preside the Chair in every Board and General Meeting. If no such Chairman is appointed, or if at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the meeting, or if he is unwilling to act as Chairman of the Meeting, the directors present may choose one of their number to be the Chairman of the meeting. **In case of equalities of vote on any decisions at Board Meeting, the Chairman shall have second or casting vote.**

### **Board may appoint Managing Director**

179. (a) Pursuant to Section 203 of the Act, the Managing Director of the Company shall be appointed by means of a resolution of the Board containing the terms and conditions of the appointment including the remuneration.
- (b) Subject to the provisions of Sections 196, 197, and 203 of the Act and also subject to the limitations, conditions and provisions of Schedule V to the Act, the appointment and payment of remuneration to the above Director/s shall be subject to approval of the members in general meeting and of the Central Government, if required.
- (c) Subject to the superintendence, control and direction of the Board, the day to day management of the Company shall be vested with the Managing Director/s or Whole-time Director/s Manager, if any, with

Power to the Board to distribute such day to day management functions in any manner as deemed fit by the Board subject to the provisions of the Act and these Articles.

#### **Meeting of Committee, how to be Governed**

180. (a) 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 meeting and proceedings of the Directors, so far as the same are applicable thereto and are not superseded by any regulations made by the Directors.
- (b) A committee may elect a Chairperson of its meetings. 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.

#### **Resolution by Circular**

181. No Resolution by circular shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation unless such Resolution has been circulated in draft form, together with necessary papers, if any, to all the Directors, or to all the members for the Committee, as the case may be, at the respective addresses registered with the Company or through such electronic means as may be provided under the Companies (Meetings of Board and its Powers) Rules, 2014 and has been approved by majority of Directors or members, who are entitled to vote on the resolution and has been approved by the majority of the Directors or Members of the Committee or by a majority of such of them as are entitled to vote on the Resolution. However, in case one-third of the total number of Directors for the time being require that any resolution under circulation must be decided at a meeting, the chairperson shall put the resolution to be decided at a meeting of the Board. A resolution by circular shall be noted at a subsequent meeting of the Board or the Committee thereof, as the case may be, and made part of the minutes of such meeting.

#### **Committee of the Board**

182. The Board shall constitute such committees as may be required under the Act, Applicable Law and the Listing Regulations. Subject to the restrictions contained in Section 179 of the Act, the Board may delegate any of their powers to Committees of the Board consisting of two or more members of its body as it thinks fit and it may from time to time revoke and discharge any such committee of the Board either wholly or in part and either as to persons or purposes. A director shall not be a member of more than ten committees or act as a chairperson of more than five committees across all listed entities in which he is a director as determined by the Listing Regulations. The Chairman shall have a casting vote at committee meetings and the Board may from time to time, revoke and discharge such Committee of the Board either wholly or in part and either as to persons or purposes, but every Committee of the Board 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 of the Board in conformity with such regulations and in fulfillment of the purposes of its appointment but not otherwise, shall have the like force and effect as if done by the Board.

#### **Acts of Board or Committee Valid Notwithstanding Defect of Appointment**

183. Every Committee of the Board 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 of the Board in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board. All acts done by any meeting of the Directors or by a Committee of Directors, 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 Directors or persons acting as aforesaid, or they or any of them were or was disqualified or that their or his appointment had terminated by virtue of any provisions contained in the Articles or the Act, be as valid as if every such person has been duly appointed and was qualified to be a Director.

### **POWER OF DIRECTORS**

#### **Certain Powers to be exercised by the Board at Board Meeting only**

184. (a) Without derogating from the powers vested in the Board of Directors under these Articles, the Board shall exercise the following powers on behalf of the Company and they shall do so only by means of resolutions passed at meetings of the Board –
- (i) to make calls on shareholders in respect of money unpaid on their shares;
  - (ii) to authorize buy-back of securities under Section 68 of the Act;
  - (iii) to issue securities, including debentures, whether in or outside India;

- (iv) to borrow monies;
- (v) to invest the funds of the Company;
- (vi) to grant loans or give guarantee or provide security in respect of loans;
- (vii) to approve financial statements and the Board's report;
- (viii) to diversify the business of the Company;
- (ix) to approve amalgamation, merger or reconstruction;
- (x) to take over a company or acquire a controlling or substantial stake in another company;
- (xi) to make political contributions;
- (xii) to appoint or remove Key Managerial Personnel (KMP);
- (xiii) to appoint internal auditors and secretarial auditor;
- (xiv) such other business as may be prescribed by the Act and rules made thereunder

Provided that the Board may by resolution passed at the meeting, delegate to any Committee of Directors, the Managing Director, the Manager or any other principal officer of the Company or in the case of a branch office of the Company, a principal officer of the branch office, the powers specified in sub-clauses (iv) to (vi) to the extent specified in clauses (b), (c) and (d) respectively on such conditions as the Board may prescribe.

- (b) Every resolution delegating the power referred to sub-clause (iv) of clause (a) shall specify the total amount outstanding at any one time up to which moneys may be borrowed by the delegate,
- (c) Every resolution delegating the power referred to in sub-clause (v) of clause (a) shall specify the total amount up to which the funds of the Company may be invested and the nature of the investments which may be made by the delegate.
- (d) Every resolution delegating the power referred to in sub-clause (vi) of clause (a) shall specify the total amount up to which loans may be made by the delegates, the purpose for which the loans may be made and the maximum amount up to which loans may be made for each such purpose in individual case.
- (e) Nothing in this article contained shall be deemed to affect the right of the Company in general meeting to impose restrictions and conditions on the exercise by the Board of any of the powers referred to in sub-clauses (i) to (x) of clause (a) above.

#### **Restriction on Powers of Board**

185. (a) The Board of Directors of the Company shall not except with the consent of the Company in general meeting:
- (i) sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the Company more than one undertaking of the whole or substantially the whole of any such undertaking;
  - (ii) invest, otherwise than in trust securities, the amount of compensation received by it as a result of any merger or amalgamation;
  - (iii) borrow moneys, where the money to be borrowed, together with moneys already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of its paid-up share capital, free reserves and securities premium; or
  - (iv) remit, or give time for the repayment of, any debt due from a director;
  - (v) contribute to charitable and other funds not directly relating to the business of the Company or the welfare of its employees any amount, the aggregate of which in any financial year, exceeding five percent of its average net profits during three financial years, immediately preceding.
- (b) Nothing contained in sub-clause (a) above shall affect:
- (i) the title of a buyer or other person who buys or takes a lease of any property, investment or undertaking as is referred to in that clause in good faith and after exercising due care and caution, or
  - (ii) the selling or leasing of any property of the Company where the ordinary business of the Company consists of, comprises such selling or leasing.

