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astonea

ASTONEA LABS LIMITED

Corporate Identity Number: U24304CH2017PLC041482

Registered office	Corporate Office	Contact Person	Email and Telephone	Website
House No. 1358, 1st Floor Sector-22B, Chandigarh, 160022	SCO 331, Second Floor, Sector 9, Panchkula, Haryana – 134113	Ms. Avneet Kaur Company Secretary and Compliance Officer	Email: cs@astonea.org Tel No: +91 – 9888302323	https://www.astonea.org/

PROMOTERS OF OUR COMPANY

ASHISH GULATI

DETAILS OF THE ISSUE

Type	Fresh Issue Size (In Lakh)	Offer For Sale Size	Total Issue Size	Eligibility
Fresh Issue	Fresh Issue of up to 27,90,000 Equity Shares of face value of ₹ [●] each aggregating up to ₹ [●] Lakhs	NIL	Aggregating up to ₹ [●] Lakhs	THIS ISSUE IS BEING MADE IN TERMS OF CHAPTER IX OF THE SEBI (ICDR) REGULATIONS, 2018 AS AMENDED, FROM TIME TO TIME.

DETAILS OF OFFER FOR SALE

NOT APPLICABLE

RISK IN RELATION TO THE FIRST ISSUE

The face value of the Equity Shares is ₹ 10/- each and the Issue Price is [●] times of the face value of the Equity Shares. The Issue Price (determined and justified by our Company in consultation with the Book Running Lead Manager as stated in chapter titled “Basis for Issue Price” beginning on Page No. 117 should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in Equity and Equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the Draft Red Herring Prospectus. Specific attention of the investors is invited to the section titled “Risk Factors” beginning on Page No. 34 of this Draft Red Herring Prospectus.


ISSUER’S ABSOLUTE RESPONSIBILITY

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


LISTING

The Equity Shares Issued through this Draft Red Herring Prospectus are proposed to be listed on SME Platform of BSE Limited (BSE SME) in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For the purpose of this Issue, the Designated Stock Exchange will be the BSE Limited (“BSE”).

DETAILS OF THE BOOK RUNNING LEAD MANAGER

Name and Logo	Contact Person	Email and Telephone
 ONEVIEW CORPORATE ADVISORS PRIVATE LIMITED	Ms. Alka Mishra	Email: mbd@oneviewadvisors.com Tel.: +91 22- 43472247

DETAILS OF THE REGISTRAR TO THE ISSUE

Name and Logo	Contact Person	Email and Telephone
 KFin Technologies Limited	Mr. Murali Krishna M	Email: murali.m@kfintech.com Tel.: +91 9177401071

ISSUE PROGRAMME*

ANCHOR INVESTOR BID/ISSUE OPENS ON: [●]	BID/ISSUE CLOSES ON: [●]	BID/ISSUE CLOSES ON**: [●]
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* Our Company, in consultation with the Book Running Lead Manager, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Issue Opening Date.

** Our Company, in consultation with the Book Running Lead Manager, may consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations



ASTONEA LABS LIMITED

Our Company was originally incorporated as "AHU Laboratories Private Limited", as a private limited company, under the provisions of the Companies Act, 2013 pursuant to certificate of incorporation dated April 11, 2017. Our Company changed its name from AHU Laboratories Limited to "Astonea Labs Private Limited" pursuant to Rule 29 of the Companies (Incorporation) Rules, 2014 vide certificate of incorporation dated February 26, 2019. Subsequently, our Company converted into "Astonea Labs Limited", a public limited company vide fresh certificate of incorporation dated January 11, 2024 the Corporate Identification Number of our Company is U24304CH2017PLC041482. For details of Incorporation, change of name and registered office of our company, please refer to chapter titled "History and Certain Corporate Matters" beginning on page 171.

Registered Office: House No. 1358, 1st Floor Sector-22B, Chandigarh, 160022, **Corporate Office:** SCO 331, Second Floor, Sector 9, Panchkula, Haryana – 134113, India

Tel. No.: +91 – 9888302323, **E-mail:** cs@astonea.org **Website:** https://www.astonea.org/

Contact Person: Ms. Avneet Kaur, Company Secretary and Compliance Officer

PROMOTERS OF OUR COMPANY		
ASHISH GULATI		
THE ISSUE		
<p>PUBLIC ISSUE OF UPTO 27,90,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH ("EQUITY SHARES") OF ASTONEA LABS LIMITED ("ASTONEA " OR THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE (THE "ISSUE PRICE") AGGREGATING TO ₹ [●] LAKHS ("THE ISSUE"), OF WHICH [●] EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE AGGREGATING TO ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. NET ISSUE OF [●] EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE AGGREGATING TO ₹ [●] LAKHS IS HEREIN AFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE [●] % AND [●] % RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10/- EACH. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLM ADVERTISED IN [●] EDITION OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER) AND [●] EDITION OF [●] CIRCULATED HINDI NATIONAL DAILY NEWSPAPER EDITION OF [●] REGIONAL NEWSPAPER WHERE OUR REGISTERED OFFICE IS LOCATED). AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO THE BSE LIMITED "BSE" FOR THE PURPOSE OF UPLOADING ON THEIR WEBSITE. FOR FURTHER DETAILS KINDLY REFER TO CHAPTER TITLED "TERMS OF THE ISSUE" BEGINNING ON PAGE 294 OF THIS DRAFT RED HERRING PROSPECTUS.</p>		
<p>In case of any revision in the Price Band, the Bid/Issue Period will be extended by at least three additional Working Days after such revision in the Price Band, subject to the Bid/Issue 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 /Issue Period for a minimum of three Working Days, subject to the Bid/Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue 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.</p>		
<p>This Issue is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 229 of the SEBI (ICDR) Regulations, 2018 and in compliance with Regulation 253 of the SEBI ICDR Regulations, wherein not more than 50.00% of the Net Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Portion"). Further, 5.00% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5.00% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15.00% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35.00% of the Net Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price. All Bidders are required to participate in the Issue 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 "Issue Procedure" on page 309.</p>		
<p>All potential investors shall participate in the Issue 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 "Issue Procedure" on page 309 of this Draft Red Herring Prospectus. A copy of Red Herring Prospectus will be delivered to the Registrar of Companies for filing in accordance with Section 32 of the Companies Act, 2013.</p>		
<p>THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10/- EACH AND THE ISSUE PRICE OF ₹ [●] EACH IS [●] TIMES OF THE FACE VALUE OF THE EQUITY SHARES</p>		
RISK IN RELATION TO FIRST ISSUE		
<p>This being the first Public Issue of our Company, there has been no formal market for the securities of our Company. The face value of the shares is ₹ 10/- per Equity Shares and the Issue price is [●] times of the face value. The Issue Price (as determined by our Company in consultation with the Lead Manager) as stated in the chapter titled "Basis for Issue Price" beginning on Page No. 117 of this Draft Red Herring Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the equity shares of our Company nor regarding the price at which the Equity Shares will be traded after listing.</p>		
GENERAL RISKS		
<p>Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares offered in the Issue 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 Draft Red Herring Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" beginning on Page No. 34 of this Draft Red Herring Prospectus.</p>		
ISSUER'S ABSOLUTE RESPONSIBILITY		
<p>The Issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.</p>		
LISTING		
<p>The Equity Shares offered through this Draft Red Herring Prospectus are proposed to be listed on SME Platform of BSE Limited ("BSE SME"), in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. Our Company has received an In-Principal Approval letter dated [●] from BSE Limited ("BSE") for using its name in this offer document for listing our shares on the SME Platform of BSE Limited ("BSE SME"). For the purpose of this Issue, the designated Stock Exchange will be BSE Limited.</p>		
BOOK RUNNING LEAD MANAGER TO THE ISSUE		REGISTRAR TO THE ISSUE
<p>Oneview Corporate Advisors Private Limited Address: Bajaj Bhawan, Room No. 111, 11th Floor, Nariman Point, Mumbai -400021 Tel: +91- 22- 43472247 Email: mbd@oneviewadvisors.com Website: www.oneviewadvisors.com Contact Person: Alka Mishra SEBI Registration No: INM 000011930</p>		<p>KFin Technologies Limited Address: Selenium Tower B, Plot No-31 & 32, Financial District, Nanakramguda ,Serilingampally Hyderabad Rangareddi TG 500032 Tel: +91-40-67162222/18003094001 Fax: +91-40-6716 1563 Website: www.kfintech.com Email: astonea.ipo@kfintech.com Investor Grievance ID: einward.ris@kfintech.com Contact Person: M.Murli Krishna SEBI Registration Number: INR00000221</p>
ISSUE PROGRAMME		
ANCHOR INVESTOR BID/ISSUE PERIOD*: [●]	BID/ISSE OPENS ON: [●]	BID/ISSUE CLOSES ON**: [●]

*The Company may, in consultation with the Book Running Lead Manager, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Issue Period shall be one Working Day prior to the Bid/Issue Opening Date.

** Our Company, in consultation with the Book Running Lead Managers, may consider closing the Bid/ Issue Period for QIBs one Working Day prior to the Bid/ Issue Closing Date in accordance with the SEBI ICDR Regulation.

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**SECTION I – GENERAL
DEFINITIONS AND ABBREVIATIONS**

This Draft Red Herring 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, rules, guidelines or policies shall be to such legislation, act, regulation, rules, guidelines or policies as amended, supplemented or re-enacted from time to time, and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

*The words and expressions used in this Draft Red Herring Prospectus but not defined herein shall have, to the extent applicable, the same meaning ascribed to such terms under the SEBI ICDR Regulations, the Companies Act, the SCRA, the Depositories Act and the rules and regulations made thereunder. Notwithstanding the foregoing, the terms used in chapters titled “**Industry Overview**”, “**Key Regulations and Policies**”, “**Statement of Special Tax Benefits**”, “**Restated Financial Information**”, “**Basis for Issue Price**”, “**History and Certain Corporate Matters**”, “**Financial Indebtedness**”, “**Other Regulatory and Statutory Disclosures**”, “**Outstanding Litigations and Material Developments**” and “**Main provisions of the Articles of Association**” beginning on pages 128, 161, 125, 207, 117, 171, 247, 279, 266 and 351, respectively, shall have the meaning ascribed to them in the relevant section.*

General Terms

Term	Description
“Our Company”, “the Company”, “ASTONEA” or “the Issuer”	Astonea Labs Limited, a company incorporated under the Companies Act, 2013 and having its Registered Office situated at House No. 1358,1st Floor Sector-22B, Chandigarh, India, 160022
“We” or “us” or “our”	Unless the context otherwise indicates or implies, refers to our Company.

Company Related Terms

Term	Description
“Articles” or “Articles of Association” or “AoA”	Articles of association of our Company, as amended from time to time.
“Audit Committee”	Audit committee of our Board constituted in accordance with SEBI Listing Regulations and Companies Act. For details see Chapter titled “ Our Management ” on page 176.
“Auditor” or “Statutory Auditor”	The statutory auditor of our Company, being Avnish Sharma & Associates , Chartered Accountants.
“Bankers to the Company”	Such banks which are disclosed as Bankers to the Company in the chapter titled “ General Information ” on page 73.
“Board” or “Board of Directors”	The Board of Directors of our Company, as constituted from time to time, including any duly constituted committees thereof.
“Chief Financial Officer” or “CFO”	Chief Financial Officer of our Company being Mr. Sumit Kumar . For details see chapter titled “ Our Management ” on page 176.
“Corporate Identification Number” or “CIN”	Corporate Identification Number of our Company being U24304CH2017PLC041482 , unless otherwise specified.

Term	Description
“Company Secretary and Compliance Officer”	Company secretary and compliance officer of our Company being Ms. Avneet Kaur For details see chapter “ Our Management ” on page 176.
“Corporate Social Responsibility Committee” or “CSR Committee”	Corporate social responsibility committee of our Board constituted in accordance with Companies Act. For details see Chapter titled “ Our Management ” on page 176.
“Debt/EBITDA Ratio”	Calculated as total debts (includes long term and short-term borrowings) divided by EBITDA.
“Director(s)”	Directors on our Board, as appointed from time to time.
“Earnings per Share (Basic)”	Calculated as Net profit/ (loss) after tax, as restated attributable to equity shareholders divided by weighted average number of Equity Shares outstanding during the year/period.
“Earnings per Share (Diluted)”	Calculated from Net profit/ (loss) after tax, as restated attributable to equity shareholders divided by weighted average number of diluted Equity Shares outstanding during the year/period.
“EBITDA”	EBITDA is calculated as profit for the year/ period, 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 (%)”	Calculated as EBITDA divided by Revenue from Operations.
“Equity Shares”	Equity shares of our Company of face value of ₹ 10/- each.
“Equity Shareholders” or “Shareholders”	Persons/ Entities holding Equity Shares of our Company.
“Executive Director”	Executive director of our Company. For details see Chapter titled “ Our Management ” on page 176.
“Financial Statements as Restated” or “Restated Financial Statements”	Restated Financial Statements of our Company included in this Draft Red Herring Prospectus comprising Restated information of assets and liabilities of our Company for the Financial Years ended on March 31, 2024, March 31, 2023 and March 31, 2022 and the restated statement of profit and loss of our Company (including other comprehensive income), the restated statement of changes in equity, the restated statement of cash flow for the Financial Year ended on March 31, 2024, March 31, 2023 and March 31, 2022. Summary statement of significant accounting policies and other explanatory information (collectively, the Restated Financial Statements) each prepared in accordance with the Companies Act, Ind AS and Guidance Note on Reports in Company Prospectus (Revised 2019) issued by ICAI, and restated in accordance with SEBI ICDR Regulations, included in the chapter titled “ Restated Financial Information ” beginning on page 207.
“Group Company” or “Group Companies”	The group companies of our Company in accordance with the SEBI ICDR Regulations. For details, see “ Our Group Company ” beginning on page 201.
“Gross Profit”	Calculated as Revenue from Operations less cost of materials consumed, purchase of traded goods, changes in inventories of finished goods and work-in-progress.

Term	Description
“Gross Profit Margin (%)”	Calculated as Gross Profit divided by Revenue from Operations.
“Growth in Revenue from Operations (%)”	A percentage of Revenue from Operations of the relevant period/year minus Revenue from Operations of the preceding period/year, divided by Revenue from Operations of the preceding period/year.
“Independent Directors”	Non-Executive, Independent directors of our Board appointed as per Companies Act and SEBI Listing Regulations. For details, see chapter titled “ <i>Our Management</i> ” beginning on page 176.
“Inventory Turnover Days”	Calculated as average inventory as at the end of the period / year divided by cost of goods sold multiplied by number of days in a period / year.
“ISIN”	International Securities Identification Number. The ISIN for Equity Shares in this case being INE0TG901011.
“Key Management Personnel” or “Key Managerial Personnel” or “KMP”	Key management personnel of our Company in terms of SEBI ICDR Regulations and Companies Act, 2013, and as described in the chapter titled “ <i>Our Management</i> ” beginning on page 176.
“Materiality Policy”	The policy adopted by our Board on June 29, 2024, for material outstanding litigation proceedings and outstanding dues to material creditors, and materiality policy for identification of group companies adopted by Board on June 29, 2024, in accordance with the disclosure requirements under SEBI ICDR Regulations.
“MoA” or “Memorandum of Association” or “Memorandum”	Memorandum of association of our Company, as amended.
“Managing Director”	The Managing Director of our Company being, Mr. Ashish Gulati . For details see chapter titled “ <i>Our Management</i> ” on page 176.
“NAV per Equity Share”	Calculated as Net Asset Value divided by No. of Equity Shares
“Net Fixed Asset Turnover”	Calculated as net turnover divided by fixed assets which consists of property, plant and equipment and capital work-in-progress.
“Net Working Capital Days”	Calculated as working capital (current assets minus current liabilities) as at the end of the period / year divided by Revenue from Operations multiplied by number of days in a period / year.
“Net Worth”	Total Equity as mentioned in the Restated Financial Statement.
“Nomination and Remuneration Committee” or “NRC”	Nomination and remuneration committee of our Board constituted in accordance with SEBI Listing Regulations and Companies Act. For details see Chapter titled “ <i>Our Management</i> ” on page 176.
“Non-Executive Directors”	Non-Executive, non-independent directors of our Board. For details see chapter titled “ <i>Our Management</i> ” beginning on page 176.
“Operating Cash Flows”	Net cash generated from operating activities as mentioned in the Restated Financial Statement.
“Operating Profit before Working Capital Changes”	Cash generated before change of working capital adjustments.
“PAT” or “Profit After Tax”	Profit for the period/year as appearing in the Restated Financial Statement.
“PAT Margin (%)”	Calculated as profit for the year/period as a percentage of Revenue from Operations.

Term	Description
“Promoter” or “Promoters” or “Our Promoters”	The Promoters of our company, being Mr. Ashish Gulati . For details, see “ <i>Our Promoters and Promoter Group</i> ” on page 197.
“Promoter Group”	Such persons and entities which constitute the promoter group of our Company pursuant to with regulation 2(1) (pp) of the SEBI ICDR Regulations. For further details, see the chapter titled “ <i>Our Promoters and Promoter Group</i> ” beginning on page 197.
“Revenue from Operations”	Revenue from Operations as appearing in the Restated Financial Statement.
“Registered Office”	The registered office of our company located at House No. 1358,1st Floor Sector-22B, Chandigarh, India, 160022
“Registrar of Companies” or “RoC”	Registrar of Companies, Chandigarh, India.
“Return on Net Worth”	Calculated as profit after tax before exceptional items and other comprehensive income/ expenses divided by net worth.
“RoCE (%)” or “Return of Capital Employed”	Calculated as earnings before interest and taxes divided by capital employed (Total Debt)
“RoE (%)” or “Return on Equity”	Calculated as net profit after tax for the year / period divided by average shareholder equity.
“Senior Management”	Senior Management of our Company in terms of regulation 2 (1) (bbbb) of the SEBI ICDR Regulation, as identified in the Chapter titled “ <i>Our Management</i> ” beginning on page 176.
“Stakeholders’ Relationship Committee”	Stakeholders Relationship Committee of our Board constituted in accordance with SEBI Listing Regulations and Companies Act. For details see Chapter titled “ <i>Our Management</i> ” on page 176.
Total Quantity Sold (in Units)	This metric indicates the volume of the goods sold by the Company according to its various product offerings
Total Quantity Produced (in Units)	This metric indicates the quantity of the products produced by the Company according to its various product offerings
Total Number of Customers	This metric indicates the total number of customers served by the company further divided into International and Domestic clients showing the diversification in the customer base
Total Number of Employees	This metric indicates the total number of Employees hired by the company both on company’s payroll and contractual employees hired.
“You” or “Your” or “Yours”	Prospective Bidders in the Issue.

Issue Related Term

Term	Description
“Abridged Prospectus”	The abridged prospectus means a memorandum containing such silent features of the prospectus as may be specified by the SEBI on this behalf.
“Acknowledgement Slip”	The slip or document issued by a Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form.
“Allocation” or “Allocation of Equity Shares”	The allocation of Equity Shares of our Company pursuant to the Issue of Equity Shares to the successful Bidders.

Term	Description
“Allot” or “Allotment” or “Allotted”	Unless the context otherwise requires, allotment of Equity Shares pursuant to fresh Issue.
“Allotment Advice “	Note or advice or intimation of Allotment, sent to the successful Bidders who have been or are to be Allotted the Equity Shares after approval of Basis of Allotment by Designated Stock Exchange.
“Allotment Account(s)”	The account(s) opened with the Banker(s) to this Issue, into which the application money lying credit to the Escrow Account(s) and amounts blocked by Application Supported by Blocked Amount in the ASBA Account, with respect to successful Applicants will be transferred on the transfer date in accordance with Section 40(3) of the Companies Act, 2013.
“Allottee(s)”	A successful Bidder to whom the Equity Shares are Allotted.
“Anchor Investor(s)”	Qualified Institutional Buyers, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus.
“Anchor Investor Allocation Price”	Price at which Equity Shares will be allocated to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company, in consultation with the BRLM.
“Anchor Investor Application Form”	Bid cum 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 Red Herring Prospectus and Prospectus.
“Anchor Investor Bid/ Issue Period” or “Anchor Investor Bidding Date”	The date, one Working Day prior to the Bid/ Issue Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which BRLM will not accept any bid from Anchor Investors and allocation to Anchor Investors shall be completed.
“Anchor Investor Issue Price”	The Anchor Investor Issue Price as decided by our Company in consultation with the BRLM.
“Anchor Investor Portion”	Up to 60% of the QIB Portion which may be allocated by our Company in consultation with the BRLM, to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations.
“Anchor Investor Pay-in Date”	With respect to Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Issue Price, not later than 2 Working Days after the Bid/Issue Closing Date.
“Application Supported by Blocked Amount” or “ASBA	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorizing an SCSB to block the Bid Amount in the ASBA Account and will include applications made by RIBs using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by RIBs using the UPI Mechanism.

Term	Description
“ASBA Account”	Bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the relevant ASBA Form and includes the account of a RIBs which is blocked upon acceptance of a UPI Mandate Request made by the RIBs using the UPI Mechanism.
“ASBA Bid”	A Bid made by an ASBA Bidder.
“ASBA Bidders”	All Bidders except Anchor Investors.
“ASBA Form”	Application form, whether physical or electronic, used by ASBA Bidders to submit Bids, which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
“Banker(s) to the Issue” or “Refund Banker to the Issue” or “Public Issue Bank”	Collectively, Escrow Collection Bank, Refund Bank, Public Issue Account Bank and Sponsor Bank as the case may be.
“Banker(s) to the Issue Agreement” or “BTI Agreement”	Agreement to be entered amongst our Company, the BRLM, Syndicate Members, the Bankers to the Issue and Registrar to the Issue for, <i>inter alia</i> , the appointment of the Sponsor Banks in accordance with the UPI Circulars, the collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Issue Account(s) and where applicable, refunds of the amounts collected from Anchor Investors, on the terms and conditions thereof.
“Basis of Allotment”	Basis on which Equity Shares will be Allotted to successful Bidders under the Issue, as described in “ Issue Procedure ” on page 309.
“Bid”	Indication to make an offer during the Bid/Issue Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bidding date by an Anchor Investor, pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the Bid cum Application Form. The term “Bidding” shall be construed accordingly.
“Bid Amount”	The highest value of Bids as indicated in the Bid cum Application Form and payable by the Bidder or as blocked in the ASBA Account of the ASBA Bidder, as the case may be, upon submission of the Bid.
“Bid cum Application Form”	Anchor Investor Application Form and/or the ASBA Form, as the context requires.
“Bid Lot”	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.
“Bidding”	The process of making the Bid.
“Bid/Issue Closing Date”	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, being [●], which shall be published in all editions of [●], the English national newspaper, all editions of [●], the Hindi national newspaper and all editions of [●], the regional newspaper, (Chandigarh, where our Registered office is situated), each with

Term	Description
	<p>wide circulation. In case of any revision, the extended Bid/Issue Closing Date will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the websites of the BRLM and at the terminals of the other members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Bank, which shall also be notified in an advertisement in the same newspapers in which the Bid/Issue Opening Date was published, as required under the SEBI ICDR Regulations.</p> <p>Our Company, in consultation with the BRLM, may consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.</p>
<p>“Bid” or “Issue Opening Date”</p>	<p>Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, being [●], which shall be published in all editions of [●], the English national newspaper, all editions of [●], the Hindi national newspaper and all editions of [●], the regional newspaper, (Chandigarh, where our Registered is situated), each with wide circulation.</p>
<p>“Bid” or “Issue Period”</p>	<p>Except in relation to the Bid received from Anchor Investors, the period between the Bid/ Issue Opening Date and the Bid/Issue Closing Date, inclusive of both days, during which prospective ASBA Bidders can submit their Bids, including any revisions thereof, in accordance with the SEBI ICDR Regulations and the terms of the Draft Red Herring Prospectus.</p> <p>Provided however, that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors.</p>
<p>“Bidder” or “Applicant”</p>	<p>Any prospective investor who makes a Bid pursuant to the terms of the Draft Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor.</p>
<p>“Bidding Centres” or “Collection Centres”</p>	<p>Centres at which the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated Branches for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.</p>
<p>“Book Building Process” or “Book Building Method”</p>	<p>The Book building process as described in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue is being made.</p>
<p>“Book Running Lead Manager” or “BRLM”</p>	<p>Book Running Lead Manager to the Issue in this case being Oview Corporate Advisors Private Limited, SEBI Registered Category I Merchant Bankers.</p>
<p>“Broker Centres”</p>	<p>Centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker, provided that retail</p>

Term	Description
	individual bidders may only submit ASBA Forms at such broker Centres if they bidding using the UPI Mechanism. The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges (www.bseindia.com).
“CAN” or “Confirmation of Allocation Note”	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, on or after the Anchor Investor Bidding Date.
“Cap Price”	The higher end of the Price Band, above which the Issue Price and the Anchor Investor Issue Price will not be finalised and above which no Bids will be accepted including any revisions thereof.
“Client ID”	Client identification number of the Bidders beneficiary account.
“Collecting Depository Participant” or “CDP”	A depository participant as defined under the Depositories Act, 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 as per the list available on the respective websites of the Stock Exchanges, (www.bseindia.com), & as updated from time to time.
“Cut-off Price”	<p>The Issue Price, finalized by our Company in consultation with the BRLM, which shall be any price within the Price Band.</p> <p>Only RIBs Bidding in the Retail Portion are entitled to Bid at the Cut-off Price. QIBs (including the Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut- off Price.</p>
“Designated Branches of the SCSBs” or “Designated SCSB Branches”	Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes and updated from time to time, or at such other website as may be prescribed by SEBI from time to time.
“Demographic Details”	Details of the Bidders including the Bidder’s address, name of the Bidder’s father/husband, investor status, occupation, bank account details and UPI ID, as applicable.
“Designated CDP Locations”	<p>Such locations of the Collecting Depository Participants (CDPs) where ASBA Bidders can submit the ASBA Forms, provided that Retail Individual Bidders may only submit ASBA Forms at such locations if they are Bidding using the UPI Mechanism.</p> <p>The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants are available on the respective websites of the Stock Exchanges (www.bseindia.com), as updated from time to time.</p>
“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 Issue Account or the Refund Account, as appropriate, in terms of the Draft Red Herring Prospectus, after finalisation of the Basis of Allotment

Term	Description
	in consultation with the Designated Stock Exchange, following which the Board of Directors may Allot Equity Shares to successful Bidders in the Offer.
“Designated Intermediary(ies)”	<p>In relation to ASBA Forms submitted by Retail Individual Bidders (RIBs) (not using the UPI mechanism) authorizing an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs.</p> <p>In relation to ASBA Forms submitted by RIBs (bidding using UPI Mechanism) where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such RIB using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate / agents, Registered Brokers, CDPs and RTAs.</p> <p>In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders, Designated Intermediaries shall mean Syndicate, sub-syndicate / agents, SCSBs, Registered Brokers, the CDPs and RTAs.</p>
“Designated RTA Locations”	<p>Such locations of the RTAs where Bidders can submit the ASBA Forms to RTAs, provided that RIBs may only submit ASBA Forms at such locations if they are Bidding using the UPI Mechanism.</p> <p>The details of such Designated RTA Locations, along with names and contact details of the RTAs are available on the respective websites of the Stock Exchanges (www.bseindia.com respectively) as updated from time to time.</p>
“Designated Stock Exchange”	BSE Limited.
“Draft Red Herring Prospectus” or “DRHP”	The Draft Red Herring Prospectus dated August 14, 2024 filed with BSE Limited and issued in accordance with the SEBI ICDR Regulations, which did not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Issue.
“Eligible FPI(s)”	FPIs that are eligible to participate in this issue in terms of applicable laws, other than individual, corporate bodies and family offices.
“Eligible NRI(s)”	NRI(s) from jurisdictions outside India where it is not unlawful to make an Issue or invitation under the Issue and in relation to whom Bid cum Application Form and the Draft Red Herring Prospectus will constitute an invitation to subscribe to or to purchase the Equity Shares.
“Eligible QFIs”	QFIs from such jurisdictions outside India where it is not unlawful to make an issue or invitation under the issue and in relation to whom the Prospectus constitutes an invitation to purchase the Equity shares issued thereby and who have opened Demat accounts with SEBI registered qualified depository participants.
“Escrow Account(s)”	The ‘no-lien’ and ‘non-interest bearing’ account(s) to be opened with the Escrow Collection Bank(s) and in whose favour the Anchor Investors will transfer money through direct credit/ NEFT/ RTGS/NACH in respect of Bid Amounts when submitting a Bid.

Term	Description
“Escrow Collection Bank(s)”	Bank(s) which are clearing members and registered with SEBI as banker(s) to an issue under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994 and with whom the Escrow Account will be opened, in this case being [●].
EPCG	Export Promotion Capital Goods
“First Bidder” or “Sole Bidder”	Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
“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 Issue Price and the Anchor Investor Issue Price will be finalised and below which no Bids will be accepted.
“Fraudulent Borrower”	A company or person, as the case may be, categorized as a fraudulent borrower by any bank or financial institution or consortium thereof, in terms of the Reserve Bank of India (Fraud Risk Management in Commercial Banks (including Regional Rural Banks) and All India Financial Institutions) Directions, 2024.
“Fugitive Economic Offender”	A fugitive economic offender as defined under the Fugitive Economic Offenders Act, 2018.
“General Information Document” or “GID”	The General Information Document for investing in public issues prepared and issued in accordance with the circulars (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 notified by the SEBI.
“Issue” or “Issue Size” or “Initial Public Offer” or “Initial Public Issue” or “IPO”	The issue of up to 27,90,000 Equity Shares of face value Rs. 10/- each at a issue price of ₹ [●]/- per Equity Share (including premium of ₹ [●]/- per Equity Share) aggregating up to [●] Lakhs by our Company.
“Issue Agreement”	Agreement dated August 9, 2024 entered amongst our Company and the BRLM, pursuant to which certain arrangements have been agreed to in relation to the Issue.
“Issue Price”	The final price (within the price band) at which Equity Shares will be Allotted to successful ASBA Bidders as determined by the Book Building Process by our Company in consultation with the BRLM in terms of the Draft Red Herring Prospectus on the Pricing Date. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Issue Price in terms of the Draft Red Herring Prospectus.
“Issue Proceeds” or “Gross Proceeds”	The proceeds of the Issue which shall be available to our Company. For further information about use of the Issue Proceeds, see chapter “ <i>Objects of the Issue</i> ” beginning on page 97.
“Market Maker”	Market Maker appointed by our Company from time to time, in this case being [●] who has agreed to receive or deliver the specified

Term	Description
	securities in the market making process for a period of three years from the date of listing of our Equity Shares or for any other period as may be notified by SEBI from time to time.
“Market Making Agreement”	Market Making Agreement dated [●] between our Company, BRLM and Market Maker.
“Market Maker Reservation Portion”	The reserved portion of [●] Equity Shares of face value of Rs. 10/- each fully paid for cash at a price of Rs. [●] per Equity Share aggregating to Rs. [●] for the Market Maker in this Issue.
“Mobile App”	The mobile applications which may be used by RIBs to submit Bids using the UPI Mechanism as provided under ‘Annexure A’ for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019.
“Mutual Fund Portion”	5% of the Net QIB Portion, or up to 26,400 Equity Shares which shall be available for allocation to Mutual Funds only, on a proportionate basis, subject to valid Bids being received at or above the Issue Price.
“National Investment Fund or NIF”	National Investment Fund set up by resolution F. No. 2/3/2005 – DD – II dated November 23, 2005, of Government of India published in the Gazette of India.
“Net Proceeds” or “Net Issue”	Gross Proceeds of the Issue less our Company’s share of the Issue expenses. For further details regarding the use of the Net Proceeds and the Issue expenses, see chapter “ <i>Objects of the Issue</i> ” beginning on page 97.
“Net QIB Portion”	The QIB Portion less the number of Equity Shares allocated to the Anchor Investors.
“Non-Institutional Bidders” or “Non-Institutional Investors” or “NIIs”	All Bidders that are not QIBs or RIBs and who have Bid for Equity Shares for an amount of more than ₹ 2 Lakhs (but not including NRIs other than Eligible NRIs).
“Non-Institutional Portion”	The portion of the Net Issue, being not less than 15% of the Net Issue or not less than [●] Equity Shares, which are available for allocation on a proportionate basis to Non-Institutional Bidders, subject to valid Bids being received at or above the Issue Price.
“Non-Resident”	A person resident outside India, as defined under FEMA and includes FPIs, VCFs, FVCIs and NRI.
“Price Band”	The price band of a minimum price of ₹ [●] per Equity Share (Floor Price) and the maximum price of ₹ [●] per Equity Share (Cap Price) including any revisions thereof. The price band and the minimum bid lot size for the Issue will be decided by our Company, in consultation with the BRLM and will be advertised, at least two working days prior to the Bid/Issue Opening Date, which shall be published in all editions of [●], the English national newspaper, all editions of [●], the Hindi national newspaper and [●] editions of [●], the Regional newspaper, (Chandigarh, where our Registered and Corporate Office is situated), each with wide circulation and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites.

Term	Description
“Pricing Date”	Date on which our Company in consultation with the BRLM will finalize the Issue Price.
“Promoters Contribution”	Aggregate of 20% of the fully diluted post-issue equity share capital of our Company that is eligible to form part of the minimum promoter’s contribution, as required under the provisions of the SEBI ICDR Regulations, held by our Promoters, which shall be locked in for a period of 18 months from the date of Allotment.
“Prospectus”	Prospectus dated [●] to be filed with the RoC on or after the Pricing Date in accordance with provisions of Section 26 and section 32 of the Companies Act, and the SEBI ICDR Regulations containing, inter alia, the Issue Price, the size of the Issue and certain other information, including any addenda or corrigenda thereto.
“Public Issue Account”	Bank account to be opened with the Public Issue Account Bank, under Section 40(3) of the Companies Act to receive monies from the Escrow Account and ASBA Accounts on the Designated Date.
“Public Issue Account Bank”	The bank with whom the Public Issue Account(s) will be opened for collection of Bid Amounts from the Escrow Account(s) and ASBA Accounts on the Designated Date, in this case being [●].
“QIB Portion”	The portion of the Issue, being not more than 50% of the Net Issue or not more than [●] Equity Shares which shall be allotted to QIBs on a proportionate basis, including the Anchor Investor Portion (in which allocation shall be on a discretionary basis, as determined by our Company in consultation with the BRLM), subject to valid Bids being received at or above the Issue Price.
“Qualified Institutional Buyers” or “QIBs” or “QIB Bidders”	Qualified Institutional Buyers as defined under Regulation 2(1) (ss) of the SEBI ICDR Regulations.
“QIB Bid/ Issue Closing Date”	In the event our Company, in consultation with the BRLM, decide to close Bidding by QIBs one day prior to the Bid/ Issue Closing Date, the date one day prior to the Bid/Issue Closing Date; otherwise, it shall be the same as the Bid/Issue Closing Date.
“Red Herring Prospectus” or “RHP”	The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, and SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be allotted including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid/Issue Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date including any agenda or corrigenda thereto.
“Refund Account(s)”	Account to be opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount to the Anchor Investors shall be made.
“Refund Bank(s)”	The bank(s) which are clearing members registered with SEBI under the SEBI BTI Regulations, with whom the Refund Account(s) will be opened, in this case being [●].

Term	Description
“Registered Brokers”	Stock brokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers and Sub-Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate and eligible to procure Bids in terms of Circular No. CIR/CFD/14/2012 dated October 4, 2012, issued by SEBI.
“Registrar Agreement” or “RTA Agreement”	Agreement dated January 9, 2024., entered amongst our Company and the Registrar to the Issue, in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
“Registrar and Share Transfer Agents”	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of, among others, circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI.
“Registrar to the Issue” or “Registrar” or “RTAs”	Registrar to the Issue being KFin Technologies Limited
“Retail Individual Bidder(s)” or “RIB(s)” or “Retail Individual Investors” or “RIIs”	Individual Bidders, who have Bid for the Equity Shares for an amount which is not more than ₹ 2,00,000 in any of the bidding options in the Issue (including HUFs applying through their Karta and Eligible NRIs) and does not include NRIs (other than Eligible NRIs).
“Retail Portion”	The portion of Net Issue, being not less than 35% of the Net Issue or not less than [●] Equity Shares, available for allocation to RIBs as per SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.
“Revision Form”	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Form(s) or any previous Revision Form(s), as applicable. QIBs bidding in QIB portion and NIBs bidding in non-institutional portion are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. RIBs can revise their Bids during the Bid/ Issue Period and withdraw their Bids until Bid/Issue Closing Date.
“Self-Certified Syndicate Bank(s)” or “SCSBs”	Shall mean a Banker to an Issue registered under Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, as amended from time to time, and which offer the service of making Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time.
“SME Platform of BSE/ SME Exchange/ Stock Exchange/ BSE SME”	The SME Platform of BSE, as approved by SEBI Exchange for listing of Equity Shares offered under Chapter IX of the SEBI ICDR Regulations.
“Specified Locations”	Bidding Centres where the Syndicate shall accept ASBA Forms from Bidders, a list of which is included in the ASBA Form.

Term	Description
“Sponsor Bank”	Banker to the Issue registered with SEBI which is appointed by our company to act as a conduit between the Stock Exchanges and the National Payments Corporation of India in order to push the UPI mandate request and/or payment instructions of the RIBs using the UPI, and carry out other responsibilities, in terms of the UPI Circulars, in this case being [●]
“Stock Exchanges”	BSE Limited
“Syndicate” or “Members of the Syndicate”	Together, the BRLM and the Syndicate Members.
“Syndicate Agreement”	Agreement dated [●], entered into amongst our Company, the Registrar to the Issue, the BRLM and the members of the Syndicate in relation to the procurement of Bid cum Application Forms by the Syndicate.
“Syndicate Members”	Intermediaries (other than BRLM) registered with SEBI who are permitted to accept bids, applications and place orders with respect to the Issue and carry out activities as underwriters namely, [●]
“Transaction Registration Slip”	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the applicants, as proof of registration of the Application.
“Underwriter”	The BRLM who has underwritten this Issue pursuant to the provisions of the SEBI (ICDR) Regulations, 2018 and the Securities and Exchange Board of India (Underwriters) Regulations, 1993, as amended from time to time.
“Underwriting Agreement”	Agreement dated [●], entered into amongst the Underwriter and Our Company, on or after Pricing Date but before filing of the Prospectus.
“UPI”	Unified payments interface which is an instant payment mechanism, developed by NPCI.
“UPI Bidder (s)”	Individual investors applying as (i) Retail Individual Bidders in the Retail Portion, (ii) Non-Institutional Bidders with an application size of up to ₹500,000 in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents.
“UPI Circulars”	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, SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, 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, SEBI circular number

Term	Description
	SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022 and the circular issued by BSE Limited having reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI in this regard.
“UPI ID”	ID created on the UPI for single-window mobile payment system developed by NPCI.
“UPI Mandate Request”	A request (intimating the RIB by way of a notification on the UPI linked mobile application as disclosed by SCSBs on the website of SEBI and by way of a SMS directing the RIB to such UPI linked mobile application) to the RIB using the UPI Mechanism) initiated by the Sponsor Bank to authorize blocking of funds equivalent to Bid Amount in the relevant ASBA Account through the UPI linked mobile application, and subsequent debit of funds in case of Allotment.
“UPI Mechanism”	The bidding mechanism that may be used by UPI Bidders to make the Bid in the Issue in accordance with the UPI Circulars.
“UPI PIN”	Password to authenticate UPI transaction.
“Willful Defaulter”	A company or person, as the case may be, categorized as a willful defaulter by any bank or financial institution or consortium thereof, in terms of regulation 2(1) (III) of the SEBI ICDR Regulations.
“Working Day”	Till Application / Issue closing date: All days other than a Saturday, Sunday or a public holiday. Post Application / Issue closing date and till the Listing of Equity Shares: All trading days of stock exchanges excluding Sundays and bank holidays in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 and the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018.