- (c) Any resolution passed by the Company permitting any transaction such as is referred to in sub-clause (a) (i) above, may attach such conditions to the permission as may be specified in the resolution, including conditions regarding the use, disposal or investment of the sale proceeds which may result from the transaction. Provided that this clause shall not be deemed to authorize the Company to effect any reduction in its capital except in accordance with the provisions contained in that behalf in the Act.
- (d) No debt incurred by the Company in exercise of the limit imposed by sub-clause (iii) of clause (a) above, shall be valid or effectual, unless the lender proves that he advanced the loan in good faith and without knowledge that the limit imposed by that clause had been exceeded.
- (e) Due regard and compliance shall be observed in regard to matters dealt with by or in the Explanation contained in sub-section (1) Section 180 of the Act and in regard to the limitations on the power of the Company contained in Section 181 of the Act.

#### **General Powers of the Company vested in Directors**

186. Subject to the provisions of the Act, the management of the business of the Company shall be vested in the Directors and the Directors may exercise all such powers and do all such acts and things as the Company is by the Memorandum of Association or otherwise authorized to exercise and do and not hereby or by the stature or otherwise directed or required to be exercise or done by the Company in General Meeting, but subject nevertheless to the provisions of the Act and other and act and of the Memorandum of Association and these articles and to any regulations, but being inconsistent with the Memorandum of Association and these articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

#### **Specific powers of the Directors**

187. Without prejudice to the general powers conferred by Article 188 and the other powers conferred by these presents and so as not in way to limit any or all of these powers, but subject however to provisions of the Act, it is hereby expressly declared that the Directors shall have following powers.

##### **To pay registration expenses**

- (i) To pay the costs, charges and expenses preliminary and incidental to the promotion, formation establishment and registration of the Company;
- (ii) To pay and charge to the capital account of the Company any interest lawfully payable thereon under the provisions of Section 40 of the Act;

##### **To acquire property**

- (iii) Subject to the provisions of the Act and these articles, to purchase or otherwise acquire any lands, buildings, machinery, premises, hereditaments, property effects, assets, rights, credits, royalties, bounties and goodwill of any person, or Company carrying on the business which this company is authorized to carry on, at or for such price or consideration and generally on such terms and conditions as they may think fit; and in any such purchase or acquisition to accept such title as the Board may deliver or may be advised to be reasonably satisfactory.

##### **To purchase lands, buildings, Etc.**

- (iv) Subject to the provisions of the Act to purchase, or take on lease for any term or terms of years, or otherwise acquire any mills or factories or any land or lands, with or without buildings and outhouses thereon, situate in any part of India, at such price or rent and under and subject to such terms and conditions as the Directors may think fit; and in any such purchase, lease or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory;

##### **To construct buildings or other structures**

- (v) To effect, construct, enlarge, improve, alter, maintain, pull down rebuild or reconstruct any buildings, factories, offices, workshops or other structures, necessary or convenient for the purpose of the Company and to acquire lands for the purposes of the Company.

##### **To mortgage, hypothecate or charge the property or assets of the Company**

- (vi) To let, mortgage, charge, sell or otherwise dispose of subject to the provisions of Section 180 of the Act, any property of the Company either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as they think fit and to accept payment or satisfaction for the same in cash or otherwise, as they may think fit.

**To pay for property Etc.**

- (vii) At their discretion to pay for any property, rights or privileges acquired by or services rendered to the Company, either wholly or partially, in cash or in shares, bonds, debentures, debenture-stocks or other securities of the Company, and any such shares stock of other securities of the Company, and any such shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures, debenture-stock 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 insure**

- (viii) 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 building, machinery, goods, store, produce and other movable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power;

**To open accounts**

- (ix) Subject to Section 179 of the Act, open accounts with any bank or bankers or with any Company, firm or individual and to pay money into and draw money from any account from time to time as the Directors may think fit;

**To secure contracts**

- (x) To secure the fulfillments of any contracts of engagements entered into by the Company by mortgage or charge of all or any of the properties of the Company and its unpaid capital for the time being or in such other manner as they may think fit;

**To attach to shares such Conditions**

- (xi) To attach to any shares to be issued as the consideration for any contract with or property acquired by the Company, or in payment for services rendered to the Company, such conditions, subject to the provisions of the Act, as to the transfer thereof as they may think fit;

**To accept surrender of Shares**

- (xii) To accept from any member on such terms and conditions as shall be agreed, a surrender of his shares or any part thereof subject to the provisions of the Act;

**To appoint Attorney or Consultants or Trustees**

- (xiii) To appoint any person or persons (whether incorporated or not) as Attorney, Consultant or Trustee, to accept and hold in trust for the Company any property belonging to the Company or in which it is interested for any other purposes and to execute and do all such deeds and things as may be requisite in relation to any such trusts and to provide for the remuneration of such trustee or trustees;

**To bring and defend suits and other legal actions**

- (xiv) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its Officers or otherwise concerning the affairs of the Company and also subject to the provisions of Section 180 of the Act to compound and allow time for payment or satisfaction of any debts due, or of any claims or demands by or against the Company;

**To refer to Arbitration**

- (xv) To refer, subject to the provisions of Section 180 of the Act, any claims or demands by or against the Company to arbitration and observe and perform the awards;

**To act on insolvency matters**

- (xvi) To act on behalf of the company in all matters relating to bankruptcy and insolvency;

**To give receipts**

- (xvii) To make and give receipts, release and other discharges for moneys payable to the Company and for the claims and demands of the Company subject to the provisions of Section 180 of the Act;

**To authorize acceptance**

- (xviii) To determine from time to time as to who shall be entitled to sign bills, notes, receipts, acceptances, endorsements, cheques, dividend/interest warrants, release, contracts and documents on the Company's behalf;

**To invest moneys**

- (xix) Subject to the provisions of Sections 179, 180 and 186 of the Act, to invest and deal with any of the moneys of the Company, not immediately required for the purpose thereof, upon such shares, securities, or investments (not being shares in this Company) and in such manner as they may think fit, and from time to time to vary or release such investments;

**To provide for personal liabilities**

- (xx) To execute in the name and on behalf of the Company in favor of any Director or other person who may incur or be about to incur any personal liability for the benefit of the Company, such mortgages of the Company's property (present and future) as they may think fit and any such mortgage may contain a power of sale and such other powers, covenants' and provisions as shall be agreed on;

**To give to Directors etc. an interest in Business**

- (xxi) Subject to such sanction as may be necessary under the Act or the articles, to give to any Director, Officer, or other persons employed by the Company, an interest in any particular business or transaction either by way of commission on the gross expenditure thereon or otherwise or a share in the general profits of the Company, and such interest, commission or share of profits shall be treated as part of the working expenses of the Company.