Technical/Industry Related Terms/Abbreviations

Term	Description
GDP	Gross Domestic Product
WHO	World Health Organization
GMP	Good Manufacturing Practices
MSME	Ministry of Micro, Small & Medium Enterprises
ISO	International Organization for Standardization
CRISIL	Credit Rating Information Services of India Limited
ICMR	Indian Council of Medical Research

Term	Description
HUL	Hindustan Unilever Limited
NIV	National Institute of Virology
OTC	Over The-Counter
CMO	Contract Manufacturing Organizations
IMP	International Monetary Fund
CAD	Current Account Deficit
HFI	High-Frequency Indicators
USFDA, FDA	US Food and Drug Administration
API, APIS	Active Pharmaceutical Ingredient
ITC	Imperial Tobacco Company of India Limited
ICMR	Indian Council of Medical Research
OMFUA	Over-The-Counter Monograph Drug User Fee Program
QC	Quality Control
QA	Quality Analysis
KPI	Key Performance Indicators

Conventional and General Terms or Abbreviations

Term	Description
“₹” or “Rs.” or “Rupees” or “INR”	Indian Rupees
“A/c”	Account
“AGM”	Annual general meeting
“Air Act”	Air (Prevention and Control of Pollution) Act, 1981
“AIFs”	Alternative Investments Funds as defined in and registered with SEBI under the SEBI AIF Regulations.
“AS” or “Accounting Standard”	Accounting Standards as issued by the Institute of Chartered Accountants of India
“ASBA”	Applications Supported by Blocked Amount
“AY”	Assessment Year
“BSE”	BSE Limited
“Calendar Year” or “CY”	Unless stated otherwise, the period of 12 months ending December 31 of that particular year
“CAD”	Current Account Deficit
“CAGR”	Compound Annual Growth Rate
“CAN”	Common Account Number
“Category I AIF”	AIFs who are registered as “Category I Alternative Investment Funds” under the SEBI AIF Regulations
“Category I FPIs”	FPIs who are registered as “Category I Foreign Portfolio Investors” under the SEBI FPI Regulations
“Category II AIF”	AIFs who are registered as “Category II Alternative Investment Funds” under the SEBI AIF Regulations
“Category II FPIs”	FPIs who are registered as “Category II Foreign Portfolio Investors” under the SEBI FPI Regulations

Term	Description
“Category III AIF”	AIFs who are registered as “Category III Alternative Investment Funds” under the SEBI AIF Regulations
“CDSL”	Central Depository Services (India) Limited
“CEO”	Chief Executive Officer
“CFO”	Chief Financial Officer
“CIN”	Corporate Identity Number
“Companies Act, 1956”	Companies Act, 1956, along with the relevant rules made thereunder
“Companies Act, 2013” or “Companies Act”	Companies Act, 2013, along with the relevant rules made thereunder
“COVID-19”	Coronavirus disease 2019, a respiratory illness caused by the Novel Coronavirus and a public health emergency of international concern as declared by the World Health Organization on January 30, 2020 and a pandemic on March 11, 2020
“CSR”	Corporate Social Responsibility
“CY”	Calendar Year
“Depository” or “Depositories”	NSDL and CDSL
“Depositories Act”	Depositories Act, 1996
“DIN”	Director Identification Number
“DPIIT”	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)
“DP ID”	Depository Participant Identification
“DP” or “Depository Participant”	Depository participant as defined under the Depositories Act
“EBITDA”	EBITDA is calculated as profit for the year/ period, plus total tax expenses, exceptional items, finance costs and depreciation and amortization expenses, less other income
“EGM”	Extraordinary General Meeting
“EPS”	Earnings Per Share
“ESI Act”	Employees State Insurance Act, 1948
“ESIC”	Employees State Insurance Corporation
“ERP”	Enterprise Resource Planning
“FDI”	Foreign Direct Investment
“FDI Policy”	Consolidated Foreign Direct Investment Policy notified by the DPIIT through notification dated October 15, 2020 effective from October 15, 2020
“FEMA”	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
“FEMA Rules”	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
“Financial Year” or “Fiscal” or “FY”	Unless stated otherwise, the period of 12 months ending March 31 of that particular year
“FCNR ACCOUNT”	Foreign Currency Non-Resident Account
“FPI(s)”	Foreign portfolio investors as defined under the SEBI FPI Regulations

Term	Description
“FVCI(s)”	Foreign venture capital investors as defined and registered under the SEBI FVCI Regulations
“GAAP”	Generally Accepted Accounting Principles
“G – Secs”	Government Securities or Government Bonds
“GDP”	Gross Domestic Product
“GoI” or “Government” or “Central Government”	Government of India
“GST”	Goods and Services Tax
“GSTIN”	Goods and Service Tax Identification Number
“HNIs”	High Networth Individuals
“HRD”	Human Resource Development
“HUF”	Hindu Undivided Family
“ICAI”	The Institute of Chartered Accountants of India
“IFRS”	International Financial Reporting Standards
“IFSC”	Indian Financial System Code
“IMF”	International Monetary Fund
“IPO”	Initial Public Offer
“IRDAI”	Insurance Regulatory and Development Authority of India
“ISIN”	International Securities Identification Number
“IST”	Indian Standard Time
“IT”	Information Technology
“IT Act”	The Income Tax Act, 1961
“KYC”	Know Your Customer
“MCA”	Ministry of Corporate Affairs
“Mutual Fund (s)”	Mutual Fund(s) means mutual funds registered under the SEBI (Mutual Funds) Regulations, 1996
“N/A” or “NA” or “N.A.”	Not applicable
“NACH”	National Automated Clearing House
“NAV”	Net Asset Value
“NBFC”	Non-Banking Financial Company
“NBFC-SI”	Non-Banking Financial Company- Systematically Important
“NEFT”	National Electronic Funds Transfer
“NOC”	No Objection Certificate.
“NPCI”	National Payments Corporation of India
“NRE Account”	Non-resident external account established in accordance with the Foreign Exchange Management (Deposit) Regulations, 2016.
“NRI” or “Non-Resident Indian”	person resident outside India who is a citizen of India as defined under the Foreign Exchange Management (Deposit) Regulations, 2016 or is an ‘Overseas Citizen of India cardholder within the meaning of section 7(A) of the Citizenship Act, 1955.
“NRO Account”	Non-resident ordinary account established in accordance with the Foreign Exchange Management (Deposit) Regulations, 2016.
“NSDL”	National Securities Depository Limited.
“NSE”	National Stock Exchange of India Limited.

Term	Description
“OCB” or “Overseas Corporate Body”	An entity de-recognised through Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. OCBs are not allowed to invest in the Issue.
“OCI”	Overseas Citizen of India
“ODI”	Offshore Deviation Instrument
“p.a.”	Per annum
“P/E Ratio”	Price/earnings ratio
“PAN”	Permanent account number
“PAT”	Profit After Tax
“RBI”	The Reserve Bank of India
“Regulation S”	Regulation S under the U.S. Securities Act
“RoNW” or “Return on Net Worth”	Restated profit after tax attributable to equity shareholders of our Company divided by total equity attributable to the equity shareholders of our Company at period/year-end.
“RTGS”	Real Time Gross Settlement
“Rule 144A”	Rule 144A under the U.S. Securities Act
“SCORES”	SEBI complaints redress system
“SCRA”	Securities Contracts (Regulation) Act, 1956
“SCRR”	Securities Contracts (Regulation) Rules, 1957
“SEBI”	Securities and Exchange Board of India constituted under the SEBI Act
“SEBI Act”	Securities and Exchange Board of India Act, 1992
“SEBI AIF Regulations”	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012 as amended from time to time
“SEBI BTI Regulations”	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994 as amended from time to time.
“SEBI FPI Regulations”	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019 as amended from time to time
“SEBI FVCI Regulations”	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended from time to time.
“SEBI ICDR Regulations”	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time
“SEBI Insider Trading Regulations”	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.
“SEBI Listing Regulations” “SEBI LODR Regulation”	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time
“SEBI Merchant Bankers Regulations”	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 as amended from time to time.
“SEBI Mutual Funds Regulations”	Securities and Exchange Board of India (Mutual Funds) Regulations, 1996 as amended from time to time.
“SEBI VCF Regulations”	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to the SEBI AIF Regulations
“STT”	Securities transaction tax
“State Government”	The government of a state in India

Term	Description
“Takeover Regulations”	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
“Trademarks Act”	Trademarks Act, 1999
“TAN”	Tax deduction account number
“U.S.” or “USA” or “United States”	United States of America, its territories and possessions, any State of the United States, and the District of Columbia
“USD” or “US\$” or “U.S. Dollar” or “U.S. Dollars”	United States Dollars
“U.S. Securities Act”	U.S. Securities Act of 1933, as amended
“VAT”	Value Added Tax
“VCFs”	Venture Capital Funds as defined in and registered with SEBI under the SEBI VCF Regulations
“YoY”	Year over year

CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA AND CURRENCY OF PRESENTATION

CERTAIN CONVENTIONS

All references to “India” contained in this Draft Red Herring Prospectus are to the Republic of India. All references to the “Government”, “Indian Government”, “GOI”, “Central Government” are to the Government of India and all references to the State Government are to the Government of the relevant state.

All references herein to the “US”, the “U.S.”, the “USA”, or the “United States” are to the United States of America, together with its territories and possessions.

Unless stated otherwise, all references to time in this Draft Red Herring Prospectus are to Indian Standard Time. Unless indicated otherwise, all references to a year in this Draft Red Herring Prospectus are to a calendar year.

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

FINANCIAL DATA

Our Financial Year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year, so all references to a particular Financial Year or Fiscal are to the 12 months period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year. Unless the context requires otherwise, all references to a year in this Draft Red Herring Prospectus are to a calendar year and references to a Fiscal/ Financial Year/ FY are to the 12 months period ended on March 31, of that calendar year.

Unless stated otherwise or the context otherwise requires, the financial information and financial ratios in this Draft Red Herring Prospectus has been derived from our Restated Financial Statements.

The Restated Financial Statements of our Company included in this Draft Red Herring Prospectus are for the Fiscals ended March 31, 2024, March 31, 2023 and March 31, 2022 comprises of restated summary statement of assets and liabilities as at 2024, 2023 and 2022, the restated summary statement of profit and loss and the restated summary statement of cash flow for the Fiscals ended on 2024, 2023 and 2022 together with the notes to the restated financial statements (**collectively, the Restated Financial Statements**) are prepared in accordance with Companies Act, Indian GAAP and restated in accordance with the SEBI ICDR Regulations and the Guidance Note on “*Reports in Company Prospectuses (Revised 2019)*” issued by ICAI, as amended from time to time and as stated in the report of our Statutory Auditor, set out in the section titled “**Restated Financial Statements**” on page 207. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting policies and practices, the Companies Act, Indian GAAP, and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Draft Red Herring Prospectus should, accordingly, be limited.

Certain figures contained in this Draft Red Herring Prospectus, including financial information, have been subject to rounding adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total

figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

Further, any figures sourced from third-party industry sources may be rounded off to other than two decimal points to conform to their respective sources.

Any percentage amounts, as set forth in ***“Risk Factors”***, ***“Our Business”***, ***“Management’s Discussion and Analysis of Financial Conditions and Results of Operation”*** on pages 34, 142 and 257 and elsewhere in this Draft Red Herring Prospectus, unless otherwise indicated, have been calculated based on our Restated Financial Statements.

INDUSTRY AND MARKET DATA

Unless stated otherwise, industry data used throughout this Draft Red Herring Prospectus has been obtained or derived from publicly available information and sources. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed, and their reliability cannot be assured. Although our Company believes that industry data used in this Draft Red Herring Prospectus is reliable, it has not been independently verified.

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

CURRENCY AND UNITS OF PRESENTATION

All references to ***“Rupees”*** or ***“₹”*** or ***“Rs.”*** or ***“INR”*** are to Indian Rupees, the official currency of the Republic of India. All references to ***“\$”***, ***“US\$”***, ***“U.S. Dollar”***, ***“USD”*** or ***“U.S. Dollars”*** are to United States Dollars, the official currency of the United States of America. In this Draft Red Herring Prospectus, all references to ‘lakhs’/ ‘Lac’, the word ‘Lacs / Lakhs / Lac’ means ‘one hundred thousand’ and ‘Crore’ means ‘ten million’ and ‘billion / bn. / Billions’ means ‘one hundred crores.

EXCHANGE RATES

This Draft Red Herring Prospectus may contain conversions of certain other currency amounts into Indian Rupees that have been presented solely to comply with the requirements of the SEBI ICDR Regulations. These conversions should not be construed as a representation that such currency amounts could have been, or can be converted into Indian Rupees, at any particular rate, or at all.

FORWARD LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain statements which are not statements of historical fact and may be described as “forward-looking statements”. These forward-looking statements include statements which can generally be identified by words or phrases such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “likely to”, “objective”, “plan”, “propose”, “project”, “will”, “will continue”, “seek to”, “will pursue”, or other words or phrases of similar import. Similarly, statements that describe our Company’s strategies, objectives, plans or goals are also forward-looking statements.

These forward-looking statements, whether made by us or a third-party, are based on our current plans, estimates, presumptions and expectations and actual results may differ materially from those suggested by such 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.

This may be due to risks or uncertainties or assumptions associated with the expectations with respect to, but not limited to, regulatory changes pertaining to the industry in which our Company operates and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes, changes in competition in the industry and incidence of any natural calamities and/or acts of violence.

Certain important factors that could cause actual results to differ materially from our Company’s expectations include, but are not limited to, the following:

1. A reduction in the demand of our products and/or competing products gaining wider market acceptance;
2. Loss of one or more of our key customers and/or suppliers;
3. An increase in the productivity and overall efficiency of our competitors;
4. An adverse change in the regulations governing our products;
5. Any adverse development that may affect the operations of our manufacturing units;
6. Any qualifications or other observations made by our future statutory auditors which may affect our results of operations;
7. General economic and business conditions in the markets in which we operate and in the local, regional and national economies;
8. Changes in technology and our ability to manage any disruption or failure of our technology systems;
9. Our ability to attract and retain qualified personnel;
10. Our ability to successfully execute our expansion strategy in a timely manner or at all;
11. 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;
12. Our reliance on third-party suppliers for delivery of the raw material;
13. The performance of the financial markets in India and globally;
14. Our ability to manage risks that arise from these factors;
15. Conflict of interest with our Promoter, Promoter Group, Group Companies and other related parties;
16. Inability to obtain, maintain or renew requisite statutory and regulatory permits and approvals or noncompliance with and changes in, safety, health and environmental laws and other applicable regulations, may adversely affect our business, financial condition, results of operations and prospects.
17. Any adverse outcome in the legal proceedings in which we may be involved;

18. Occurrences of natural disasters or calamities affecting the areas in which we have operations or any other market fluctuations and industry dynamics beyond our control;
19. Our ability to compete effectively, particularly in new markets;
20. Changes in foreign exchange rates or other rates or prices;
21. Inability to collect our dues and receivables from, our customers, our results of operations;
22. Termination of customer contracts without cause and with no notice;
23. Other factors beyond our control.

For a further discussion of factors that could cause our actual results to differ from our expectations, see section titled “*Risk Factors*” and chapter titled “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on pages 34, 142 and 257 respectively. 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 and are not a guarantee of future performance.

Forward-looking statements reflect the current views of our Company as on the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on the management’s belief and assumptions, which in turn are based on currently available information. Although our assumptions upon which these forward- looking statements are based are reasonable, any of these assumptions as well as statements based on them could prove to be inaccurate. Neither our Company, our Promoters, our Directors, the BRLM, 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 the SEBI ICDR Regulations, our Company and the Book Running Lead Manager will ensure that the investors in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchange.

SUMMARY OF THE ISSUE DOCUMENT

The following is a general summary of the terms of the issue. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including the sections entitled “Risk Factors”, “Industry Overview”, “Outstanding Litigation and Material Developments”, “Our Promoters and Promoter Group”, “Financial Statements as Restated”, “Objects of the Issue”, “Our Business”, “Issue Procedure” and “Main Provisions of Articles of Association” on page 34, 128, 266, 197, 207, 97, 142, 309 and 351 respectively of this Draft Red Herring Prospectus.

OVERVIEW OF BUSINESS

Our Company was originally incorporated as “**AHU Laboratories Private Limited**”, as a private limited company, under the provisions of the Companies Act, 2013 pursuant to certificate of incorporation dated April 11, 2017. Our Company changed its name from AHU Laboratories Limited to “**Astonea Labs Private Limited**” pursuant to Rule 29 of the Companies (Incorporation) Rules, 2014 vide certificate of incorporation dated February 26, 2019. Subsequently, our Company converted into “**Astonea Labs Limited**”, a public limited company vide fresh certificate of incorporation dated January 11, 2024. The Corporate Identification Number of our Company is U24304CH2017PLC041482.

Our Company specializes in the manufacturing and marketing of a wide range of pharmaceutical and cosmetic products. These include antibiotic drugs, anticold medications, antihistamines, and drugs for diabetes, cardiovascular diseases, gynecological concerns, analgesics, fungal infections, and multivitamins. We also offer products for skin, tooth, and hair care, available in various forms such as gels, ointments, creams, lotions, oils, and serums. All our products adhere to the rigorous standards of the pharmaceutical and cosmetics industries. Additionally, we are involved in the trading of certain packing materials and raw materials used in pharmaceutical and cosmetic products.

We are engaged in contract manufacturing of pharmaceutical and cosmetic products for companies both within India and internationally. In addition to contract manufacturing, we manufacture and market our own products under the brands "Glow Up" and "Regero" in the domestic market, wherein the products under Glow Up are also available through e-commerce platforms like Amazon and Tata IMG. Further, our Company is planning to launch a new line of skincare products under the brand name "Avicel" in the domestic market. We also export our products directly to countries such as Iraq and Yemen and to further advance our export business directly, we have recently undergone an audit by the USFDA for OTC products and have submitted the compliance report. The milestone of USFDA for OTC products is significant as it positions us to expand our presence in the United States market and several other countries.

For details, please refer “**Our Business**” on page 142 of this Draft Red Herring Prospectus.

OVERVIEW OF INDUSTRY

India is the largest provider of generic drugs globally and is known for its affordable vaccines and generic medications. The Indian Pharmaceutical industry is currently ranked third in pharmaceutical production by volume after evolving over time into a thriving industry growing at a CAGR of 9.43% since the past nine years. Generic drugs, over-the-counter medications, bulk drugs, vaccines, contract research & manufacturing, biosimilars, and biologics are some of the major segments of the Indian pharma industry. India has highest number of pharmaceutical manufacturing facilities that comply with the US Food and Drug Administration (USFDA) and has 500 API producers that make for around 8% of the worldwide API market.

The Indian cosmetics sector is currently going through a phase of tremendous expansion. The market for cosmetics in India was estimated to be worth US\$ 11.6 billion in 2017 and is projected to expand at

a CAGR of 15-20% from 2017 to 2025. The Indian cosmetics sector is expanding for a variety of reasons. The rise of the cosmetic sector has been fuelled by rising purchasing power, rising image consciousness among Indians, and the embrace of Western culture and lifestyle. Since ancient times, India has had an extensive record and a rich tradition of cosmetics. It is currently a thriving sector, and in the upcoming years, it is anticipated to surpass all other countries in terms of cosmetic consumption.

For details, please refer “*Industry Overview*” on page 128 of this Draft Red Herring Prospectus.

NAME OF PROMOTER

The Promoter of our Company is **Mr. Ashish Gulati**, for detailed information please refer to Chapter titled “*Our Promoters and Promoter Group*” on page 197 of this Draft Red Herring Prospectus.

SIZE OF THE ISSUE

The following table summarizes the details of the Issue. For further details, see “*The Issue*” and “*Issue Structure*” on pages 68 and 304, respectively.

Issue	The Issue comprises of a fresh Issue of 27,90,000 Equity Shares of our Company at an Issue Price of Rs. [●] Equity Share. We intend to utilize the proceeds of the Issue
<i>of which</i>	
(i) Fresh Issue ⁽¹⁾	Up to 27,90,000 Equity Shares aggregating up to [●] Lakhs
(ii) Offer for Sale	NIL

⁽¹⁾ *The Issue has been authorized by a resolution of our Board dated May 31, 2024, and by the Shareholder of our Company, vide a special resolution passed pursuant to the Companies Act, 2013 at the Extra Ordinary General Meeting held on June 22, 2024*

The Issue will constitute [●] of the post Issue paid up Equity Share capital of our Company.

OBJECTS OF THE ISSUE

Our Company proposes to utilize the Net Proceeds towards funding the following objects:

(Rs. in Lakhs)		
Sr. No.	Purpose	Net Proceeds
1.	Funding of expenses proposed to be incurred towards registration in Bolivia, South America	126.76 ^s
2.	Purchase and Installation of plants and machineries on the 2 nd floor of existing premises of the factory i.e., Haripur, Tehsil – Raipur Rani, District Panchkula, Haryana (“ Existing Premises ”), for ointment plant as per USFDA guidelines for export purposes	523.40
3.	Advertising, marketing and brand building	495.15
5.	Investment in procuring hardware and software	68.38
6.	Funding for working Capital requirements	1975.00
7.	General corporate purposes	[●]
	Total	[●]

* *The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds of the Issue*

\$The amount mentioned is as per conversion rate of USD into Rupees as on August 10, 2024

PRE-ISSUE SHAREHOLDING OF THE PROMOTER AND PROMOTER GROUP

Our Promoter and Promoter Group members are collectively holding 75,99,970 Equity Shares of our Company aggregating to 98.42% of the pre-Issue paid-up share capital of our Company. Following are the details of shareholding of Promoter and Promoter group members:

Sr No.	Name of the Shareholder	Pre-issue		Post-issue	
		No. of Equity Shares	% of pre-issue capital	No. of Equity Shares	% of post-issue capital
(I)	(II)	(III)	(IV)	(V)	(VI)
A)	Promoter				
1)	Ashish Gulati	74,42,970	96.40%	[•]	[•]
	Sub Total (A)	74,42,970	96.40%	[•]	[•]
B)	Promoter Group				
1)	Harsh Gulati	76,000	0.98%	[•]	[•]
2)	Usha Gulati	76,000	0.98%	[•]	[•]
3)	Neha Dutta Gulati	5,000	0.06%		
	Sub Total (B)	1,57,000	2.02%	[•]	[•]
	Total	75,99,970	98.42%	[•]	[•]

Note: There is no Offer for Sale from the existing shareholders of the Company in the present issue of the Issuer.

For further details, see the chapter titled “*Capital Structure*” beginning on page 84 of this Draft Red Herring Prospectus.

SUMMARY OF FINANCIAL INFORMATION

The following information has been derived from our Restated Financial Statements for the last three financial years:

(Rs. in lakh except per share data)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Equity Share capital	760.00	400.00	400.00
Net Worth	1196.75	815.77	749.25
Revenue from operations	8019.09	6705.08	3005.69
Profit / (Loss) After Tax	380.98	66.52	24.88
Basic earnings per Share	5.01	0.88	0.33
Diluted earnings per Share	5.01	0.88	0.33
Net Asset Value per Equity Share	15.75	10.73	9.86
Total Borrowings ⁽¹⁾	4239.71	3598.90	2,952.49

⁽¹⁾ Total borrowings include both long-term and short-term borrowings.

For further details, see the chapter titled “*Financial Statements as Restated*” beginning on page 207 of this Draft Red Herring Prospectus.

AUDITORS QUALIFICATIONS

There are no auditor qualifications which have not been given effect to in the Restated Financial Statements.

SUMMARY OF OUTSTANDING LITIGATION

A summary of outstanding litigation proceedings as on the date of this Draft Red Herring Prospectus as disclosed in the section titled “*Outstanding Litigation and Material Developments*” in terms of the SEBI (ICDR) Regulations and the Materiality Policy is provided below:

(Amount in Lakhs)

Name of Entity	Criminal Proceedings	Tax Proceedings		Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigation	Aggregate amount involved (Rs in Lakhs) *
		Indirect tax	Direct tax				
Company							
By the Company	-	-	-	-	-	-	-
Against the Company	-	-	1	-	-	-	0.11
Directors (Other than Promoters)							
By our Directors	-	-	-	-	-	-	-
Against Directors	-	-	-	-	-	-	-
Promoters							
By Promoters	-	-	-	-	-	-	-
Against Promoters	-	-	-	-	-	-	-
Group Companies							
By our Group Companies	-	-	-	-	-	-	-
Against Our Group Companies	-	-	-	-	-	-	-

*To the extent quantifiable and ascertainable.

For detailed information please refer page 266 of this Draft Red Herring Prospectus under Chapter titled “*Outstanding Litigation and Material Developments*”.

RISK FACTORS

Investors should see “**Risk Factors**” beginning on page 34 of this Draft Red Herring Prospectus to have an informed view before making an investment decision.

CONTINGENT LIABILITIES

Details of the contingent liabilities of our Company for the Financial Year ended on March 31, 2024, 2023 and 2022 derived from the Restated Financial Statements are set forth below:

(Amount in Lakhs)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
TDS Dues	0.11	-	-
MSME Interest for overdue payments	9.08	-	-
Total	9.19	-	-

For detailed information on the Contingent Liabilities on our Company, please refer “**Financial Statements as Restated**” beginning on page 207 of this Draft Red Herring Prospectus.

SUMMARY OF RELATED PARTY TRANSACTIONS

Following is the summary of the related party transactions entered by the Company (based on Restated Financial Statements) for the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022:

Particulars	Nature of Relationship
Ashish Gulati	Managing Director
Gaurav Kumar	Additional Director (from 29-12-2023 to 14-03-2024)
Pradeep Singh	Additional Director (w.e.f. 09-10-2023)
Harsh Gulati	Director (upto 9.10.23)
Usha Gulati	Director (upto 9.10.23)
Pooja Singh	Additional Director (w.e.f. 14-03-2024)
Mushtaque Ahmad	Additional Director (upto 05-01-2024)
Neha D Gulati	Relative of Director
Amit Upadhyay	Additional Director (upto 28.04.2022)
Shinto Organics Private Limited	Associate Concern*
Ascot Biolabs Pvt Ltd	Associate Concern*
Astonea One Private Limited	Associate Concern*
Chemist India Limited	Associate Concern*

**Companies in which director or his relative is holding shares or is a Director*

The details of related party transaction during the FY 2023-24, 2022-23 and 2021-22 based on Restated Financial Statements are given as under:

(Rs. in Lakhs)

Particulars	Nature of Relationship	Nature of Transaction	Amount of transaction during the period ended March 31, 2024	Amount outstanding as on March 31, 2024 (Payable)/ Receivable	Amount of transaction during the period year March 31, 2023	Amount outstanding as on March 31, 2023 (Payable)/ Receivable	Amount of transaction during the period year March 31, 2022	Amount outstanding as on March 31, 2022 (Payable)/ Receivable
Ashish Gulati	Managing Director	Director Remuneration	44.90	(8.81)	33.00	(9.56)	24.00	(14.40)
		Loan received	-		0.66		5.00	
		Loan repaid	5.00		6.00		-	
Gaurav Kumar	Additional Director (from 29-12-2023 to 14-03-2024)	Director Remuneration	10.05	(1.60)	-	-	-	-
Pradeep Singh	Additional Director (w.e.f. 09-10-2023)	Director Remuneration	2.67	(0.44)	-	-	-	-
Harsh Gulati	Director (upto 9.10.23)	Loan repaid	-	(292.35)	-	(292.35)	17.90	(292.35)
Usha Gulati	Director (upto 9.10.23)	Loan repaid	-	(264.50)	-	(264.50)	32.14	(264.50)
Pooja Singh	Additional Director (w.e.f. 14-03-2024)	Director Remuneration	0.19	(0.19)	-	-	-	-

Mushtaque Ahmad	Additional Director (upto 05-01-2024)	Director Remuneration	6.30	-	7.20	(0.67)	-	-
Neha D Gulati	Relative of Director	Salary	24.90	(1.26)	10.95	(1.05)	8.40	(0.70)
Amit Upadhyay	Additional Director (upto 28.04.2022)	Salary	-	-	0.75	-	8.85	(0.75)
Shinto Organics Private Limited	Associate Concern*	Purchases	47.23	14.61	26.72	58.03	11.98	131.69
		Sales	125.35		156.22		101.71	
Ascot Biolabs Pvt Ltd	Associate Concern*	Loan Given	3.00	3.12	-	-	-	-
		Interest on Loan	0.12					
Astonea One Private Limited	Associate Concern*	Sales	71.19	89.93	-	-	-	-
		Loan Given	52.00		-	-	-	-
		Loan repayment received	25.00		-	-	-	-
		Advances	9.00					
		Reimbursements	0.63		-	-	-	-
		Interest received	0.13		-	-	-	-
Chemist India Limited	Associate Concern*	Purchases	-	-	20.98	58.91	5.47	69.83
		Sales	-		65.81		75.67	

**Companies in which director or his relative is holding shares or is a Director*

FINANCING ARRANGEMENTS

There have been no financing arrangements whereby our Promoter, members of the Promoter Group, the directors of the Company which are promoters of the Company, the directors of the Company and their relatives 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 a period of six months immediately preceding the date of this Draft Red Herring Prospectus.(has been confirmed from Capital Structure/promoter and promoter group.

WEIGHTED AVERAGE PRICE AT WHICH EQUITY SHARES ACQUIRED BY EACH OF OUR PROMOTER DURING THE LAST ONE YEAR PRECEDING THE DATE OF THIS DRAFT RED HERRING PROSPECTUS

The Promoter of our Company, Mr. Ashish Gulati have acquired the Equity Shares of the Company during the past one year preceding the date of this Draft Red Herring Prospectus are as follows:

Name of Promoters	Number of Equity Shares	Weighted average price per Equity Share (in ₹)*
Mr. Ashish Gulati	54,67,970	0.00

**As certified by Statutory Auditor Avnish Sharma & Associates, Chartered Accountant dated 29/07/2024, UDIN No. 24091352BKATAQ2639*

AVERAGE COST OF ACQUISITION OF SHARES

The average cost of acquisition of subscription of equity shares by our promoters are set forth in the table below:

Name of Promoters	No. of Equity Shares held	Average Cost of Acquisition per equity share (in Rs.) *
Mr. Ashish Gulati	74,42,970	2.65

**As certified by Statutory Auditor Avnish Sharma & Associates, Chartered Accountant dated 29/07/2024, UDIN No. 24091352BKATAP1285*

Note: There is no offer for sale from the existing shareholders of the company in the present issue of the Issuer.

Further details of the acquisition of Equity Shares of our Promoters, see “**Capital Structure – Buildup of the Equity Shareholding of our Promoters in our Company**” beginning on page 84 of this Draft Red Herring Prospectus.

PRE-IPO PLACEMENT

Our company has not placed any Pre-IPO Placement.

ISSUE OF SHARE FOR CONSIDERATION OTHER THAN CASH

Except as disclosed below, our Company has not issued any Equity Shares for consideration other than cash in the one year preceding the date of filing of this Draft Red Herring Prospectus:

Date of Allotment of Equity Shares	Number of Equity Shares Allotted	Issue Price per Equity Shares	Nature of allotment	Nature of consideration
March 09, 2024	36,00,000	Nil	Bonus Issue in the ratio of 9:10	Other than cash

SPLIT/ CONSOLIDATION OF EQUITY SHARES OF OUR COMPANY IN THE LAST ONE YEAR

Our Company has not undertaken a split or consolidation of the Equity Shares in the six months preceding the date of this Draft Red Herring Prospectus.

SEBI EXEMPTIONS

Our Company has not been granted any exemption from complying with any provisions of securities laws by SEBI

SECTION II - RISK FACTORS

An investment in equity shares involves a high degree of risk. The investors should carefully consider all the information in the Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. The risks described below are not the only ones relevant to us or our Equity Shares but also to the industry in which we operate or to India and other jurisdictions, in which we operate. Additional risks and uncertainties, not currently known to us or that we currently do not deem material may also adversely affect our business, results of operations, cash flows, and financial condition. If any of the following risks, or other risks that are not currently known or are not currently deemed material, actually occur, our business, results of operations, cash flows, and financial condition could be adversely affected, the price of our Equity Shares could decline, and investors may lose all or part of their investment. In order to obtain a complete understanding of our Company and our business, prospective investors should read this section in conjunction with chapters titled “Industry Overview”, “Our Business”, “Restated Financial Information” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 128, 142, 207 and 257 respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus. In making an investment decision, prospective investors must rely on their examination of us and our business and the terms of the Issue including the merits and risks involved.

Prospective investors should consult their tax, financial and legal advisors about the particular consequences of investing in the Issue. Unless specified or quantified in the relevant risk factors below, we are unable to quantify the financial or other impact of any of the risks described in this section. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment, which may differ in certain respects from that of other countries.

This Draft Red Herring Prospectus also contains certain forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. For further information, see chapter titled “Forward-Looking Statements” beginning on page 23. Unless otherwise indicated, the financial information included herein is based on our Restated Financial Statements included in this Draft Red Herring Prospectus. For further information, see chapter titled “Restated Financial Information” beginning on page 207. Unless the context otherwise requires, in this section, references to “we”, “us”, “our”, the Company” or “our Company” refer to Astonea Labs Limited.

Unless otherwise indicated, all financial information included herein are based on our Restated Financial Statements included elsewhere in this Draft Red Herring Prospectus.

INTERNAL RISKS RELATED TO OUR BUSINESS

- 1. Our Company has not satisfied the annual Over – The Counter Monograph User Fee Program (OMFUA), under which the FDA assess and collects fees from qualifying manufacturers of OTC monograph drugs which is mandatory to be paid by all the manufacturer of OTC drugs for which, our Company may attract severe penalty under section 502 (ff) of FD&C Act for not paying the same.**

Our Company has failed to satisfy the annual Over – The Counter Monograph User Fee Program under which the US Food and Drug Administration collects fees from qualifying manufacturers

of OTC monograph drugs. Therefore, as per section 744(m) of the United States Code, Title 21, Federal Food Drug and Cosmetic Act (“**FD&C Act**”), all over – the counter (OTC) monograph drug products manufactured at our Company shall be deemed misbranded under section 502 (ff) of the FD&C Act. Additionally, our Company’s name will reflect on the publicly available arrears list prepared by the US Food and Drug Administration. This will result in severely harming the market value of the products manufactured by our Company which will further adversely affect the operations and the overall financial condition of our Company.

2. There have been some instances of delayed and non-filings in the past with the Registrar of Companies which may attract penalties.

Our Company has made certain inadvertent inaccuracies, delays, and non-compliances concerning regulatory filings and corporate actions in the past.

Our Company has not complied with statutory provisions of Companies Act, 2013 relating to filling of Form CHG-1 for creating charge with the Registrar of Companies for a car loan availed in June,2022 from HDFC Bank amounting to Rs. 17.19 Lakhs. Further, the Company has not filed Form CHG-1 and CHG-4 for term loan availed from Ratnakar Bank Limited amounting to Rs. 600.00 Lakhs, Form CHG-1 for modification of charge for the loan amount from Rs. 1673.33 lakhs to Rs. 2377.44 lakhs for term loan working capital term loan and cash credit facility amounting, availed from Union Bank of India.

Further, there were cases of delayed filing of statutory forms under the Companies Act with the Registrar of Companies (RoC), which were subsequently rectified by paying additional fees. These delays occurred due to inadvertent reasons and ranged from 16 to 2562 days. The details of delayed filings are as follows:

Sr. No.	Description of Form	Date of event	Due date	Date of filing	Delay (no. of days)	Reason for delay
1.	CHG 1	27.11.2023	27.12.2023	5.03.2024	69	Inadvertent
2.	DIR 12- appointment of CFO	01.04.2024	01.05.2024	17.05.2024	16	Inadvertent
3.	DIR 12- change in designation of directors	25.03.2024	24.04.2024	19.06.204	56	Inadvertent
4.	MGT 14- constitution of the audit committee	03.04.2024	03.05.2024	07.06.2024	35	Inadvertent
5.	MGT 14- to approve the sitting fees payable to independent directors	25.03.2024	24.04.2024	19.06.2024	57	Inadvertent

6.	PAS 3 – return of allotment	22.04.2024	07.05.2024	12.06.2024	36	Inadvertent
7.	MR 1- appointment of MD in the year 2017	11.04.2017	10.06.2017	15.06.2024	2562	Inadvertent
8.	MR 1- appointment of MD in the year 2022	11.04.2022	10.06.2022	19.06.2024	740	Inadvertent

As of now, our Company has paid requisite additional fees for delay in filing forms. However, there is no assurance that such discrepancies will not occur in the future, and we may be subject to regulatory actions and penalties, which could adversely affect our business operations and financial position.

There are certain errors noticed in the filing of Form MGT-7 for the Fiscal Year 2022-2023. In the past, our Company has erroneously filed two forms of MGT-7 in the year 2022-2023, the said forms contained two errors (a) the Company had four promoters at the end of the said year, whereas the actual promoters of our Company were three (3), (b) form incorrectly indicated that no remuneration was paid to any promoters, while as per the Restated Financial Statements, a total remuneration amounting to Rs. 33,75,000 was paid to the Promoters. However, such errors do not require any corrective adjustment in the Restated Financial Statements. Any penalty or action taken by any regulatory authorities in future for such incorrect disclosures under the Companies Act, 2013 or any other law could impact the financial position of our Company to that extent.

- 3. We are dependent on third parties for the supply of raw materials and such third parties could fail in meeting their obligations, which may have a material adverse effect on our business, results of operations and financial condition. Further our 35.47%, 41.96%, and 55.74% of our total purchases are derived from our top 10 suppliers for Financial Years ended on March 31, 2024, March 31, 2023, and March 31, 2022 respectively.**

We are dependent on third-party suppliers for our raw materials. The raw materials used by us include glycerin, silica absil, silica mfil, menthol, niacinamide, lanoline, coco amido propyl betaine, sodium laurel sulphate, petroleum jelly, light liquid paraffin, soap noodles, sorbitol, hyaluronic acid in the cosmetic category and azithromycin, paracetamol, sitagliptin, metformin, bacitriine zinc, petroleum jelly, light liquid paraffin, soap noodles, sorbitol etc. in the pharmaceutical category. The details of our cost of goods sold for the last year financial year are as follows:

(Rs. In Lakhs)

Particulars	For the Financial Year ended on		
	March 31, 2024	March 31, 2023	March 31, 2022
Cost of goods sold	6,693.57	5,519.45	3,400.22
Revenue From operations	8,019.09	6,705.08	3,005.69
Cost of goods sold as a percentage of our revenue from operations (%)	83.47	82.31	113.12

Note: Cost of goods sold comprises costs of material consumed, change in inventories, manufacturing & service cost.

Discontinuation of production by these suppliers or a failure of these suppliers to adhere to the delivery schedule or the required quality could hamper our production schedule and therefore affect our business and results of operations. This dependence may also adversely affect the availability of raw materials at reasonable prices thus affecting our margins and may have an adverse effect on our business, results of operations and financial condition. 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. If we experience a significant or prolonged shortage of raw materials from any of our suppliers, and are not able to procure the raw materials from other sources in the future, we would be unable to meet our production schedules of our products and to deliver such products to our customers on time, which would adversely affect our sales, margins and customer relations. We cannot assure you that a particular supplier will continue to supply the required components or raw materials to us in the future.

Further our purchases made from our top 5 suppliers and top 10 suppliers, for the Financial Year ended March 31, 2024, March 31, 2023 and March 31, 2022 are as follows:

(Rs. in Lakhs)

Particulars	For the Financial Year ended on					
	March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	% of total purchases	Amount	% of total purchases	Amount	% of total purchases
Top 5 suppliers	1,297.78	20.12%	1,626.05	27.29%	954.71	40.28%
Top 10 Suppliers	2,288.19	35.47%	2,499.94	41.96%	1,321.22	55.74%

While we may find new and additional suppliers to supply these products, any failure of our suppliers to deliver these products in the necessary quantities or to adhere to delivery schedules, credit terms or specified quality standards and technical specifications may adversely affect our business and our ability to deliver orders on time and at the desired level of quality, as a result, we may lose customers.

Further our product supply and pricing may become volatile due to several factors beyond our control, including global demand and supply, general economic and political conditions, transportation and labour unrest, natural disasters, competition, import duties, tariffs and currency exchange rates, and there are inherent uncertainties in estimating such variables. Therefore, we cannot assure that we will be able to procure adequate supplies of our products in the future, as and when we need them on commercially acceptable terms. Further, there can be no assurance that we will be able to effectively manage relationships with our existing or new suppliers or that we will be able to enter into arrangements with new suppliers at reasonable terms or at all. If we fail to successfully leverage our existing and new relationships with suppliers, our business and financial performance could be adversely affected.

4. Our business is significantly dependent on the revenue generated by manufacturing and selling the pharmaceuticals, which constitutes a substantial portion of our sales and such dependence exposes us to various risks that could materially affect our business operations, financial condition, and results of operations.

The business is dependent on revenue generated by manufacturing and selling the (a) pharmaceuticals and (b) cosmetics. However, a significant portion of our revenue is generated by manufacturing and selling the pharmaceuticals. As a result, any adverse changes or disruptions in the pharmaceutical industry could materially affect our financial performance. These changes or disruptions may include, but are not limited to, regulatory changes, market dynamics, supply chain interruptions, changes in healthcare policies, competitive pressures, or technological

advancements. Such events could lead to reduced sales, increased costs, or operational challenges, thereby negatively impacting our overall revenue and profitability.

Moreover, our reliance on the revenue generated from manufacture and sale of pharmaceuticals is reflected in our Restated Financial Statements for the Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022, as detailed below:

(Rs. in lakhs)

Particulars	For the Financial Year ended on					
	31-Mar-24		31-Mar-23		31-Mar-22	
	Amount	% of revenue of operations	Amount	% of revenue of operations	Amount	% of revenue of operations
a) Drugs	6,394.27	79.74%	4,975.74	74.21%	2,393.53	79.63%
b) Cosmetics	1,624.82	20.26%	1,729.35	25.79%	612.32	20.37%
Total	8,019.09	100%	6,705.09	100%	3,005.85	100%

The pharmaceutical industry is highly regulated, with stringent requirements for product approval, manufacturing, and marketing. Changes in regulations, including stricter approval processes, enhanced safety requirements, or new compliance standards, could delay or restrict our ability to bring products to market, increase operational costs, and reduce profit margins. Fluctuations in market demand, competition from generic and branded products, changes in pricing policies, and shifts in consumer preferences can impact our sales volumes and market share. Further, changes in healthcare policies, including alterations in reimbursement rates, government price controls, or modifications to healthcare programs, can significantly impact our business. Such changes may affect the affordability and accessibility of our products, influencing both sales volumes and pricing strategies. Innovations in drug delivery systems, biotechnology, and medical devices can render existing products obsolete or less competitive. The pharmaceutical and cosmetics industry that we operate in, is also susceptible to litigation, including product liability claims, patent disputes, and regulatory enforcement actions. Adverse outcomes in such matters could lead to significant financial liabilities, damage to our reputation, and restrictions on our ability to market certain products.

5. Major revenue of our Company is generated from contract manufacturing and any adverse factors affecting the outsourcing of manufacturing by our customers could have an adverse on our business, results of operations and financial condition.

We generate majority of revenue from contract manufacturing, where we provide manufacturing services to third-party clients. Contract manufacturing plays a crucial role in our business and overall financial performance. However, our reliance on this business model exposes us to several risks that could adversely affect our business, results of operations, and financial condition. The bifurcation of revenue based on own brand sales and contract manufacturing sales for the Financial Years ending on March 31, 2024, 2023, and 2022 is as mentioned hereinbelow:

(Rs. In lakhs)

Particulars	For the Financial Year ended on		
	31-Mar-24	31-Mar-23	31-Mar-22

	Amount	% of revenue of operations	Amount	% of revenue of operations	Amount	% of revenue of operations
a) Own brand sales	340.84	4.25%	-	-	-	-
b) Contract manufacturing	7,678.25	95.75%	6,705.09	100.00%	3,005.85	100.00%
i) for domestic purpose	7,678.25	95.75%	6705.09	100.00%	3,005.85	100.00%
ii) for export purposes	-	-	-	-	-	-
Total	8,019.09	100%	6,705.09	100%	3,005.85	100%

Our business heavily depends on a limited number of customers who rely on our operations to outsource their manufacturing needs. A significant reduction in orders from these customers, whether due to their strategic changes, financial difficulties, or preference for in-house production, could lead to a substantial decline in our revenues. Moreover, the loss of any major customer without a timely replacement could negatively impact our operational stability and profitability. The contract manufacturing market is highly competitive, with numerous players vying for business from a limited pool of customers. This competition may lead to pricing pressures, which could reduce our profit margins. Additionally, customers may negotiate more favorable terms or seek lower-cost alternatives, thereby affecting our revenue generation and overall financial health. Our operations are susceptible to various operational risks, including disruptions in the supply chain, delays in procurement of raw materials, and logistical challenges. Any such disruptions can impact our ability to deliver products on time, potentially resulting in penalties or loss of business. Furthermore, reliance on specific suppliers or regions for raw materials may expose us to risks related to geopolitical tensions, trade restrictions, and natural disasters.

In light of the above factors, any adverse developments affecting the outsourcing of manufacturing by our customers could significantly impact our Company's business, results of operations, and financial condition. We continue to monitor these risks closely and seek to mitigate them through diversification of our customer base, investment in new technologies, and adherence to stringent compliance standards. However, there can be no assurance that these measures will fully mitigate the risks associated with our operations.

6. Some of our domain names are registered in the name of our Promoter. Any dispute with Promoter or other unforeseen circumstance may lead to loss of our online presence which could adversely affect our business.

The domain names 'regero.co', 'avicel.co.uk', 'astonea.org', and 'astoneafoundation.com' that are critical to our online presence and business operations are currently registered in the name of our Promoter. While these domain names are intended for the exclusive use of our Company, in the event of any disputes, change in the relationship with our Promoter, or unforeseen circumstances, our access to these domain names could be compromised. This could lead to disruptions in our business operations, adversely affecting our online presence, customer engagement, and profitability. Furthermore, any delays or complications in transferring ownership of these domain names to our Company could exacerbate these risks, further affecting our business.

7. We do not have any long-term contracts with our suppliers. Any shortfall in the supply of

our raw materials or an increase in our raw material costs, or other input costs, may adversely affect the pricing and supply of our products and have an adverse effect on our business, results of operations and financial condition.

We do not have any long-term contracts with our third-party suppliers. This lack of contractual commitment can lead to fluctuations in the availability and cost of raw materials, potentially causing disruptions in our production processes. Additionally, without long-term contracts, we may be exposed to price volatility and supply chain uncertainties, which could affect our ability to meet customer demand effectively. Such risks could result in increased operational costs, delays in production, and potential loss of revenue, thereby adversely impacting our overall business performance and financial stability. Prices are negotiated for each purchase order, and we generally have more than one supplier for each component or raw material. Consequently, we are subject to pricing fluctuations from order to order. The terms and conditions including the return policy are set forth in the purchase orders. However, if our suppliers are unable to provide us with a sufficient quantity of raw materials, at prices acceptable to us, we may be unable to meet the demand for our products. We are also subject to the risk that one or more of our existing suppliers may discontinue their operations, which may adversely affect our ability to source raw materials at a competitive price. Increase in prices of any component or raw material used in manufacturing our products, may result in corresponding increase in our product costs. A failure to maintain our required supply of raw materials, and any inability on our part to find alternate sources for the procurement of such raw materials, on acceptable terms, could adversely affect our ability to deliver our products to customers in an efficient, reliable, and timely manner, and adversely affect our business, results of operations and financial condition

Discontinuation of production by these suppliers or the failure of these suppliers to adhere to the delivery schedule or the required quality could hamper our production schedule and therefore affect our business and results of operations. This dependence may also adversely affect the availability of raw materials at reasonable prices thus affecting our margins and may have an adverse effect on our business, results of operations and financial condition. 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. If we experience a significant or prolonged shortage of raw materials from any of our suppliers and we are not able to procure the raw materials from other sources in the future, we would be unable to meet our production schedules of our products and to deliver such products to our customers on time, which would adversely affect our sales, margins and customer relations. We cannot assure you that a particular supplier will continue to supply the required components or raw materials to us in the future. Any change in the supply pattern of our raw materials can adversely affect our business and profits.

8. Our Company has a limited operating history, which will make it difficult for the investors to evaluate our historical performance or future prospects.

Our Company has a limited operating history, making it challenging for investors to assess our historical performance or predict our future prospects accurately. Our Company was incorporated on April 11, 2017. Due to this relatively short period of experience, there is limited historical data available for evaluation, which increases the uncertainty regarding our business model, strategies, and potential for future success. As a result, investors may find it difficult to make informed decisions about our financial stability and long-term viability. Additionally, our limited operating history may not adequately reflect the challenges and risks we may encounter as we continue to grow and expand our business. The limited track record makes it difficult to conduct a meaningful comparative analysis, which could affect investment decisions. For details related to the data for the net cash used in operating activities please refer to “*Restated Financial Information*” beginning on page 207 of the DRHP.

9. Any disruption in production including social unrest, natural calamities, or shutdown of

our sole manufacturing facility situated in Panchkula, Haryana could adversely affect our business, results of operations, and financial condition.

Our Company's operations are subject to various manufacturing risks that may disrupt our manufacturing processes. We have a manufacturing facility situated in Panchkula, Haryana, where we produce various pharmaceutical and cosmetic products. Our Company has also entered into contract manufacturing agreements with several pharmaceutical and cosmetics companies. For more details, please refer to the chapter titled "*Business Overview*" beginning on page 142 of this Draft Red Herring Prospectus.

As our customers rely significantly on the timely delivery of our products, uninterrupted power supply, supply of trained and skilled manpower, availability of raw materials and our ability to carry on interruption-free production of our products is critical to our business. Further, our electricity requirements for our manufacturing facility are directly sourced from local utilities. While we maintain power backup in the form of diesel generator sets, we cannot assure you that we will successfully be able to prevent disruptions in our manufacturing processes in case of non-availability of adequate supply of power.

Our manufacturing operations are susceptible to damage or interruptions due to several factors, including human error, equipment breakdowns, and natural calamities. Additional risks include social unrest, terrorist attacks, acts of war, industrial accidents, and other unforeseen events. Further, any disruption in production, whether due to internal issues or external factors, could significantly impact our operations and profitability. Compliance with directives from relevant government authorities adds another layer of operational risk, potentially resulting in personal injury, property damage, and civil or criminal penalties. These events could lead to production delays or shutdowns, adversely affecting our business, financial condition, and results of operations.

10. We operate in the pharmaceutical and cosmetic industries which are regulated industries and if we fail to comply with the regulations prescribed by the authorities of the jurisdictions in which we operate, our business, results of operations, cash flows and financial condition could be adversely affected and it may damage our reputation for high-quality products and expose us to litigation or other liabilities, which could adversely affect our financial results.

Our Company operates in the highly regulated pharmaceutical and cosmetic industries, where manufacturing and quality control problems may damage our reputation for high-quality products and expose us to litigation or other liabilities, adversely affecting our financial results. Our Company's failure to maintain the quality standards of the products or keep pace with the technological developments could adversely impact our business, results of operations, and financial condition. Our manufacturing facility in Panchkula, Haryana, must adhere to Good Manufacturing Practices (GMP) and comply with the requirements of Food and Drug Administration (FDA) and other applicable regulatory agencies, failure to meet these stringent standards could result in regulatory actions, including fines, suspensions, or closures, impacting our business operations and financial results. Although we have put in place strict quality control procedures, we cannot assure that our products will always be able to satisfy our customers' quality standards. Any negative publicity regarding our Company or products, including those arising from any deterioration in the quality of our products from our vendors, or any other unforeseen events could adversely affect our reputation, our operations, and our results from operations.

Rapid changes in our customers' expectations due to technological advancements or the introduction of new products, and failure on our part to meet their expectations, could adversely affect our business, results of operations, and financial condition. While we believe that we have always introduced new products based on consumer needs to cater to the growing demand of our customers and also endeavour to regularly update our existing technology, our failure to

anticipate or to respond adequately to changing technical, market demands, and/or client requirements could adversely affect our business and financial results.

- 11. Our manufacturing facility is subject to periodic inspections and audits by regulatory authorities and clients. We may be subject to regulatory action which may damage our reputation, leading to an adverse effect on our business, results of operations, financial condition, and cash flows.**

Our manufacturing facility in Panchkula, Haryana is regularly inspected and audited by regulatory authorities as well as by our clients. These inspections are for ensuring compliance with industry standards, including safety protocols, quality control, and environmental regulations. If an audit results in a negative finding, it could lead to regulatory actions, such as fines, sanctions, operational restrictions, or even suspension of licenses or approvals. Such outcomes could significantly damage our reputation within the industry, leading to a loss of customer trust and making it challenging to secure new contracts.

Additionally, any interruption in our operations due to regulatory sanctions could result in production delays, increased costs, and a disruption in our supply chain. These factors could negatively impact our ability to meet client demands, having an adverse effect on our business, results of operations, financial condition, and cash flows.

- 12. We are susceptible to product liability claims that may subject us to substantial expenditure thereby adversely affecting our reputation and if the claim is successful, could require us to pay substantial amounts.**

We face the risk of loss resulting from, and the adverse publicity associated with, product liability lawsuits, whether or not such claims are valid. We may be subject to claims resulting from our manufacturing defects or negligence in storage, packaging, or handling. Additionally, we may receive notices from drug inspectors alleging sub-standard quality of our products, which could further complicate our legal and regulatory challenges. Even unsuccessful product liability claims would likely require us to incur substantial expenses on litigation, divert management's time, adversely affect our goodwill and impair the marketability of our products. We are liable for the quality of the products with prescribed quality standards or specifications including storage specifications are products we manufacture, for the duration of their shelf life. Disputes over non-conformity of the products generally referred to independent testing laboratories. If any independent laboratory confirms that the products do not conform to the prescribed or agreed standards and specifications, we may be required to bear the expenses of replacing and testing such products, which could adversely affect our business, results of operations, cash flows and financial condition. Further, our business is dependent on the trust our customers have in the quality of our products. Any negative publicity regarding our Company, brand, or product mishaps resulting from the use of our products, or any other unforeseen events could affect our reputation and our results from operations. Further, we do not have any insurance coverage for product liability and if we are to take the same, it may result in additional expense. From time to time, the pharmaceutical industry has experienced difficulty in obtaining desired product liability insurance coverage.

- 13. Failure to manage our inventory could have an adverse effect on our net sales, profitability, cash flow and liquidity.**

For our business operations, our results of operations are dependent on our ability to effectively manage our inventory. To effectively manage our inventory, we must be able to accurately estimate customer demand and supply requirements and purchase new inventory accordingly. If our management has misjudged expected customer demand it could adversely impact the results by causing either a shortage of merchandise or an accumulation of excess inventory. Further, if we fail to sell the inventory we manufacture or purchase, we may be required to recycle our

inventory, which would have an adverse impact on our income and cash flows. Additionally, cancellation of orders by the customers or delay in placing the order or decrease in quantities of orders placed by the customers may adversely affect our business, operations and financial condition. Further, when anticipated orders fails to materialize, it can result in mismatch between our inventories or raw materials and the manufactured products, thereby increasing our costs for maintaining our inventory and reduction in our margins which may adversely affect our profitability and liquidity. Our ability to accurately forecast demand for our products and efficiently manage inventory is crucial, we strive to maintain an adequate inventory of raw materials, work-in-progress, and finished goods to meet our customers' requirements. However, over the past three financial years, we have experienced a significant build-up of inventory, that has led to suboptimal utilization of resources and highlights challenges in our demand forecasting and inventory management processes.

During past 3 Financial Years ended on March 31, 2024, 2023 and 2022, inventory levels have increased substantially, reflecting both an overestimation of demand and potential inefficiencies in production planning. Despite our efforts to align production volumes with customer demand, we have faced difficulties in accurately predicting market needs. If we underestimate demand, we risk manufacturing insufficient quantities, potentially resulting in the loss of business. Conversely, overestimating demand can lead to excess inventory, which may not be sold in a timely manner and could further strain our financial performance. These issues may adversely affect our results of operations, financial condition, and cash flows, as suboptimal inventory levels hinder resource utilization and operational efficiency.

13. Our Company might be unable to meet certain delivery obligations including quality of products and timelines of delivery, due to which, it could become liable to claims by customers, suffer adverse publicity, and incur substantial costs.

Our Company is engaged in the manufacturing of cosmetic and pharmaceutical products that are critical to the operations of our customer's business. Furthermore, our business decisions, including raw material procurement and capacity planning, are based on forecasts of customer demand. Errors in these forecasts can lead to either excess inventory or shortages, both of which can have adverse financial implications. Overestimating demand may result in excess costs for maintaining inventory, while underestimating demand can lead to missed business opportunities and strained customer relationships.

Our Company has commitments for safe and timely delivery of these products. Any failure to meet the scheduled timelines set by our customers or loss or damage to products in transit may lead to our customers cancelling the orders and raising claims against us. Although our Company is attempting to limit its contractual liability in case of contract manufacturing for all the damages, including consequential damages, our Company cannot assure that the limitations on liability it provides for, in the contract manufacturing agreements will be enforceable in all cases.

There may also be a delay in the delivery of products which may also affect our business and results of operation negatively. An increase in the freight costs or unavailability of freight for the transportation of our raw materials may have an adverse effect on our business and the results of operations.

14. If any of our products cause, or are perceived to cause, side effects, our business, results of operations and financial condition could be adversely affected.

Our business, results of operations, and financial condition could be adversely affected if any of our products cause or are perceived to cause side effects. These side effects may arise from various factors, some of which are beyond our control. Products may also be perceived to cause side effects due to misuse or when definitive conclusions regarding the causes of side effects are not attainable. Additionally, if regulators determine that products with similar pharmaceutical

ingredients could lead to side effects, it may result in stricter regulatory scrutiny, product recalls, or additional compliance requirements.

While we have not faced such issues in the past, we may still be subject to several adverse consequences, including injury or death of consumers, a decline in demand for and sales of our products, the recall or withdrawal of specific products, withdrawal or cancellation of regulatory approvals for our manufacturing facility, damage to our brand name and reputation, and exposure to lawsuits and regulatory investigations related to the specific product. Such incidents could also lead to additional liabilities, fines, or sanctions. If any of these consequences occur, our business, results of operations, and financial condition could be significantly impacted.

15. Non-compliance with the Factories Act, 1948, and Punjab Factories Rules, 1952, may subject us to penalties and negatively impact our business operations and financial conditions

Our Company is required to file half yearly and annual returns in accordance with the Factories Act, 1948 (“**Factories Act**”) read with Punjab Factories Rules, 1952 (“**Punjab Factories Rules**”). However, we have not complied with these provisions for the Financial Years 2017-2024. Further there is no provision in Factories Act and Punjab Factories Rules regarding backward filing of half yearly and annual returns of the Company. Therefore, for non-compliance of the provisions of Factories Act and Punjab Factories Rules, in previous years, our Company may be subjected to punishment under Section 92 of the Factories Act.

16. We appoint contract labourers for carrying out some of our operations and we may be held responsible for paying the wages of such workers, if the independent contractors through whom such workers are hired default on their obligations, and such obligations could have an adverse effect on our results of operations, cash flows and financial condition.

We engage independent contractors through whom we engage contract labourers for performance of certain functions at our manufacturing facility. Although we do not engage these labourers directly, we are responsible for any wage and statutory payments to be made to such labourers in the event of default by such independent contractors. Any requirement to fund their wage requirements may have an adverse impact on our results of operations and our financial conditions. In addition, we may be liable for or exposed to litigations, sanctions, penalties or losses arising from accidents or damages caused by our workers or contractors.

17. The number of contract labourers we employ fluctuates based on the nature and scope of the work we undertake at any given time, which may expose us to operational risks which can lead to higher administrative costs, inefficiencies in resource allocation, and potential overtime expenses.

Inconsistent labour requirements could also lead to operational inefficiencies, affecting our ability to meet customer order deadlines and maintain consistent production levels, which may adversely impact our business operations and financial performance. The number of contract labourers employed by us varies from time to time based on the nature and extent of work we are involved in. Frequent changes in the number of labourers could lead to unintentional non-compliance with labour laws and regulations, such as exceeding permitted labour levels or failing to meet safety standards, which could result in fines or legal action. Inconsistent workforce levels can result in variations in product quality, as training and supervision might be uneven. Fluctuations in labour availability may cause delays or interruptions in production, affecting our ability to meet deadlines and fulfil orders on time.

18. We have experienced significant growth in our PAT, there is no assurance that we will be able to sustain this rate of growth in the future.

Our inability to regularly grow our turnover and effectively execute our key business processes could lead to lower profitability and hence adversely affect our operating results and financial conditions. Our business model is heavily reliant on our ability to effectively increase the sale of value business products and/or grow our turnover and manage our key processes including but not limited to order procurement, timely order execution, and effective delivery monitoring and continuous cost control of non-core activities. The table below gives details of the profit after tax based on Restated Financial Statements.

(Rs. in Lakhs)

Particulars	For the Financial Year ended on		
	March 31, 2024	March 31, 2023	March 31, 2022
Total Income	8028.85	6725.86	3017.46
PAT as a % of the Total Income	4.74	0.98	0.82

Our growth strategy is subject to and involves risks and difficulties, many of which are beyond our control and, accordingly, there can be no assurance that we will be able to implement our strategy or growth plans, or complete them within the timelines. Further, we operate in a dynamic industry, and on account of changes in market conditions, industry dynamics or changes and any other relevant factors, our growth strategy and plans may undergo changes or modifications, and such changes or modifications may be substantial, and may even include limiting or foregoing growth opportunities if the situation so demands. For further details regarding the discussions and explanations of our results, please refer to “*Management’s Discussions and Analysis of Financial Condition and Results of Operations*” beginning on page no. 257 of this Draft Red Herring Prospectus.

19. Our Company's strategic decision-making, market positioning, and operational effectiveness may be compromised due to our Director's lack of essential industry-specific knowledge and experience.

Our Executive Director, Pradeep Singh, lacks prior experience in the cosmetics and pharmaceutical industries, which are essential to our Company's operations. This absence of industry-specific expertise in a key leadership position may impact our strategic decision-making and operational oversight. His lack of industry-specific knowledge may hinder our ability to effectively navigate regulatory complexities, identify emerging market trends, and capitalize on sector-specific opportunities. This inexperience could affect our capacity to anticipate and respond to competitive pressures, technological advancements, and evolving consumer preferences in these specialized markets. While he may bring valuable skills from other domains, his lack of direct industry experience could potentially impede our Company's growth, innovation, and overall performance.

20. Our existing manufacturing facility is situated in one geography namely Panchkula, Haryana. Any adverse development affecting such a region may have an adverse effect on our business, prospects, financial condition, and results of operations.

Our manufacturing facility, is located at Haripur, Tehsil - Raipur Rani, District Panchkula, Haryana, which exposes us to several risks. Any unforeseen events or circumstances that negatively affect these areas could materially adversely affect our sales and profitability. These factors include, among other things, changes in demographics, population and income levels. In addition, our business may also be susceptible to regional natural disasters and other catastrophes, such as telecommunications failures, cyber-attacks, fires, riots, political unrest or terrorist attacks. Any materially adverse social, political or economic development, natural calamities, civil disruptions, or changes in the policies of the local governments in this region could adversely affect operations at our manufacturing facility. Natural disasters such as earthquakes, extreme

climatic or weather conditions such as floods, droughts, or diseases heightened or particular to the region, may adversely impact the supply of products, local transportation and operations at our manufacturing facility. Such disruption to supply would materially and adversely affect our business, profitability and reputation.

- 21. There have been instance where brands owned by our Company have faced instances of intellectual property claims by other already established companies despite of it having received a registered trademark of their own which resulted in our company surrendering the brand (Evora), there is no guarantee that our already existing brand like Avicel and Glow Up might not face similar intellectual property claims by other companies, this could harm our competitive positions and also affect the revenue being generated by our business.**

We have already faced instances of several objections related to intellectual property which required us to surrender our brand (Evora), there is no guarantee that we will not face similar objections in the future in terms of our already existing brands and other brands which we might launch in the future, while we take care to ensure that we comply with the intellectual property rights of others, we cannot determine with certainty as to whether we are infringing on any existing third-party intellectual property rights, which may require us to alter our technologies, obtain licenses or cease some of our operations. We may also be susceptible to objections from third parties asserting infringement and other related objections. If such objections are raised, those objections could: (a) adversely affect our relationships with current or future customers; (b) result in costly litigation; (c) cause product shipment delays or stoppages; (d) divert management's attention and resources; (e) subject us to significant liabilities and (g) require us to cease certain activities.

Furthermore, in case of an infringement claim made by a third party, we may have to incur litigation expenses in connection with our intellectual property rights and we may be required to defend such claims at our own cost and liability, and may need to indemnify and hold harmless our customers. In addition, we may decide to settle a claim or action against us, for which settlement could be costly. We may also be liable for any past infringement that we are not aware of. Any of the foregoing could adversely affect our business, results of operations and financial condition.

- 22. We sell our products in competitive markets and our inability to compete effectively may lead to lower market share or reduced operating margins, and adversely affect our results of operations.**

The pharmaceutical and cosmetics industry is highly competitive, coupled with the large number of players and also the existence of unorganised players. Also, several national and international manufacturers and brand owners have set up their own distribution arms in India. With the high level of competition, our results of operations are sensitive to, and may be materially and adversely affected by, competitive pricing, services offered, brand recognition and other factors. Competition may result in pricing pressure, reduced profit margin or a failure to increase our market share, any of which could substantially harm our business and results of our operations.

We compete directly against national and local manufacturers of a variety of products, who have substantial market share as well as established vendors with a substantial network of wholesalers and retailers, and regional competitors in each of the region of our trade. Many of our competitors are established companies with strong brand recognition. We compete primarily on the basis of timely delivery, quality, quick financing and overall customer relationship. In order to compete effectively, we must continue to maintain and develop our business model and reputation and be flexible and innovative in responding to rapidly changing market demands and customer preferences and offer customers a wide variety of good quality products at competitive prices.

Many of our competitors have significant competitive advantages, including longer operating histories, larger and broader customer base, more established relationships with a broader set of brand agreements and greater financial, research and development, marketing, distribution budgets and other resources than we do. The number of our direct competitors and the intensity of competition may increase as we expand into other product lines or as other companies expand into other product lines. Our competitors may enter into business combinations or alliances. Our competitors may also be able to respond more quickly and effectively than we do to new or changing opportunities, technologies, trends or customer preferences, which could result in a decline in our revenues. There can be no assurance that we can effectively compete with our competitors in the future, and any such failure to compete effectively may have a material adverse effect on our business, financial condition and results of operations.

- 23. We derive 51.86%, 74.55%, and 60.02% of our revenue from our top 10 key customers during the Financial Years ended on March 31, 2024, 2023 and 2022 respectively, through contract manufacturing. The loss of one or more such customers or deterioration of their financial condition or prospects or a reduction in their requirements for our products could adversely impact our business, result of operations, financial conditions and cash flows.**

We have developed long-standing relationships with certain key customers. Accordingly, we are dependent on our arrangements with such customers and our business depends on the continuity of our relationship with them. The majority of our revenue is derived from our top 10 and top 5 customers through contract manufacturing. The contribution to the revenue from operations of our Company by our top ten and top five customers who rely on our operations for their outsource needs, is as set out below:

(Rs. In Lakhs)

Customers	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue (in Lakhs)	% of Revenue from Operations	Revenue (in Lakhs)	% of Revenue from Operations	Revenue (in Lakhs)	% of Revenue from Operations
Top five	3,442.13	42.92%	4,107.64	61.26%	1,313.04	61.26%
Top ten	4,158.62	51.86%	4,998.42	74.55%	1,804.14	60.02%

Since we largely depend on certain key customers for a significant portion of our contract manufacturing sales, the loss of any of our key customers or a significant reduction in demand from such customers could have a material adverse effect on our business, financial conditions, results of operations and cash flows.

We might face the risk of the loss of all or any of our customers who outsource their manufacturing, including on account of delays on our part with respect to the completion of the orders placed, quality issues in our product and inadequate supply against demand, if such instances occur frequently, it would result in failure to generate new sales order with one or more of our significant customers; and failure to renegotiate favourable terms with our key customers, all of which could have an adverse effect on our business, financial condition, result of operations and cash flows. Our reliance on limited customers may also constraint margins and financial performance. The deterioration of the financial conditions or business prospects of these customers could reduce their requirements of our product and result in significant decrease in the revenue that we derive from these customers.

We cannot assure you that we will be able maintain historic levels of business from our significant customers, or that we will be able to significantly reduce concentration in the future. Additionally, our revenues may be adversely affected if there is an adverse change in any of our customers who rely on our operations of manufacturing, supply chain strategies or a reduction in their outsourcing of products we offer, or if our customer decide to choose our competitors over us or

if there is a significant reduction in the volume of our business with such customers. Maintaining strong relationships with our customers is, therefore essential to our business strategy and to the growth of our business. Further, while we have not experienced any such loss of customers in the past, since our business is presently concentrated among a few significant customers we may also experience reduction in cash flows and liquidity if we lose one or more of our top customers due to any dispute with respect to our business arrangements.

Additionally, the loss of any key customers may significantly affect our revenues and we may have difficulty securing comparable levels of business from other customers or may not be able to secure new customers in a timely manner or at all to offset any loss of revenue from the loss of any of our key customers. We may also not be able to easily re-allocate our resources and assets in a timely or an efficient manner. Additionally, in order to retain some of our significant customers we may also be required to offer terms to them which may place restraints on our resources and reduce our profitability.

In addition, our arrangements with our customers and/or the purchase orders issued by them to us, depending on the customer, may contain terms and conditions which include among others the nature and the specification of the products manufactured and supplied by us, manner of inspection and testing of products manufactured, representation and warranties made by us in relation to our manufacturing capabilities, process to be followed in case of defects, steps to ensure compliance with applicable laws, quality of product, undertakings in relation to protection of intellectual property of our customers, indemnification of our customers due to our negligence or breach of any terms of the orders, defect warranties in relation to the products by us. In the event we agree to any onerous terms laid down by such customers, such onerous terms may have an effect on our future growth including expansion of customer base. Additionally, non-compliance with the terms of the business arrangements may lead to among other damages or penalties, termination of the agreements and will also result in us being unable to attract further business in the future.

The occurrence of any of the above may have a significant adverse effect on our business, financial conditions, results of operations, and prospects.

- 24. If there are delays in the purchase and installation of plant and machineries on the 2nd floor of the existing premises of the manufacturing facility, for the ointment plant as per international guidelines for export purposes, or if the costs of setting up and the possible time or cost overruns related to the proposed expansion are higher than expected, it could have a material adverse effect on our financial condition, results of operations and growth prospects.**

Our Company proposes to utilize Rs. 523.40 lakhs from the Net Proceeds for the purchase and installation of plant and machineries for the ointment plant on the 2nd floor of the existing premises of the manufacturing facility (“**Ointment Plant**”). The plant and machineries purchased are to be shipped to the Ointment Plant from other regions. Any delay in the transportation of such plant and machineries or damage to the plant and machineries acquired due to inter alia defaults by transportation agencies, may further result in cost and time overruns in the commissioning of the plant and machineries for Ointment Plant. There could also be delays in installation of plant and machineries as a result of, amongst other things, requirement of obtaining approvals from statutory or regulatory authorities, contractors’ or external agencies’ failure to perform, unforeseen engineering problems, disputes with workers, and/ or force majeure events (including any other pandemic, epidemic, geopolitical tensions, etc.), any of which could give rise to cost overruns and delays in our implementation schedules.

The estimated costs for purchase and installation of plant and machineries for Ointment Plant are based on the quotations for plant and machinery, management’s estimates and current conditions and are subject to change, owing to prospective changes in external circumstances, exchange rate

fluctuations, costs and other financial conditions, increase in input costs of construction materials and labour costs, incremental preoperative expenses, taxes and duties, interest and finance charges, cost escalation. If the actual capital expenditures for purchase and installation of plant and machineries significantly exceed our budgets, we may not be able to achieve the intended economic benefits of the setting up the Ointment Plant, which in turn may materially and adversely affect our financial condition, results of operations, cash flows, and prospects. There can be no assurance that we will be able to complete the aforementioned expansion in accordance with the proposed schedule of implementation and any delay could have an adverse impact on our growth, prospects, cash flows and financial condition.

25. We are subject to the risk of loss due to fire, accidents and other hazards as our manufacturing processes utilize materials that are highly flammable and hazardous, which could cause injuries to people or property.

We utilise flammable and hazardous materials in our manufacturing processes. The improper handling or storage of these materials could result in fire, industrial accidents, property damage and damage to the environment. Operating certain machinery and processes in our manufacturing facility involve risk of accidents and personal injuries. These hazards can cause personal injury and loss of life, catastrophic damage or destruction of property and equipment as well as environmental damage, which could result in a suspension of operations and the imposition of civil or criminal liabilities. The loss or shutting down of our facility could disrupt our business operations and adversely affect our results of operations, financial condition and reputation. We could also face claims and litigation, in India or overseas, filed on behalf of persons alleging injury predominantly because of occupational exposure to hazards at our facility. However, the Company has not yet charged with any penalties by regulatory authorities during audit of the manufacturing unit or faced any such criminal/civil liabilities or any claims on account of any significant hazards.

While we maintain adequate insurance, there is a risk that an accident may occur at our manufacturing facility. An accident may result in personal injury to our employees or the labour deployed at our facility, destruction of property or equipment, manufacturing or delivery delays, environmental damage, or may lead to suspension of our operations and/or imposition of liabilities and bring negative publicity to us. Any such accident may result in litigation, the outcome of which is difficult to assess or quantify, and the cost to defend such litigation can be significant. If these claims and lawsuits, individually or in the aggregate, are resolved against us, our business, results of operations and financial condition could be adversely affected.

26. Our inability to collect receivables and instances of payment default by our customers could result in the reduction of our profits and affect our cash flows, adversely affecting business, results of operations, financial condition and cash flows.

Our business model involves extending credit to clients as part of our standard payment terms, providing them with specific credit periods to settle their dues. While we perform due diligence by assessing the financial standing and payment history of our customers before extending credit, the possibility remains that some clients may experience financial difficulties that impede their ability to fulfill their payment obligations. This risk is particularly pronounced during periods of economic uncertainty, where customers may face liquidity constraints or even insolvency, leading to delayed payments or defaults.

As a result, our financial projections based on expected receivables may prove to be inaccurate, leading to unforeseen financial challenges. This includes the potential for increased receivable turnover days, which could further adversely impact our cash flow and operational liquidity. In the event of significant delays or defaults, we may also face instances of write-offs or discover that our provisions for doubtful receivables are inadequate, exposing us to further financial risks.

27. We require certain approvals and licenses in the ordinary course of business and are required to comply with certain rules and regulations to operate our business, and the failure to obtain, retain, and renew such approvals and licenses in timely manner or comply with such rules and regulations or at all may adversely affect our operations.

We require several statutory and regulatory permits, licenses, and approvals to operate our business. We need to ensure compliance and complete necessary applications at appropriate stages of our business to continue our operations. There is no assurance that the relevant authorities will issue or renew these approvals or licenses in a timely manner, or at all. Any failure by our Company to comply with these requirements may result in the cancellation of such licenses, approvals, or registrations, which could adversely affect our operations and financial strength.

Further, many of our approvals are granted for fixed periods of time and need renewal from time to time. Non-renewal of the said permits and licenses would adversely affect our Company’s operations, thereby having a material adverse effect on our business, results of operations and financial condition. For further details, please see chapters titled “*Key Regulations and Policies*” and “*Government and Other Regulatory Approvals*” at the beginning on pages 161 and 270 respectively of this Draft Red Herring Prospectus.

Our company has not filed fresh or renewal application for following material approvals, which would result in relevant authorities initiating penal action against us, restrain our operations, impose fines/ penalties or initiate legal proceedings for our inability to obtain the following approvals in a timely manner or at all.

Sr. No	Nature of Registration/Approval
1.	Registration certificate under Punjab Shops and Establishment Act, 1958 for the Registered Office.
2.	Registration under The Haryana Lifts and Escalators Act, 2008.
3.	Certificate from the Electrical Inspector under the CEA (Measures relating to safety and Electric Supply) Regulations, 2023.
4.	Certificate of Registration under the Legal Metrology (Packaged Commodities) Rules, 2011.
5.	Registration certificate under The Contract Labour (Regulation and Abolition) Act, 1970.
6.	Amendment of factory license for employing more than 150 persons in the factory.

28. The products that we commercialize mostly in the cosmetic market may not perform as expected which could negatively affect our business, financial condition and results of operations.

Our success in the cosmetic market depends significantly on our ability to commercialize new cosmetic products in India and across various markets around the world. Commercialization requires us to successfully develop, test, manufacture and obtain the required regulatory approvals for our products while complying with applicable regulatory and safety standards. To develop a commercially viable product, we must demonstrate, through extensive trials, that the products are safe and effective for use in humans. Due to the prolonged period of time for developing a new product, delays associated with regulatory approval process as well as competitive factors, we may invest resources in developing products that may not be successful commercially, which could have an adverse effect on our business, results of operations and financial condition.

However, a successfully developed new product may still face challenges such as litigation by third parties claiming our products infringe on their patents or may be seized in transit by regulatory authorities for alleged infringement of intellectual property or may be otherwise unsuccessful in the market place due to the introduction of superior products by competitors. Moreover, it may take an extended period of time for our new products to gain market acceptance, if at all.

29. Properties, on which we have our Registered Office and Corporate Office are not owned by us. Any termination or dispute in relation to this lease deed may have a material adverse effect on our business, financial condition, results of operations and cash flows.

The properties where our Registered Office and Corporate Office are situated are not owned by our Company and the same have been taken on lease from whom we have entered into a lease deed with. For details on properties taken on lease by us please refer to the heading titled “*Properties*” in chapter titled “*Our Business*” beginning on page 142 of this Draft Red Herring Prospectus. The lease deeds entered into by our Company are renewable on mutually agreed terms. The lease deeds have a clause for the renewal of the same for a further period or execution of new agreement as may be mutually agreed among the parties after the expiry of the current period. In the event of the said deeds are not being renewed or agreement is terminated by either of the parties or upon expiry of the said deeds or increase in rent or any non-compliance, we may have to either vacate the Registered Office and/or Corporate Office and relocate to other premises or agree to pay the extra amount for using the same offices. Further, increase in rent structure will lead to increase of our expenditure which in turn will lead to decrease of revenue and increase of operational cost. Also, searching for the suitable location, setting the registered office and corporate office from the scratch and relocating the inventory may lead to loss of clients, reduction in sales thereby affecting our profitability.

30. The degree certificates of the educational qualifications of our Director, Key Management Personnel and Senior Management Personnel are not traceable.

The following Director, Key Management Personnel, and Senior Management Personnel have been unable to trace copies of documents pertaining to their educational qualifications, as mentioned below:

Sr No.	Name of the Director/KMP/SMP	Details of untraceable documents
1.	Mr. Pardeep Singh (Executive Director)	D. Pharma (Diploma in Ayurvedic Science) degree
2.	Ms. Avneet Kaur (Company Secretary)	Bachelor’s and master’s degree in commerce
3.	Mr. Alok Kumar Singh (Head-Quality control)	Master’s degree in business administration and Bachelor of Science (zoology, Chemistry, Industrial Fish & Fisheries)
4.	Mr. Mushtaque Ahmed (Plant head)	B. Pharma degree
5.	Mrs. Neha Dutta Gulati (President Digital Marketing)	Bachelor’s degree in economics

While they have written letters via email to the concerned universities requesting for a copy of their degree certificates, a response from the universities is awaited and there is no assurance that the universities will respond to such letters in a timely manner or at all. Accordingly, reliance has been placed on letters furnished by them to us and the BRLM to disclose details of their educational qualifications in this Draft Red Herring Prospectus. We and the BRLM have been unable to independently verify these details prior to inclusion in this Draft Red Herring

Prospectus. Further, there can be no assurances that they will be able to trace the relevant documents pertaining to their educational qualifications in future or at all.