**To provide for Welfare of Employees**

- (xxii) To provide for the welfare of employees or ex-employees of the Company and their wives, widows, families, dependants or connections of such persons by building or contributing to the building of houses, dwelling, or chawls or by grants of money, pensions allowances, gratuities, bonus or payments by creating and from time to time subscribing or contributing to payment by creating and from time to time subscribing to provident and other funds, institutions, or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendances and other assistance as the Directors shall think fit;

**To subscribe to Charitable and Other Funds**

- (xxiii) To subscribe, or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public or any other useful institutions, object or purposes for any exhibition;

**To maintain Pension Funds**

- (xxiv) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or services of the Company, or of any Company which is a subsidiary of the Company or is allied to or associated with the Company or with any such Subsidiary Company, or who are or were at any time Directors or Officers of the Company or of any such other Company as aforesaid, and the wives, widows, families and dependents of any such persons and, also to establish and subsidize and subscribe to any institutions, associations, clubs or funds collected to be for the benefit of or to advance the interest and well-being of the Company or of any such other Company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other Company as aforesaid.

- (xxv) To decide and allocate the expenditure on capital and revenue account either for the year or period or spread over the years.

**To Create Reserve Fund**

- (xxvi) Before recommending any dividend, to set aside out of profits of the Company such sums as they may think proper for depreciation or to Depreciation Fund or Reserve Fund or Sinking Fund or any other special fund to meet contingencies or to repay redeemable preference shares, debentures, or debenture stock or for special dividends or for equalizing dividends or for repairing, improving, extending and maintaining any part of the property of the Company, and for such other purposes as the Directors may, in their absolute discretion, think conducive to the interests of the Company and to invest the several sums so set aside or so much thereof as required to be invested upon such investments (subject to the restrictions imposed by Section 179 and 180

and other provisions of the Act) as the directors may think fit, and from time to time, to deal with and vary such investments and dispose of and apply and expend all or any part thereof for the benefit of the Company in such manner and for such purposes as the Directors (subject to such restrictions as aforesaid) in their absolute discretion think conducive to the interests of the Company notwithstanding that the matters to which the Directors apply or upon which the Capital moneys of the Company might rightly be applied or expended; and to divide the Reserve Fund into such special funds as the Directors think fit, and to employ the assets constituting all or any of the above funds, including the Depreciation Fund, in the business of the Company or in repayment or redemption of redeemable preference shares, debentures or debenture-stock and that without being bound to keep the same separate from other assets or to pay interest on the same, with power, however to the Directors at their discretion, to pay or allow to the credit of such fund interest at such rate as the Directors may think proper.

**To appoint officers Etc.**

(xxvi) The Board shall have specific power to appoint officers, clerks and servants for permanent or temporary or special services as the Board may from time to time think fit and to determine their powers and duties and to fix their salaries and emoluments and to require securities in such instances and of such amounts as the Board may think fit and to remove or suspend any such officers, clerks and servants.

**To authorize by Power of Attorney**

(xxvii) At any time and from time to time by power of attorney 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 Directors under these presents) and for such period and subject to the conditions as the Directors may from time to time think fit and any such appointment (if the Directors may think fit) be made in favor of any Company or the members, directors, nominees, or managers of any company or firm or otherwise in favor of an fluctuating body or person whether nominated, directly or indirectly by the Directors and any such power of attorney may contain any such powers for the protection or convenience of persons dealing with such Attorneys as the Directors may think fit; and may contain powers enabling any such delegates or Attorneys as aforesaid to sub-delegate all or any of the powers, authorities, and discretions for the time being vested in them.

**To authorize or delegate**

(xxix) Subject to the provisions of the Act, generally and from time to time and at any time to authorize empower or delegate to (with or without powers of sub-delegation) and Director, Officer or Officers of Employee for the time for the time being of the Company and/or any other person, firm or Company all or any of the powers authorities and discretions for the time being vested in the Directors by these presents, subject to such restrictions and conditions, if any as the Directors may think proper.

**To negotiate**

(xxx) To enter into all such negotiations, contracts and rescind and/or vary all such contracts and to execute and do all such acts, deeds, and things in the name and on behalf of the Company as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company.

**To make bye-laws**

(xxxi) From time to time to make vary any legal bye-laws for the regulations of the business of the Company, its officers and servants.

**Secretary**

188. Subject to the provisions of Section 203 of the Act, the Directors may, from time to time appoint and, at their discretion remove any individual (hereinafter called 'the Secretary' who shall have such qualifications and the authority as prescribed under the Act and may prescribe to perform any functions, which by the Act or these Articles are to be performed, by the Secretary, and to execute any other ministerial or administrative or other duties which may from time to time be assigned to the Secretary by the Directors. The Directors may also at any time appoint some persons (who need not be the Secretary) to keep the registers required to be kept by the Company.

**Seal**

189. (I) The Board of Directors shall provide a Common Seal for the purpose of the Company, 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 its safe custody for the time being under such regulations as the Board may prescribe.



- (II) The Seal shall never be used except by the authority, of the Directors or a committee of the Directors, previously given and every deed or other instrument to which a seal of the Company is required to be affixed shall, unless the same is executed by a duly constituted attorney for the Company or by an officer duly authorized in that behalf by resolution of the Board, be signed by one Directors at least in whose presence the seal shall have been affixed, provided nevertheless that the certificate of shares issued by the Company shall be sealed and signed as provided in the next following Article:

Provided however that the certificates of shares shall be signed in the manner in conformity with the provisions of the Companies (Share Capital and Debentures) Rules 2014 and their statutory modification for the time being in force.

- (III) 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.