31. There are certain restrictive covenants in the agreements that our Company has entered into with banks.

The loan agreements entered into by us with banks contain specific covenants which require us to obtain the prior approval/ permission from the banks on the occurrence of certain events such as voluntarily or involuntarily sell, transfer, grant, lease or otherwise dispose of or deal with, all or substantially all of its properties or assets or any division thereof in favour of any persons; any change in our capital structure resulting in reduction of capital; buy-back, de-merger, sale of any undertaking, reorganization, scheme, arrangement or compromise with its creditors or shareholders, or any scheme of amalgamation or reconstruction; winding-up or dissolution; create, incur or assure any further borrowings, accept any deposits, whether secured or unsecured from any person; new project, implement any scheme of expansion/diversification etc. We are required to obtain consent/approval from our lender before undertaking any such steps which have been mentioned in the loan agreements. There can be no assurance that such consents will be granted or that we will be able to comply with the financial covenants under our financing arrangements. In the event we breach any financial or other covenants contained in any of our financing arrangements, we may be required under the terms of such financing arrangements to immediately repay our borrowings either in whole or in part, together with any related costs. This may adversely impact our results of operations and cash flows.

Further, we have hypothecated our plant, machinery, equipment, tools, spares, accessories, miscellaneous fixed assets, and all other movable assets and FDR to be a lien in favour of the bank. Additionally, we have mortgaged our Company's immovable assets in favour of the bank to secure these facilities. There is no assurance that we will be able to comply with these financial or other covenants, or that we will obtain the necessary consents to take actions required for operating and growing our business. Any fluctuations in interest rates may directly impact the interest costs of these loans, affecting our business, financial condition, results of operations, and prospects. Our ability to repay and refinance our indebtedness will depend on our continued ability to generate cash from future operations. We may not be able to generate sufficient cash flow from operations or obtain enough capital to service our debt obligations effectively.

32. Our inability to adopt new technologies could adversely affect our business, results of operations, cash flows and financial condition.

The industry we operate in, is subject to rapid technological advancements. Failure to innovate and adapt to new technologies may result in product obsolescence, loss of market share, and diminished competitiveness. Innovations or new technologies introduced by competitors may shift market demand away from the products we offer. If new, more advanced solutions become available and capture consumer interest, our existing product lines may face reduced demand, impacting our revenue streams and market position. The need to stay ahead of technological trends and continuously invest in development of products is critical to mitigating this risk. Failure to do so could lead to a significant loss of competitive advantage and adversely affect our financial condition. Environmental regulations and the growing emphasis on sustainability may require us to invest in cleaner technologies and sustainable manufacturing practices. These investments could increase operational costs. These risks highlight the potential challenges in our business and could adversely affect our operations, profitability, and market position.

33. We are dependent on third-party transportation and logistics service providers. Any increase in the charges of these entities or unavailability of transportation services for our product or transportation strikes could adversely affect our business, results of operations and financial conditions.

We rely on third-party transportation and logistics providers for the procurement of raw materials and supply of the finished products to the customers. We do not have any long-term contractual arrangements with such third-party transportation and logistics providers and engage their services, as and when required. Disruption of logistics could impair our ability to procure raw materials and/or deliver our products on time, which could materially affect our business, financial condition, and the result of operations. We are subject to the risk of an increase in freight cost. Freight costs fluctuate with the prices of oil & gas. If we cannot offset any increase in freight cost, through increase in prices for our products, we would experience lower margins. Also, unavailability of the transportation services due to weather related problem, strikes, lockouts, inadequacies in the road infrastructure or other events could impair ability to procure raw material on time and our ability to deliver our products to the customers. Any such disruption could materially and adversely affect our business, financial condition and results of operations. Though our business has not experienced any disruption due to these in the past, any future transportation unavailability due to any of these reasons may have an adverse effect on our business, financial condition, and results of operations.

34. We may be subject to unionization, strikes, work stoppages or increased labour costs, which could adversely affect our business and results of operations.

Our business is labour intensive. The success of our operations depends on availability of labour and maintaining a good relationship with our workforce. For details and categorisation of our employees, see “*Our Business- Human Resources*” beginning on page 142. We do not have any trade union registered under the Trade Unions Act, 1926. We do not have any formal policy for redressal of labour disputes. Although we have not experienced any major interruption to our operations as a result of labour disputes in the recent past, there can be no assurance that we will not experience any such disruption in the future as a result of disputes or disagreements with our work force, which may adversely affect our ability to continue our business operations. We may also have to incur additional expense to train and retain skilled workforce. We are also subject to a number of stringent labour laws that protect the interests of our employees, including legislation that imposes financial obligations on employers upon retrenchment. There can be no assurance that we will not experience labour unrest in the future, which may delay or disrupt our operations. Any labour unrest including labour disputes, strikes and lockouts, industrial accidents, experienced by us could directly or indirectly prevent or hinder our normal operating activities and, if not resolved in a timely manner, could lead to disruptions in our operations. In the past three years, we have not experienced any labour disputes/strikes/lockouts/industrial accidents. In the event of any prolonged delay or disruption of our business, results of operations and financial condition could be materially and adversely affected.

35. If we are subject to any frauds, theft, or embezzlement by our employees, suppliers or customers, it could adversely affect our reputation, results of operations, financial condition and cash flows.

Our operations may be subject to incidents of theft. We may also encounter some inventory loss on account of employees/ supplier/ customer fraud, theft, or embezzlement. Although, there have been no instances of fraud by employees in the past, there can be no assurance that we will not experience any fraud, theft, employee negligence, loss in transit or similar incidents in the future, which could adversely affect our reputation, results of operations, financial condition and cash flows. We have set up various security measures in our units such as deployment of security guards and operational processes such as periodic stock taking as a safety net.

Additionally, in case of losses due to theft, fire, breakage or damage caused by other casualties, there can be no assurance that we will be able to recover from our insurers the full amount of any such loss in a timely manner, or at all. If we incur a significant inventory loss due to third-party or employee theft and if such loss exceeds the limits of, or is subject to an exclusion from, coverage under our insurance policies, it could have an adverse effect on our business, results of

operations and financial condition. In addition, if we file claims under an insurance policy it could lead to increase in the insurance premiums payable by us or the termination of coverage under the relevant policy.

36. Our operations are subject to various employee, health, and safety laws and regulations. Our failure to comply with environmental laws and similar regulations, including improper handling of raw materials, may result in significant damages and may have an adverse effect on our business, financial condition and results of operations.

Our operations are subject to laws and regulations governing relationships with employees in such areas as minimum wage and maximum working hours, overtime, working conditions, hiring and terminating of employees. Further, our business and prospects are contingent upon, among other things, receipt of all required health and safety permits, and our ability to comply with any conditions specified in such permits and registrations, on a continuous basis. Changes or concessions required by regulatory authorities may involve significant compliance costs and also result in delays, prevent completion of construction or opening of a plant, or result in the loss of an existing license, which may adversely affect our business and results of operations. Further, we are subject to various environmental laws and regulations relating to environmental protection for our manufacturing facility situated at Panchkula, Haryana. For example, the discharge or emission of chemicals, dust, or other pollutants into the air, soil, or water that exceed permitted levels and cause damage may give rise to liabilities towards the government, especially the state pollution control boards, and third parties, and may result in expenses to remedy any such discharge or emissions. We also face the risk of not being able to obtain a desired location specific to our customers' requirements, which could affect their supply chain operations and costs as well as our margins on the services provided to them. Stricter laws and regulations, or stricter interpretation of existing laws and regulations may impose new liabilities or require additional investment in environmental protection equipment, either of which could adversely affect our business, financial condition, or results of operation. Failure to obtain required licenses, or renew expired licenses, or otherwise comply with various regulatory requirements may have a material adverse effect on our financial conditions and results of operations.

We allocate a significant part of the cash flows from our business operations for capital expenditures for maintaining our existing facility. When setting up new facilities, we may encounter cost overruns or delays for various reasons, including, but not limited to, delays in construction, delays in receiving governmental, statutory, and other regulatory approvals and permits, and delays in, or non-delivery of equipment by suppliers. Further, our budgeted resources may prove insufficient to meet our requirements due to, among other things, cost escalation, which could drain our internal cash flows or compel us to raise additional capital, which may not be available, on terms favourable to us, or at all. Any of the foregoing factors could undermine our expansion of facilities and hamper our growth and could adversely affect our business, financial condition, and results of operations.

37. We have not entered into any formal agreements with distributors and most of the merchant exporters for selling our products which could have a material adverse effect on our business, financial condition, and results of operations.

We sell products under our own brands by distributing our products through various distributors, and we also sell products manufactured under contract manufacturing to merchant exporters who further sell our products to different companies in various countries. Currently, we do not have formal agreements with our distributors and most of the merchant exporters. While this approach allows for flexibility, it also poses significant risks. Our distributors and merchant exporters can cancel orders or stop placing orders without prior notice, leading to a lack of predictability that may adversely affect our sales forecasts, inventory management, and overall operational stability.

Additionally, without binding contracts, we have limited legal protection in case of disputes or

defaults by these distributors and merchant exporters. This lack of legal recourse could negatively impact our operations, cash flow, and financial stability. Our heavy reliance on these parties, particularly without the security of formal agreements, could have a material adverse effect on our business, financial condition, and results of operations.

38. The schedule of our estimated deployment of Net Proceeds is subject to inherent uncertainties.

The fund requirement and deployment are based on internal management estimates and our Company's current business plan and are subject to change in light of changes in external circumstances or costs, other financial conditions, business or strategy. These estimates have not been appraised by any bank or financial institution. In view of the dynamic nature of the sector and specifically that of our business, we may have to revise our expenditure and fund requirements as a result of variations in cost estimates, exchange rate fluctuations and external factors which may not be within the control of our management. This may entail rescheduling and revising the planned expenditures and fund requirements and increasing or decreasing expenditures for a particular purpose at the discretion of our management, within the objects. For further details refer to "*Objects of the Issue*" beginning on page 97.

39. Our Promoter or Directors may have interests, either directly or indirectly, in ventures involved in a business similar to us, which may result in a real or potential conflict of interest.

Our Promoter or Directors may also be on the board of directors or have commercial relationships with other ventures that may potentially compete with our Company, subject to the provisions and disclosure requirements provided under the code of conduct for board of directors and senior management personnel, the Companies Act and the SEBI Listing Regulations. For further details in relation to our Directors and Promoters, please see the sections entitled "*Our Management*" and "*Our Promoter and Promoter Group*" beginning on pages 176 and 197, respectively.

Such interest and relationships of our Promoter and Directors may result in a real or potential conflict of interest affecting our business. While we continue to adhere to the requirements of the Companies Act, 2013 and the SEBI Listing Regulations, there can be no assurance that these or other conflicts of interest will be resolved in a timely and efficient manner.

The object clauses of our Group Companies, Shinto Organics Pvt Ltd., Ascot Biolabs Pvt Ltd., and Chemist India Limited permit it to undertake similar business to that of the business of the Company, however, there is no conflict of interest till date between the above-mentioned Group Companies and Company. For more details, please refer to chapter "*Our Group Companies*" beginning on page no. 201 of Draft Red Herring Prospectus. Conflicts may arise in the ordinary course of decision-making by the Promoter or Board of Directors of our Company. Further, there is no assurance that our Directors will not provide competitive services or otherwise compete in business lines in which we are already present or will enter in future. Such factors may have an adverse effect on the results of our operations and financial condition.

40. We are dependent on our Senior Management Personnel and Key Managerial Personnel. The loss of or our inability to attract or retain such persons could adversely affect our business, results of operations, financial condition and cash flows.

We are dependent on the services of our Senior Management Personnel and Key Managerial Personnel. The loss of one or more of these Senior Management Personnel and Key Managerial Personnel could have a material adverse effect on our business. We may not be able to retain or replace these Senior Management Personnel and Key Managerial Personnel and may not have adequate succession plans in place. In particular, our Company is managed by Mr. Ashish Gulati and other Key Managerial Personnel and Senior Management Personnel. Any situations

impinging on their ability to function or their departure from our business may adversely affect our business performance.

Our Key Managerial Personnel and Senior Management Personnel are important to our business because of their experience and knowledge of management and industries we operate in. If one or more of our Key Managerial Personnel or Senior Management Personnel are unwilling or unable to continue in their present positions, we may not be able to replace them with persons of comparable skills and expertise promptly, or at all, which could have a material adverse effect on our business, prospects and financial results. Further, if any of our Key Managerial Personnel or Senior Management Personnel were to join a competitor or to form a competing company, it will adversely affect our business, prospects and financial results.

Owing to the specialised nature of our work, we are dependent upon our technical personnel. There is intense competition for qualified technical personnel in India. To effectively compete, we may be required to offer higher compensation and other benefits which could materially and adversely affect our financial condition and results of operations. In the future, we may not be able to attract and retain the qualified personnel necessary for the conduct and further development of our business which could affect our ability to execute our business strategy. The loss of the services of existing personnel, including through an increase in our attrition rate, as well as the failure to recruit additional key scientific, technical, Key Managerial Personnel and Senior Management Personnel in timely manner, could adversely impact our ability to expand our business and to remain competitive in the market. Additionally, we may be unable to redeploy and retrain our professionals to keep pace with continuing changes in technology, evolving standards and changing client preferences.

41. Our Promoter, Key Managerial Personnel and Senior Management Personnel, hold Equity Shares in our Company and are therefore interested in the Company's performance in addition to his remuneration and reimbursement of expenses.

Our Promoter, Mr. Ashish Gulati also being the Managing Director and Key Managerial Personnel of our Company; Mr. Sumit Kumar, the Chief Financial Officer and a Key Managerial Personnel of our Company; and Mrs. Neha Dutta Gulati, a Senior Management Personnel of our Company are interested in our Company, in addition to their remuneration or benefits and reimbursement of expenses, to the extent of their shareholding in our Company. For details, please refer to chapter titled "*Capital Structure*" beginning on page no. 84 of the DRHP. Our Promoter, Key Managerial Personnel and Senior Management Personnel shall abide by the provisions of SEBI Listing Regulations and protect the interests of the Company. However, in case of any conflict of interest, they shall keep the interests of our Company first over their personal interest, we cannot assure you that they will exercise their rights as Shareholder to the benefit and best interest of our Company and may take or block actions with respect to our business which may conflict with the best interests of our Company or that of minority shareholders. For further information on the interest of our Promoter, Key Managerial Personnel and Senior Management Personnel of our Company, other than reimbursement of expenses incurred or remuneration or benefits, please see the chapters titles "Our Management" and "Our Promoter and Promoter Group" beginning on pages 176 and 197, respectively.

42. We will be controlled by our Promoter so long as he holds a majority of the Equity Shares, which will allow him, to influence the outcome of certain matters submitted for approval of our Shareholders and his interests may differ from those of the other Shareholders.

Our Promoter currently holds 96.40% of our issued and paid-up Equity Share capital, on a fully-diluted basis. For details of their pre-Issue shareholding, see "*Capital Structure*" beginning on page 84

Consequently, our Promoter will, after completion of the Issue and upon listing of the Equity

Shares on the Stock Exchange, continue to exercise significant influence or control over us and influence decisions requiring simple or special majority voting, and our other Shareholders may be unable to affect the outcome of such voting.

Our Promoter may, in the future, take or influence actions regarding our business that may not align perfectly with the best interests of our Company or the interests of minority Shareholders. These actions could include decisions related to future capital raising or other strategic moves. Additionally, our Promoter could influence or delay changes in our control, capital structure, or significant corporate transactions, such as mergers or acquisitions. While we expect our Promoter to consider the overall benefit to the Company, we cannot guarantee that he will always act to resolve any potential conflicts of interest in our favor. This could potentially impact our business, results of operations, and future prospects.

- 43. We operate in overseas markets and may, in the future, continue to access markets that are new to us. Our limited experience in facing entry barriers including stringent regulatory requirements in such markets, may affect our business, financial conditions, and results of operations.**

As of the date of the Draft Red Herring Prospectus, we have applied for registration of our formulations in Bolivia but are yet to receive the necessary approvals. While we have taken all appropriate measures in ensuring the timely registration of our formulations, any delays or issues in obtaining these approvals, licenses, registrations, and permissions in a timely and cost-effective manner could negatively impact our business, prospects, results of operations, and financial condition. There is also a possibility that our company's application for obtaining such registration gets rejected due to unforeseen reasons. Furthermore, even after obtaining such approvals, any failure to adhere to the stipulated conditions could lead to suspension, restriction, or revocation of our marketing rights by the relevant regulatory authorities. Additionally, we may face legal challenges in defending our applications, potentially increasing the time and costs associated with securing these approvals.

- 44. We have in the past entered into related party transactions and may continue to do so in the future. We cannot assure you that we could not have achieved more favourable terms had such transactions not been entered into with related parties.**

We have in the past entered into certain transactions with related parties. While we believe that all our related party transactions entered into for Financial Years 2024, 2023 and 2022 have been conducted on an arm's length basis and are in compliance with applicable law, including the Companies Act, we cannot assure you that we could not have achieved more favourable terms had such transactions been entered into with unrelated parties. For details on related party transactions entered into by us, see "*Restated Financial Information - Annexure XXXVI-Details of related party transactions as restated*" beginning on page 207. It is possible that we may enter into related party transactions in the future, subject to applicable laws. We cannot assure you that such future transactions, individually or in the aggregate, will not have an adverse effect on our business, financial condition, cash flows and results of operations or that we could not have achieved more favourable terms if such future transactions had not been entered into with related parties.

- 45. Price controls and other factors may prevent us from setting prices for our products at levels high enough to earn an adequate return on our investments in them.**

Price controls operate differently in different countries and can cause wide variations in prices between markets. Changes in the pricing environment that affect our products could have a significant impact on our expansion plans, projected revenues and operating profits. The existence of price controls can limit the revenues we will earn from the new products to be manufactured by us and may have an adverse effect on our business and the results of operations.

In India, various products are subject to pricing regulations under the DPCO. Though our products are subject to the Drugs (Prices Control) Order, 2013 (“**DPCO 2013**”), and the formulations that we may manufacture in the future as a result of our future expansion plans, may be subject to the provisions of DPCO 2013 as the number of scheduled drugs and the pricing mechanism for scheduled drugs has been amended. Under the DPCO 2013, the price of scheduled drugs is required to be based on the average market price charged by all companies that have a market share equal to or more than 1.0% of the total market turnover on the basis of moving annual turnover in the relevant drug. The prices of non-scheduled drugs are determined by market forces and primarily based on competitive factors and market penetration of the product and are capped at a maximum of 110.0% of their maximum retail price during the preceding 12 months. The relevant authorities under this regulation have the right to raise demands against us for alleged violations of pricing regulations due to charging prices higher than those fixed or notified by the Government or otherwise. These demands can be raised even after the passage of a significant amount of time from the date of the alleged violation. There can be no assurance of the eventual impact of the DPCO 2013, and that the same will may materially and adversely affect our future business, expansion prospects, future results of operations, and financial condition.

46. We have not independently verified certain data in this Draft Red Herring Prospectus.

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

47. We have had negative cash flows in the past. Sustained negative cash flow could adversely impact our business, financial condition, and results of operations.

We have experienced negative cash flows from operating activities and investing activities and may, in the future, experience negative cash flows. The following table sets forth certain information relating to our cash flows for the periods indicated below:

(Rs. In Lakhs)

Particulars	For the Financial Year ended on		
	March 31, 2024	March 31, 2023	March 31, 2022
Net cash from (used in)/from operating activities	404.77	(105.09)	(492.82)
Net cash from (used in)/from investing activities	(718.26)	(308.00)	(331.14)

For further information, see “**Restated Financial Information**” beginning on page 207.

Negative cash flows over extended periods, or significant negative cash flows in the short term, could materially impact our ability to operate our business and implement our growth plans. As a result, our business, financial condition and results of operations could be materially and adversely affected.

48. We have certain contingent liabilities which if materialized, could adversely affect our financial condition.

As of March 31, 2024, our contingent liabilities as disclosed in our Restated Financial Information aggregated to Rs. 9.19 lakhs. A summary table of our contingent liabilities as of March 31, 2024, as disclosed in the Restated Financial Statements is set forth below:

(₹ in Lakhs)	
Particulars	As on March 31, 2024
TDS Dues	0.11
MSME Interest for overdue payments	9.08
Total	9.19

For details, see “*Restated Financial Information*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations - Contingent Liabilities*” beginning on pages 207 and 257, respectively, for more information. Any or all of these contingent liabilities may become actual liabilities. In the event that any of our contingent liabilities become non-contingent, our business, financial condition and results of operations may be adversely affected. Furthermore, there can be no assurance that we will not incur similar or increased levels of contingent liabilities in the current Financial Year or in the future.

49. Our Company requires significant amounts 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 is working capital intensive and requires a significant amount of working capital for smooth functioning. The incremental and proposed working capital requirements and key assumptions with respect to the determination of the same based on Restated Financial Statements are mentioned on page no. 207 of this DRHP.

We intend to continue growing by expanding our business operations. Large amount of reliance is placed on the borrowings. This may result in increase in the quantum of current assets particularly trade receivables. The results of operations of our business are dependent on our ability to effectively manage our incremental working capital requirements. We estimate our revenue based on the forecast, demand and requirements and also on the customer specifications. A liquidity crunch may also result in increased working capital borrowings and, consequently, higher finance cost which will adversely impact our profitability. Our growing scale and expansion, if any, may result in increase in the quantum of working capital. Our inability to maintain sufficient cash flow, credit facility and other sourcing of funding, in a timely manner, or at all, to meet the requirement of working capital or pay out debts, could adversely affect our financial condition and result of our operations. For further details regarding working capital requirement, please refer to the chapters titled “*Objects of the Issue*” and “*Management Discussion and Analysis of Financial Condition and Results of Operations*” beginning on pages 97 and 257, respectively, of this Draft Red Herring Prospectus.

50. Our Company may require additional capital resources to achieve our expansion plans.

The rate of our expansion will depend to an extent on the availability of adequate debt and equity capital. Further, the actual expenditure incurred may be higher than current estimates owing to but not limited to, implementation delays or cost overruns. We may, therefore, primarily try to meet such cost overruns through our internal generations and in case the same is not adequate, we may have to raise additional funds by way of additional term debt from banks/ financial institutions and unsecured loans, which may have an adverse effect on our business and results of operations.

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

As per SEBI ICDR Regulations, the appointment of a monitoring agency is required only for issue sizes above Rs. 100 Crores. Since the Issue Size is less than Rs. 100 Crores, our Company has not appointed any monitoring agency. Hence, we have not appointed a monitoring agency to monitor the utilization of Issue Proceeds. However, the Audit Committee of our Board will monitor the utilization of Issue Proceeds. Further, our Company shall inform about material deviations in the utilization of Issue Proceeds to the BSE SME and shall also simultaneously make the material deviations / adverse comments of the Audit Committee public.

52. Inability to protect, strengthen and enhance our existing reputation could adversely affect our business prospects and financial performance.

Our business reputation is critical to the success of our business. While we have been making consistent efforts to strengthen our image, various factors, some of which are beyond our control, are critical for maintaining and enhancing our reputation and if not managed properly, may negatively affect our brand and reputation. These include our ability to effectively manage the quality of our products, increase brand awareness among existing and potential customers, adapt our advertising and promotion efforts to emerging industry standards and protect the intellectual property related to our brand.

Our success in marketing our existing and new products depends on our ability to adapt to a rapidly changing marketing and media environment, including our increasing reliance on direct promotional initiatives. There can be no assurance that our marketing efforts will be successful in maintaining our reputation and its perception with customers and/ or result in increased sales in the future. Also, we may not necessarily increase or maintain our sales promotion spending in proportion to our growth in the future, which may result in limited marketing initiatives. Our inability to adapt to evolving marketing trends at the same pace as our competitors may adversely affect our ability to effectively compete in terms of our image value.

Our reputation could also be negatively impacted if we fail to maintain our established standards of quality, or if our products fail to meet the expectations of our customers. Any allegations of deterioration in product quality even when false or unfounded, could tarnish our image and may cause our customers to choose other competing products. Any negative publicity regarding us, our reputation, our products or the pharmaceuticals and cosmetics industry in general could adversely affect our business and our results of operations. Other risks associated with our business include improper disclosure of proprietary information, negative comments about our brands or product quality and issues with ancillary services such as delivery, exposure of personally identifiable information, fraud, hoaxes or malicious exposure of false information. In addition, counterfeit products, product defects and ineffective promotional activities are potential threats to the image and potency of our brand. Our failure to develop, maintain and enhance our brand may result in decreased revenue and loss of customers and in turn adversely affect our reputation, business, financial condition, results of operations and cash flows.

53. Fluctuations in the average selling prices of our products could adversely affect our business, financial condition, results of operations, and cash flows.

The average selling prices of our products may be subject to fluctuations depending on the market conditions. The average selling prices of our products are affected by the general market conditions, such as pricing by competition and raw material costs, which could have an impact on our business, the demand for our products. While, we have not experienced any material fluctuation in our average selling prices, we cannot assure you that we will not experience declining average selling prices for our products or that our average selling prices can remain at the same level in the future. A decline in the average selling prices for our products could adversely affect our business and financial condition, operating results and cash flows.

54. Information relating to the installed manufacturing capacity of our manufacturing facility included in this Draft Red Herring Prospectus are based on various assumptions and estimates and future production and capacity may vary.

Information relating to the installed manufacturing capacity of our manufacturing facility included in this Draft Red Herring Prospectus are based on various assumptions and estimates of our management that have been taken into account by our Statutory Auditor in the calculation of the installed manufacturing capacity of our manufacturing facility. These assumptions and estimates include the standard capacity calculation practice after examining the equipment installed at the manufacturing facility, the period during which the manufacturing facility operated in a year/ period, expected operations, availability of raw materials, expected utilization levels, downtime resulting from scheduled maintenance activities, unscheduled breakdowns, as well as expected operational efficiencies. For further information, see “*Our Business*” beginning on page 142. Further, the installed capacity, capacity utilization and other related information has not been computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to capacity information that may be computed and presented by other peer companies. Undue reliance should therefore not be placed on our historical installed capacity information for our manufacturing facility included in this Draft Red Herring Prospectus.

55. Our Company has unsecured loans which are repayable on demand.

Any demand from lenders for repayment of such unsecured loans may adversely affect our cash flows. Our Company has availed unsecured loans which may be recalled by lenders at any time with or without the existence of an event of default, on short or no notice. As of March 31, 2024, such unsecured loans amounted to Rs. 561.41 lakhs. In the event that any lender seeks repayment of any such loan, our Company would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all. As a result, any such demand may materially affect our business, cash flows, financial condition, and results of operations. For further details, please see the chapter titled “**Financial Indebtedness**” beginning on page 247 of this Draft Red Herring Prospectus.

56. Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements.

Our Company has not declared and paid dividends in the past. Any dividends to be declared and paid in the future are required to be recommended by our Board of Directors and approved by our Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. Our Company’s ability to pay dividends in the future will depend on a number of internal and external factors, which, inter alia, include (i) profits earned by our Company, (ii) present and future capital requirements, (iii) overall financial position of our Company, (iv) uncertainty in economic conditions and (v) restrictive covenants. We cannot assure you that we will generate sufficient revenues to cover our operating expenses and, as such, pay dividends to our Shareholders in future consistent with our past practices, or at all. For details pertaining to our dividend policy, see “*Dividend Policy*” beginning on page 206.

57. Our insurance may be insufficient to cover all losses associated with our business operations.

Our insurance policies currently cover our certain inventories at our manufacturing facility, including with respect to fire and burglary. Notwithstanding the insurance coverage that we carry, we may not be fully insured against abnormal business risks. There are many events that could significantly impact our operations, or expose us to third-party liabilities, for which we may not

be adequately insured. There can be no assurance that any claim under the insurance policies maintained by us will be honored fully, in part, or on time. To the extent that we suffer any loss or damage that is not covered by insurance or exceeds our insurance coverage, our business, financial condition and results of operations could be adversely affected. For detail of our insurance policies, please see “Our Business- *Insurance Policies*” beginning on page 142.

While we believe that the insurance coverage which we maintain would be reasonably adequate to cover the normal risks associated with the operation of our business, we cannot assure you that any claim under the insurance policies maintained by us will be honoured fully, in part or on time, or that we have taken out sufficient insurance to cover all our losses. We cannot assure you that we will not write off any insurance claims receivables in the future, or that we will be able to receive the claimed amount in a timely manner or at all, which may adversely affect our results of operations, cash flows and financial condition.

In addition, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business, but we cannot assure you that such renewals will be granted in a timely manner at acceptable costs or at all. To the extent that we suffer loss or damage, for which we have not obtained or maintained insurance, or which is not covered by insurance, which exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our business, results of operations, financial condition and cash flows could be adversely affected.

58. The auditor’s report on our Restated Financial Statements highlights certain matters relating to the Companies (Auditors’ Report) Order, 2020.

While there are no audit qualifications in the audit reports issued by the auditor for the Financial Years ended March 31, 2024, 2023, and 2022 that would necessitate adjustments in the Restated Financial Statements of the Company, it has been highlighted by the auditor that for the Financial Year ended March 31, 2022, certain details related to MSMEs, as required under statutory provisions, were not provided. This omission, may raise concerns regarding our compliance with statutory disclosure requirements.

59. Our Company has not made provisions for any potential decline in the value of investments.

This non-provisioning practice may pose significant risks to our Restated Financial Statements and investor perceptions. In the event of a substantial decrease in investment values, our financial position and profitability as presented in our Restated Financial Statements may be materially overstated. If we are required to recognize significant devaluations of investments of investors in the future, it could have a material adverse effect on our reported financial performance and financial position. This circumstance could lead to a sudden and significant reduction in our reported assets and profits, which may not be foreseen by investors relying on our Restated Financial Statements. This situation may also expose us to regulatory scrutiny and penalties for inadequate disclosure or potential non-compliance with accounting standards. Additionally, it could impact our ability to meet financial covenants in our lending agreements or affect our credit ratings. Potential investors should be aware that our Restated Financial Statements may not fully reflect the risk of investment value fluctuations, and future results could differ materially from those currently presented. This discrepancy between reported and actual financial position could lead to fluctuations in our stock price and potentially impact our ability to raise capital in the future.

EXTERNAL RISK FACTORS

60. Changes in government regulations or their implementation could disrupt our operations and adversely affect our business and the results of operations.

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

61. Changing laws, rules and regulations, and legal uncertainties, including adverse application of tax laws, may adversely affect our business and financial performance.

The regulatory and policy environment in India is evolving and subject to change. Such changes in applicable law and policy in India, including the instances described below, may adversely affect our business, financial condition, results of operation, performance and prospects in India, to the extent that we are not able to suitably respond to and comply with such changes. The Government of India implemented a comprehensive national goods and service tax (“GST”) regime that combines taxes and levies by the central and state governments into a unified rate structure from July 01, 2017, which we believe will result in fundamental changes. However, given its recent introduction, there is no established practice regarding the implementation of, and compliance with, GST. The implementation of the new GST regime has increased the operational and compliance burden for Indian companies and has also led to various uncertainties. Any future increases and amendments to the GST regime may further affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable. Our business and financial performance could be adversely affected by any unexpected or onerous requirements or regulations resulting from the introduction of GST or any changes in laws or interpretation of existing laws, or the promulgation of new laws, rules, and regulations relating to GST, as it is implemented. Further, as GST is implemented, there can be no assurance that we will not be required to comply with additional procedures and/or obtain additional approvals and licenses from the government and other regulatory bodies or that they will not impose onerous requirements and conditions on our operations. Furthermore, the Finance Act, 2023 instituted a number of amendments to the existing direct and indirect tax regime which include the withdrawal of long-term capital gains exemptions on equity shares, long-term capital gains applicability in the hands of foreign institutional investors, and applicability of dividend distribution tax for certain transactions with shareholders, among others.

62. Significant differences exist between Indian GAAP and other accounting principles, such as U.S. GAAP and IFRS, which may be material to the Financial Statements prepared and presented in accordance with SEBI ICDR Regulations contained in this Draft Red Herring Prospectus.

Our Restated Financial Information for the Financial Years ended on March 31, 2024, 2023, and 2022 have been prepared and presented in conformity with Indian GAAP. Indian GAAP differs in certain significant respects from U.S. GAAP, IFRS, and other accounting principles with which prospective investors may be familiar in other countries. If our Restated Financial Statements were to be prepared in accordance with such other accounting principles, our results of operations, cash flows, and financial position may be substantially different. Prospective investors should review the accounting policies applied in the preparation of our Restated Financial Statements and consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should be limited accordingly.

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

particular.

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

64. Our international sales and operations are subject to many uncertainties and we are exposed to foreign currency exchange rate fluctuations.

We may be subject to risks inherently associated with international operations, including risks associated with foreign currency exchange rate fluctuations, which may cause volatility in our reported income, and risks associated with the application and imposition of protective legislation and regulations relating to import or export or otherwise resulting from foreign policy or the variability of foreign economic conditions.

65. Any downgrading of India's sovereign rating by an independent agency may harm our ability to raise financing.

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

66. Financial instability in Indian financial markets could adversely affect our Company's results of operations and financial condition.

In this globalized world, the Indian economy and financial markets are significantly influenced by worldwide economic, financial, and market conditions. Any financial turmoil, say in the United States of America, Europe, China, or other emerging economies, may have a negative impact on the Indian economy. Although economic conditions differ in each country, investors' reactions to any significant developments in one country can have adverse effects on the financial and market conditions in other countries. A loss in investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets. Indian financial markets have also experienced the contagion effect of the global financial turmoil. Any prolonged financial crisis may have an adverse impact on the Indian economy, thereby resulting in a material and adverse effect on our Company's business, operations, financial condition, profitability, and price of its Equity Shares. Stock exchanges in India have in the past experienced substantial fluctuations in the prices of listed securities.

67. If inflation rises in India, increased costs may result in a decline in the profits of our Company. Inflation rates in India have been volatile in recent years, and such volatility may continue in the future.

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of transportation, wages, raw materials and other expenses relevant to our business.

High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to adequately pass on to our clients, whether entirely or in part, and may adversely affect our business and financial condition. In particular, we might not be able to reduce our costs or entirely offset any increases in costs with increases in prices for our products. In such case, our business, results of operations, cash flows, and financial condition may be adversely affected. There can be no assurance that Indian inflation levels will not worsen in the future.

68. Investors may have difficulty in enforcing foreign judgments against our Company or our management.

Our Company is a company incorporated under the laws of India. All Directors on the Board of Directors of our Company and our employees are residents of India and a substantial portion of our assets and such persons are located in India. As a result, it may not be possible for prospective investors outside India to effect service of process upon our Company or such persons in jurisdictions outside India, or to enforce judgments obtained against such parties outside India. Furthermore, it is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India or would enforce foreign judgments if that court was of the view that the number of damages awarded was excessive or inconsistent with public policy, or if judgments are in breach or contrary to Indian law. In addition, a party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI to execute such a judgment or to repatriate outside India any amounts recovered. Further, any judgment or award denominated in a foreign currency would be converted into Indian Rupees on the date of such judgment or award and not on the date of payment.

Recognition and enforcement of foreign judgments are provided for under Section 13 and Section 44A of the Code of Civil Procedure, 1908 (“CPC”). Section 13 of the CPC provides that a foreign judgment shall be conclusive regarding any matter directly adjudicated upon between the same parties or parties litigating under the same title, except (a) where the judgment has not been pronounced by a court of competent jurisdiction; (b) where the judgment has not been given on the merits of the case; (c) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or a refusal to recognize the law of India in cases in which such law is applicable; (d) where the proceedings in which the judgment was obtained were opposed to natural justice; (e) where the judgment has been obtained by fraud; and (f) where the judgment sustains a claim founded on a breach of any law then in force in India. Further, India has reciprocal recognition and enforcement of judgments in civil and commercial matters with only a limited number of jurisdictions, such as the United Kingdom, United Arab Emirates, Singapore and Hong Kong. In order to be enforceable, a judgment from a jurisdiction with reciprocity must meet certain requirements established in the CPC. The CPC only permits the enforcement and execution of monetary decrees in the reciprocating jurisdiction, not being in the nature of any amounts payable in respect of taxes, other charges, fines or penalties. Judgments or decrees from jurisdictions which do not have reciprocal recognition with India, including the United States, cannot be enforced by proceedings in execution in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be directly enforceable in India. The party in whose favor a final foreign judgment in a non-reciprocating territory is rendered may bring a fresh suit in a competent court in India based on the final judgment within three years of obtaining such final judgment.

69. A third party could be prevented from acquiring control of us because of anti-takeover provisions under Indian laws.

There are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company. Under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, an acquirer has been defined as any person who, directly or

indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that the interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to our Shareholders, such a takeover may not be attempted or consummated because of SEBI (SAST) Regulations, 2011.

70. Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may have an adverse effect on the value of our Equity Shares, independent of our operating results.

On listing, our Equity Shares will be quoted in Indian Rupees on the Stock Exchanges. Any dividends in respect of our Equity Shares will also be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time taken for such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating the proceeds from a sale of Equity Shares outside India, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares may reduce the proceeds received by Shareholders. For example, the exchange rate between the Indian Rupee and the U.S. dollar has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may have an adverse effect on the returns on our Equity Shares, independent of our operating results.

71. The extent and reliability of Indian infrastructure could adversely affect our Company's results of operations and financial condition.

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

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

Under the current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. A securities transaction tax ("STT") is levied both at the time of transfer and acquisition of the equity shares (unless exempted under a prescribed notification) and collected by an Indian stock exchange on which equity shares are sold. Any gain realized on the sale of equity shares held for more than 12 months, which are sold using any other platform other than on a recognized stock exchange and on which no STT has been paid, are subject to long-term capital gains tax in India. Such long-term capital gains exceeding ₹ 1,25,000 arising from the sale of listed equity shares on the stock exchange are subject to tax at the rate of 12.5% (plus applicable surcharge and cess). Unrealized capital gains earned on listed equity shares up to January 31, 2018, continue to be tax-exempt in such cases. Further, STT will be levied on and collected by an Indian stock exchange if the equity shares are sold on a stock exchange. Short-term capital gains, arising from the sale of such equity shares on a stock exchange would be subject to tax at the rate of 20% (plus applicable surcharge and cess). The Finance Act, 2019 amended the Indian Stamp Act, 1899 with effect from July 1, 2020, and clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of the sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor.

As such, there is no certainty on the impact that the Finance Act, 2019 may have on our Company's business and operations. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short-term capital gains tax in India. In cases where the seller is a non-resident, capital gains arising from the sale of the equity shares will be partially or wholly exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident.

Additionally, the Finance Act, 2020 does not require dividend distribution tax to be payable in respect of dividends declared, distributed, or paid by a domestic company after March 31, 2020, and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident. Historically, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the equity shares. Our Company cannot predict whether any tax laws or other regulations impacting it will be enacted, or predict the nature and impact of any such laws or regulations or whether, if at all, any laws or regulations would have a material adverse effect on our Company's business, financial condition, results of operations and cash flows.

73. Under Indian law, foreign investors are subject to investment restrictions that limit our ability to attract foreign investors, which may adversely affect the market price of the Equity Shares.

Under the foreign exchange regulations currently in force in India, transfers 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, that are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or falls 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.

For further information, see "**Restrictions on Foreign Ownership of Indian Securities**" on page 348 of this Draft Red Herring Prospectus.

SECTION – III INTRODUCTION

THE ISSUE

The following table summarizes the Issue details: -

Particulars	Details of Equity Shares
Issue of Equity Shares of the face value of Rs.10/- ⁽¹⁾⁽²⁾	Issue of up to 27,90,000 Equity Shares aggregating up to Rs. [●] Lakhs
<i>The Issue consists of:</i>	
Market Maker Reservation Portion	Up to 1,44,000 Equity Shares of the face value of Rs. 10/- each fully paid up of the Company for cash at a price of Rs. [●]/- per Equity Share aggregating to Rs. [●] Lakhs
Net Issue to the public	Up to [●] Equity Shares of the face value of Rs. 10/- each fully paid up of the Company for cash at a price of Rs [●]/- per Equity Share aggregating to Rs. [●] Lakhs
<i>Of which:</i>	
A) QIB Portion ⁽³⁾⁽⁴⁾⁽⁵⁾	Not more than [●] Equity Shares
of which	
Anchor Investor Portion	Up to [●] Equity Shares
Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	[●] Equity Shares
of which:	
Mutual Fund Portion (5% of the Net QIB Portion)	[●] Equity Shares
Balance for all QIBs including Mutual Funds	[●] Equity Shares
B) Non-Institutional Portion ⁽³⁾⁽⁴⁾	Not less than [●] Equity Shares
C) Retail Portion ⁽³⁾⁽⁴⁾	Not less than [●] Equity Shares
Pre and post Issue Equity Shares:	
Equity Shares outstanding prior to the Issue as on the date of the DRHP	77,21,000 Equity Shares of face value of Rs.10/-each
Equity Shares outstanding after the Issue	[●] Equity Shares of face value of Rs.10/- each
Utilization of Net Proceeds	See chapter titled “ <i>Objects of the Issue</i> ” beginning on page 97 of this Draft Red Herring Prospectus for information about the use of Proceeds from the Issue.

Notes:

- The Issue is being made in terms of Chapter IX of the SEBI ICDR Regulations, as amended from time to time. This Issue is being made by our Company in terms of Regulation of 229 (2) of the SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post Issue paid-up equity share capital of our Company are being offered to the public for subscription.*
- The Issue has been authorized by the Board of Directors vide a resolution passed at their meeting held on May 31, 2024] and by the Shareholders of our Company, vide a special resolution passed pursuant to the Companies Act, 2013 at the Extra Ordinary General Meeting held on June 22, 2024.*
- 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 Issue shall be available for allocation on a proportionate basis to Non Institutional Bidders and not less than 35% of the Net Issue shall*

be available for allocation on a proportionate basis to Retail Individual Bidders and not more than 50% of the Net Issue shall be allotted on a proportionate basis to QIBs, subject to valid Bids being received at or above the Issue Price. Accordingly, we have allocated the Net Issue i.e., not less than 35% of the Net Issue shall be available for allocation to Retail Individual Bidders and not less than 15% of the Net Issue shall be available for allocation to Non institutional bidders. For further details, see “**Issue Procedure**” beginning on page 309.

4. Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in any category except the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories at the discretion of our company, in consultation with the BRLM and the Designated Stock Exchange subject to applicable law. In the event of oversubscription, Allotment shall be made on a proportionate basis, subject to valid Bids received at or above the Issue Price.
5. Our company, in consultation with the BRLM, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. 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 price at which Equity Shares are allocated to the Anchor Investors in the Issue. In the event of under subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares will be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received within the Price Band. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For further details, see “**Issue Procedure**” beginning on page no. 309.

SUMMARY OF FINANCIAL INFORMATION

STATEMENT OF ASSET AND LIABILITIES AS RESTATED ANNEXURE- I

(₹ In Lakhs)

Sr. No.	Particulars	As at March 31,		
		2024	2023	2022
	EQUITY AND LIABILITIES			
1)	<u>Shareholder's Funds</u>			
	a. Share Capital	760.00	400.00	400.00
	b. Reserves & Surplus	436.75	415.77	349.25
2)	<u>Share Application Money Pending Allotment</u>	0.50	-	-
3)	<u>Non-Current Liabilities</u>			
	a. Long Term Borrowings	1,989.87	1,899.00	2,185.69
	b. Deferred Tax Liabilities	17.00	50.15	65.54
	c. Other Long -Term Liabilities	-	-	-
	d. Long Term Provisions	30.30	13.03	6.57
4)	<u>Current Liabilities</u>			
	a. Short Term Borrowings	2,249.85	1,699.90	766.80
	b. Trade Payables			
	Dues to MSME	814.75	830.81	202.91
	Dues to Others	1,485.56	926.27	1,222.78
	c. Other Current Liabilities	176.43	168.33	85.25
	d. Short Term Provisions	128.38	24.24	6.39
	TOTAL	8,089.38	6,427.51	5,291.18
	ASSETS:			
1)	<u>Non-Current Assets</u>			
	a. Property Plant & Equipment and Intangible Assets			
	i. Tangible Assets	2,192.19	2,073.32	2,137.15
	ii. Intangible Assets	0.57	1.59	2.07
	iii. Capital Work in Progress	210.26	-	-
	Net Block	2,403.03	2,074.92	2,139.22
	c. Long Term Loans & Advances	3.11	-	-
	b. Other Non-Current Assets	192.19	97.51	55.67
2)	<u>Current Assets</u>			
	a. Inventories	2,484.39	1,664.70	712.28
	b. Trade Receivables	2,543.44	1,907.53	1,931.03
	c. Cash and Bank Balance	35.82	3.98	3.08
	d. Short Term Loans & Advances	427.40	678.87	449.89
	TOTAL	8,089.38	6,427.51	5,291.18

(₹ In Lakhs)

Sr. No.	Particulars	For the year ended March 31,		
		2024	2023	2022
A.	INCOME			
	Revenue from Operations	8,019.09	6,705.08	3,005.69
	Other Income	9.76	20.78	11.77
	Total Income (A)	8,028.85	6,725.86	3,017.46
B.	EXPENDITURE			
	Cost of Materials Consumed	5,849.43	5,252.68	1,848.90
	Changes in Inventories of Stock in Trade, Work in Progress and Finished Goods	(210.74)	(246.70)	57.47
	Employee benefit expenses	567.54	359.74	220.76
	Finance costs	295.98	232.42	150.18
	Depreciation and amortisation expense	397.39	393.08	378.81
	Other Expenses	618.73	626.52	303.46
	Total Expenses (B)	7,518.33	6,617.74	2,959.58
C.	Profit/ (Loss) before prior period items, extraordinary items and tax	510.52	108.12	57.88
	Prior period items	-	-	-
D.	Profit / (Loss) before extraordinary items and tax	510.52	108.12	57.88
E.	Extraordinary items	-	-	-
F.	Profit / (Loss) before tax	510.52	108.12	57.88
	<i>Tax expense:</i>			
	-Current tax	162.7	56.99	31.24
	-Deferred tax	(33.14)	(15.39)	1.76
G.	Total Tax Expense	129.54	41.60	33.00
H.	Profit / (Loss) for the year	380.98	66.52	24.88
I.	Earning Per Share			
	Basic & Diluted EPS	5.01	0.88	0.33

(₹ In Lakhs)

Particulars	For the year ended March 31,		
	2024	2023	2022
<u>Cash Flow from Operating Activities:</u>			
Net Profit before tax as per Statement of Profit and Loss	510.52	108.12	57.88
Adjustments for:			
Depreciation & Amortisation Expense	397.39	393.08	378.81
Finance Cost	295.98	232.42	150.18
Provision for Gratuity	5.94	5.64	3.67
Interest and miscellaneous Income	(6.98)	(4.00)	(2.22)
Profit on Sale of Fixed Assets	(0.27)	(16.78)	-
Operating Profit Before Working Capital Changes	1,202.59	718.49	588.32
Adjusted for Movement in Working Capital			
Trade Receivables	(635.92)	23.51	(1,448.89)
Inventories	(819.69)	(952.42)	(464.49)
Short Term & Long -Term Loans and advances	248.36	(228.98)	(128.99)
Other Current & Non-Current Assets	(94.68)	(41.84)	(47.59)
Trade Payables	543.23	331.39	1,064.83
Short Term and Long-Term Provisions	12.12	0.94	(6.32)
Other Current & Non-Current Liabilities	8.10	83.08	7.06
Cash Generated from Operations Before Extra-Ordinary Items	464.12	(65.83)	(436.07)
Add:- Extra-Ordinary Items	-	-	-
Cash Generated from Operations	464.12	(65.83)	(436.07)
Net Income Tax (paid) / refunded	(59.35)	(39.26)	(56.76)
Net Cash Flow from/(used in) Operating Activities: (A)	404.77	(105.09)	(492.82)
<u>Cash Flow from Investing Activities:</u>			
Purchase of Fixed Asset (including capital work in progress)	(725.23)	(312.00)	(333.35)
Interest Income	6.98	4.00	2.22
Net Cash Flow from/(used in) Investing Activities: (B)	(718.26)	(308.00)	(331.14)
<u>Cash Flow from Financing Activities:</u>			
Proceeds / (Repayment) of Long -Term Borrowings	90.87	(286.69)	649.43
Proceeds / (Repayment) of Short-Term Borrowings	549.94	933.10	317.94
Proceeds of Share application money pending allotment	0.50	-	-
Finance Cost	(295.98)	(232.42)	(150.18)
Net Cash Flow from/(used in) Financing Activities (C)	345.33	413.99	817.18
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	31.84	0.90	(6.78)
Cash & Cash Equivalents as At Beginning of the Year	3.98	3.08	9.86
Cash & Cash Equivalents as at end of the Year	35.82	3.98	3.08

SECTION V- GENERAL INFORMATION

Our Company was incorporated in Chandigarh under the name and style of “**AHU Laboratories Private Limited**”, pursuant to the provisions of the Companies Act, 2013 and was granted a certificate of incorporation dated **April 11, 2017**, issued by the Deputy Registrar of Companies, Chandigarh, bearing Corporate Identification Number **U24304CH2017PTC041482**. Pursuant to a special resolution passed by our Shareholders on **February 14, 2019**, the name of our Company was changed to “**Astonea Labs Private Limited**”, and a fresh certificate of incorporation dated **February 26, 2019**, was issued by the Registrar of Companies, Chandigarh. Thereafter, our Company was converted from a private limited company to a public limited company, pursuant to a special resolution passed in the EGM of our members held on **January 2, 2024**, and consequently, the name of our Company was changed to “**Astonea Labs Limited**” by deletion of the word ‘Private’. A fresh certificate of incorporation consequent upon conversion from private company to public company dated **January 11, 2024**, was issued by the Registrar of Companies, Chandigarh to our Company bearing Corporate Identification Number “**U24304CH2017PLC041482**”.

For details of incorporation and change in the name of our Company, see the chapter titled “*History and Certain Corporate Matters*” beginning on page 171.

REGISTERED AND CORPORATE OFFICE OF OUR COMPANY

The address and certain other details of our Registered Office are as follows:

Astonea Labs Limited

House No. 1358, 1st Floor Sector-22B, Chandigarh,

India. Pincode – 160022

Telephone: +91 – 9012018814

Website: <https://astonea.org>

Email ID: cs@astonea.org

Contact Person: CS Avneet Kaur

The address and certain other details of our Corporate Office are as follows:

Astonea Labs Limited

SCO 331, Second Floor, Sector 9, Panchkula, Haryana – 134113

Telephone: +91 – 9888302323

Email ID: cs@astonea.org

Contact Person: CS Avneet Kaur

For details of changes in the Registered Office of our Company, see the chapter titled “*History and Certain Corporate Matters*” beginning on page 171.

COMPANY REGISTRATION NUMBER AND CORPORATE IDENTIFICATION NUMBER

The Company Registration Number and Corporate Identification Number of our Company are set forth below:

Particulars	Number
Company Registration Number	041482
Corporate Identification Number	U24304CH2017PLC041482

ADDRESS OF THE REGISTRAR OF COMPANIES

Our Company is registered with the ROC, which is situated at the following address:

Registrar of Companies, Chandigarh

Address: 1st Floor, Corporate Bhawan, Plot No.4-B, Sector 27-B, PIN- 160019, Chandigarh.

Website: www.mca.gov.in

Email ID: roc.chandigarh@mca.gov.in

DESIGNATED STOCK EXCHANGE**BSE Limited**

Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai -400001

Email: www.bseindia.com

Equity Share to be listed on SME Platform of BSE.

BOARD OF DIRECTORS

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

Name and Designation	DIN	Address
Ashish Gulati <i>Managing Director</i>	07419339	House Number 881, Sector 8, Panchkula Haryana - 134109
Pardeep Singh <i>Executive Director</i>	10345015	Village Badanj post office Harnera Teh Shahpur, Harnera, District: Kangra, Himachal Pradesh – 176206
Pooja Singh <i>Additional Executive Director</i>	10547745	House No. 15 Top Floor, Dingra House, Near Gupta Sweets, Pinjore, Panchkula, Haryana - 134102
Salina Chalana <i>Independent Director</i>	10556802	403 B 11, Nimal Chhaya Towers, VIP Road, Zirakpur, SAS Nagar (Mohali), Punjab - 140603
Karan Vir Bindra <i>Independent Director</i>	09283623	Flat No 8213/D, ECO Floor, First Floor Near Aman City Sunny Enclave, Sector 125 Jhungian Road, Kharar, SAS Nagar (Mohali), Punjab - 140301

For further details and brief profiles of our Board of Directors, see the chapter titled “*Our Management*” beginning on page 176.

CHIEF FINANCIAL OFFICER**Sumit Kumar**

Address: SCO 331, Second Floor Sector 9, Panchkula, Haryana – 134113

Tel: +91 9012018814

Email: financeastonea@gmail.com

COMPANY SECRETARY AND COMPLIANCE OFFICER

Ms. Avneet Kaur is the Company Secretary and the Compliance Officer of our Company. Her contact details are as follows:

Company Secretary and Compliance officer**Avneet Kaur**

Address: SCO 331, Second Floor, Sector 9, Panchkula, Haryana – 134113

Tel: +91-9888302323

E-mail: cs@astonea.org

Investor Grievances

Bidders may contact our Company Secretary and Compliance Officer, and/or the Registrar to the Issue and/ or the Book Running Lead Manager, in case of any pre-issue or post-issue related problems, such as non-receipt of letters of Allotment, credit of Allotted Equity Shares in the respective beneficiary account or unblocking of ASBA Account, etc. For all Issue related queries and for redressal of complaints, Bidders may also write to the Book Running Lead Manager or the Registrar to the Issue, in the manner provided below:

All Issue-related grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary with whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the Sole or First Bidder, Bid cum Application Form number, Bidder DP ID, client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of Equity Shares applied for, the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the ASBA Bidder and ASBA Account number (for bidders other than UPI Bidders applying through the UPI Mechanism) in which the amount equivalent to the Bid Amount was blocked or UPI ID in case of UPI Bidder applying through the UPI Mechanism.

All grievances relating to the UPI Mechanism may be addressed to the Registrar to the Issue with a copy to the relevant Sponsor Bank if the Bid cum Application Form was submitted to a SCSB at any of the Specified Locations, or the Registered Broker if the Bid cum Application Form was submitted to a Registered Broker at any of the Brokers Centers, as the case may be, quoting the full name of the Sole or First Bidder, Bid cum Application Form number, address of the Bidder, Bidder's DP ID, client ID, PAN, number of Equity Shares applied for, date of Bid cum Application Form, name and address of the SCSBs or the Designated Branch or the Registered Broker or address of the RTA or address of the DP, as the case may be, where the Bid cum Application Form was submitted, and the UPI ID of the UPI ID linked bank account in which the amount equivalent to the Bid Amount was blocked.

Further, the Bidder shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

In terms of SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, any ASBA Bidder whose Bid cum Application Form 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.

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

LEGAL ADVISOR TO THE ISSUE

Chir Amrit Corporate LLP

202, SNS Square Business Zone,

Opp. Reliance Market,

Vesu Main Road, Surat- 395007.

Tel: +91-0261-3101534/ +91-9829500420

Website: www.chiramritlaw.com

E-mail: ritu@chiramritlaw.com

Contact Person: Ms. Ritu Soni

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

Escrow Collection Bank / Public Issue Account Bank /Refund Bank / Sponsor Bank

[•]

Address: [•]

Tel: +91- [•]

E-mail: [•]

Website: [•]

Fax: - [•]

Contact Person: [•]

SEBI Registration No: [•]

BOOK RUNNING LEAD MANAGER

Oneview Corporate Advisors Private Limited

Address: Bajaj Bhawan, Room No. 111, 11th Floor,
Nariman Point, Mumbai -400021

Tel: +91- 22- 43472247

Email: mbd@oneviewadvisors.com

Website: www.oneviewadvisors.com

Contact Person: Alka Mishra

SEBI Registration No: INM 000011930

REGISTRAR TO THE ISSUE

KFin Technologies Limited

Address: Selenium Tower B, Plot No-31 & 32, Financial District, Nanakramguda, Serilingampally
Hyderabad Rangareddi TG 500032

Tel: +91-40-67162222/18003094001

Fax: +91-40-6716 1563

Website: www.kfintech.com

Email: astonea.ipo@kfintech.com

Investor Grievance ID- einward.ris@kfintech.com

Contact Person: M.Murli Krishna

SEBI Registration Number: INR000000221

BANKERS TO THE COMPANY

Small Industries Development Bank of India

Address: SCO 906, Sector 13 NAC Mnaimajra, Chandigarh- 160101

Tel: +0172- 5039180

E-mail: abhishekkumar@sidbi.in

Website: www.sidbi.in

Contact Person: Shri Abhishek Kumar (Deputy General Manager)

HDFC Bank Ltd.

Address: SCO – 94, Sector 21 Panchkula, 134116.

Tel: 91-9888884111

Email: charanjit.singh@hdfcbank.com

Contact Person: Charanjit Singh.

SYNDICATE MEMBERS

[•]

[•]

Telephone: [•]

Fax: [•]

E-mail ID: [•]

Website: [•]

Contact Person: [•]

SEBI Registration No.: [•]

DESIGNATED INTERMEDIARIES

Self-Certified Syndicate Banks

The list of SCSBs notified by SEBI for the ASBA process is available on the SEBI website at <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>, or at such other website as may be prescribed by SEBI from time to time.

A list of the Designated SCSB Branches with which an ASBA Bidder (other than a RII using the UPI Mechanism), not bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the Bid cum Application Forms, is available at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>, or at such other websites as may be prescribed by SEBI from time to time.

Self-Certified Syndicate Banks eligible as issuer banks for UPI Mechanism

In accordance with 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, Retail Individual Investors using the UPI Mechanism may only apply through the SCSBs and mobile applications using the UPI handles specified on the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>) and updated from time to time.

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investors and RIIs) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI at <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&intmId=35>, which may be updated from time to time or any such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?DoRecognized=yes&intmId=35>, or any such other website as may be prescribed by SEBI from time to time.

Registered Brokers

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

Registrar and Share Transfer Agents

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

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA forms at the Designated CDP Locations, including details such as name and contact details, are provided on the websites of Stock Exchange. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of Bid cum Application Forms from the Designated Intermediaries will be available on the website of the SEBI (www.sebi.gov.in) on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>, and updated from time to time.

STATUTORY AUDITOR TO OUR COMPANY

Avnish Sharma & Associates

Chartered Accountants

Address: Sushila Villa, H. No.- 49,

Sector 7, FF, Panchkula,

Haryana- 134109

Tel: +91-9872980396, 9654222236, 7888398951

E-mail: avnishca@hotmail.com, asachditr@gmail.com

Contact Person: Mr. Dinesh Manchanda, Mr. Rajan Talwar

ICAI Firm Registration Number: 009398N

Membership No: 091352

Peer Review Number: 016702

INTER-SE ALLOCATION OF RESPONSIBILITIES OF THE BOOK RUNNING LEAD MANAGER

Oneview Corporate Advisors Private Limited is the sole Book Running Lead Manager to the Issue and all the responsibilities relating to co-ordination and other activities in relation to the Issue shall be performed by them and hence a statement of inter-se allocation of responsibilities is not required.

CREDIT RATING

As this is an Issue consisting only of Equity Shares, there is no requirement to obtain credit rating for the Issue.

GRADING TO THE ISSUE

Since the Issue is being made in terms of Chapter IX of the SEBI ICDR Regulations, no credit rating agency registered with SEBI has been appointed in respect of obtaining grading for the Issue.

DEBENTURE TRUSTEES

As this is an Issue consisting only of Equity Shares, the appointment of debenture trustee is not required.

APPRAISAL AND MONITORING AGENCY

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

FILING OF THE ISSUE DOCUMENT

The Draft Red Herring Prospectus is being filed with BSE Limited.

The Draft Red Herring Prospectus shall not be filed with SEBI, nor shall SEBI issue any observation on the Draft Red Herring Prospectus in terms of Regulation 246(2) of SEBI ICDR Regulations. Pursuant to Regulation 246(1), a copy of the Red Herring Prospectus / Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

A copy of the Red Herring Prospectus /Prospectus along with the documents required to be filed under Section 32 and Section 26 of the Companies Act, 2013 would be filed with the Registrar of Companies, situated 1st Floor, Corporate Bhawan, Plot No.4-B, Sector 27-B, PIN- 160019, Chandigarh.

BOOK BUILDING PROCESS

Book Building Process, in the context of the Issue, refers to the process of collection of Bids from bidders based on the Red Herring Prospectus, the Bid cum Application Forms, and the Revision Forms within the Price Band. The Price Band shall be decided by our Company in consultation with the BRLM and shall be advertised in all editions of [●], the English national newspaper, all editions of [●], the Hindi national newspaper and all editions of [●], the regional newspaper, (Chandigarh, where our Registered and Corporate Office is situated), respectively, at least two Working Days prior to the Bid/Issue Opening Date and shall be made available to the Stock Exchange for the purpose of uploading on their respective websites. The Issue Price shall be determined by our Company in consultation with the BRLM after the Bid/Issue Closing Date. For details see the section titled “*Issue Procedure*” on page 309.

All Bidders, other than Anchor Investors and Retail Individual Bidder, shall participate in the Issue mandatorily through the ASBA process by providing the details of their respective ASBA Accounts in which the corresponding Bid Amount will be blocked by the SCSBs and Sponsor Bank, as the case may be. Retail Individual Bidders may participate through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs or, (b) through the UPI Mechanism. Anchor Investors are not permitted to participate in the Issue through the ASBA process.

In accordance with the SEBI ICDR Regulations, QIBs Bidding in the Net QIB Portion and Non-Institutional Bidders bidding in the Non-Institutional Portion are not allowed to withdraw or lower the size of their Bid(s) (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/Issue Period and withdraw their Bids until the Bid/Issue Closing Date. Anchor Investors cannot withdraw their Bids after the Anchor Investor Bidding Date. Further, allocation to QIBs in the Net QIB Portion will be on a proportionate basis and allocation to Anchor Investors in the Anchor Investor Portion will be on a discretionary basis.

For further details, see the chapters titled “*Terms of the Issue*”, “*Issue Structure*” and “*Issue Procedure*” beginning on pages 294, 304 and 309 respectively.

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

The Book Building Process is in accordance with guidelines, rules, and regulations prescribed by SEBI. Bidders are advised to make their own judgment about an investment through this process prior to submitting a Bid.

Bidders should note the Issue is also subject to obtaining (i) the final approval of the ROC of the Prospectus that will be filed with the ROC and; (ii) final listing and trading approvals from the Stock Exchange, which our Company shall apply for after Allotment as prescribed under applicable law.

For details of the method and procedure for Bidding, see the chapter titled “*Issue Procedure*” beginning on page 309.

UNDERWRITER

Our Company and Book Running Lead Manager to the Issue hereby confirm that the Issue is 100% underwritten. The Underwriting Agreement is dated [●] and pursuant to the terms of the Underwriting Agreement; obligations of the Underwriter are subject to certain conditions specified therein. The Underwriter has indicated its intention to underwrite following number of Equity Shares being offered through this Issue.

(Rs. In Lakhs)

Name, Address, Telephone and Email of the Underwriter	No of Equity Shares Underwritten	Amount Underwritten	% of the Total Issue Size Underwritten
[●]	Up to [●]	[●]	[●]
Total	[●]	[●]	[●]

In the opinion of our Board of Directors of our Company, the resources of the above-mentioned Underwriter is sufficient to enable it to discharge its respective underwriting obligations in full.

CHANGES IN STATUTORY AUDITORS

There has been no change in our Statutory Auditors in the three years preceding the date of this Draft Red Herring Prospectus.

GREEN SHOE OPTION

No green shoe option is contemplated under the Issue.

DETAILS OF THE MARKET MAKING ARRANGEMENT

Our Company and the Book Running Lead Manager have entered into a Market Making Agreement dated [●], with the following Market Maker, duly registered with BSE Limited to fulfill the obligations of Market Making:

[●]**

Add: [●]

Tel: [●]

Fax: [●]

E-mail: [●]

Website: [●]

Contact Person: [●]

SEBI Registration No.: [●]

Market Maker Registration No. (BSE SME): [●]

***The Market Maker shall be appointed prior to registering the Red Herring Prospectus with ROC.*

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

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

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

1. The Market Maker(s) (individually or jointly) shall be required to provide a two – way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. The Spread (difference between the sell and buy quote) shall not be more than 10% or as specified by the Stock Exchange. Further, the Market Maker(s) shall inform the Stock Exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).
2. The prices quoted by Market Maker shall be in compliance with the Market Maker spread requirements and other particulars as specified or as per the requirements of BSE SME and SEBI from time to time.
3. The minimum depth of the quote shall be Rs. 1 lakh. However, the investors with holdings of value less than Rs. 1 lakh shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
4. After a period of three (3) months from the market making period, the Market Maker would be exempted to provide quote if the Equity Shares of Market Maker in our Company reaches to 25% of Issue Size (including the [●] Equity Shares out to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above 25 % Equity Shares would not be taken in to consideration of computing the threshold of 25 % of Issue Size. As soon as the Equity Shares of Market Maker in our Company reduce to 24 % of Issue 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 its inventory through market making process, BSE SME may intimate the same to SEBI after due verification.
6. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
7. There would not be more than five Market Makers for the Company's Equity Shares at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors. At this stage, [●] is acting as the sole Market Maker.
8. On the first day of the listing, there will be pre – opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. The Equity Shares of the Company will be placed in SPOS and would remain in trade for trade settlement for 10 days from the date of listing of Equity Shares on the Stock Exchange.
9. The Equity Shares of the Company will be traded in continuous trading session from the time and day, the Company gets listed on BSE SME and Market Maker will remain present as per

the guidelines mentioned under BSE Limited and SEBI circulars.

10. Price Band and spreads: SEBI Circular bearing reference no: CIR/MRD/DP/02/2012 dated January 20, 2012, has laid down that for Issue Size up to Rs. 250 crores, the applicable price bands for the first day shall be:

A. 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.

B. In case equilibrium price is not discovered in the call auction, the price band in the normal trading session shall be 5% of the Issue Price.

Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The following spread will be applicable on the SME Exchange Platform.

S. No	Market price slab (In Rs.)	Proposed spread (in % to sale price)
1.	Up to 50	9
2.	50 to 75	8
3.	75 to 100	6
4.	Above 100	5

11. 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 Stock Exchange, while force – majeure will be applicable for non – controllable reasons. The decision of the Stock Exchange for deciding controllable and non – controllable reasons would be final.
12. The Market Maker(s) shall have the right to terminate said arrangement by giving one – month notice or on mutually acceptable terms to the Book Running Lead Manager, who shall then be responsible to appoint a replacement Market Maker(s).

In case of termination of the above – mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Book Running Lead Manager to arrange for another market maker(s) in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of Regulation 261 of the SEBI ICDR Regulations. Further the Company and the Book Running Lead Manager reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed 5 (five) or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our [●] Office from 11.00 a.m. to 5.00 p.m. on Working Days.

13. BSE SME will have all margins which are applicable on the BSE SME viz., Mark – To – Market, Value – At – Risk (VAR) Margin, extreme loss margin, special margins and base minimum capital etc. BSE SME can impose any other margins as deemed necessary from time-to-time.
14. BSE SME 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 Stock 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 Stock Exchange from time to time. The Stock Exchange will impose a penalty on the Market Maker(s) in case he is not present in the market (offering two – way quotes) for at least 75% of the

time. The nature of the penalty will be monetary as well as suspension in market making activities/ trading membership.

The Department of Surveillance and Supervision of the Stock 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. Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for Market Makers during market making process has been made applicable, based on the Issue Size and as follows:

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

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

16. All the above – mentioned conditions and systems regarding the Market Making arrangement are subject to change based on changes or additional regulations and guidelines from SEBI and Stock Exchange from time to time.

SECTION VI -CAPITAL STRUCTURE

The share capital of our Company as on the date of this Draft Red Herring Prospectus, before and after the Issue, is set forth below:

(Amount in Rs.)

Sr No.	Particulars	Aggregate value at face value	Aggregate value at Issue Price
A.	Authorized share capital		
	1,15,00,000 Equity Shares of Rs.10/- each	11,50,00,000	[•]
B.	Issued, subscribed and paid-up equity share capital before the Issue		
	77,21,000 Equity Shares of Rs. 10/- each	7,72,10,000	[•]
C.	Present Issue in terms of the Draft Red Herring Prospectus		
	Fresh Issue of up to 27,90,000 Equity Shares of face value of Rs. 10/- each aggregating up to Rs. [•] Lakhs ⁽¹⁾	[•]	[•]
D.	Issued, subscribed and paid-up equity share capital after the Issue		
	[•] Equity Shares of face value of Rs. 10/- each	[•]	[•]
E.	Securities Premium Account		
	Before the Issue	1,08,90,000	
	After the Issue		[•]

* To be updated upon the finalization of the Issue Price.

(1) This Issue has been approved and authorized by the Board of Directors vide a resolution passed in their meeting held on 31-05-2024 and the Issue has been approved and authorised by the Shareholders of our Company vide a special resolution passed pursuant to the Companies Act, 2013 at the extraordinary general meeting held on 22-06-2024.

Class of Shares

The Company has only one class of share capital i.e., Equity Shares of Rs. 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 Draft Red Herring Prospectus. Our Company does not have any outstanding convertible instruments as on the date of this Draft Red Herring Prospectus.

NOTES TO THE CAPITAL STRUCTURE

1. CHANGES IN THE AUTHORIZED SHARE CAPITAL OF OUR COMPANY:

For details in relation to the changes in the authorised share capital of our Company, please refer to section titled “*History and Certain Corporate Matters – Amendments to the Memorandum of Association*” beginning on page 171 of this Draft Red Herring Prospectus.

2. PAID-UP SHARE CAPITAL HISTORY OF OUR COMPANY

Date of allotment / fully paid-up	No. of Equity Shares allotted	Face value (Rs.)	Issue price (Rs.)	Nature of consideration	Nature of allotment (bonus, swap etc.)	Cumulative number of Equity Shares	Cumulative Paid-up Share Capital (Rs.)
On Incorporation	1,00,000	10	10	Cash	Subscription to MOA ^(2.1)	1,00,000	10,00,000
October 16, 2019	39,00,000	10	10	Cash	Right issue* ^(2.2)	40,00,000	4,00,00,000
March 09, 2024	36,00,000	10	-	Other than cash	Bonus issue in the ratio of 9:10 ^(2.3)	76,00,000	7,60,00,000
April 22, 2024	1,21,000	10	100	Cash	Private Placement ^(2.4)	77,21,000	7,72,10,000

* Pursuant to letter of offer dated October 07, 2019, Mr. Harsh Gulati renounced his right to subscribe to 9,75,000 Equity Shares in favor of Mr. Ashish Gulati and Mrs. Usha Gulati each.

2.1 Initial subscribers to Memorandum of Association subscribed 1,00,000 Equity Shares of face value of Rs. 10 each as per the details given below:

Sr No.	Name of allottees	No. of Equity Shares allotted
1.	Ashish Gulati	25000
2.	Harsh Gulati	50000
3.	Usha Gulati	25000
Total		1,00,000

2.2 Issue of 39,00,000 Equity Shares of value of Rs. 10/- each as per the details given below:

Sr No.	Name of allottees	No. of Equity Shares allotted
1.	Ashish Gulati	1950000
2.	Usha Gulati	1950000
Total		39,00,000

2.3 Bonus issue of 36,00,000 Equity share of face value of Rs. 10/- each, in the ratio of 9:10 i.e., Nine Equity Shares for every ten Equity Shares, held by Shareholders on March 09, 2024 as per the details given below:

Sr No.	Name of allottees	No. of Equity Shares allotted
1.	Ashish Gulati	3528000
2.	Usha Gulati	36000
3.	Harsh Gulati	36000
Total		36,00,000

2.4 Issue of 1,21,000 Equity Shares of value of Rs. 10/- each by way of private placement, as per the details given below:

Sr No.	Name of allottees	No. of Equity Shares allotted
1.	Sumit Kumar	4800
2.	Chetan Singla	9600

3.	<i>Pooja</i>	4800
4.	<i>Manoj D Singh</i>	2400
5.	<i>Yogan Goyal</i>	2400
6.	<i>Dilip Raman Goyal</i>	2400
7.	<i>Ishender Mohan</i>	6000
8.	<i>Madan Lal Goyal</i>	2400
9.	<i>Bhupesh Goyal</i>	6000
10.	<i>Iyshita Ahuja</i>	1200
11.	<i>Saurabh Juneja</i>	6000
12.	<i>Pratigya Anand</i>	6000
13.	<i>Sandeep Nagpal</i>	6000
14.	<i>Amar Chand Bahada</i>	6000
15.	<i>Rekha Rawat</i>	1200
16.	<i>Ramavtar Chhaba</i>	9800
17.	<i>Raj Kishor Jayswal</i>	2400
18.	<i>Pardeep Dalal</i>	2400
19.	<i>Ratik Arora</i>	2500
20.	<i>Gaurav Kumar</i>	2400
21.	<i>Tej Mohan Singh</i>	2400
22.	<i>Ayushi Nayyar</i>	2400
23.	<i>Kamal Kumar</i>	2400
24.	<i>Rohit Bansal</i>	5000
25.	<i>Jyoti Bansal</i>	5000
26.	<i>Rashmi Khurana</i>	2500
27.	<i>Priya Goyal</i>	5000
28.	<i>Raman Kumar</i>	2400
29.	<i>Vinod Kumar</i>	2400
30.	<i>Sanjay Bhalla</i>	2400
31.	<i>Mushtaque Ahmad</i>	2400
Total		1,21,000

3. Issue of shares for consideration other than cash or out-of-valuation reserves

Except as set out below, our Company has not issued any Equity Shares for consideration other than cash since its incorporation:

Date of allotment	Name of the allottees	No. of Equity Shares allotted	Face value (Rs.)	Issue price (Rs.)	Reason / Nature of Allotment	Benefits accrued to our Company
March 09, 2024	Ashish Gulati	35,28,000	10	-	Bonus issue in the ratio of 9:10.	Capitalization of reserves & surplus
	Usha Gulati	36,000	10			
	Harsh Gulati	36,000	10			

4. Issue of shares pursuant to schemes of arrangement

Our Company has not made any allotment of Equity Shares pursuant to any scheme approved under Sections 391 to 394 of the Companies Act, 1956 or Section 230-240 of the Companies Act, 2013 as on the date of the Draft Red Herring Prospectus.

5. Employee Stock Option Scheme

Our Company does not have any employee stock option scheme / employee stock purchase plan for our employees, and we do not intend to allot any shares to our employees under employee stock option scheme / employee stock purchase plan from the proposed Issue. As and when, options are granted to our employees under the employee stock option scheme, our Company shall comply with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

6. Issue of shares at a price lower than the Issue Price in the last year

The Issue Price is [●]. For further details in relation to the issuances in preceding one year, see “Chapter Capital Structure- *Notes- Paid-up share capital history of our Company*” beginning on page 84.

7. OUR SHAREHOLDING PATTERN

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

Sr No.	Category of shareholders	No. of Shareholders	No. of Fully Paid-up Equity Shares held	No. of partly paid-up Equity Shares held	No. of Equity Shares underlying depository receipts	Total No. of Equity Shares held	Shareholding as a % of total no. of Equity Shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	No. of Voting Rights held in each class of securities*		No. of Shares Underlying Outstanding Convertible Securities (including Warrants)	Shareholding as a % assuming full convertible securities (as a % of diluted share capital) As a % of (A+B+C2)	No. of Locked in shares**		Shares Pledged or otherwise encumbered		No. of Equity Shares held in dematerialised form
								No. of voting rights	Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
I	II	III	IV	V	VI	VII=IV+V+VI	VIII	IX		X	XI=VII+X	XII		XIII	XIV	
A	Promoter & Promoter Group	04	75,99,970	-	-	75,99,970	98.43	75,99,970	98.43	-	98.43	[●]	[●]	-	75,99,970	
B	Public	32	1,21,030	-	-	1,21,030	1.57	1,21,030	1.57	-	1.57	[●]	[●]	-	1,21,030	

C	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	36	77,21,000	-	-	77,21,000	100.00	77,21,000	100.00	-	100.00	[•]	[•]	-	77,21,000

**As on the date of this Draft Red Herring Prospectus, 01 Equity Share holds 01 vote. Furthermore, face value of Equity Shares is Rs. 10/- each.*

***Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the SEBI LODR Regulations, one day prior to the listing of the Equity shares. The Shareholding pattern will be uploaded on the website of SME platform of BSE Limited before commencement of trading of such Equity Shares.*

8. List of Shareholders holding 1% or more of the paid-up share capital of our Company aggregating to 80% or more of the paid-up share capital of the Company:

I. List of Shareholders holding 1% or more of the paid-up capital of the Company as on the date of this Draft Red Herring Prospectus and end of last week from the date of Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholders	No. of Equity Shares	% of the pre-issue capital
1.	Ashish Gulati	74,42,970	96.40
	Total	74,42,970	96.40

II. List of Shareholders holding 1% or more of the paid-up capital of the Company as on date 10 days prior to the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholders	No. of Equity Shares	% of the pre-issue capital
1.	Ashish Gulati	74,42,970	96.40
	Total	74,42,970	96.40

III. List of Shareholders holding 1% or more of the paid-up capital of the Company as on date 1 year prior to the date of filing this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholders	No. of Equity Shares	% of the pre-issue capital
1.	Ashish Gulati	19,75,000	49.38
2.	Usha Gulati	19,75,000	49.38
3.	Harsh Gulati	50,000	1.24
	Total	40,00,000	100.00

IV. List of Shareholders holding 1% or more of the paid-up capital of the Company as on date 2 years prior to the date of filing this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholders	No. of Shares	% of the Pre-Issue Capital
1.	Ashish Gulati	1975000	49.38
2.	Usha Gulati	1975000	49.38
3.	Harsh Gulati	50,000	1.24
	Total	40,00,000	100.00

9. Our Company has not made any public issue since incorporation.

10. The Company has not issued any convertible instrument like warrants, debentures etc. since its incorporation and there is no outstanding convertible instrument as on the date of filing of Draft Red Herring Prospectus.

11. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, right issue or in any other manner during the period commencing from the date of the Draft Red Herring Prospectus until the Equity Shares of our Company have been listed.

12. Our Company does not intend to 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 within a period of six months from the date of opening of the Issue. However, our Company may further issue Equity Shares (including issue of securities convertible to Equity Shares) whether preferential or otherwise after the date of the listing of the Equity Shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose, as the Board may deem fit, if an opportunity of such nature is determined by the Board to be in the interest of our Company.