**Dividends to be declared/paid out of profits Only**

190. (i) No Dividend shall be declared or paid by the Company for any financial year except out of the profits of the Company for that year arrived at after providing for depreciation in accordance with the provisions of the Act or out of the profits of the Company for any previous financial year or years arrived at after providing for depreciation in accordance with those provisions and remaining undistributed or out of both or out of money provided by the Central Government or State Government for the payment of dividend in pursuance of a Guarantee given by the Government and except after the transfer to the reserves of the Company of such percentage out of the profits for that year not exceeding ten per cent as may be prescribed or voluntarily such higher percentage in accordance with the rules as may be made by the Central Government in that behalf.

Provided that in computing profits any amount representing unrealised gains, notional gains or revaluation of assets and any change in carrying amount of an asset or of a liability on measurement of the asset or the liability at fair value shall be excluded.

PROVIDED HOWEVER whether owing to inadequacy or absence of profits in any year, the Company propose to declare out of the accumulated profits by the Company in previous years and transferred by it to the free reserve, such declaration of dividend shall not be made except in accordance with such rules as may be made by the Central Government in this behalf.

- (ii) The depreciation shall be provided to the extent specified in Schedule II to the Act.
- (iii) No dividend shall be payable except in cash, provided that nothing in this Article shall be deemed to prohibit the capitalization of the profits or reserves of the Company for the purpose of issuing fully paid up bonus shares or paying up any amount for the time being unpaid on any shares held by members of the Company.
- (iv) The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
- (v) No dividend shall bear interest against the Company.

**Interim Dividend**

191. The Board of Directors may from time to time, pay to the members such interim dividends as appears to it to be justified by the profits of the company in accordance with Section 123 of the Act.

**Debts may be deducted**

192. 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.

**Capital paid up in advance and interest**

193. Where the capital is paid in advance of the calls upon the footing that the same shall carry interest, such capital shall not whilst carrying interest, confer a right to dividend or to participate in profits.

**Dividends in proportion to amount Paid-Up**

194. (a) Subject to the rights of the 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.

- (b) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as having been paid on the share.
- (c) All Dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion of the period in respect of which the dividends is paid but if any share is issued in terms providing that it shall rank for dividends as from a particular date such share shall rank for dividend accordingly. Right to Dividend, Right Shares and Bonus Shares to be held in Abeyance Pending Registration of Transfer of Shares

195. Where any instrument of transfer of shares has been delivered to the Company for registration and the transfer of such shares has not been registered by the Company, it shall notwithstanding anything contained in any other provision of this Act, shall -

- (a) transfer the dividend in relation to such shares to the special account referred to in Section 123 unless the Company is authorized by the registered holder of such shares in writing to pay such dividend to the transferee specified in such instrument of transfer; and
- (b) Keep in abeyance in relation to such shares any offer of rights shares under Section 62 and any issue of fully paid-up bonus shares in pursuance of Section 123.

No Member to receive Dividend whilst indebted to the Company and the Company's Right of Reimbursement thereof.

196. No member shall be entitled to receive payment of any interest or dividend or bonus in respect of his share or shares, while 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.

#### **Effect of Transfer of Shares**

197. A transfer of shares does not pass the right to any dividend declared thereon before the registration of the transfer.

#### **Dividends how remitted**

198. The dividend payable in cash may be paid by cheque, direct credit to the beneficiaries bank account or warrant sent through post direct to the registered address of the shareholder entitled to the payment of the dividend or in case of joint holders to the registered address of that one of the joint holders which is first named on the register of members or to such person and to such address as the holder or the joint holder may in writing direct. The Company shall not be liable or responsible for any cheque or warrant or pay-slip or receipt lost in transmission or for any dividend lost, to the member of person entitled thereto by forged endorsement of any cheque or warrant or the fraudulent recovery of the dividend by any other means.

#### **Notice of Dividend**

199. Notice of the declaration of any dividend whether interim or otherwise shall be given to the registered holder of share in the manner herein provided.

#### **Unpaid Dividend or Dividend Warrant Posted**

- 200. (a) Where the Company has declared a dividend but which has not been paid or the dividend warrant in respect thereof has not been posted within 30 days from the date of declaration to any shareholder entitled to the payment of the dividend, the Company shall within 7 days from the date of expiry of the said period of 30 days, open a special account in the name of the Company and transfer to the said Account, the total amount of dividend which remains unpaid or in relation to which no dividend warrant has been posted.
- (b) Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the Company to the Investor Education and Protection Fund maintained by the Central Government under the Act. A claim to any money so transferred to the general revenue account may be preferred to the Central Government by the shareholder to whom the money is due.

No unclaimed dividend shall be forfeited by the Board unless the claim becomes barred by law.

#### **Dividend and call together**

201. Any General Meeting declaring as dividend may on the recommendations of the Directors make a call on the Members of such amount as the meeting fixes, but so that the call on each member shall not exceed the dividend payable to him, and so that the call be made payable at the same time as the dividend; and the dividend may, if so arranged between the Company and members be set off against the calls.

## CAPITALISATION

### Capitalization

202. (a) Any general meeting may resolve that any amount standing to the credit of the Securities Premium Account or the Capital Redemption Reserve Account or any moneys, investment or other assets forming part of the undivided profits (including profits or surplus moneys arising from the realization and where permitted by law, form the appreciation in value of any capital assets of the Company) standing to the credit of the General Reserve, Reserve or any Reserve fund or any other fund of the Company or in the hands of the Company and available for dividend may be capitalized. Any such amount (excepting the amount standing to the credit of the Securities Premium Account and/or the Capital redemption Reserve Account) may be capitalized:

The sum aforesaid shall not be paid in cash but shall be applied, either in or towards—

- (i) paying up any amounts for the time being unpaid on any shares held by such members respectively;
  - (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;
  - (iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii);
  - (iv) for the purchase of its own shares or other securities subject to the provisions of Section 68 of the Act.
  - (v) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
- (b) Such issue and distribution under Sub-clause (a) (i) above and such payment to the credit of unpaid share capital sub-clause (a) (ii) above shall be made to, among and, in favor of the members of any class of them or any of them entitled thereto and in accordance with their respective rights and interests and in proportion to the amount of capital paid up on the shares held by them respectively in respect of which such distribution under sub-clause (a) (ii) above shall be made on the footing that such members become entitled thereto as capital;
- (c) The Directors shall give effect to any such resolution and apply portion of the profits, General Reserve Fund or any other fund or account as aforesaid as may be required for the purpose of making payment in full for the shares, debentures or debenture-stock, bonds or other obligations of the Company so distributed under sub-clause (a)(i) above or (as the case may be) for the purpose of paying, in whole or in part, the amount remaining unpaid on the shares which may have been issued and are not fully paid-up under sub-clause above provided that no such distribution or payment shall be made unless recommended by Directors and if so recommended such distribution and payment shall be accepted by such members as aforesaid in full satisfaction of their interest in the said capitalized sum.
- (d) For the purpose of giving effect to any such resolution the Directors may settle any difficulty which may arise in regard to the distribution or payment as aforesaid as they think expedient and in particular they may issue fractional certificates or coupons and fix the value for distribution of any specific assets and may determine that such payments be made to any members on the footing of the value so fixed and may vest any such cash, shares, fractional certificates or coupons, debentures, debenture-stock; bonds or other obligations in trustees upon such trusts for the person entitled thereto as may seem expedient to the Directors and generally may make such arrangement for the acceptance, allotment and sale of such shares, debenture, debenture-stock, bonds or other obligations and fractional certificates or coupons or otherwise as they may think fit.
- (e) Subject to the provisions of the Act and these Articles, in cases where some of the shares of the Company are fully paid and others are partly paid only, such capitalization may be effected by the distribution of further shares in respect of the fully paid shares, and in respect of the partly paid shares the sums so applied in the extinguishments or diminution of the liability on the partly paid shares shall be so applied *pro rata* in proportion to the amount then already paid or credited as paid on the existing fully paid and partly paid shares respectively.
- (f) When deemed requisite a proper contract shall be filed with the Registrar of Companies in accordance with the Act and the Board may appoint any person to sign such contract on behalf of the members entitled as aforesaid and such appointment shall be effective.

## ACCOUNTS

### Accounts

203. The provisions of Sections 128 to 138 of the Act and the relevant accounting standards shall be complied with in so far as the same is applicable to the Company.

### Books of Accounts to be kept

204. (a) The Company shall keep at its Registered Office proper books of accounts as required by Section 128 of the Act with respect to :
- (i) All sums of money received and expected by the Company and the matters in respect of which the receipt and expenditure take place;
  - (ii) All sales and purchases of goods and services by the Company;
  - (iii) The assets and liabilities of the Company; and
  - (iv) The items of cost as may be prescribed under Section 148 of the Act and applicable to the Company.

Provided that all or any of the books of account aforesaid may be kept at such other place in India as the Board of Directors so decide, the Company shall, within seven days of the decision file with the Registrar a notice in writing giving full address of that other place.

- (b) If the Company shall have a branch office, whether in or outside India, proper books of account relating to the transaction effected at that office shall be kept at that office and proper summarized returns made up to date at intervals of not more than three months, shall be sent by the branch office to the Company at its Registered Office or other place in India, as the Board thinks fit, where the said books of the Company are kept.
- (c) All the aforesaid books shall give a fair and true view of the affairs of the Company or of its branch office as the case may be with respect to the matters aforesaid and explain the transactions.
- (d) The books of account shall be open to inspection by any Director during business hours as provided by Section 128 of the Act.
- (e) The books of account of the Company relating to a period of not less than eight years immediately preceding the current year together with the vouchers relevant to any entry in such books of accounts shall be preserved in good order.

### Inspection of books and documents

205. The Directors shall from time to time determine whether and to what extent and at what times and place and under what conditions or regulation the account, books and documents of the Company or any of them, shall be open to the inspection of the members, and no member (not being a Director) shall have any right of inspecting any account or books or documents of the Company except as conferred by statute or authorized by the Directors or by a resolution of the Company in general meeting.

### Statement of Account to be furnished to General Meeting

206. The Board of Directors shall lay before each annual general meeting Financial Statements for the financial year of the Company which shall not precede the day of the meeting by more than six months or such extended period as shall have been granted by the Registrar of Companies under the provisions of the Act.

### Financial Statements

207. (a) Subject to the provisions of Section 129 of the Act, every Financial Statements of the Company shall be in the forms set out in Schedule II of the Act, or as near there to as circumstances admit.
- (b) So long as the Company is a holding Company having a subsidiary the Company shall conform to Section 129 and other applicable provisions of the Act.
  - (c) If in the opinion of the Board, any of the current assets of the Company have not a value on realization in the ordinary course of business at least equal to the amount at which they are stated, the fact that the Board is of that opinion shall be stated.

### Authentication of Financial Statements

208. (a) The Financial Statements shall be signed in accordance with the provisions of Section 134 of the said Act.
- (b) The Financial Statements, shall be approved by the Board of Directors before they are submitted to the auditors for report thereon.

- (c) The Statement of Profit and Loss shall be annexed to the Balance and the Auditors' Report including the Auditor's separate, special or supplementary report, if any, shall be attached thereon.

**Board's Report to be Attached to Financial Statements**

209. (a) Every Financial Statements laid before the Company in General Meeting shall have attached to it a Report by the Board of Directors with respect to the State of the Company's affairs and such other matters as prescribed under Section 134 of the Act and the Rules made thereunder.
- (b) The Report shall so far as it is material for the appreciation of the state of the Company's affairs by its members and will not in the Board's opinion be harmful to the business of the Company or of any of its subsidiaries deal with any changes which have occurred during the financial year in the nature of the Company of Company's business, or of the Company's subsidiaries or in the nature of the business in which the Company has an interest.
- (c) The board shall also give the fullest information and explanation in its Report or in cases falling under the proviso to Section 129 of the Act in an addendum to that Report, on every reservation, qualification or adverse remark contained in the Auditor's Report.
- (d) The Board's Report and addendum (if any) thereto shall be signed by its Chairman if he is authorized in that behalf by the Board; and where he is not so authorized shall be signed by such number of Directors as are required to sign the Financial Statements of the Company in accordance with the provisions of the Act and the Listing Regulations, as applicable.
- (e) The Board shall have the right to charge any person not being a Director with the duty of seeing that the provisions of sub-clauses (a) and (b) of this Article are complied with.
- (f) Every Financial Statements of the Company when audited and approved and adopted by the members in the annual general meeting shall be conclusive except as regards in matters in respect of which modifications are made thereto as may from time to time be considered necessary by the Board of Directors and or considered proper by reason of any provisions of relevant applicable statutes and approved by the shareholders at a subsequent general meeting.