13. **Shareholding of the promoter and promoter group of our company:**

As on the date of this Draft Red Herring Prospectus, our Promoter, Mr. Ashish Gulati, holds **74,42,970** Equity Shares of our Company which is **96.40%** of our pre-issue paid-up capital.

a) **Equity shareholding of the Promoter and Promoter Group:**

The details of the holding of securities (including shares, warrants, convertible securities) of persons belonging to the category “Promoter and Promoter Group” are as under:

Sr No.	Name of the Shareholder	Pre-issue		Post-issue	
		No. of Equity Shares	% of pre-issue capital	No. of Equity Shares	% of post-issue capital
(I)	(II)	(III)	(IV)	(V)	(VI)
C)	Promoter				
2)	Ashish Gulati	74,42,970	96.40%	[•]	[•]
	Sub Total (A)	74,42,970	96.40%	[•]	[•]
D)	Promoter Group				
4)	Harsh Gulati	76,000	0.98%	[•]	[•]
5)	Usha Gulati	76,000	0.98%	[•]	[•]
6)	Neha Dutta Gulati	5,000	0.06%		
	Sub Total (B)	1,57,000	2.02%	[•]	[•]
	Total	75,99,970	98.42%	[•]	[•]

b) **Capital Build-up of our Promoter shareholding in the Company**

Date of allotment /Transfer	No. of Equity Shares allotted	Face value (Rs.)	Issue price (Rs.)	Name of Issue	% of the paid-up capital	
					Pre-Issue	Post-Issue
Ashish Gulati						
On Incorporation	25000	10	10	Subscription to MOA	0.32%	[•]
October 16, 2019	1950000	10	10	Rights Issue	25.26%	[•]

October 10, 2023	1935000	10	-	Transfer from Usha Gulati by way of a gift ⁽ⁱ⁾	25.06%	[•]
October 10, 2023	10,000	10	-	Transfer from Harsh Gulati by way of a gift ⁽ⁱ⁾	0.13%	[•]
March 09, 2024	35,28,000	10	-	Bonus issue in the ratio of 9:10	45.69%	[•]
March 18, 2024	(5000)	10	-	Transfer to Neha Dutta Gulati by way of gift ⁽ⁱⁱ⁾	0.06%	[•]
March 18, 2024	(10)	10	10	Transfer to Sumit Kumar ⁽ⁱⁱⁱ⁾	Negligible*	[•]
March 18, 2024	(10)	10	10	Transfer to Vikrant ⁽ⁱⁱⁱ⁾	Negligible*	[•]
March 18, 2024	(10)	10	10	Transfer to Rekha Rawat ⁽ⁱⁱⁱ⁾	Negligible*	[•]
Total	74,42,970				96.40%	[•]

*Less than 0.01%

Notes:

- (i) **Details of 1945000 Equity Shares having face value of Rs. 10/- each acquired by our Promoter, Ashish Gulati by way of gift deed which was executed on 10.10.2023.**

Sr No.	Date of transfer	Name of transferor	No. of share transfer	Name of transferee
1.	10.10.2023	Usha Gulati	1935000	Ashish Gulati
2.	10.10.2023	Harsh Gulati	10000	Ashish Gulati

- (ii) **Details of 5000 Equity Shares having face value of Rs. 10/- each acquired by our Promoter, Ashish Gulati by way of gift deed which was executed on 18.03.2024.**

Sr No.	Date of transfer	Name of transferor	No. of share transfer	Name of transferee
1.	18.03.2024	Ashish Gulati	5000	Neha Dutta Gulati

- (iii) **Details of 30 Equity Shares having face value of Rs. 10/- each transferred by our Promoter, Ashish Gulati via transfer deed executed on 18.03.2024.**

Sr No.	Date of transfer	Name of transferor	No. of share transfer	Name of transferee
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1.	18.03.2024	Ashish Gulati	10	Sumit Kumar
2.	18.03.2024	Ashish Gulati	10	Vikrant
3.	18.03.2024	Ashish Gulati	10	Rekha Rawat

14. We have Thirty-Six (36) Shareholders as on the date of filing of the Draft Red Herring Prospectus.

15. Aggregate shareholding of our Promoter Group:

As on the date of this Draft Red Herring Prospectus, our Promoter Group holds 1,57,000 Equity Shares in the Company. Further, except as disclosed below, none of the relatives of our Promoter hold any Equity Shares.

Sr. No.	Name of the promoter group	No. of Equity Shares held	% of pre-issue equity share capital
1.	Harsh Gulati	76,000	0.98%
2.	Usha Gulati	76,000	0.98%
3.	Neha Dutta Gulati	5000	0.06%
Total		1,57,000	2.02%

16. Except as disclosed in Chapter Capital Structure beginning on page no. 84, none of the Promoter, members forming a part of Promoter Group, Promoter Group companies/entities, Directors and their immediate relatives have purchased or sold or transferred any Equity Shares of our Company within the last 6 (Six) months immediately preceding the date of this Draft Red Herring Prospectus.

17. None of the Persons/entities comprising our Promoter Group, Directors of our Company and their relatives have financed the purchase by any other person of securities of our Company other than in the normal course of the business of any such entity/ individual or otherwise during the period of six months immediately preceding the date of filing of this Draft Red Herring Prospectus.

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

Pursuant to Regulation 236 and 238 of SEBI ICDR Regulations, an aggregate of 20% of the post-Issue capital held by our Promoter shall be considered as promoter's contribution ("**Promoter's Contribution**") and locked-in for a period of three years from the date of Allotment of Equity Shares issued pursuant to this Issue. The lock-in of the Promoter's Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

Our Promoter shall give a written consent to include such number of Equity Shares held by him and subscribed by him as a part of Promoter's Contribution constituting 20% of the post issue Equity Shares of our Company and has agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoter's Contribution, for a period of three years from the date of Allotment in the Issue.

Date of allotment of fully	No. of Equity Shares	Nature of issue/ acquisition	Face value (Rs.)	Issue price (Rs.)	% of the paid-up capital	
					Pre-issue	Post-issue

paid-up shares	Locked-in					
<i>Ashish Gulati</i>						
[•]	[•]	[•]	[•]	[•]	[•]	[•]
Total Lock-in	[•]	[•]	[•]	[•]	[•]	[•]

Our Promoter has confirmed to our Company and the Book Running Lead Manager that the acquisition of Equity Shares held by our Promoter has been financed from his internal accruals and no loans or financial assistance from any banks or financial institutions have been availed of by him for this purpose.

The minimum Promoter's Contribution has been brought in to the extent of not less than the specified minimum lot and from the person defined as '**promoter**' under the SEBI ICDR Regulations. The Equity Shares that are being locked in are not ineligible for computation of Promoter's Contribution in terms of Regulation 237 of the SEBI ICDR Regulations. In connection, we confirm the following: -

- (a) The Equity Shares offered for minimum 20% Promoter's Contribution have not been acquired in the three years preceding the date of this Draft Red Herring Prospectus for consideration other than cash and revaluation of assets or capitalization of intangible assets nor resulted from a bonus issue out of the revaluation reserves or unrealized profits of the Company or against Equity Shares which are otherwise ineligible for computation of Promoter's Contribution;
- (b) The minimum Promoter's Contribution does not include Equity Shares acquired during the one year preceding the date of this Draft Red Herring Prospectus at a price lower than the Issue Price;
- (c) The Equity Shares held by the Promoter and offered for minimum Promoter's Contribution are not subject to any pledge;
- (d) Our Company has not been formed by the conversion of a partnership firm into a Company and thus, no Equity Shares have been issued to our Promoter upon conversion of a partnership firm;
- (e) All the Equity Shares of our Company held by the Promoter are held in dematerialized form prior to filing of this Draft Red Herring Prospectus; and
- (f) The Equity Shares offered for Promoter's Contribution do not consist of Equity Shares for which specific written consent has not been obtained from the Promoter for inclusion of its subscription in the Promoter's Contribution subject to lock-in.

19. Details of share capital of the Promoter's Lock in for one year

In addition to 20% of the post issue capital of our Company held by the Promoter, which will be locked-in for three years, the balance [●] Equity Shares held by the Promoter shall be locked in for a period of one year from the date of Allotment in the IPO as provided in clause (b) of Regulation 238 of the SEBI ICDR Regulations.

20. Lock in of Equity Shares held by Persons other than the Promoter

In terms of Regulation 239 of the SEBI ICDR Regulations, the entire pre-issue capital held by the persons other than the promoters shall be locked in for a period of one year from the date of Allotment in the IPO. Accordingly, 2,78,030 Equity Shares held by the Persons other than the Promoter shall be locked in for a period of one year from the date of Allotment in the IPO.

21. Inscription or recording of non-transferability

In terms of Regulation 241 of the SEBI ICDR Regulations, 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.

22. Pledge of Locked in Equity Shares

In terms of Regulation 242 of the SEBI ICDR Regulations, the Equity Shares held by our Promoter 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;

- i.** 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 Issue and pledge of Equity Shares is one of the terms of sanction of the loan.
- ii.** In case of Equity Shares are held by the Promoter 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.

23. Transferability of locked in Equity Shares

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

- i.** The Equity Shares held by our Promoter and locked in as per Regulation 238 of the SEBI ICDR Regulations may be transferred to another Promoter (if any) or any person of the Promoter 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.
- ii.** The Equity Shares held by Persons other than Promoter and locked in as per Regulation 239 of the SEBI ICDR Regulations may be transferred to any other Person (including Promoter and Promoter 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.

We further confirm that our Promoter’s Contribution of 20% of the post issue equity share capital does not include any contribution from alternative investment fund, foreign venture capital investors, scheduled commercial banks, public financial institutions or insurance companies registered under IRDA or any non-individual public shareholder holding at least five per cent. of the post-issue capital or any entity (individual or non-individual) forming part of promoter group other than the Promoter.

24. Our Company, our Directors and the Book Running Lead Manager have not entered into any buy back arrangements for the purchase of Equity Shares being issued through the Issue from any person.
25. As on date of the Draft Red Herring Prospectus, all the Equity Shares of our Company are fully paid up. Further, since the entire Issue Price in respect of the Issue is payable on application, all the successful Applicants will be issued fully paid-up Equity Shares.
26. Neither the Book Running Lead Manager, nor their associates hold any Equity Shares of our Company as on the date of the Draft Red Herring Prospectus.
27. As per RBI regulations, OCBs are not allowed to participate in this Issue.
28. Our Company has not raised any bridge loan against the proceeds of this Issue. However, depending on Business requirements, we may consider raising bridge financing facilities, pending receipt of the Net Proceeds.
29. There are no Equity Shares against which depository receipts have been issued.
30. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
31. We shall ensure that transactions in Equity Shares by the Promoter and members of the Promoter Group, between the date of filing the Draft Red Herring Prospectus and the Bid/Issue Closing Date shall be reported to the Stock Exchange within 24 hours of such transactions being completed.
32. An over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off to the nearest multiple of minimum allotment lot, while finalizing the basis of Allotment. Consequently, the actual Allotment may go up by a maximum of 10% of the Issue, as a result of which, the post-Issue paid up capital after the Issue would also increase by the excess amount of Allotment so made. In such an event, the Equity Shares held by our Promoter and subject to lock in shall be suitably increased; so as to ensure that a minimum of 20% of the post Issue paid-up capital is locked in.
33. As on date of this Draft Red Herring Prospectus there are no outstanding warrants, options or rights to convert debentures loans or other financial instruments into our Equity Shares.
34. A Bidder cannot make a Bid for more than the number of Equity Shares being issued through this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.
35. 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 Issue to any Person for making an Application in the IPO, except for fees or commission for services rendered in relation to the Issue.
36. Our Promoter and the members of our Promoter Group will not participate in this Issue.
37. None of our Directors or Key Managerial Personnel holds Equity Shares in our Company, except as stated in the chapter titled “*Our Management*” beginning on page 176 of the Draft Red Herring Prospectus.

SECTION VII: PARTICULARS OF THE ISSUE

OBJECTS OF THE ISSUE

The Issue comprise of a fresh Issue of 27,90,000 Equity Shares of our Company at an Issue Price of Rs. [●] per Equity Share. We intend to utilize the proceeds of the Issue to meet the following objects: -

- 1) Funding of expenses proposed to be incurred towards Product registration in Bolivia, South America;
- 2) Purchase and installation of plant and machineries for ointment production for the purpose of export in accordance with the international standards and protocols, on the 2nd floor of the Existing Premises (factory at Haripur, Tehsil - Raipur Rani, District Panchkula, Haryana to be referred to as the “Existing Premises”);
- 3) Advertising, marketing and brand building;
- 4) Investment in procuring hardware and software;
- 5) Funding of working capital requirements; and
- 6) General corporate purposes
(Collectively, herein referred to as the “Objects”)

Also, we believe that the listing of our Company’s Equity Shares will enhance our Company’s corporate image, brand name and create a public market for our Equity Shares in India. It will also provide liquidity to the existing Shareholders and will also create a public trading market for the Equity Shares of our Company.

The main object clause of Memorandum of Association of our Company enables us to undertake the activities for which the funds are being raised by us through the Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the object clause of our Memorandum of Association. For the main objects clause of our Memorandum of Association, see “History and Certain Corporate Matters” beginning on page 171.

ISSUE PROCEEDS

The details of the Issue proceeds are summarized below:

(Rs. In lakhs)

Particulars	Estimated amount ⁽¹⁾
Gross Proceeds of the Issue	[●]
Less: Issue related expenses	[●]
Net proceeds of the Issue after deducting the Issue related expenses to be borne by our Company (“Net Proceeds”)	[●]

(1) To be finalized on determination of the Issue Price and updated in the Prospectus prior to filing with the RoC.

UTILIZATION OF NET PROCEEDS:

(Rs. In Lakhs)

Sr. No.	Purpose	Net Proceeds
1.	Funding of expenses proposed to be incurred towards registration in Bolivia, South America	126.76 ^s
2.	Purchase and installation of plant and machineries for ointment production for the purpose of export in accordance with the international standards and protocols, on the 2 nd floor of the Existing Premises	523.40

3.	Advertising, marketing and brand building	495.15
4.	Investment in procuring hardware and software	68.38
5.	Funding of working capital requirements	1975.00
6.	General corporate purposes*	[●]
	Total	[●]

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

^sThe amount mentioned is as per conversion rate of USD into Rupees as on August 10, 2024.

SCHEDULE OF IMPLEMENTATION & 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. As on the date of this Draft Red Herring Prospectus, except for Issue related expenses, our Company has not deployed any funds towards the Objects.

(Rs. In Lakhs)

S. No.	Purpose	Amount to be funded from the Net Proceeds	Estimated utilization of Net Proceeds	
			F.Y. 2024-25	F.Y. 2025-26
1.	Funding of expenses proposed to be incurred towards registration in Bolivia, South America	126.76*	40.00	86.76
2.	Purchase and installation of plant and machineries for ointment production for the purpose of export in accordance with the international standards and protocols, on the 2 nd floor of the Existing Premises	523.40	475.00	48.40
3.	Advertising, marketing and brand building	495.15	150.15	345.00
4.	Investment in procuring hardware and software	68.38	40.00	28.38

5.	Funding of working capital requirements	1975.00	1975.00	-
6.	General corporate purposes	[●]	[●]	[●]

**The amount mentioned is as per conversion rate of USD into Rupees as on August 10, 2024.*

The fund requirements, the deployment of funds and the intended use of the Net Proceeds as described herein are based on our current business plan, management estimates, market conditions and other external commercial and technical factors including interest rates, exchange rate fluctuations and other charges. However, such fund requirements and deployment of funds have not been appraised by any bank, or financial institution. We may have to revise our funding requirements and deployment schedule on account of a variety of factors such as our financial and market condition, business and strategy, negotiation with lenders, variation in cost estimates and other external factors such as changes in the business environment and interest or exchange rate fluctuations, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our management, subject to compliance with applicable laws.

In the event that the estimated utilization of the Net Proceeds in a scheduled Fiscal Year is not completely met, due to the reasons stated above, the same shall be utilised in the next Fiscal Year, as may be determined by our Company, in accordance with applicable laws. If the actual utilisation towards any of the Objects is lower than the proposed deployment such balance will be used towards general corporate purposes, to the extent that the total amount to be utilised towards general corporate purposes is within the permissible limits in accordance with the SEBI ICDR Regulations.

MEANS OF FINANCE

The entire fund requirements for our Objects are proposed to be funded from the Net Proceeds. Accordingly, we confirm that there are no requirements to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, in addition to the Net Proceeds, under Regulation 230(1)(e) and Paragraph 9(C)(1) of Part A of Schedule VI of the SEBI ICDR Regulations. Subject to applicable laws, in case of a shortfall in the Net Proceeds or any increase in the actual utilisation of funds earmarked for the Objects, our Company may explore a range of options including utilizing our internal accruals and/or seeking additional debt from existing and/or other lenders. Further funds deployed in the Objects after the date of filing the Draft Red Herring Prospectus and before the receipt of Net Proceeds shall be temporary funded by our Company from its internal accruals as a short-term borrowing and such temporary arrangement of funds for the Objects made available by our Company shall be routed back to our Company from the Net Proceeds.

DETAILS OF THE OBJECTS OF THE ISSUE

The details of the Issue are set out below:

(1) **Funding of expenses proposed to be incurred towards product registration in Bolivia, South America**

Our Company proposes to utilise up to Rs. 126.76 Lakhs from the Net Proceeds towards the funding of expenses proposed to be incurred towards product registration in Bolivia.

Our Company has been established in 2017 and is engaged in manufacturing of pharmaceutical and cosmetic products. We offer a wide range of pharmaceutical formulations and products manufactured at our manufacturing unit located at Village- Haripur, Tehsil- Raipur Rani, District- Panchkula, Haryana. Our products are marketed across India and internationally. In order to

directly export our products in Bolivia, we have to get our products registered and approved by the local regulatory authority in Bolivia. Registration involves the preparation and submission of data dossiers which require detailed product specifications, understanding of the market dynamics conducted and details of the results of these studies are submitted as part of the registration process.

In order to increase our product portfolio in the international market, our Company has earmarked an amount of Rs. 126.76 Lakhs out of the Net Proceeds for the product registration in the Bolivia. Our Company has obtained quotations from the consultant for product registration in Bolivia.

Quotations received, for funding of expenses proposed to be incurred towards obtaining various certifications is as below:

(Rs. in Lakhs)

Sr. No.	Country Name	Quotation Date	Name of Consultant	Item	Number of Product	Amount in USD	Amount in INR
1.	Bolivia	21.02.2024	Anbeed SRL	Registration Procedure for health registration for branded medication, generic	100	151000	126.76*

* The above quotation was received in USD. Conversion rate: 1 USD=83.95 rupees as on August 10, 2024

The product list that requires registration is stated herein below:

Sr. No.	Generic Name	Strength
1.	Acetaminophen Tablets	500 mg
2.	Acetylsalicylic Acid Tablets	100 Mg
3.	Aciclovir Cream	5% W/W
4.	Acyclovir Tablets	400 mg
5.	Acyclovir Tablets	600 mg
6.	Acyclovir Tablets Usp	800 mg
7.	Albendazole Tablets	400 mg
8.	Allopurinol Tablets Usp	300 mg
9.	Amiodarone Hydrochloride Tablets	200 mg
10.	Atenolol Tablets	100 mg
11.	Atorvastatin Calcium Tablets	10 mg
12.	Atorvastatin Calcium Tablets	20 mg
13.	Atorvastatin Calcium Tablets	40 mg
14.	Azathioprine Tablets	50 mg
15.	Calcitriol Capsules Softgel Capsules	0.25 MCG
16.	Calcium & Colecalciferol (Vitamin D3) Tablets	500 MG + 400 IU
17.	Carbidopa And Levodopa Tablets	25MG + 250 MG
18.	Carvedilol Tablets	12.5 mg
19.	Carvedilol Tablets	6.25 mg

20.	Celecoxib Capsules	200 MG
21.	Chlorpheniramine Maleate Tablets	4 mg
22.	Ciprofloxacin Extended-Release Tablets	1000 MG SR
23.	Clarithromycin Tablets	500 mg
24.	Clotrimazole Cream Usp	1 gm (1%) w/w
25.	Clotrimazole Vaginal Cream	1% w/w
26.	Desloratadine Tablets	5 mg
27.	Diclofenac + Neurotropas Capsules	B1 50mg, B6 50mg, B12 200mcg, Diclofenac 50mg
28.	Diclofenac + Paracetamol Capsules	50 mg + 500 mg
29.	Diclofenac Gel Bp	1%
30.	Enalapril Tablets	20 mg
31.	Fexofenadine Hydrochloride Tablets	120 mg
32.	Fexofenadine Hydrochloride Tablets	180 mg
33.	Fluconazole Capsules	200 mg
34.	Fluconazole Tablets	150 mg
35.	Flunarizine Tablets	10 mg
36.	Furosemide Tablets	40 mg
37.	Gabapentin Capsules	300 mg
38.	Glibenclamide Tablets	5 mg
39.	Hydroxyurea Capsules	500 mg
40.	Hyosine Butylbromide Tablets	10 mg
41.	Ibuprofen 400 Mg & Acetamenophen Tablets	400 mg + 500 mg
42.	Itraconazole Capsules	100 mg
43.	Ketoconazole Cream Bp	2%
44.	Ketorolac Tromethamine Dispersible Tablets	10 mg
45.	Ketotifen Fumarate Tablets	1 mg
46.	Lamoterigine Orally Disintegrating Tablets	100 mg
47.	Lansoprazole Capsules	30 mg
48.	Leflunomide Tablets	20 mg
49.	Letrozole Tablet	2.5 mg
50.	Levofloxacin Tablets	500 mg
51.	Levofloxacin Tablets	750mg
52.	Levothyroxine Sodium Tablet	0.1 mg
53.	Loratadine Tablets	10 mg
54.	Losartan Potassium Tablets	100 mg
55.	Losartan Potassium Tablets	50 mg
56.	Meloxicam Tablets	15 mg
57.	Metformin Hydrochloride + Gliclazide Tablets	500 mg + 80 mg
58.	Metformin Hydrochloride Sr Tablets	1000 mg sr
59.	Metformin Hydrochloride Tablets	850 mg
60.	Micofenolate And Mofetil Tablets	500 mg
61.	Nifuroxazide Tablets	200 mg
62.	Nystatin Cream	100000 Units per gram
63.	Omeprazol Capsules	20 mg
64.	Oxcarbazepine Tablets	300 mg
65.	Pantoprazole Ec & Domperidone Capsules	40 mg + 30 mg sr
66.	Paracetamol + Ibuprofen + Caffeine Softgel Capsules	325 mg + 200 mg + 30 mg
67.	Pregabalin Capsules	50 mg

68.	Pregabalin Capsules	75 mg
69.	Pregabalina Capsule	150 mg
70.	Rosuvastatin Tablets	20 mg
71.	Sildenafil Tablets	100 mg
72.	Sildenafil Tablets	50 mg
73.	Sitagliptin & Metformin Hydrochloride Tablets	50 mg + 1000 mg
74.	Sitagliptin Tablets	100 mg
75.	Sitagliptin Tablets	50 mg
76.	Sodium Picosulfate Capsules	5 mg
77.	Sulfmethoxazole & Trmethoprim Tablets	400 mg + 80 mg
78.	Sulfmethoxazole And Trmethoprim Tablets	800 mg + 160 mg
79.	Tacrolimus Capsules	1.0 mg
80.	Tadalafil Tablets	20 mg
81.	Tamoxifen Citrate Tablets	20 mg
82.	Tamsulosin Tablets Prolonged Release	0.4 mg
83.	Vitamin A Softgel Capsules	200000 IU
84.	Vitamin D3 Softgel Capsules	5000 IU
85.	Vitamin E Softgel Capsules	1000 IU
86.	Vitamin E Softgel Capsules	400 IU
87.	Warfarin Sodium Tablets	5mg
88.	Gemfibrozil Tablets	600 mg
89.	Piroxicam + Pyridoxine + Cyanocobalamin Tablets	10 mg + 150 mg + 2.5 mg
90.	Methyldopa Tablets	500 mg
91.	Prednisone Tablets	20 mg
92.	Doxycycline Capsules	100 mg
93.	Trimebutine Maleate Prolonged Release Tablets	300 mg
94.	Enalapril Maleate Tablets	10 mg
95.	Fluxetine Capsules	20 mg
96.	Dimenhydrinate Tablets	50 mg
97.	Chewable Ascorbic Acid Tablets	500 mg
98.	Vitamin A Soft Gel Capsules	100000 IU
99.	Risperidone Tablets	3 mg
100.	Amloride + Hydrochloridethiazide Tablets	50 mg + 5 mg

(2) Purchase and installation of plant and machineries for ointment production for the purpose of export in accordance with the international standards and protocols, on the 2nd floor of the Existing Premises.

Our Company proposes to utilize Rs. 523.40 lakhs from the Net Proceeds for the purchase and installation of plant and machineries for ointment production for the purpose of export in accordance with the international standards and protocols, on the 2nd floor of the Existing Premises. This new facility will not only continue to manufacture the existing ointment range but will also be audited in accordance with SEDEX (Supplier Ethical Data Exchange) assessment process which focuses in maintaining fair and just labour practices, supply chains, health and safety, environmental practices and business ethics. Additionally, it will comply with PIC/S (Pharmaceutical Inspection Co-operation Scheme), EU GMP (European Union Good Manufacturing Practice), and USFDA (United States Food and Drug Administration) standards and protocols to meet export requirements.

Quotations received, for funding of expenses proposed to be incurred towards purchase and installation of plant and machineries is mentioned below:

(Rs. In lakhs)

S. No.	Quotation date	Quotations received from	Particulars	Quantity	Amount (in INR #)	Amount (including GST)	Quotation validity
	06.06.2024	FJ Insulations	(a) AHU-01 (b) AHU-02 (c) AHU-03 (d) AHU-04 (e) AHU-05 (f) AHU-06 (g) AHU-07 (h) AHU-08 (i) AHU-09 (j) AHU-10 (k) AHU-11 (l) AHU-12 (m) AHU-13 (n) AHU-14 (o) AHU-15 (p) AHU-16 (q) AHU-17 (r) AHU-18 (s) AHU-19 (t) AHU-20 (u) AHU-21 (v) AHU-22 (w) AHU-23 (x) AHU-24 (y) AHU-25 (z) AHU-26	(a) 7200 (b) 4200 (c) 1500 (d) 1500 (e) 2000 (f) 2000 (g) 2000 (h) 14000 (i) 1400 (j) 1400 (k) 14000 (l) 10000 (m) 5500 (n) 3500 (o) 900 (p) 2500 (q) 4500 (r) 4200 (s) 3800 (t) 2000 (u) 2000 (v) 1800 (w) 7200 (x) 3600 (y) 2200 (z) 2200	75.70	96.90	-
	06.06.2024	FJ Insulations	(a) 80 MM Wal Panel (b) 80 MM Riser Panel (c) 40 MM Ceiling Panel (d) 80 MM C Chanel (e) 60MM Wal Panel (f) 60 MM C Chanel	(a) 1280 (b) 298 (c) 800 (d) 280 (e) 500 (f) 200	166.28	196.21	-

			(g) Single Door 900x2100	(g) 28			
			(h) Single Door 1500x2100	(h) 28			
			(i) Double Door 1500x2100	(i) 27			
			(j) PVC Coving	(j) 3500			
			(k) Tee tris	(k) 120			
			(l) Window 1000x1000	(l) 50			
			(m) Double Door 1000x2100	(m) 7			
			(n) Panel fixing, door fixing, coving fixing, window fixing, asserioes, pvc Giti, woden screw, stich screw, silicon, pass box fixing gej fixing	(n) 1			
			(o) Electrical Panel for 25 Ahu's	(o) 2			
			(p) 22G				
			(q) 24G	(p) 19700			
			(r) 19 MM Insulation Fixing	(q) 18500 (r) 5580			
			(s) 13 MM Insulation Fixing	(s) 9000			
			(t) Hepa Housing Installation	(t) 95			

			(u) Grill Fixing			
			(v) Damper	(u) 315		
			Fixing	(v) 180		
			(w) Z Frame			
			Fixing	(w) 120		
			(x) GP Sheet-			
			22g-	(x) 9500		
			0.80mm-			
			1250x2500			
			-Make-			
			Tata-			
			300pcs			
			(y) GP Sheet-			
			24g-	(y) 6500		
			0.60mm-			
			1250x2500			
			-Make-			
			Tata-			
			450pcs			
			(z) Thread rod-			
			8MM-6	(z) 760		
			bundle			
			(aa)Gi Rivet-			
			10n0-	(aa)90		
			4pktx10 kg			
			(bb) Gasket – 5			
			bundel x 25	(bb) 125		
			pcs			
			(cc)GI Nut Bolt			
			– 6mm / 25	(cc)190		
			mm			
			(dd) Silicon –			
			4 box –	(dd) 250		
			white x 24			
			pcs			
			(ee)XLPE –			
			13mm – 15	(ee)800		
			roll x 31.25			
			sq mtr per			
			roll			
			(ff) XLPE –			
			19mm – 15	(ff) 600		
			roll x 24.40			
			sq mtr per			
			roll			
			(gg) Nitrile –			
			13mm – 10	(gg) 325		

			roll x 16.8 sq mtr				
			(hh) Thread Rod Joint – 8mm	(hh) 600			
			(ii) SS 316L Pipe EP Size- 2.0"	(ii) 200			
			(jj) SS 316L Long Bend Size-2.0" EP	(jj) 60			
			(kk) SS 316L TC Set Size - 2.0" EP	(kk) 40			
			(ll) SS 316L Loop Valve Size- 2.0" EP	(ll) 8			
			(mm) SS 304 Pipe Holding Support Base plate, Nipple and pipe clamp 2.0"	(mm) 80			
			(nn) Orbital welding and piping installation as per requiremen t	(nn) 01			
			(oo) Boroscop y charges (10% of total joints)	(oo) 01			
			(pp) Document ation charges (Isometric drawing, sample and welding certificates etc..)	(pp) 01			

	21.06.2024	Elmach Pack	(a) Blister packing machine model EPI-3015 PDA blister packing machine with one set of change part (b) Automatic feeding system (c) Tower lamp unit with Red, Amber and Green lights for machine condition indication	01	60.00	72.22	60 days
	02.08.2024	Maharshi Udyog	(a) Tablet counting machine - 2 head (each head 12 track) (b) Sticker labelling machine VSC/VLC DS Servo	01	46.50	56.52	180 days
	04.06.2024	Parle Kovai Machinery Pvt. Ltd.	(a) Link up conveyor (b) PCP 90 Speed: 80 - 100 cartons per min Basic machine Carton Magazine made in conveyor belt Product Presence	01	28.56	34.22	-

			Verification Sensor Batch number steel letters Reverse tuck-in version Carton Low- level sensor IQ, OQ Document				
	10.08. 2024	Parle Kovai Machinery Pvt. Ltd	(a) Model; PK 120 PL linear (b) Jacketed hopper 50 ltr with stirrer (c) Tube cleaning Unit (d) Additional Change Part For Lami/Pl Tubes (e) IQ OQ Document	01	51.6 0	61.74	180 days
	10.08. 2024	Toshvin Analytical Pvt. Ltd.	Shimadzu Double Beam UV-VIS Spectrophotome ter	01	4.75	5.61	30 days
Total					33.39	523.40	

The quotations received from the above vendors are valid as on the date of this Draft Red Herring Prospectus. As on the date of this Draft Red Herring Prospectus, we are yet to place orders for all the plant and machineries. Furthermore, in case of a shortfall in the Net Proceeds or any increase in the actual utilisation of funds earmarked for the Objects, our Company may explore a range of options including utilizing our internal accruals. We do not intend to purchase any second-hand equipment's in relation to this Object.

The proposed schedule of implementation

The proposed schedule of activities in respect of the ointment plant are as follows:

Sr. No.	Particulars	Actual/estimated timeline for commencement	Expected completion timeline
1.	Procurement of plant and machineries	March, 2025	January, 2026
2.	Installation of plant and machineries	March, 2025	January, 2026

(3) Advertising, marketing and brand building

The Company intends to utilize Rs. 495.15 Lakhs for the purpose for advertising, marketing and branding. We tend to increase our reach via marketing which includes print media and electronic media.

Estimated quotation of advertisement is mentioned below:

(Rs. in Lakhs)

Sr. No.	Name of party	Purpose	Amount (including GST)
1.	Green Media	Digital media advertisements on facebook, youtube, instagram, twitter, digital media, TV and commercial advertisement development charges (Duration 1 year)	395.00
2.	Tycoon Events & Promotions Private Limited	Display standees (4x5) (500 quantities)	42.50
3.	Tycoon Events & Promotions Private Limited	Newspaper ad in Hindustan Times and Times of India (Duration 2 years)	57.65
Total			495.15

(4) Investment in procuring hardware and software

Our Company proposes to utilize Rs. 68.38 lakhs of Net Proceeds towards the procurement of hardware and software devices for enhancement of our Company business.

(a) Details of Hardware:

Our Company have received quotation from Net Home Computers for the said hardware purchase which includes 15 desktop computers with the said specifications: Dell Core i5 12th gen desktop computer 512 GB SSD, 1 TB HDD 16 GB Ram, 20 Inch Led Monitor, Keyboard and Mouse.

(b) Details of Software:

Our Company for the purpose of enhancement of our business through smart use of technology is looking forward to purchase a software licensing for which our Company has received a quotation from Cintra Infotech Solution Private Limited for SAP B1 licensing which provides solutions related to accounting and financial management, sales and customer management, purchasing and operation management, inventory and distribution management, reporting and administration, etc.

Quotation received, for above mentioned subject are mentioned below:

(Rs. in Lakhs)

Sr. No.	Quotation	Particulars	Quantity	Amount	Amount	Quotation
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	date				(Including GST)	validity
Hardware						
1.	10.06.2024	Dell Core i5 12th Gen Desktop Computer 512 GB SSD, 1 TB HDD 16 GB Ram, 20 Inch Led Monitor, Keyboard + Mouse	15	8.25	9.74	90 days
Software						
2.	10.08.2024	SAP Business One	-	49.69	58.64	120 Days

(5) Funding of working capital requirements

Our Company proposes to utilize Rs. 1975.00 lakhs of the Net Proceeds towards our Company's working capital requirements. We fund a majority of our working capital requirements in the ordinary course of business from banks facilities and internal accruals. Our Company requires additional working capital for funding its incremental working capital requirements and releasing the internal accruals deployed in working capital. The funding of the incremental working capital requirements will lead to a consequent increase in our profitability, ability to utilize internal accruals for growth opportunities and achieving the proposed targets as per our business plan. The incremental and proposed working capital requirements and key assumptions with respect to the determination of the same based on Restated Financial Statements are mentioned below:

(Rs. in Lakhs)

Sr. No.	Particulars	Actual (Restated)			Estimated
		March 31, 2022	March 31, 2023	March 31, 2024	March 31, 2025
I	Current Assets				
	Inventories	712.28	1664.70	2484.39	2657.79
	Trade receivables	1931.03	1907.53	2543.44	3635.33
	Cash and bank balances	3.08	3.98	35.82	379.46
	Short term loan and advances	449.89	678.87	427.40	840.43
	Total Current Assets	3096.28	4255.08	5491.05	7513.01
II	Current Liabilities				
	Trade payables	1425.69	1757.08	2300.31	1693.12
	Other current liabilities	85.25	168.33	176.43	219.54

	Short term provision	6.39	24.24	128.38	56.00
	Total Current Liabilities	1517.33	1949.65	2605.12	1968.66
III	Total working capital (I-II)	1578.95	2305.43	2885.93	5544.35
IV	Funding Pattern				
	- Borrowings for meeting working capital requirements	484.85	1402.38	2070.84	2400.00
	- Net worth / Internal Accruals	1094.10	903.05	815.09	1169.35
	- Proceeds-from IPO	-	-	-	1975.00

The above estimates are as per management of the Company and passed in Board Resolution of the Company dated August 12, 2024.

The following table sets forth the details of the holding period (with days rounded to the nearest whole number) considered for financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, as well as projections for financial year ended March 31, 2025:

(No. of days)

Particulars	March 31, 2022	March 31, 2023	March 31, 2024	March 31, 2025
Inventories	52	79	113	109
Trade Receivables	147	104	101	103
Trade Payables	138	98	116	107

Justification for "Holding period" levels

Current Assets	
Trade Receivables	It is an indicator of Company's financial and operational performance. The trade receivable holding days for the Company engaged in Pharma and cosmetic industry is usually 120 days. In Fiscal Years 2022, 2023 and 2024, we observed variations in our average debtor holding periods, which were 147 days, 104 days and 101 days respectively. The decreasing trends shows that the Company's efficient credit management and prompt payment by the customers. The debtor holding period for the fiscal year 2025, is estimated to be slightly high i.e. 103 days this is due to the management decision for branding our own products i.e. glow up and Regaro in the market at the higher pace which have been recently launched in February, 2024. This adjustment is due to our plans to engage with new clients and extend longer credit periods as a part of our strategy to build stronger relationships.
Inventories	The inventory holding period tells the company how long funds are tied up in the form of inventory before they are realized as sales. In the pharma manufacturing industry, it is mostly dependent upon the third party order and the market demand in case of own products sales. The inventory holding period in financial year 2023-24 was increased from 79 to 113 days because of launching of own products like Glow up cosmetic and Regaro pharma product where the management has decided to manufacture the product range of more than 100 SKU which require more inventory to be held in the initial period

	<p>because the market demand is not ascertained. However, in the Fiscal Year 2025, the inventory holding period as projected or estimated by the management will be decreased from 113 to 109 days. This is because of effective remedial action taken by the Company such as optimizing maintenance schedule, improving procurements process or enhancing forecasting accuracy. As decided by the management, it will take another one year to realize which product SKU will be favored by the consumer.</p> <p>Efficient inventory management is vital for cost control, ensuring timely maintenance and uninterrupted operations, especially in the pharma and cosmetic industry where safety, hygiene and regulatory compliance are paramount. Therefore, the downward trends in inventory holding days reflects the Company's adaptability and responsiveness or operational challenges, ultimately contributing to sustained competitiveness and profitability</p>
Current Liabilities	
Trade Payables	<p>The trade payable ratio indicate the Company's relationship with its short term creditors or suppliers. It shows the efficiency with which the Company pays to its creditors. In Fiscal Years 2022, 2023 and 2024, our average creditor cycle period exhibited variations, with figures of 138 days, 98 days and 116 days, respectively. The decline suggests improvement in the Company's payment cycle efficiency. Although, there is spike in the year 2024 from 98 days to 116 days this is because of the voluminous purchase of raw material by the management. In the Fiscal Year 2025, the credit holding period will be 107 days which shows that the management decision of optimizing its working capital management ensuring liquidity while maintaining good relationship with the suppliers. This efficient management of trade payables can contribute to the Company's financial stability and operational resilience in the competitive pharma and cosmetic industry.</p>

(6) General Corporate Purposes

The Net Proceeds will first be utilized for the objects as set out above. Subject to this, our Company intends to deploy any balance left out of the Net Proceeds, aggregating up to Rs. [●] Lakhs, towards general corporate purposes and the business requirements of our Company, as approved by our management, from time to time, subject to such utilization for general corporate purposes not exceeding 25% of the Gross Proceeds, in compliance with the SEBI ICDR Regulations.

In accordance with the policies set up by our Board, we have flexibility in applying the remaining Net Proceeds, for general corporate purposes including but not restricted to the following:

- a) Meeting operating expenses;
- b) the strengthening of our business development and marketing capabilities;
- c) brand building exercises;
- d) Strategic initiatives; and
- e) On – going general corporate exigencies, which the Company in the ordinary course of business may not foresee or any other purposes as approved by our Board of Directors, subject to compliance with the necessary provisions of the Companies Act.

We confirm that any Issue related expenses shall not be considered as a part of general corporate purposes. Further, we confirm that the amount for general corporate purposes, as mentioned in the Draft Red Herring Prospectus, shall not exceed 25% of the amount being raised by our Company through this Issue, in compliance with SEBI ICDR Regulations.

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 the Board, will have flexibility in utilizing the Net Proceeds for general corporate purposes, as mentioned above.

ISSUE RELATED EXPENSES

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

Particulars	Expenses*	As % of total expenses	As % of Gross Proceeds*
Book Running Lead Manager Fees	[●]	[●]	[●]
Fees Payable to Registrar to the Issue	[●]	[●]	[●]
Fees Payable for Advertising and Publishing Expenses	[●]	[●]	[●]
Fees Payable to Regulators including Stock Exchanges	[●]	[●]	[●]
Payment for Printing & Stationery, Postage, etc.	[●]	[●]	[●]
Fees Payable to Legal Advisors and other Professionals	[●]	[●]	[●]
Brokerage and selling commission payable to Registered Brokers	[●]	[●]	[●]
Others (Underwriting fees, Commission/processing fee for SCSBs, Sponsor Bank and Banker(s) to the Issue and brokerage and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs, Marketing and Miscellaneous Expenses)	[●]	[●]	[●]
Total estimated Issue expenses	[●]	[●]	[●]

*Exclusive of applicable taxes.

Note:-Amounts will be finalised and incorporated in the Prospectus on determination of Issue Price. Issue expenses are estimates and are subject to change.

The Company has incurred Rs. 5.00 Lakhs towards Issue expenses as certified by our Statutory Auditor pursuant to their certificate dated July 29, 2024.