**Right of Members to copies of Financial Statements and Auditor's Report**

210. A copy of every Financial Statements and the auditor's report and every other document required by law to be annexed or attached, as the case may be; to the balance sheet which is to be laid before the Company in General Meeting, shall be made available for inspection at the Registered Office of the Company during the working hours for a period of 21 days before the date of the meeting. A statement containing the salient features of such documents in the prescribed form or copies of the documents aforesaid as may be permitted by Section 136 of the Act and as the Company may deem fit, will be sent to every member of the Company and to every Trustees for the holders of any debentures issued by the Company, not less than 21 days before the meeting as laid down in Section 136 of the Act.

Provided that it shall not be necessary to send copies of the documents aforesaid to:

- (a) to a member or holder of the debenture of the Company who is not entitled to have the notice of general meeting of the Company sent to him and whose address the Company is unaware;
- (b) to more than one of the joint holder of any shares or debentures some of whom are and some of whom are not entitled to have such notice sent to them, by those who are not so entitled.

**A copy of the Financial Statements etc. to be filed with Registrar**

211. After the Financial Statements have been laid before the Company at the annual general Meeting, a copy of the Financial Statements duly signed as provided under Section 137 of the Act together with a copy of all documents which are required to be annexed there shall be filed with the Registrar so far as the same be applicable to the Company.

**AUDIT**

**Financial Statements to be audited**

212. Every Financial Statements shall be audited by one or more Auditors to be appointed as hereinafter mentioned.

**Appointment of Auditors**

213. The Auditors shall be appointed and their qualifications, rights and duties regulated in accordance with Section 139 to 148 of the Act, alongwith the Rules made thereunder.

### **Audit of Branch Office**

214. The Company shall comply with the provisions of Section 143 of the Act in relation to the audit of the accounts of branch offices of the Company, except to the extent to which any exemption may be granted by the Central Government, in that behalf.

### **Auditors to have access to the Books of the Company**

215. (a) The Auditor/s of the Company shall have a right of access at all times to the books and vouchers of the Company and shall be entitled to require from the Directors and Officers of the Company such information and explanation as may be necessary for the performance of the duties of the Auditor/s.
- (b) All notice of and other communications relating to, any general meeting of the Company which any member of the Company is entitled to have sent to him shall also be forwarded to the Auditors of the Company and the Auditor shall be entitled to attend any general meeting and to be heard at any general meeting which he attends to any part of the business which concerns him as Auditor.

### **Financial Statements when Audited and Approved to be Conclusive**

216. Every Financial Statements when audited and approved by a General Meeting shall be conclusive except where it appears to the directors that—
- (a) the financial statements of the Company; or (b) the report of the Board, do not comply with the provisions of Section 129 or Section 134 they may prepare revised Financial Statements or a revised report in respect of any of the three preceding financial years after obtaining approval of the Court or Tribunal as applicable on an application made by the Company in such form and manner as may be prescribed by the Central Government and a copy of the order passed by the Court or the Tribunal as applicable shall be filed with the Registrar.

### **Authentication of Documents and Proceedings**

217. Save as otherwise expressly provided in the Act or these Articles, a document or proceeding requiring authentication by the Company may be signed by a Key Managerial Personnel or an officer or an employee of the Company duly authorized by the Board in this behalf and need not be under its Seal.

## **DOCUMENTS AND NOTICES**

### **Service of Documents on Members by the Company**

218. (i) A document or notice may be served by the Company on any member thereof either personally or by sending it, by registered post or speed post or by courier service or electronic means or such other modes as may be prescribed under the Act from time to time, to him at his registered address or if he has no registered address in India, to the address if any, within India, supplied by him to the Company for serving documents or notices to him
- (ii) Where a document or notice is sent by post or courier service:
- (a) Service thereof shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or the notice provided that where a member has intimated to the Company in advance that documents should be sent to him by specified manner and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the documents or notice shall not be deemed to be affected unless it is sent in the manner intimated by the members; and
- (b) Such service shall be deemed to have been affected:
- (i) In the case of a notice of meeting at the expiration of forty-eight hours after the letter containing the same is posted; and
- (ii) in any other case at the time at which the letter would be delivered in the ordinary course of post.
- (iii) A document or notice advertised in a newspaper circulation in the neighborhood of the Registered Office of the Company shall be deemed to be duly served on the day on which the advertisement appears, on every member of the Company who has no registered address in India and has not supplied to the Company an address within India for the giving of notices to him.
- (iv) A document or notice may be served by the Company on the joint holders of a share by serving it to the joint holder named first in the Register in respect of the share.

- (iii) A document or notice may be served by the Company on the persons entitled to a share in consequence of the death or insolvency of a member by sending it through the post in a pre-paid letter, addressed to them by name, or by title of representatives of the deceased, or assignees of the insolvent or by any like description, at the address if any, in India supplied for the purpose by the person claiming to be so entitled or until such an address has been so supplied, by serving the document or notice in any manner in which it might have been served if the death or insolvency had not occurred.
- (iv) The signature to any document or notice to be given by the Company may be written or printed or lithographed.

**To whom Documents must be served or given.**

219. Document of notice of every general meeting shall be served or given in the same manner herein before authorized on or to (a) every member, (b) every person entitled to a share in consequence of the death or insolvency of a member, c) directors and (d) the auditor or auditors for the time being of the Company, PROVIDED that when the notice of the meeting is given by advertising the same in newspaper circulation in the neighborhoods of the office of the Company under Article 99, a statement of material facts, referred to in Article 100 need not be annexed to the notice as is required by that Article, but it shall merely be mentioned in the advertisement that the statement has been forwarded to the members of the Company.

**Members bound by documents or notice served on or given to previous holders**

220. Every person, who by operation of law, transfer or other means whatsoever, has become entitled to share shall be bound by every document or notice in respect of such share which prior to his name and address being entered on the Register of Members, shall have duly served on or given to the person from whom he derived his title to such share.

**Service of Documents on Company**

221. A document may be served on the Company or an Officer thereof by sending it to the Company or Officer at the Registered Office of the Company by Registered Post or by speed post or by courier services or by electronic means or by leaving it at its Registered Office or such other modes as may be prescribed under the Act from time to time.

**Service of Documents by Company on the Registrar of Companies**

222. Subject to provisions in the Act, a document may be served on the Registrar of Companies by sending it to him at his office by Registered Post, or speed post or by courier services or by delivering it to or leaving it for him at his office or address or by such electronic or other mode as may be prescribed under the Act from time to time.