Selling commission payable to the SCSBs on the portion for QIBS, Retail Individual Bidders, Non-Institutional Bidders, which are directly procured by the SCSBs, would be as follows:

<i>Portion for Retail Individual Bidders*</i>	<i>[●]% of the Amount Allotted* (plus applicable taxes)</i>
<i>Portion for Non-Institutional Bidders*</i>	<i>[●]% of the Amount Allotted* (plus applicable taxes)</i>
<i>Portion for QIB</i>	<i>[●]% of the Amount Allotted* (plus applicable taxes)</i>

**Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price.*

No additional processing fees shall be payable to the SCSBs on the Bids directly procured by them.

Selling commission payable to the SCSBs will be determined on the basis of the bidding terminal id as captured in the bid book of BSE.

Processing fees payable to the SCSBs of Rs. [●] per valid application (plus applicable taxes) for processing the Bid cum Application of Retail Individual Bidders, Non-Institutional Bidders procured by the Syndicate Member/ Sub-Syndicate Members/ Registered Brokers / RTAs / CDPs and submitted to SCSBs for blocking. In case the total ASBA processing charges payable to SCSBs exceeds Rs. [●] Lakh, the amount payable to SCSBs would be proportionately distributed based on the number of valid applications such that the total ASBA processing charges payable does not exceed Rs. [●] Lakh.

For Syndicate (including their sub- syndicate Members), RTAs, and CDPs:

Brokerages, selling commission and processing/uploading charges on the portion for Retail Individual Bidders (using the UPI mechanism), portion for Non-Institutional Bidders which are procured by members of Syndicate (including their Sub-Syndicate Members), RTAs and CDPs or for using 3-in-1 type accounts-linked online trading, demat and bank account provided by some of the brokers which are members of Syndicate (including their Sub-Syndicate Members) would be as follows:

<i>Portion for Retail Individual Bidders</i>	<i>[●] % of the Amount Allotted* (plus applicable taxes)</i>
<i>Portion for Non-Institutional Bidders</i>	<i>[●] % of the Amount Allotted* (plus applicable taxes)</i>
<i>Portion for QIB</i>	<i>[●] % of the Amount Allotted* (plus applicable taxes)</i>

** Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price.*

The selling commission payable to the Syndicate/ sub-syndicate members will be determined on the basis of the Bid cum Application Form number/ series, provided that the Bid is also Bid by the respective Syndicate/ sub-syndicate member. For clarification, if a Syndicate ASBA Bid on the Bid cum Application Form number/ series of a Syndicate/ sub- syndicate member, is bid by an SCSB, the selling commission will be payable to the SCSB and not the Syndicate/ sub- syndicate member.

The payment of selling commission payable to the sub-brokers/ agents of sub-syndicate members are to be handled directly by the respective sub-syndicate member.

The Selling commission payable to the RTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the bid book of BSE.

Uploading charges/ processing charges of Rs. [●]/- valid application (plus applicable taxes) is applicable only in case of Bid uploaded by the members of the Syndicate, RTAs and CDPs: for Bids made by Retail Individual Investors using the UPI Mechanism. In case the total processing charges payable under this head exceeds Rs. [●] Lakh, the amount payable would be proportionately distributed based on the number of valid Bids such that the total processing charges payable does not exceed Rs. [●] Lakh.

Uploading charges/processing charges of Rs. [●]/- valid Bids (plus applicable taxes) are applicable only in case of Bid uploaded by the members of the Syndicate, RTAs and CDPs: (a) for Bids made by Retail Individual Bidders using 3-in-1 type accounts; and (b) for Non-Institutional Bidders using Syndicate ASBA Process / using 3-in-1 type accounts. (In case the total processing charges payable under this head exceeds Rs. [●] Lakh, the amount payable would be proportionately distributed based on the number of valid Bids such that the total processing charges payable does not exceed Rs. [●] Lakh.

The Bidding/uploading charges payable to the Syndicate/ sub-syndicate members, RTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the bid book of BSE.

For Registered Brokers:

Selling commission payable to the Registered Brokers on the portion for Retail Individual Bidders and Non-institutional Bidders which are directly procured by the Registered Brokers and submitted to SCSBs for processing would be as follows:

Portion for Retail Individual Bidders and Non – Institutional Bidders	Rs. [●] per valid Bid* (plus applicable taxes)
---	--

*Based on valid Bids.

Funds Deployed and Sources of funds deployed

Avnish Sharma & Associates, Chartered Accountants vide their certificate dated July 29, 2024 have confirmed that as on the date of the certificate, following funds have been deployed for the proposed object of the Issue:

Particulars	Amount (in Lakhs)
Issue expenses	5.00
Total	5.00

Appraisal by Appraising Agencies

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

BRIDGE FINANCING FACILITIES

As on the date of the Draft Red Herring Prospectus, we have not raised any bridge loans which are proposed to be repaid from the Net Proceeds. However, depending on business requirements, we might consider raising bridge financing facilities, pending receipt of Net Proceeds.

INTERIM USE OF FUNDS

Pending utilization of the Net Proceeds for the purposes described above, our Company will temporarily invest the Net Proceeds in deposits with scheduled commercial banks included in 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 Net Proceeds of the Issue as described above, it shall not use the funds from the Net Proceeds for any investment in equity and/ or real estate products and/ or equity linked and/ or real estate linked products.

MONITORING OF UTILIZATION OF FUNDS

There is no requirement for the appointment of a monitoring agency, as the Issue Size is less than Rs. 10,000 Lakhs as per Regulation 262 (1) of the SEBI ICDR Regulations. Our Board and Audit Committee will monitor the utilization of the Net Proceeds through its audit committee 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 Year subsequent to receipt of listing and trading approvals from the Stock Exchange.

Pursuant to Regulation 32 (5) of the SEBI LODR Regulations, our Company shall disclose to the Audit Committee the uses and application of the Net Proceeds. Our Company shall prepare an annual statement of funds utilized for purposes other than stated in this Draft Red Herring Prospectus, certified by Statutory Auditors of the Company and place it before the Audit Committee, as required under applicable laws. Such disclosure shall be made only until such time that all the Net Proceeds have been utilized in full. Furthermore, in accordance with Regulation 32 (1) of the SEBI LODR Regulations, our Company shall furnish to the Stock Exchange on a quarterly basis, a statement indicating (i) deviations, if any, in the utilization of the Net Proceeds from the Objects as stated above; and (ii) details of category wise variations in the utilization of the Net Proceeds from the Objects as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results, after placing the same before the Audit Committee.

VARIATIONS IN OBJECT

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013 and applicable rules, our Company shall not vary the Objects without our Company being authorized to do so by the Shareholders by way of a special resolution through postal ballot and any variation will be in accordance with the applicable laws including the Companies Act and the SEBI ICDR Regulations. 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 of the Company is situated. Our Promoter 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 Net Proceeds will be paid by us to the Promoter and Promoter Group, the Directors, Key Management Personnel or Group Companies, except in the normal course of business and in compliance with the applicable law. Further, except in the ordinary course of business, there is no existing or anticipated interest of such individuals and entities in the Objects as set out above.

BASIS FOR ISSUE PRICE

Investors should read the following summary with the section titled “**Risk Factors**”, the details about our Company under the section titled “**Our Business**” and its financial statements under the section titled “**Financial Information of the Company**” beginning on page 34, 142 and 207 respectively of the Draft Red Herring Prospectus. The trading price of the Equity Shares of our Company could decline due to these risks and the investor may lose all or part of their investment.

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

QUALITATIVE FACTORS

For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to sections titled “**Our Business**” beginning on page 142 of this Draft Red Herring Prospectus.

QUANTITATIVE FACTORS

The information presented below relating to our Company is based on the Restated Financial Statements as at and for the financial years ended on March 31, 2024, March 31, 2023 and March 31, 2022. For details, please refer section titled “**Financial Information of the Company**” on page 207 of this Draft Red Herring Prospectus.

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

1. Basic and Diluted Earnings / (Loss) Per Share (“EPS”)

S. No	Period	Basic (₹)	Weights
1.	Financial Year ending March 31, 2024	5.01	3
2.	Financial Year ending March 31, 2023	0.88	2
3.	Financial Year ending March 31, 2022	0.33	1
	Weighted Average	2.85	6

Notes:

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

2. Price Earning (P/E) Ratio in relation to the Price Band of ₹ [●] to ₹ [●] per Equity Share of Face Value of ₹ 10/- each fully paid up:

S. No	Particulars	(P/E) Ratio at the Floor Price*	(P/E) Ratio at the Cap Price*

1.	P/E ratio based on the Basic EPS, as restated for FY 2023-24	[●]	[●]
2.	P/E ratio based on the Weighted Average EPS, as restated	[●]	[●]

* Will be included in the Prospectus.

3. Industry P/E ratio

Particulars*	(P/E) Ratio
Highest	35.88
Lowest	35.88
Average	35.88

* For the purpose of industry, we have considered the company which is engaged in the similar line of business segment as of our Company, however, the said company may not be exactly comparable in terms of product portfolio or the size of our Company. The peer have been included for the purpose of broad comparison.

Note:

i) The P/E ratio of our Company will be computed by dividing Issue Price with EPS.

ii) P/E Ratio of the peer company is based on the consolidated audited results for the F.Y. 2023-24 and stock exchange data dated August 09, 2024.

4. Return on Net worth (RoNW)

S. No	Period	RONW (%)	Weights
1.	Financial Year ending March 31, 2024	31.83	3
2.	Financial Year ending March 31, 2023	8.15	2
3.	Financial Year ending March 31, 2022	3.32	1
	Weighted Average	19.18	6

Notes:

i. The RoNW has been computed by dividing restated net profit after tax with restated Net worth as at the end of the year/period

ii. Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNWx Weight) for each year/Total of weights.

5. Net Asset Value (NAV) per Equity Share:

S. No	NAV per Equity Share	(Amount in ₹)
1.	Financial Year ending March 31, 2024	15.75
2.	Financial Year ending March 31, 2023	10.73
3.	Financial Year ending March 31, 2022	9.86
	NAV per Equity after Issue:	
	i) At Floor Price	[●]
	ii) At Cap Price	[●]
	Issue Price*	[●]

* To be included upon finalization of the Issue Price and will be updated at the Prospectus stage.

Notes:

i. NAV per share = Restated Net worth at the end of the year/period divided by total number of equity shares outstanding at the end of the year. (Based on weighted average number of shares)

ii. Net worth is computed as the sum of the aggregate of paid-up equity share capital, all reserves created out of the profits, securities premium account received in respect of equity shares and debit or credit balance of profit and loss account.

iii. Issue Price per Equity Share will be determined by our Company in consultation with the Book Running Lead Manager.

6. Comparison of Accounting Ratios with Industry Peers

Name of the company	Current market price (₹)	Face value (₹)	EPS (Basic & Diluted)	PE	RONW (%)	NAV Per share (₹)	Total income (₹ In lakhs)
Astonea Labs Limited	[●]	10	5.01	[●]	31.83%	15.75	8,028.85
Peer Group*							
Beta Drugs limited	1360	10	37.9	35.88	23.19%	163.43	29,707.26

Notes:

A. All the financial information for our Company above is sourced from the Restated Financial Statements.

B. Considering the nature and size of business of the Company, the peer is not strictly comparable. However same have been included for broad comparison.

*Source: All the financial information for listed peer Company mentioned above is taken as on March 31, 2024 (Audited result on consolidated basis) available on the website of NSE dated August 09, 2024 to compute the corresponding financial ratios.

- P/E ratios for the above peer company is based on closing market prices of equity shares on NSE dated August 12, 2024 divided by the Basic and Diluted EPS as at March 31, 2024
- Basic and Diluted EPS refers to the Basic and Diluted EPS sourced from the available financial data as on March 31, 2024 of the listed peer company.
- Return on Net Worth (%) for listed peer company has been computed based on the Net Profit After Tax for the year ended March 31, 2024 divided by Total Equity as on March 31, 2024.
- NAV per share for listed peer company is computed as the networth as on March 31, 2024 divided by the outstanding number of equity shares as on March 31, 2024.

- The face value of Equity Shares of our Company is Rs. 10/- per Equity Share and the Issue price is [●] times the face value of equity share. Accordingly, it is not possible to provide an industry comparison in relation to our Company.

8. Key Performance Indicators (“KPIs”)

The KPIs disclosed below have been used historically by our Company to understand and analyze the business performance, which in result, help us in analyzing the growth of our company. The KPIs disclosed below have been approved by a resolution in the Board Meeting dated August 12, 2024 and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this Draft Red Herring Prospectus. Further, the KPIs

herein have been certified by Avnish Sharma & Associates, Chartered Accountants, by their certificate dated August 09, 2024.

The KPIs of our Company have been disclosed in the sections titled “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 142 and 257, respectively. We have described and defined the KPIs as applicable in “Definitions and Abbreviations” beginning on page 1

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

a. Key Performance Indicators of our Company.

(₹ in Lakhs except percentages and ratios)

Key Financial Performance	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from Operations ⁽¹⁾	8019.09	6705.08	3005.69
EBITDA ⁽²⁾	1171.09	705.28	565.14
EBITDA Margin ⁽³⁾	14.60%	10.52%	18.80%
PAT ⁽⁴⁾	380.98	66.52	24.88
PAT Margin ⁽⁵⁾	4.75%	0.99%	0.83%
EBIT	783.46	332.98	198.10
RoE(%) ⁽⁶⁾	37.86%	8.50%	3.40%
RoCE (%) ⁽⁷⁾	22.95%	10.83%	6.02%
Capital Employed ⁽⁷⁾	3413.42	3075.47	3288.98
Debt ⁽⁸⁾	2168.87	2196.52	2467.61

KPI disclosed above is certified by M/s Avnish Sharma & Associates, Chartered Accountants the statutory auditors of our Company pursuant to their certificate dated August 09, 2024, UDIN No: 24091352BKATBJ5299.

Notes:

- (1) Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements*
- (2) EBITDA is calculated as Profit before tax + Depreciation + Amortization+ Interest Expenses - Other Income*
- (3) ‘EBITDA Margin’ is calculated as EBITDA divided by Revenue from Operations*
- (4) ‘PAT’ is calculated as Profit after tax for the period.*
- (5) ‘PAT Margin’ is calculated as PAT for the period/year divided by revenue from operations.*
- (6) Return on Equity is ratio of Profit after Tax and Average Shareholder Equity*
- (7) Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders’ equity plus non-current liabilities {Including current maturities}.*
- (8) Debt includes long term debt including current maturities.*

Explanation for KPI metrics:

Key Financial Performance	Explanations
Revenue from Operations	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of our Company and volume of our business
EBITDA	EBITDA provides information regarding the operational efficiency of the business
EBITDA Margin (%)	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business
PAT	Profit after tax provides information regarding the overall profitability of the business
PAT Margin (%)	PAT Margin (%) is an indicator of the overall profitability and financial performance of our business
RoE(%)	RoE provides how efficiently our Company generates profits from shareholders' funds
RoCE (%)	RoCE provides how efficiently our Company generates earnings from the capital employed in the business.

b. Description on the historic use of the KPIs by our Company to analyse, track or monitor the operational and/or financial performance of our Company.

In evaluating our business, we consider and use certain KPIs, as presented above, as a supplemental measure to review and assess our financial and operating performance. The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Financial Information. We use these KPIs to evaluate our performance. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies and hence their comparability may be limited. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it provides an additional tool for investors to use in evaluating our ongoing results, when taken collectively with financial measures prepared in accordance with applicable Accounting Standards.

9. Comparison of our key performance indicators with listed industry peers for the Financial Years/ periods included in the Restated Financial Information:

(₹ In Lakhs except percentages and ratios)

Key Financial Performance	Astonea Labs Limited (Issuer company)		Beta Drugs Limited (Peer Company) *			
	March 31, 2024	March 31, 2023	March 31, 2022	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from Operations ⁽¹⁾	8019.09	6705.08	3005.69	29571.38	22711.36	18383.74
EBITDA ⁽²⁾	1171.09	705.28	565.14	5999.76 ^{##}	5270.57	4252.71
EBITDA Margin ⁽³⁾	14.60%	10.52%	18.80%	20.29%	23.21%	23.13%
PAT ⁽⁴⁾	380.98	66.52	24.88	3643.70	3071.87	2482.75

PAT Margin ⁽⁵⁾	4.75%	0.99%	0.83%	12.32%	13.53%	13.51%
EBIT	783.46	332.98	198.10	5157.42 ^{##}	4304.92	3602.98
RoE(%) ⁽⁶⁾	37.86%	8.50%	3.40%	26.03%	28.55%	30.85%
RoCE (%) ⁽⁷⁾	22.95%	10.83%	6.02%	30.44%	30.82%	31.91%
Capital Employed ⁽⁷⁾	3413.42	3075.47	3288.98	16942.97 [#]	13969.58	11290.54
Debt ⁽⁸⁾	2168.87	2196.52	2467.61	604.07 [#]	1126.4	1584.85

**Sources of Peer Company: Financial Figures (Consolidated) are taken from the Annual Report for the financial year ended March 31, 2022, March 31, 2023 and Audited consolidated financial results for the financial year ended March 31, 2024, uploaded and available on the website of NSE.*

Notes:

- (1) Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.
- (2) EBITDA is calculated as Profit before tax + Depreciation + Amortization+ Interest Expenses - Other Income
- (3) 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations
- (4) 'PAT' is calculated as Profit after tax for the period.
- (5) 'PAT Margin' is calculated as PAT for the period/year divided by revenue from operations.
- (6) Return on Equity is ratio of Profit after Tax and Average Shareholder Equity
- (7) Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholder's equity plus non-current liabilities {Including current maturities}.
- (8) Debt includes long term debt including current maturities.

Figures do not include current maturities.

Figures include interest and other finance cost while calculating EBIT/EBITDA

10. Weighted average cost of acquisition

- a) The price per share of our Company based on the primary/ new issue of shares (equity/ convertible securities) excluding shares issued under ESOP/ESOS and issuance of bonus shares.

There has been no issuance of the Equity Shares other than Equity Shares issued pursuant to a bonus issue on March 09, 2024, during the 18 months preceding the date of this Draft Red Herring 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-issue capital before such transaction(s) and excluding ESOPs granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Primary Issuance").

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

There have been no secondary sale/ acquisitions of Equity Shares, where the promoters, members of the promoter group or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts of shares), during the 18 months preceding the date of this Draft Red Herring 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-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

- c) Since there are no such transactions to report to under (a) and (b) therefore, information based on last 5 primary or secondary transactions (secondary transactions where Promoter/ Promoter Group entities 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 Draft Red Herring Prospectus irrespective of the size of transactions, is as below

Primary Transactions:

Except as disclosed below, there have been no primary transactions in the last three years preceding the date of this Draft Red Herring Prospectus:

Date of Allotment	No. of equity shares allotted	Face Value (₹)	Issue price per equity share (₹)	Nature of allotment	Nature of consideration	Total Consideration (₹)
March 09, 2024	36,00,000	10	Nil	Bonus Issue	Other than Cash	Nil
April 22, 2024	1,21,000	10	100	Private Placement	Cash	1,21,00,000
Weighted average cost of acquisition (WACA)						3.25

Note: As certified by Avnish Sharma & Associates, Chartered Accountants, the Statutory Auditor, by way of their certificate dated August 09, 2024, UDIN No: 24091352BKATBJ5299.

Secondary Transactions:

There have been no secondary transactions by the Promoters, members of the Promoter Group or shareholder(s) having the right to nominate director(s) in the Board of Directors of our Company are a party to the transaction, in the last three years preceding the date of this Draft Red Herring Prospectus:

Date of Transfer	Name of Transferor	Name of transferee	No. of Equity shares	Price Per Equity Share (₹)	Nature of transaction	Total Consideration (₹)
October 10, 2023	Usha Gulati	Ashish Gulati	19,35,000	Nil	Gift	Nil
October 10, 2023	Harsh Gulati	Ashish Gulati	10,000	Nil	Gift	Nil
March 18, 2024	Ashish Gulati	Neha Dutta Gulati	5,000	Nil	Gift	Nil
March 18, 2024	Ashish Gulati	Sumit Kumar	10	10	Transfer	100
March 18, 2024	Ashish Gulati	Vikrant	10	10	Transfer	100
March 18, 2024	Ashish Gulati	Rekha Rawat	10	10	Transfer	100
Weighted average cost of acquisition (WACA)						Negligible[^]

Note: As certified by Avnish Sharma & Associates, Chartered Accountants, the Statutory Auditor, by way of their certificate dated August 09, 2024, UDIN No: 24091352BKATBJ5299.

[^]less than 0.01%

Weighted average cost of acquisition & issue price

Types of transactions	Weighted average cost of acquisition (₹ per Equity Shares) #	Floor price* (i.e. ₹ [●])	Cap Price* (i.e. ₹ [●])
Weighted average cost of acquisition of primary / new issue as per paragraph 10(a) above.	NA	NA	NA
Weighted average cost of acquisition for secondary sale/ acquisition as per paragraph 10(b) above.	NA	NA	NA
<i>Since there were no primary or secondary transactions of equity shares of the Company during the 18 months preceding the date of filing of this draft red herring prospectus, the information has been disclosed for price per share of the Company based on the last five primary or secondary transactions where Promoters /Promoter Group entities 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 draft red herring prospectus irrespective of the size of the transaction.</i>			
- Based on primary issuances	3.25	*	*
- Based on secondary transactions	Negligible[^]	*	*

NA = Not Applicable

[^]less than 0.01%

#As certified by Avnish Sharma & Associates Chartered Accountant, the Statutory Auditor, by way of their certificate dated August 09, 2024, UDIN No: 24091352BKATBJ5299.

* To be updated at the Prospectus stage.

The Issue Price of ₹ [●] will be determined by our Company in consultation with the BRLM and will be justified by us in consultation with the BRLM on the basis of the above information. Investors should read the abovementioned information along with “Our Business”, “Risk Factors” and “Restated Financial Statements” beginning on pages 142, 34 and 207 respectively of this Draft Red Herring Prospectus to have a more informed view. The trading price of the Equity Shares of our Company could decline due to the factors mentioned in “Risk Factors” or any other factors that may arise in the future and you may lose all or part of your investments.

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

To,
The Board of Directors
Astonea Labs Limited
1358, First Floor, Sector 22B,
Chandigarh - 160022

Dear Sirs,

Sub: Statement of possible special tax benefits available to Astonea Labs Limited (“the Company”) and its shareholders under direct and indirect tax laws

We refer to the proposed initial public offering of equity shares (the “Offer”) of the Company. We enclose herewith the annexure showing the current position of special tax benefits available to the Company and to its shareholders as per the provisions of the direct and indirect tax laws, 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 (collectively the “GST Act”), the Customs Act, 1962 and the Customs Tariff Act, 1975, (collectively the “Taxation Laws”) including the rules, regulations, circulars and notifications issued in connection with the Taxation Laws, as presently in force and applicable to the assessment year 2025-2026 relevant to the financial year 2024-25 for inclusion in the Draft Red Herring Prospectus / Red Herring Prospectus / Prospectus (“offer document”) for the proposed offer of equity shares, as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”).

Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of taxation laws. Hence, the ability of the Company or its shareholders to derive these tax benefits is dependent upon their fulfilling such conditions.

The benefits discussed in the enclosed statement are not exhaustive. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. A shareholder is advised to consult his/ her/ its own tax consultant with respect to the tax implications arising out of his/her/its participation in the proposed issue, particularly in view of ever-changing tax laws in India.

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

- 1) The Company or its shareholders will continue to obtain these benefits in future; or
- 2) The conditions prescribed for availing the benefits have been/would be met.
- 3) The revenue authorities/courts will concur with the views expressed herein.

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

LIMITATIONS

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

the investors who may or may not invest in the proposed issue relying on the statement. This statement has been prepared solely in connection with the offering of Equity shares by the Company under the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the Issue).

**For Avnish Sharma & Associates
Chartered Accountants
FRN:- 009398N**

**Sd/-
CA Rajan Talwar
Partner
M No. 091352
Place: Panchkula
Date: August 06, 2024
UDIN: 24091352BKATAZ9495**

ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS

Direct Taxation

Outlined below are the special tax benefits available to the Company and its shareholders under the Income-tax Act, 1961 ('the Act'), as amended by Finance Act, 2024 i.e., applicable for Financial Year 2024-25 relevant to the Assessment Year 2025-26, presently in force in India.

A. SPECIAL TAX BENEFITS TO THE COMPANY

Section 115BAA, as inserted vide The Taxation Laws (Amendment) Act, 2019, provides that domestic company can opt for a rate of tax of 22% (plus applicable surcharge and education cess) for the financial year 2019-20 onwards, provided the total income of the company is computed without claiming certain specified incentives/deductions or set-off of losses, depreciation etc. and claiming depreciation determined in the prescribed manner. In case a company opts for section 115BAA, provisions of Minimum Alternate Tax would not be applicable and earlier year MAT credit will not be available for set-off. The option needs to be exercised on or before the due date of filing the tax return. Option once exercised, cannot be subsequently withdrawn for the same or any other tax year.

The Company has represented to us that it has applied section 115BAA for the assessment year 2024-25 onwards.

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDERS

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

Indirect Taxation

Outlined below are the special tax benefits available to the Company and its shareholders under the Central Goods and Services Tax Act, 2017/ Integrated Goods and Services Tax Act, 2017 read with Rules, Circulars, and Notifications ("GST law"), the Customs Act, 1962, Customs Tariff Act, 1975 ("Customs law") and Foreign Trade Policy 2015-2020 ("FTP") (collectively referred as "Indirect Tax").

A. SPECIAL TAX BENEFITS TO THE COMPANY

There are no special tax benefits available to the Company under GST law.

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDERS

The Shareholders of the Company are not entitled to any special tax benefits under the Indirect Tax.

SECTION VIII – ABOUT OUR COMPANY

INDUSTRY OVERVIEW

The information in this section includes extracts from publicly available information, data and statistics and has been derived from various government publications, publicly available documents and industry sources. Neither we nor any other person connected with the Issue have verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and, accordingly, investment decisions should not be based on such information. You should read the entire Draft Red Herring Prospectus, including the information contained in the sections titled “Risk Factors” and “Restated Financial Statements” and related notes beginning on page nos. 34 and 207 of this Draft Red Herring Prospectus.

Global Economy

1. Steady but Slow: Resilience Amid Divergence

The baseline forecast is for the world economy to continue growing at 3.2 percent during 2024 and 2025, at the same pace as in 2023. A slight acceleration for advanced economies—where growth is expected to rise from 1.6 percent in 2023 to 1.7 percent in 2024 and 1.8 percent in 2025—will be offset by a modest slowdown in emerging market and developing economies from 4.3 percent in 2023 to 4.2 percent in both 2024 and 2025. The forecast for global growth five years from now—at 3.1 percent—is at its lowest in decades. Global inflation is forecast to decline steadily, from 6.8 percent in 2023 to 5.9 percent in 2024 and 4.5 percent in 2025, with advanced economies returning to their inflation targets sooner than emerging market and developing economies. Core inflation is generally projected to decline more gradually. The global economy has been surprisingly resilient, despite significant central bank interest rate hikes to restore price stability.

2. Global Prospects and Policies: Disinflation amid Economic Resilience

Economic activity was surprisingly resilient during the global disinflation of 2022–23. Growth in employment and incomes has held steady as favourable demand and supply developments have supported major economies, despite rising central bank interest rates aimed at restoring price stability. As inflation converges toward target levels and central banks pivot toward policy easing, a tightening of fiscal policies aimed at curbing high government debt levels, with higher taxes and lower government spending, is expected to weigh on growth. The pace of expansion is also expected to remain low by historical standards as a result of factors including the long-term consequences of the COVID-19 pandemic, Russia’s invasion of Ukraine, weak growth in productivity, and increasing geoeconomic fragmentation.

In late 2023, headline inflation neared its pre-pandemic level in most economies for the first time since the start of the global inflation surge (Figure 1.1). In the last quarter of 2023, headline inflation for advanced economies was 2.3 percent on a quarter-over-quarter annualized basis, down from a peak of 9.5 percent in the second quarter of 2022. For emerging market and developing economies, inflation was 9.9 percent in the last quarter of 2023, down from a peak of 13.7 percent in the first quarter of 2022, but this average was driven by high inflation in a few countries; for the median emerging market and developing economy, inflation declined to 3.9 percent. This progress notwithstanding, inflation is not yet at target in most economies.

As global inflation descended from its peak, economic activity grew steadily, defying warnings of stagflation and global recession. During 2022 and 2023, global real GDP rose by a cumulative 6.7 percent. That is 0.8 percentage point higher than the forecasts made at the time of the October 2022 World Economic Outlook (WEO) (Figure 1.2). The United States and several large emerging market

and middle-income economies displayed the greatest overperformance, with aggregate demand supported by stronger-than-expected private consumption amid still-tight—though easing—labor markets. Households in advanced economies supported their spending by drawing down accumulated pandemic-era savings. Larger-than-expected government spending further supported the expansion of aggregate demand in most regions. The overall budgetary stance—measured by the structural fiscal balance—was more expansionary than expected, on average. Among large economies, the additional budgetary support, compared with October 2022 WEO forecasts, was estimated at 2 percent of GDP in the United States and 0.2 percent of GDP in the euro area, whereas in China,¹ the fiscal stance was mildly tighter than expected, by 0.7 percent of GDP. The euro area also displayed the smallest upside growth surprise, reflecting weak consumer sentiment and the lingering effects of high energy prices. In parallel, global headline inflation declined broadly in line with expectations, averaging just 0.1 percentage point more than predicted in the October 2022 WEO for 2022 and 2023. However, in lower-income countries, inflation was on average higher than expected, reflecting cases in which pass-through into domestic prices from international food, fuel, and fertilizer costs, as well as from currency depreciation, was greater than expected. Price pressures in some lower-income countries were significant. These factors also caused these economies to grow more slowly than expected, suggesting a negative supply shock. In China, inflation fell unexpectedly, with the decrease reflecting sharply lower domestic food prices and pass-through effects on underlying (core) inflation.

Figure 1.1. Global Inflation Falling as Output Grows

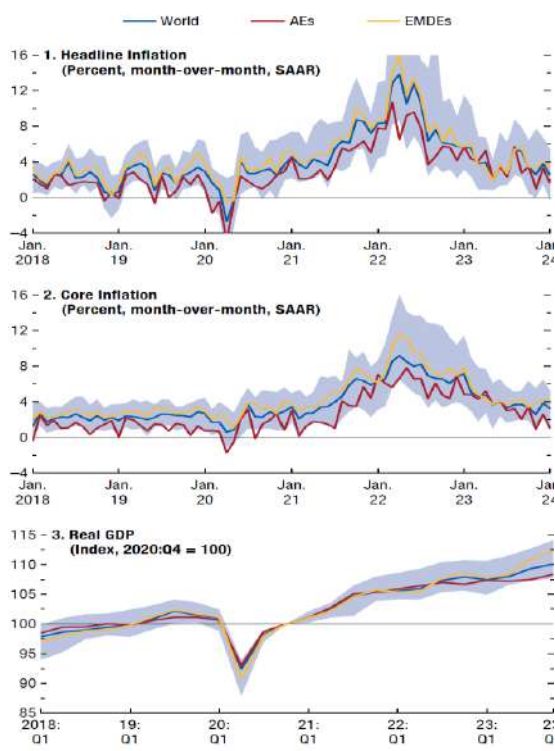
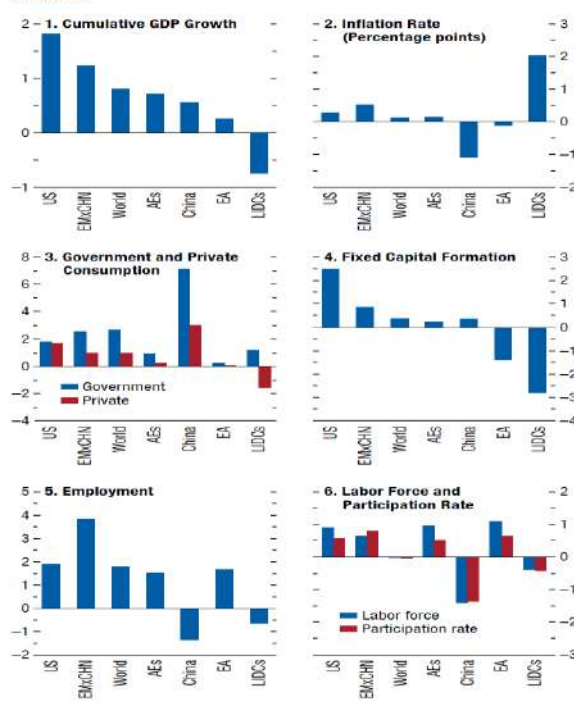


Figure 1.2. Performance in 2022–23 Compared with Projections at Time of Cost-of-Living Crisis
(Percent deviation from October 2022 WEO projection, unless noted otherwise)



Growth Forecast for Emerging Market and Developing Economies

In emerging market and developing economies, growth is expected to be stable at 4.2 percent in 2024 and 2025, with a moderation in emerging and developing Asia offset mainly by rising growth for economies in the Middle East and Central Asia and for sub-Saharan Africa. Low-income developing countries are expected to experience gradually increasing growth, from 4.0 percent in 2023 to 4.7 percent in 2024 and 5.2 percent in 2025, as some constraints on near-term growth ease.

1. *Growth in emerging and developing Asia* is expected to fall from an estimated 5.6 percent in 2023 to 5.2 percent in 2024 and 4.9 percent in 2025, a slight upward revision compared with the January 2024 WEO Update. Growth in China is projected to slow from 5.2 percent in 2023 to 4.6 percent in 2024 and 4.1 percent in 2025 as the positive effects of one-off factors—including the post pandemic

boost to consumption and fiscal stimulus—ease and weakness in the property sector persists. Growth in India is projected to remain strong at 6.8 percent in 2024 and 6.5 percent in 2025, with the robustness reflecting continuing strength in domestic demand and a rising working-age population.

2. *Growth in emerging and developing Europe* is projected at 3.2 percent in 2023 and 3.1 percent in 2024, with an easing to 2.8 percent in 2025, an upward revision of 0.5 percentage point for 2023 and 0.3 percentage point for 2024 and 2025 since January. The moderation reflects a prospective decline of growth in Russia from 3.2 percent in 2024 to 1.8 percent in 2025 as the effects of high investment and robust private consumption, supported by wage growth in a tight labor market, fade. In Türkiye, growth is projected at 3.1 percent in 2024 and 3.2 percent in 2025, with economic activity strengthening in the second half of 2024 as monetary tightening ends and consumption starts to recover.
3. *In Latin America and the Caribbean*, growth is projected to decline from an estimated 2.3 percent in 2023 to 2.0 percent in 2024 before rising again to 2.5 percent in 2025, an upward revision of 0.1 percentage point for 2024 since January. In Brazil, growth is expected to moderate to 2.2 percent in 2024 on the back of fiscal consolidation, lagged effects of still-tight monetary policy, and a smaller contribution from agriculture. In Mexico, growth is projected at 2.4 percent in 2024, supported by a fiscal expansion, before declining to 1.4 percent in 2025 as the government is expected to tighten the fiscal stance. The forecast for Mexico is revised downward on account of weaker-than-expected outcomes for end-2023 and early 2024, with a contraction in manufacturing.
4. *Growth in the Middle East and Central Asia* is projected to rise from an estimated 2.0 percent in 2023 to 2.8 percent in 2024 and 4.2 percent in 2025, with a downward revision of 0.1 percentage point for 2024 from the January 2024 projections. This vision reflects a downward adjustment in the 2024 growth forecast for Iran driven by lower non-oil activity and oil revenues, as well as for a number of smaller economies.

In sub-Saharan Africa, growth is projected to rise from an estimated 3.4 percent in 2023 to 3.8 percent in 2024 and 4.0 percent in 2025, as the negative effects of earlier weather shocks subside and supply issues gradually improve. The forecast is unchanged for 2024 from the January 2024 WEO Update, as a downward revision to Angola owing to a contraction in the oil sector is broadly offset by an upward revision to Nigeria.

World Trade Outlook: Stable, in Line with Output

World trade growth is projected at 3.0 percent in 2024 and 3.3 percent in 2025, with revisions of a 0.3 percentage point decrease for 2024 and 2025 compared with January 2024 projections. Trade growth is expected to remain below its historical (2000–19) annual average growth rate of 4.9 percent over the medium term, at 3.2 percent in 2029. This projection implies, in the context of the relatively low outlook for economic growth, a ratio of total world trade to GDP (in current dollars) that averages 57 percent over the next five years, broadly in line with the evolution in trade since the global financial crisis. Even as world trade-to-GDP ratios remain relatively stable, significant shifts in trade patterns are taking place, with increasing fractures along geopolitical lines, especially since the start of the war in Ukraine in February 2022. IMF staff analysis indicates that growth in trade flows between geopolitical blocs has declined significantly since then compared with growth of trade within blocs. This reallocation of trade flows is occurring in the context of rising cross-border trade restrictions, with about 3,200 new restrictions on trade in 2022 and about 3,000 in 2023, up from about 1,100 in 2019, according to Global Trade Alert data, and increased concerns about supply-chain resilience and national security.

1. **Downside Risks** - Despite the surprisingly resilient global economic performance since October 2023, several adverse risks to global growth remain plausible:
 - A. New commodity price spikes amid regional conflicts;

- B. Persistent inflation and financial stress;
 - C. China's recovery faltering;
 - D. Disruptive fiscal adjustment and debt distress;
 - E. Distrust of government eroding reform momentum;
 - F. Geoeconomic fragmentation intensifying
2. **Upside Risks** - More favourable outcomes for the global economy than expected could arise from several sources:
- A. Short-term fiscal boost in the context of election
 - B. Further supply-side surprises, allowing for faster monetary policy easing
 - C. Spurs to productivity from artificial intelligence
 - D. Structural reform momentum gathering
3. **Policies: From Fighting Inflation to Restocking Fiscal Arsenals:** As the global economy approaches a soft landing, the near-term priority for central banks is to ensure that inflation comes down smoothly; they should neither ease policies prematurely nor delay too long and risk causing target undershoots. At the same time, as central banks take a less restrictive stance, a renewed focus on implementing medium term fiscal consolidation is in order to rebuild room for budgetary maneuver and priority investments and to ensure debt sustainability. Intensifying supply-enhancing reforms would facilitate both inflation and debt reduction, allow economies to increase growth toward the higher pre-pandemic era average, and accelerate convergence toward higher income levels. Multilateral cooperation is needed to limit the costs and risks of geoeconomic fragmentation and climate change, to accelerate the transition to green energy, and to encourage debt restructuring
4. **Rebuilding Room for Budgetary Maneuver and Ensuring Debt Sustainability:** A renewed focus on fiscal consolidation to rebuild budgetary room to deal with future shocks and curb the rise of public debt is appropriate, since major central banks are expected to ease monetary policy this year and economies are in a better position to absorb the economic effects of fiscal tightening. The size of the fiscal adjustment needed to ensure government debt sustainability is large in numerous cases.

With elections in a number of countries in 2024, ensuring that any new tax cuts or spending increases are funded and do not expand budget deficits is necessary to preserve the envisaged fiscal adjustment path.

- A. *Calibrating the pace of adjustment:* Fiscal adjustment should be gradual and sustained, where possible, given its generally negative effects on economic activity in the near term. Avoiding an abrupt adjustment is warranted to avert the risk that sharp expenditure cutbacks or tax increases will set off a negative cycle of slowing activity and rising debt ratios and undercut political support for fiscal reforms, which can often take time to implement.
- B. *Building credibility with well-specified plans and a strong institutional framework:* To reduce policy uncertainty, committing to measures sufficient to meet medium-term targets based on realistic assumptions about the short-term growth effects of fiscal consolidation, interest rates, and the budgetary yield of revenue and spending policy changes is essential.
- C. *Addressing debt distress:* For countries in debt distress, debt restructuring, conducted in an orderly manner, may be necessary. Progress in improving international sovereign debt resolution frameworks is moving in the right direction. The G20 Common Framework has

started to deliver, with each successive case building on previous experiences to achieve faster coordination.