**REGISTERS AND DOCUMENTS**

**Registers and Documents to be maintained by the Company**

223. The Company shall keep and maintain Registers, Books and documents as required by the Act or these Articles.

**Maintenance and inspection of documents in electronic form**

224. Without prejudice to any other provisions of this Act, any document, record, register, minutes, etc., —
- (a) Required to be kept by a company; or
  - (b) Allowed to be inspected or copies to be given to any person by a company under this Act, may be kept or inspected or copies given, as the case may be, in electronic form in such form and manner as may be determined by central government by the Central Government.

**Inspection of Registers**

225. Subject to provisions of the Act and the provisions in the Articles, the Registers maintained under the Act and the minutes of all proceedings of General Meetings shall be open to inspection during any working day during business hours and extracts may be taken there from and copies thereof may be required by any member of the Company in the same manner to the same extent and on payment of the same fees as in the case of the Register of Members of the Company i.e., by any member, debenture holder, other security holder or beneficial owner without payment of fee and by any other person on payment of fee of Rupees 50/- for each inspection. Subject to provisions of the Act and the provisions in the Articles, the copies of entries in the Registers maintained under the Act shall be furnished to the persons entitled to the same on payment of Rs. 10/- for each page.

**OPERATION OF BANK ACCOUNT**

226. All cheques, promissory notes, drafts, hundies, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person and in such manner as the Board of Directors may, from time to time, by resolution determine.

## **WINDING UP**

### **Distribution of Assets**

227. (a) Subject to the provisions of the Act, if the Company shall be wound up and the assets available for distribution among the members as such shall be less than sufficient to repay the whole of the paid up capital such assets shall be distributed so that, as nearly, as may be, the losses shall be borne by the members in proportion to the Capital paid up, or which ought to have been paid up, at the commencement of winding up, on the shares held by them respectively. And if in winding up, the assets available for distribution among the members shall be more than sufficient to repay the whole of the Capital paid up at the commencement of the winding up the excess shall be distributed amongst the members in proportion to the Capital at the commencement of the winding up or which ought to have been paid up on the shares held by them respectively.
- (b) But this clause will not prejudice the rights of the holders of shares issued upon special terms and conditions.

### **Distribution in Specie or Kind.**

228. Subject to the provisions of the Act:
- (a) If the Company shall be wound up whether voluntarily or otherwise, the liquidators may with the sanction of a special resolution and any other sanction required by the Act, divide amongst the contributories, in specie or kind the whole or any part of the assets of the Company, and may, with the like sanction vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories or any of them as the liquidators with the like sanction shall think fit.
- (b) If thought expedient, any such division may, subject to the provisions of the Act, be otherwise than in accordance with the legal rights of the contributories (except where unalterably fixed by the Memorandum of Association) and in particular any class may be given (subject to the provisions of the Act) preferential or special rights or may be excluded altogether or in part but in case any division otherwise than in accordance with the legal rights of the contributories shall be determined or any contributory who would be prejudiced thereby shall have the right; if any to dissent and ancillary rights as if such determination were a special resolution, pursuant to Section 494 of the Companies Act, 1956 or Section 319 of the Companies Act's applicable at the time of application.
- (c) In case any shares to be divided as aforesaid involves a liability to calls or otherwise, any person entitled under such division to any of the said shares may within ten days after the passing of the special resolution but notice in writing direct the liquidators to sell his proportion and pay him the net proceeds and the Liquidators shall, if practicable act accordingly.

## **SECRECY CLAUSE**

### **Secrecy Clause**

229. (a) Every Director, Key Managerial Personnel, 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 Director, before entering upon his duties sign a declaration pleading himself to observe a strict secrecy respecting all transactions and affairs of the company with the customers and the state of the accountants with individuals and in matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents contained.
- (b) No Member or other person (not being a Director) shall be entitled to visit or inspect any works of the Company without the permission of the Directors or to require discovery of or any information respecting any detail of the Company's trading, or any matter which may relate to the conduct of the business of the company and which in the opinion of the Directors, it would be inexpedient in the interest of the Company to disclose.

## **INDEMNITY AND RESPONSIBILITY**

### **Directors and others Right to Indemnity**

230. Every Director, Managing Director, Whole-time Director, Manager, Secretary and other Officer or employee or authorised representative of the Company shall be indemnified by the Company and for this purpose may have



relevant third party insurances procured by the Company in their favour, for all costs, fees, penalty, deposit, losses and expenses (including travelling expenses) which such Director, Manager, Secretary, Officer or employee or authorized representative may suffer or is likely to suffer in any way during the course of discharge of his duties including expenses and the amount for which such indemnity is provided, shall immediately attach as a lien on the property of the Company and have priority between the members over all other claims. Provided that no Director, Managing Director, Whole-time Director, Manager, Secretary and other Officer or employee or authorized representative of the Company shall be entitled to be indemnified by the Company or have insurance procured therefor in circumstances where any amounts directly or indirectly arise out of or in connection with any fraud, gross negligence, breach of trust or material and willful default on the part of such Director, Managing Director, Whole-time Director, Manager, Secretary and other Officer or employee or authorized representative of the Company.

**Director and other Officers not responsible for the acts of others**

231. Subject to the provisions of the Act, no Director, Managing Director, Whole-time Director or other Officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or for joining in any receipt or other act for conformity or for any loss or expenses happening to the Company through 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 nominees 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, within 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 or in relation thereto, unless the same happens through his own dishonesty.

An Independent Director, and a non-executive director not being a promoter or a Key Managerial Personnel, shall be liable only in respect of acts of omission or commission, by the Company which had occurred with his knowledge, attributable through Board processes, and with his consent or connivance or where he has not acted diligently.

**SOCIAL OBJECTIVE AND CSR**

**232. Social Objective**

The Company shall have among its objectives the promotion and growth of the national economy through increased productivity, effective utilization of material and manpower resources and continued application of modern scientific and managerial techniques in keeping with the national aspirations and the Company shall be mindful of its social and moral responsibilities to the consumers, employees, shareholders, society and the local community.

Further, to the extent applicable, the Company shall duly comply with the provisions of Section 135 of the Act related to Corporate Social Responsibilities (CSR).

## SECTION XIV – OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of this Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Prospectus, will be delivered to the ROC for registration/submission of the Prospectus /Prospectus and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company located at S. No. 28/11- 12, Shivaji Niketan, C.T.S. No. 458A, Tejas Housing Society, Near Mantri Park Behind Kothrud Bus Stand, Kothrud, Pune City, Maharashtra- 411038, India. from date of filing the Prospectus with ROC on all Working Days until the Bid/Issue Closing Date. Copies of below Material Contracts and Documents are also available on the website of the company on [www.higreencarbon.com](http://www.higreencarbon.com).

#### A. MATERIAL CONTRACTS

1. Offer Agreement dated June 05, 2023 and Supplemental offer document dated September 01, 2023 executed between our Company, Promoter Selling Shareholder and Book Running Lead Manager to the Offer.
2. Registrar and Transfer Agent Agreement dated June 05, 2023 executed between Registrar to the Offer, Company and Promoter Selling Shareholder.
3. Market Making Agreement dated Septemebtr 01, 2023 and Supplemental Market Making Agreement dated September 25, 2023 executed between our Company, Promoter Selling Shareholder, Book Running Lead Manager and Market Maker to the Issue.
4. Underwriting Agreement dated Septemebtr 01, 2023 and Supplemental Underwriting Agreement dated September 25, 2023, executed between our Company, Promoter Selling Shareholder, Book Running Lead Manager, and Underwriter.
5. Banker to the Offer Agreement dated Septemebtr 01, 2023 and Supplemental Offer Agreement dated September 25, 2023 executed between our Company, Promoter Selling Shareholder, Book Running Lead Manager, Banker to the Issue and the Registrar to the Offer.
6. Syndicate Agreement dated Septemebtr 01, 2023 and Supplemental Syndicate Agreement dated September 25, 2023 executed between our Company, Promoter Selling Shareholder, Book Running Lead Manager and Syndicate Member
7. Tripartite agreement among the NSDL, our Company and Registrar to the Offer dated April 11, 2023.
8. Tripartite agreement among the CDSL, our Company and Registrar to the Offer dated April 17, 2023.

#### B. MATERIAL DOCUMENTS

1. Certified true copy of the Memorandum and Articles of Association of our Company including certificates of incorporation.
2. Board Resolution dated May 22, 2023 and Special Resolution passed pursuant to Section 62(1)(C) of the Companies Act, 2013 at the EoGM by the shareholders of our Company held on May 26, 2023.
3. Statement of Tax Benefits dated June 19, 2023 issued by our Peer reviewed Auditor M/s. J C Ranpura & Co., Chartered Accountants.
4. Copy of Restated Financial Statement along with Report from the peer review certified auditor – M/s. J C Ranpura & Co., Chartered Accountants, for the year ended March 31, 2023, 2022 and 2021 dated May 22, 2023 included in the Prospectus.
5. Copy of Audited Financial Statement for the year ended on March 31, 2023, 2022 and 2021.
6. Certificate from M/s. J C Ranpura & Co., Chartered Accountants, dated September 05, 2023 regarding the source and deployment towards the objects of the Offer.
7. Certificate from M/s. J C Ranpura & Co., Chartered Accountants, dated June 28, 2023 regarding the Key Performance indicators of the Company as disclosed in chapter Basis for Issue Price.
8. Certificate from M/s. Dhruvil B Shah & Co., Chartered Accountants, dated June 30, 2023 regarding the working capital requirement towards the objects of the Offer.
9. Certificate from M/s. J C Ranpura & Co., Chartered Accountants, dated June 28, 2023 regarding the top 10 customers and suppliers.

10. Certificate from M/s. J C Ranpura & Co., Chartered Accountants, dated June 26, 2023 regarding production capacity of the company.
11. Authorisation Letter dated June 30, 2023 issued by Promoter Selling Shareholder.
12. Consents of Promoters, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor and Peer Review Auditor, Bankers to the Company, Legal Advisor to the Offer, the BRLM to the Issue, Registrar to the Issue, Underwriter to the Offer, Syndicate Member to the Offer, Banker to the Offer, and Market Maker to the Offer to act in their respective capacities.
13. Due Diligence Certificate from Book Running Lead Manager dated September 25, 2023 addressing SEBI.
14. Copy of In-principle approval letter dated August 24, 2023 from the NSE.
15. Copy of Sanction Letter from Central Bank of India dated August 31, 2023 for ₹ 1,400.00 Lakhs as term loan for proposed purchase of machinery for proposed plant at Maharashtra.

Any of the contracts or documents mentioned in the 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 shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.


## DECLARATION

We, the undersigned, hereby certify and declare that all the relevant provisions of the Companies Act, 2013 and the guidelines issued by the Government of India or the 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 and no statement made in this Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations issued there under, as the case may be. We further certify that all statements in this Prospectus are true and correct.

Signed by the Directors of the Company:

Name	Designation	Signature
Mr. Amitkumar Hasmukhrai Bhalodi	Managing Director cum CFO	
Mr. Shaileshkumar Vallabhdas Makadia	Chairman and Non-Executive Director	
Mr. Nirmalkumar Karshandas Sutaria	Whole Time Director	
Mrs. Krupa Chetankumar Dethariya	Non-Executive Director	
Mr. Narendra Kantilal Patel	Independent Director	
Mr. Shaileshbhai Durlabhjibhai Sagpariya	Independent Director	
Mr. Parashar Kishorbhai Vyas	Independent Director	

Signed by:

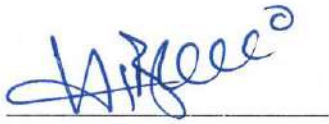
Name	Designation	Signature
Mr. Sagar Dhirubhai Siyani	Company Secretary and Compliance Officer	

Place: Rajkot

Date: September 25, 2023

**DECLARATION BY RNG FINLEASE PRIVATE LIMITED**

I, Amitkumar Hasmukhrai Bhalodi, acting as authorised signatory of RNG Finlease Private Limited hereby certifies that all statements and undertakings specifically made or confirmed by me in this Prospectus, about or in relation to RNG Finlease Private Limited as a selling shareholder and its portion of the offered shares, are true and correct, I assume no responsibility for any other statements, disclosures and undertakings made or confirmed by, about or relating to the Company, its business, the other Selling Shareholders or any other person(s) in this Prospectus



Amitkumar Hasmukhrai Bhalodi

Authorised Signatory

Date: September 25, 2023

Place: Rajkot