- 5. Strengthening Cross-Border Cooperation:** Multilateral cooperation is necessary to mitigate fragmentation and strengthen the resilience of the international monetary system. Policymakers should maintain stable and transparent trade policies and avoid discriminatory policies that induce trade and investment distortions. An intergovernmental dialogue on—or a consultation framework for— industrial policies could help improve data and information sharing and identify the impact of policies, including their unintended consequences across borders. Over time, steady lines of communication could help in developing international rules and norms on the appropriate use and design of industrial policies, making it easier for firms to adjust to the new environment. Cooperation is also required for the orderly resolution of debt problems to clear a path through an increasingly complex creditor landscape. Furthermore, international coordination is vital to mitigate the effects of climate change and facilitate the transition to green energy, building on recent agreements at the 2023 Conference of the Parties to the UN Framework Convention on Climate Change. Safeguarding the transportation of critical minerals, restoring the WTO’s ability to settle trade disputes, and ensuring the responsible use of potentially disruptive new technologies such as artificial intelligence by, among other things, upgrading domestic regulatory frameworks and harmonizing global principles are priorities. Establishing the free flow of low-carbon technologies—which facilitate emissions reductions—from advanced economies to emerging market and developing economies would further support meeting climate targets.

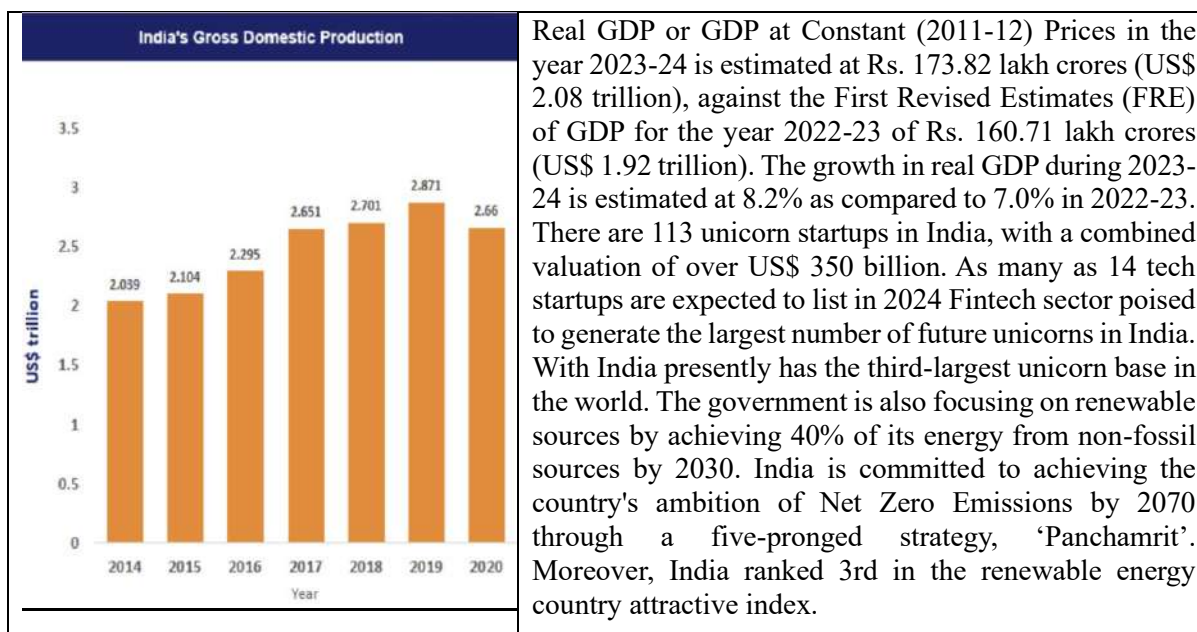
(Source <https://www.imf.org/en/Publications/WEO/Issues/2024/04/16/world-economic-outlook-april-2024>)

Indian Economy

Strong economic growth in the first quarter of FY23 helped India overcome the UK to become the fifth-largest economy after it recovered from the COVID-19 pandemic shock. Nominal GDP or GDP at Current Prices in the year 2023-24 is estimated at Rs. 295.36 lakh crores (US\$ 3.54 trillion), against the First Revised Estimates (FRE) of GDP for the year 2022-23 of Rs. 269.50 lakh crores (US\$ 3.23 trillion). The growth in nominal GDP during 2023-24 is estimated at 9.6% as compared to 14.2% in 2022-23. Strong domestic demand for consumption and investment, along with Government’s continued emphasis on capital expenditure are seen as among the key driver of the GDP in the second half of FY24. During the period April-June 2025, India’s exports stood at US\$ 109.11 billion, with Engineering Goods (25.35%), Petroleum Products (18.33%) and electronic goods (7.73%) being the top three exported commodity. Rising employment and increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

Future capital spending of the government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalisation of the tariff structure, and the digitization of tax filing. In the medium run, increased capital spending on infrastructure and asset-building projects is set to increase growth multipliers. The contact-based services sector has demonstrated promise to boost growth by unleashing the pent-up demand. The sector's success is being captured by a number of HFIs (High-Frequency Indicators) that are performing well, indicating the beginnings of a comeback.

India has emerged as the fastest-growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships. India's appeal as a destination for investments has grown stronger and more sustainable because of the current period of global unpredictability and volatility, and the record amounts of money raised by India-focused funds in 2022 are evidence of investor faith in the "Invest in India" narrative.



Real GDP or GDP at Constant (2011-12) Prices in the year 2023-24 is estimated at Rs. 173.82 lakh crores (US\$ 2.08 trillion), against the First Revised Estimates (FRE) of GDP for the year 2022-23 of Rs. 160.71 lakh crores (US\$ 1.92 trillion). The growth in real GDP during 2023-24 is estimated at 8.2% as compared to 7.0% in 2022-23. There are 113 unicorn startups in India, with a combined valuation of over US\$ 350 billion. As many as 14 tech startups are expected to list in 2024 Fintech sector poised to generate the largest number of future unicorns in India. With India presently has the third-largest unicorn base in the world. The government is also focusing on renewable sources by achieving 40% of its energy from non-fossil sources by 2030. India is committed to achieving the country's ambition of Net Zero Emissions by 2070 through a five-pronged strategy, 'Panchamrit'. Moreover, India ranked 3rd in the renewable energy country attractive index.

According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 to 2030 in order to increase productivity and economic growth. The net employment rate needs to grow by 1.5% per annum from 2023 to 2030 to achieve 8-8.5% GDP growth between same time periods. India's current account deficit (CAD) narrowed to 0.7% of GDP in FY24. The CAD stood at US\$ 23.2 billion for the 2023-24 compared to US\$ 67.0 billion or 2.0% of GDP in the preceding year. This was largely due to decrease in merchandise trade deficit.

Exports fared remarkably well during the pandemic and aided recovery when all other growth engines were losing steam in terms of their contribution to GDP. Going forward, the contribution of merchandise exports may waver as several of India's trade partners witness an economic slowdown. According to Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles Mr. Piyush Goyal, Indian exports are expected to reach US\$ 1 trillion by 2030.

In the second quarter of FY24, the growth momentum of the first quarter was sustained, and high-frequency indicators (HFIs) performed well in July and August of 2023. India's comparatively strong position in the external sector reflects the country's positive outlook for economic growth and rising employment rates. India ranked 5th in foreign direct investment inflows among the developed and developing nations listed for the first quarter of 2022.

India's economic story during the first half of the current financial year highlighted the unwavering support the government gave to its capital expenditure, which, in 2023-24, stood 37.4% higher than the same period last year. In the budget of 2023-24, capital expenditure took lead by steeply increasing the capital expenditure outlay by 37.4 % in BE 2023-24 to Rs.10 lakh crore (US\$ 120.12 billion) over Rs. 7.28 lakh crore (US\$ 87.45 billion) in RE 2022-23. The ratio of revenue expenditure to capital outlay increased by 1.2% in the current year, signalling a clear change in favour of higher-quality spending. Stronger revenue generation because of improved tax compliance, increased profitability of the company, and increasing economic activity also contributed to rising capital spending levels. In February 2024, the Finance Ministry announced the total expenditure in Interim 2024-25 estimated at Rs. 47,65,768 crore (US\$ 571.64 billion) of which total capital expenditure is Rs. 11,11,111 crore (US\$ 133.27 billion). Since India's resilient growth despite the global pandemic, India's exports climbed at the second-highest rate with a year-over-year (YoY) growth of 8.39% in merchandise exports and a 29.82% growth in service exports till April 2023. With a reduction in port congestion, supply networks are being restored. The CPI-C inflation reduction from June 2022 already reflects the impact. In September 2023 (Provisional), CPI-C inflation was 5.02%, down from 7.01% in June 2022. With a proactive set of administrative actions by the government, flexible monetary policy, and a softening of

global commodity prices and supply-chain bottlenecks, inflationary pressures in India look to be on the decline overall.

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

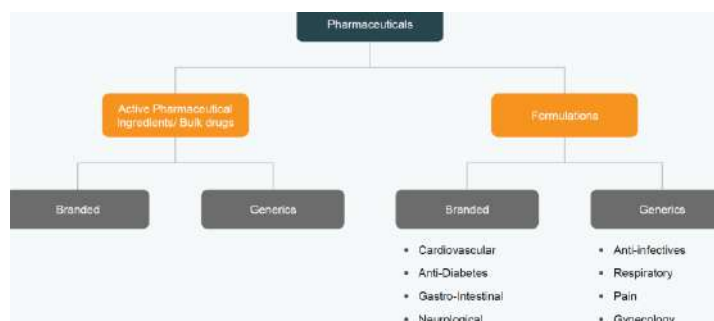
Introduction

India is the largest provider of generic drugs globally and is known for its affordable vaccines and generic medications. The Indian Pharmaceutical industry is currently ranked third in pharmaceutical production by volume after evolving over time into a thriving industry growing at a CAGR of 9.43% since the past nine years. Generic drugs, over-the-counter medications, bulk drugs, vaccines, contract research & manufacturing, biosimilars, and biologics are some of the major segments of the Indian pharma industry. India has highest number of pharmaceutical manufacturing facilities that comply with the US Food and Drug Administration (USFDA) and has 500 API producers that make for around 8% of the worldwide API market.

Indian pharmaceutical sector supplies over 50% of global demand for various vaccines, 40% of generic demand in the US and 25% of all medicine in the UK. The domestic pharmaceutical industry includes a network of 3,000 drug companies and ~10,500 manufacturing units. India enjoys an important position in the global pharmaceuticals sector. The country also has a large pool of scientists and engineers with a potential to steer the industry ahead to greater heights. Indian pharmaceutical industry is known for its generic medicines and low-cost vaccines globally. Transformed over the years as a vibrant sector, presently Indian Pharma ranks third in pharmaceutical production by volume. The Pharmaceutical industry in India is the third largest in the world in terms of volume and 14th largest in terms of value. The Pharma sector currently contributes to around 1.72% of the country's GDP.

Market Overview

Structure of pharmaceuticals sector in India



Important segments in Indian pharmaceutical sector

1. Active Pharmaceutical Ingredients (APIS)

A. Active Pharmaceutical Ingredient (or API) is a crucial segment of the pharma industry, contributing to around 35% of the market. API is the biologically active component of a drug that causes an intended medical effect.

B. India is the 3rd largest producer of API accounting for an 8% share of the Global API Industry. About 500+ different APIs are manufactured in India, and it contributes 57% of APIs to prequalified list of the WHO.

2. Contract Research and Manufacturing Services (CRAMS)

A. Contract research and manufacturing services (CRAMS) is one of the fastest growing segments in the pharmaceutical and biotechnology industry. The pharmaceutical market uses outsourcing

services from providers in the form of contract research organizations (CROs) and contract manufacturing organizations (CMOs).

3. *Biosimilar*

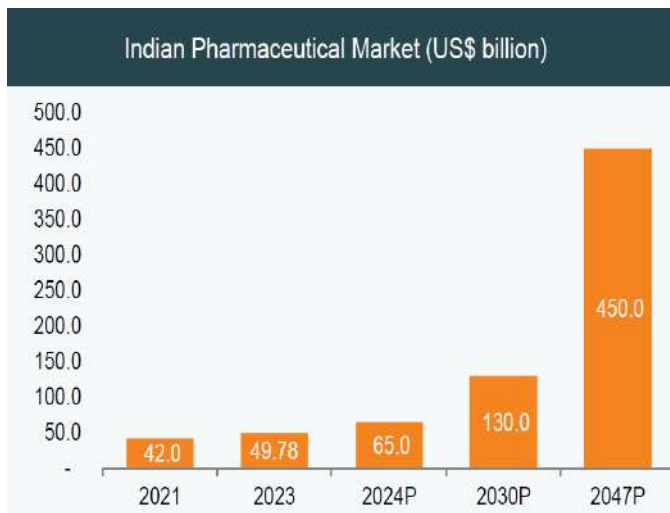
A. The biosimilars market in India is estimated to grow at a compounded annual growth rate (CAGR) of 22% to become US\$ 12 billion by 2025. This would represent almost 20% of the total pharmaceutical market in India.

4. *Formulations*

A. Largest exporter of formulations in terms of volume, with 14% market share and 12th in terms of export value.

B. Double-digit growth is expected over the next five years.

C. According to Allied Market Research, the Indian pharmaceutical packaging market was valued at US\$ 1,434.1 million in 2020 and is expected to reach US\$ 3,027.14 million by 2030, at a CAGR of 7.54%.



D. Indian pharmaceutical industry is known for its generic medicines and low-cost vaccines globally. Transformed over the years as a vibrant sector, presently Indian pharma ranks third in pharmaceutical production by volume. The Pharmaceutical industry in India is the third largest in the world in terms of volume and 14th largest in terms of value. The pharma sector currently contributes to around 1.72% of the country's GDP.

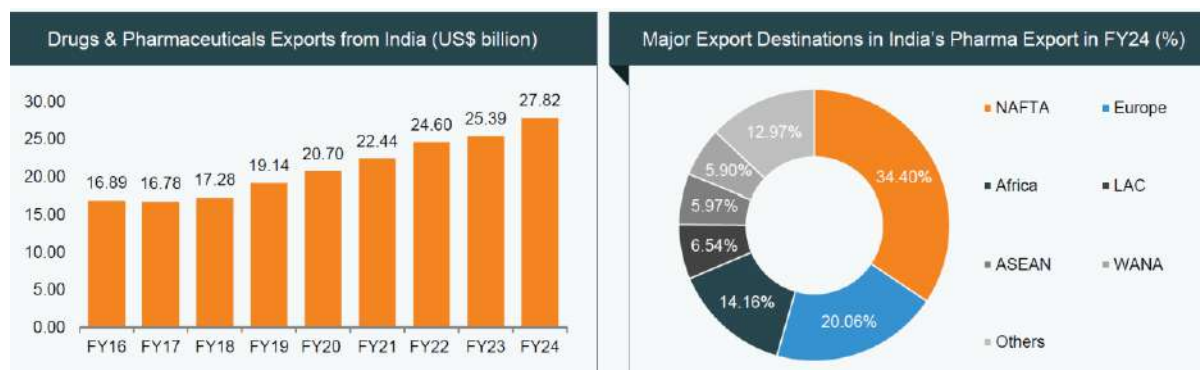
E. In FY23, the Indian pharma market saw a year-on-year growth of nearly 5%, reaching US\$ 49.78 billion. During FY18 to FY23, the Indian pharmaceutical industry logged a compound annual growth rate (CAGR) of 6-8%, primarily driven by an 8% increase in exports and a 6% rise in the domestic market.

F. Major Segments of the Pharmaceutical Industry are Generic drugs, OTC Medicines and API/Bulk Drugs, Vaccines, Contract Research & Manufacturing, Biosimilars & Biologics.

G. Market size of India pharmaceuticals industry is expected to reach US\$ 65 billion by 2024, ~US\$ 130 billion by 2030 and ~US\$ 450 billion market by 2047.

H. Pharmaceutical is one of the top ten attractive sectors for foreign investment in India. The pharmaceutical exports from India reach more than 200 nations around the world, including highly regulated markets of the USA, West Europe, Japan, and Australia.

Pharmaceuticals export to continue witnessing positive growth



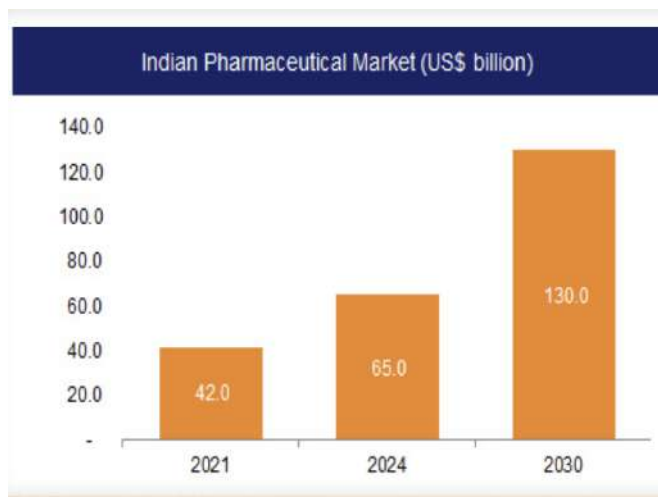
1. Indian pharmaceutical industry is known for its generic medicines and low-cost vaccines globally. Transformed over the years as a vibrant sector, presently Indian Pharma ranks third in pharmaceutical production by volume. Indian drugs are exported to more than 200 countries in the world, with the US as the key market.
2. India's exports of Drugs & Pharmaceuticals stood at US\$ 27.9 billion during FY24.
3. About 20% of the global exports in generic drugs are met by India.
4. The government has set ambitious target to elevate the medical devices industry in India from its current US\$ 11 billion valuation to US\$ 50 billion by 2030.
5. Building on the outstanding performance in FY21, Indian pharmaceutical exports registered a healthy performance in FY22 and FY23. The pharma exports in FY22 sustained a growth despite the global trade disruptions and drop in demand for COVID-related medicines.
6. The Indian vaccine industry developed Covid vaccine with indigenous technology in collaboration with India's research institutions like Indian Council of Medical Research (ICMR) and the National Institute of Virology (NIV) within the shortest time on par with highly developed countries like America and EU. India has provided 301 million doses of vaccines to more than 100 countries.

Market Size

Market size of India pharmaceuticals industry is expected to reach US\$ 65 billion by 2024, ~US\$ 130 billion by 2030 and US\$ 450 billion market by 2047. According to the government data, the Indian pharmaceutical industry is worth approximately US\$ 50 billion with over US\$ 25 billion of the value coming from exports. About 20% of the global exports in generic drugs are met by India.

Indian hospital market valued at US\$ 98.98 billion in FY23 and projected to grow by 8% CAGR and reached to US\$ 193.59 billion by FY32.

India is among the top 12 destinations for biotechnology worldwide and 3rd largest destination for biotechnology in Asia Pacific. The country holds 3-5% of the global biotechnology industry pie. In 2022, India's bioeconomy was valued at US\$ 137 billion, and aims to achieve US\$ 300 billion mark by 2030.



Market size of India pharmaceuticals industry is expected to reach US\$ 65 billion by 2024, ~US\$ 130 billion by 2030 and US\$ 450 billion market by 2047. According to the government data, the Indian pharmaceutical industry is worth approximately US\$ 50 billion with over US\$ 25 billion of the value coming from exports. About 20% of the global exports in generic drugs are met by India.

Indian hospital market valued at US\$ 98.98 billion in FY23 and projected to grow by 8% CAGR and reached to US\$ 193.59 billion by FY32.

During FY18 to FY23, the Indian pharmaceutical industry logged a compound annual growth rate (CAGR) of 6-8%, primarily driven by an 8% increase in exports and a 6% rise in the domestic market. The Indian pharmaceutical industry has seen a massive expansion over the last few years and is expected to reach about 13% of the size of the global pharma market while enhancing its quality, affordability, and innovation. The domestic pharmaceutical sector expects sales to grow 8-10% in the financial year 2023-24, indicated an analysis done by CRISIL, a global analytical research and rating agency. Indian pharma companies have a substantial share in the prescription market in the US and EU. The largest number of FDA-approved plants outside the US is in India.

According to the Indian Economic Survey 2021, the domestic market is expected to grow 3x in the next decade. India's domestic pharmaceutical market stood at US\$ 42 billion in 2021 and is likely to reach US\$ 65 billion by 2024 and further expand to reach US\$ 120-130 billion by 2030. India's biotechnology industry comprises biopharmaceuticals, bio-services, bio-agriculture, bio-industry, and bioinformatics. The Indian biotechnology industry was valued at US\$ 70.2 billion in 2020 and is expected to reach US\$ 150 billion by 2025. India's medical devices market stood at US\$ 10.36 billion in FY20. The market is expected to increase at a CAGR of 37% from 2020 to 2025 to reach US\$ 50 billion. The Indian pharmaceuticals industry is expected to grow 9-11% in the financial year 2024, as per ICRA.

In the global pharmaceuticals sector, India is a significant and rising player. India is the world's largest supplier of generic medications, accounting for 20% of the worldwide supply by volume and supplying about 60% of the global vaccination demand. The Indian pharmaceutical sector is worth US\$ 42 billion worldwide. In FY23, the Indian pharma market saw a year-on-year growth of nearly 5%, reaching US\$ 49.78 billion. During FY18 to FY23, the Indian pharmaceutical industry logged a compound annual growth rate (CAGR) of 6-8%, primarily driven by an 8% increase in exports and a 6% rise in the domestic market.

Exports

Pharmaceutical is one of the top ten attractive sectors for foreign investment in India. The pharmaceutical exports from India reach more than 200 nations around the world, including highly regulated markets of the USA, West Europe, Japan, and Australia. India supplied around 45 tonnes and 400 million tablets of hydroxychloroquine to around 114 countries globally. Exports of Drugs & Pharmaceuticals increased by 7.36% to US\$ 2.43 billion in April 2024 from US\$ 2.26 billion in April 2023.

India is the 12th largest exporter of medical goods in the world. Indian drugs are exported to more than 200 countries in the world, with US being the key market. Generic drugs account for 20% of the global export in terms of volume, making the country the largest provider of generic medicines globally. Indian

drug & pharmaceutical exports stood at US\$ 25.36 billion in FY23, US\$ 24.60 billion in FY22 and US\$ 24.44 billion in FY21.

Demand drivers of Indian pharmaceuticals sector

1. *Accessibility*

- A. As per Mckinsey's report (July2019), > US\$ 200 billion to be spent on medical infrastructure in the next decade.
- B. New business models expected to penetrate tier-2 and 3 cities.
- C. Over 160,000 hospital beds expected to be added each year in the next decade.
- D. India's generic drugs account for 20% of global exports in terms of volume, making the country the largest provider of generic medicines globally.

2. *Acceptability*

- A. Rising levels of education to increase acceptability of pharmaceuticals.
- B. Patients to show greater propensity to self medicate, boosting the OTC market.
- C. Acceptance of biologics and preventive medicines to rise.
- D. Surge in medical tourism due to increased patient inflow from other countries.

3. *Pradhan Mantri Bhartiya Janaushadhi Kendras*

- A. As of January 2024, the total number of Jan Aushadhi Kendras in the country are 10,607.
- B. Prime Minister Mr. Narendra Modi during his Independence Day 2023 speech said that the government has plans to increase the number of 'Jan Aushadhi Kendras' from 10,000 to 25,000.
- C. Over 650 million people were expected to be covered by health insurance by 2020.
- D. The Government plans to provide free generic medicines to half the population at an estimated cost of US\$ 5.4 billion.

4. *Epidemiological Factors*

- A. Patient pool expected to increase over 20% until 2030, mainly due to rise in population.
- B. New diseases and lifestyle changes to boost demand.
- C. Increasing prevalence of lifestyle diseases.

Road Ahead

The pharmaceutical industry in India is a significant part of the nation's foreign trade and offers lucrative potential for investors. Millions of people around the world receive affordable and inexpensive generic medications from India, which also runs a sizable number of plants that adhere to Good Manufacturing Practices (GMP) standards set by the World Health Organization (WHO) and the United States Food and Drug Administration (USFDA). Among nations that produce pharmaceuticals, India has long held the top spot. Medicine spending in India is projected to grow 912% over the next five years, leading India to become one of the top 10 countries in terms of medicine spending. Going forward, better growth in domestic sales would also depend on the ability of companies to align their product portfolio towards chronic therapies for diseases such as such as cardiovascular, anti-diabetes, anti-depressants, and anti-cancers, which are on the rise. The Indian Government has taken many steps to reduce costs and bring down healthcare expenses. The National Health Protection Scheme, which aims to offer universal healthcare, the ageing population, the rise in chronic diseases, and other government programmes,

including the opening of pharmacies that offer inexpensive generic medications, should all contribute to boost the Indian pharmaceutical industry.

Speedy introduction of generic drugs into the market has remained in focus and is expected to benefit the Indian pharmaceutical companies. In addition, the thrust on rural health programmes, lifesaving drugs and preventive vaccines also augurs well for the pharmaceutical companies.

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

Evolution of the Cosmetic Industry in India



The Indian cosmetics sector is currently going through a phase of tremendous expansion. The market for cosmetics in India was estimated to be worth US\$ 11.6 billion in 2017 and is projected to expand at a CAGR of 15-20% from 2017 to 2025. The Indian cosmetics sector is expanding for a variety of reasons. The rise of the cosmetic sector has been fuelled by rising purchasing power, rising image consciousness among Indians, and the embrace of Western culture and lifestyle. Since ancient times, India has had an extensive record and a rich tradition of cosmetics. It is currently a thriving sector, and in the upcoming years, it is anticipated to surpass all other countries in terms of cosmetic consumption.

Indian consumers are regularly informed about new cosmetic products owing to improvements in television channels and internet availability. The extraordinary expansion of e-commerce online retail stores, which provide their consumers with a wide variety of beauty and cosmetic products - something that a traditional retail store fails to offer in most circumstances - is a significant feature of the Indian cosmetic business. A lot of companies are regularly joining the industry with their unique products and ingredients.

Key Growth Drivers of the Cosmetic Industry

Below are a few growth drivers which are fostering the growth of the cosmetic industry in India:

1. *Rise in Disposable Income:*

- A. With the growth in disposable income, the growing generation aspires for a better standard of living. They are indulging in Western culture in terms of standards and personal care.
- B. The focus is primarily on the growth and improvement in the lifestyle of the rural population.
- C. Impact of Globalization on Lifestyle: As the economy and culture are opening on a global level, there's an increase in the adoption of Western culture. Globalization helps in easing cross-border transactions and creates the desire to access new products and services.
- D. Increase in Consumption due to Cosmetic Trials: Various brands offer advanced beauty treatment methods/guides to consumers. It also provides various services like makeup trials, salon services, etc. This opens more customers to reach the brand and consume the offers before moving forward with the actual products.

2. *Increasing Penetration of Channels:*

- A. The Indian cosmetic industry is also booming owing to an increase in the number of exclusive brand outlets, malls, and supermarkets. There has been a significant increase in direct-selling brands and click rates in cosmetic e-stores which boosts the growth of the cosmetic industry in India.

3. *Adoption of natural products:*

- A. As the awareness about the long-term impacts of beauty products is spreading, people are shifting more towards Ayurveda and natural products. Meanwhile, a lot of companies that deal in herbal and ayurvedic products conduct various seminars to spread the word about the harmful effects of chemical products and how they can be treated with herbal ones. This eventually led to a significant growth in the demand for cosmetics products which are herbal and ayurvedic, eventually, contributing to the growth of the cosmetic industry.

Segmentation of the Cosmetic Industry

The cosmetic industry in general consists of five segments which comprise skin care, hair care, fragrance, colour cosmetics, and oral care. A detailed study of all these segments is mentioned below:

1. **Skin Care:** The skincare market in India is divided into five areas, including depilatory and other products for makeup removal, body and sun care, hand care, and facial care. The market is dominated by facial care products and their many variations. The skin care products market in India was worth US\$ 6.53 billion in 2022 and is expected to reach US\$ 8.84 billion by 2027 at a Compound Annual Growth Rate (CAGR) of 6.25%. Major players in this market include Marico, Parachute Advanced, Livon, Mediker, Hair and Care, etc.
2. **Hair Care:** The hair care market in India is divided into four segments, including hair oils, shampoos, hair colours, and hair styling products. In India, the category of hair care products has one of the highest penetration rates for beauty and personal care, and future sales are anticipated to be strong. Indian Hair Care market is predicted to reach US\$ 3.62 billion by 2026 with a CAGR of 2%. In 2022, the Hair Care segment accumulated revenue of US\$ 3.34 billion. Major global and domestic players in this category include Hindustan Unilever Limited, Marico, L'Oréal, Garnier, Henkel, etc.
3. **Fragrance:** Perfumes and deodorants make up the two divisions that make up the fragrance market. In terms of production, consumption, and imports, India has one of the largest fragrance markets, and it is currently expanding as more young people use perfumes and deodorants. The Indian Perfumes and Deodorants market stood at US\$ 368 million in 2022 and is projected to surpass US\$ 473 million by 2026 growing at a CAGR of over 6.4%. Some of the leading fragrance brands operating in the Indian market are Fogg, Beiersdorf, ITC, Raymond Group, Unilever Group, McNEIL ROE, Vanesa Care Pvt., etc. Recently, there has been an increase in the localization of production in this area. A rise in the demand for high-end luxury perfumes in the Indian market, made possible by the expansion of e-commerce channels, has supplemented this.
4. **Colour Cosmetics:** According to its goods, the colour cosmetics market is divided into four major categories: eye makeup, facial makeup, lip products, and nail products. As people become more mindful of their appearance and social media serves as an interface for global beauty trends, the market for colour cosmetics is only anticipated to rise in the coming years. Major players in the colour cosmetics industry include Hindustan Unilever Limited (HUL), Lakme, Elle 18, Toni and Guy, etc.
5. **Oral Care:** The oral care market in India is divided into five categories, including toothpaste, toothbrushes, toothpowder, mouthwash, and additional oral care goods including dental floss and chewing gum. In India, the Oral Care segment generated revenues of over US\$ 1.78 billion in 2022, and the market is expected to grow at a CAGR of 4.5% between 2022-26 to reach US\$ 2.13 billion by FY26. Some major players dominating India's oral care market are Colgate Palmolive, Hindustan Unilever Ltd., GlaxoSmith Kline Consumer Healthcare Ltd., Johnson & Johnson, etc.

Future Growth of the Cosmetic Industry in India

One of the sectors with the highest growth in India is the beauty industry, which is predicted to continue expanding in the years to come. Manufacturing and distributing cosmetics, beauty items, appliances, and services are all included in this industry. As more people use the potential of the beauty industry in their daily routine for skincare and haircare instead of visiting doctors or taking medications, the beauty sector is no longer just about beauty and make-up; it is also threatening the treatment solution industry.

India's beauty, cosmetics and grooming market will reach US\$ 20 billion by 2025. The market share of organised and unorganised will be 44:55 by 2025 from the existing ratio of 25:75.

The beauty industry in India will experience growth in the upcoming years. The passion for skincare and beauty among Generation Z has over time changed this business. With full access to social media to communicate their demands and obtain the goods and services they want; Gen Z is significantly more demanding in terms of goods and services. This is making it more difficult for all the beauty brands to compete and succeed. The COVID era has seen the industry shifting from offline stores to online sites leading to discontinuation of the premium products. Offering customised products could assist businesses in drawing in more clients because consumers are more likely to buy from companies that will meet their needs and supply goods that match their preferences. Customers frequently favour firms that can deliver the same services to them at home or that can create products specifically for them.

The shifting consumer landscape is one of the most compelling forces behind this expansion. More so than ever before, Indians are discriminating and quality-conscious. The market for cosmetics is expanding as disposable incomes grow and urbanisation quickens. Players in the industry, both established and new, will benefit greatly from this growth. The landscape of the cosmetic industry has changed significantly because of the digital revolution. Consumers throughout the country now have easy access to various products thanks to e-commerce platforms. Anyone with an internet connection may now shop for cosmetics with unparalleled ease, from crowded cities to far-flung villages.

Additionally, firms are now able to connect deeply with their target demographic owing to digital marketing methods. Particularly social media has developed into a potent tool for firms to engage and communicate with consumers. As technology develops and the internet becomes more widely used in India, this trend is expected to intensify.

The Road Ahead

The cosmetic industry in India has emerged as a luminous gem in the country's economic landscape. The Indian cosmetic industry has embarked on a stellar trajectory, defying conventional norms and expectations. Over the past decade, it has evolved from a fledgling market into a dynamic and thriving sector. The numbers tell a compelling story; with a Compound Annual Growth Rate (CAGR) consistently surpassing global averages, the industry has demonstrated its resilience and potential for sustained growth. The domestic market for personal care products is projected to grow at a CAGR of around 22% during the period 2017-20. Globally, the cosmeceutical, cosmetics, & personal care sector is expected to grow at a CAGR of around 3.5%, which is much lower than the anticipated growth in India. The annual retail sales of cosmetics and other personal care products are estimated to grow by 15-20% annually, making India's domestic demand one of the fastest-growing markets in the world. Over the last five years, aggregate demand has increased by 60%. Mass beauty products are a strategic sector for the Indian industry with a market value of over US\$ 11 billion, followed by hair care and personal care products with a stable market value of over US\$ 3 billion. These items show the highest level of resistance to the pandemic epidemic, the financial hardships brought on by domestic limitations, and months of a blockade. The categories most impacted by social interaction and living away from home were makeup products that block sunlight, as well as fragrances.

This growth can be attributed to several key factors. Chief among them is the changing consumer landscape in India. As incomes rise and urbanization spreads its wings, beauty and wellness sector, of which cosmetics are a crucial component. The ancient Indian system of healing and wellness known as Ayurveda is increasingly being used in cosmetics. This blending of age-old knowledge and cutting-edge science not only opens new avenues for innovation but also appeals to consumers who are concerned about their health all around the world. The digital revolution has also paved the way for unprecedented opportunities. E-commerce platforms have democratized access to cosmetics, reaching customers in every nook and cranny of the country. This expansive reach allows companies, big and small, to tap into previously untapped markets.

(Source: <https://www.ibef.org/research/case-study/growth-of-the-cosmetic-industry-in-india>)

OUR BUSINESS

*Some of the information in this section, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. See the chapter titled “**Forward Looking Statements**” beginning on page 23 for a discussion of the risks and uncertainties related to those statements and “**Risk Factors**”, “**Restated Financial Information**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” beginning on pages 34, 207 and 257, respectively for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.*

*Our Company’s Financial Year commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular Financial Year are to the 12 months ended March 31 of that particular year. Unless otherwise indicated or the context otherwise requires, the financial information for Financial Year ended on 31st March 2024, 2023, and 2022 included herein is derived from the Restated Financial Statements, included in this Draft Red Herring Prospectus. For further information, see the chapter titled “**Restated Financial Information**” beginning on page 207.*

Unless the context otherwise requires, in this section, references to “we”, “us”, “our”, “the Company” or “our Company” refers to Astonea Labs Limited.

OVERVIEW

Our Company was originally incorporated as “**AHU Laboratories Private Limited**”, as a private limited company, under the provisions of the Companies Act, 2013 pursuant to certificate of incorporation dated April 11, 2017. Our Company changed its name from AHU Laboratories Limited to “**Astonea Labs Private Limited**” pursuant to Rule 29 of the Companies (Incorporation) Rules, 2014 vide certificate of incorporation dated February 26, 2019. Subsequently, our Company converted into “**Astonea Labs Limited**”, a public limited company vide fresh certificate of incorporation dated January 11, 2024. The Corporate Identification Number of our Company is U24304CH2017PLC041482.

Our Company specializes in the manufacturing and marketing of a wide range of pharmaceutical and cosmetic products. These include antibiotic drugs, anti-cold medications, antihistamines, and drugs for diabetes, cardiovascular diseases, gynecological concerns, analgesics, fungal infections, and multivitamins. We also offer products for skin, tooth, and hair care, available in various forms such as gels, ointments, creams, lotions, oils, and serums. All our products adhere to the rigorous standards of the pharmaceutical and cosmetics industries. Additionally, we are involved in the trading of certain packing materials and raw materials used in pharmaceutical and cosmetic products.

Our Company is based in Haryana, India equipped with a state-of-the-art manufacturing facility having a core manufacturing area of 7,500 square meters, meticulously designed and operated in strict conformity with ISO standards.

We are engaged in contract manufacturing of pharmaceutical and cosmetic products for companies both within India and internationally. In addition to contract manufacturing, we manufacture and market our own products under the brands "Glow Up" and "Regero" in the domestic market, wherein the products under Glow Up are also available through e-commerce platforms like Amazon and Tata IMG. Further, our Company is planning to launch a new line of skincare products under the brand name "Avicel" in the domestic market. We also export our products directly to countries such as Iraq and Yemen and to further advance our export business directly, we have recently undergone an audit by the USFDA for OTC products and have submitted the compliance report. The milestone of USFDA for OTC products

is significant as it positions us to expand our presence in the United States market and several other countries.

Mr. Ashish Gulati is the Promoter and Managing Director of our Company and has more than 6 years of experience in the business of the Company and industry. Our Promoter and Senior Management Personnel have been instrumental in the growth of our business and continue to provide strategic guidance and oversee the overall performance of our Company.

Our certificates and accreditations:

The following are the accreditations and certifications received by our Company:

Sr. No.	Accreditations and Certifications
1.	ISO 22000:2018
2.	ISO 22716:2007
3.	ISO 9001:2015
4.	WHO-GMP site certificate
5.	WHO-GMP Certificate
6.	HALAL Certificate
7.	Good Manufacturing Practice Certificate under Drugs and Cosmetics Act, 1940
8.	Zed Bronze Certificate
9.	Organic Certificate of compliance
10.	Certificate of Compliance by UK Global (CE)
11.	Legal entity identifier certificate
12.	Certificate of membership from Haryana Environmental Management Society

Awards:

The following are the awards received by our Company:

Sr. No.	Awards
1.	Best enterprise of the year (cosmetics and personal care) in the 4 th edition of MSME India Business Awards on June 29, 2024
2.	Top 10 pharma contract manufacturing companies 2024 by India Pharma Outlook

Financial snapshot:

Set forth below is certain financial information and certain KPIs of our business.

Particulars	As on March 31, 2024	As on March 31, 2023	As on March 31, 2022
Revenue from operations (₹ in Lakhs) ⁽¹⁾	8019.09	6705.08	3005.69
EBIDTA(₹ in Lakhs) ⁽²⁾	1171.09	705.28	565.14
EBITDA Margin(%) ⁽³⁾	14.60	10.52	18.80
PAT(₹ in Lakhs) ⁽⁴⁾	380.98	66.52	24.88
PAT margin(%) ⁽⁵⁾	4.75	0.99	0.83

For further reference please see Chapter “Management Discussion and Analysis of Financial Conditions and Result of Operations” and “Restated Financial Information” beginning on page no. 257 and 207 of this Draft Red Herring Prospectus.

Our locations:

Purpose	Address
Registered office	House No. 1358, 1st Floor Sector-22B, Chandigarh, 160022
Corporate office	SCO. NO 331, 2nd Floor, Sector 9, Panchkula Haryana, 134113
Manufacturing facility	Astonea Labs Ltd., Village- Haripur, Tehsil- Raipur Rani, District- Panchkula, Raipur Rani, Haryana

OUR PRODUCTS AND OFFERINGS

a. Products under our own brands

We manufacture and market our cosmetic skin and hair care products namely “Glow Up” which was launched in the year 2022. Additionally, we introduced our pharmaceutical product line, "Regero," in 2024. Our commitment with these brands is to provide high-quality, affordable products that cater to the diverse needs of our customers. We aim to ensure that essential skincare and medicinal products are accessible to patients in need. We currently sell the following range of products as set forth in the table below:

Brand	Category/Classification	Form
Glow Up	Skin Care	Sunscreen
		Face Mask
		Face wash
		Creams-day and night
		Lotion
		Serum
		Toner
		Moisturiser
		Gels including Shower gels
		Under Eye Cream
Glow Up	Hair Care	Hair Oil and Hair Serum
	Tooth care	Tooth paste
Regero	Tablets, Capsules and Sachets	Gel
		Uncoated Tablets
		Soft gelatine capsule
		Coated Tablets
		Shell Capsule

b. Products under contract manufacturing

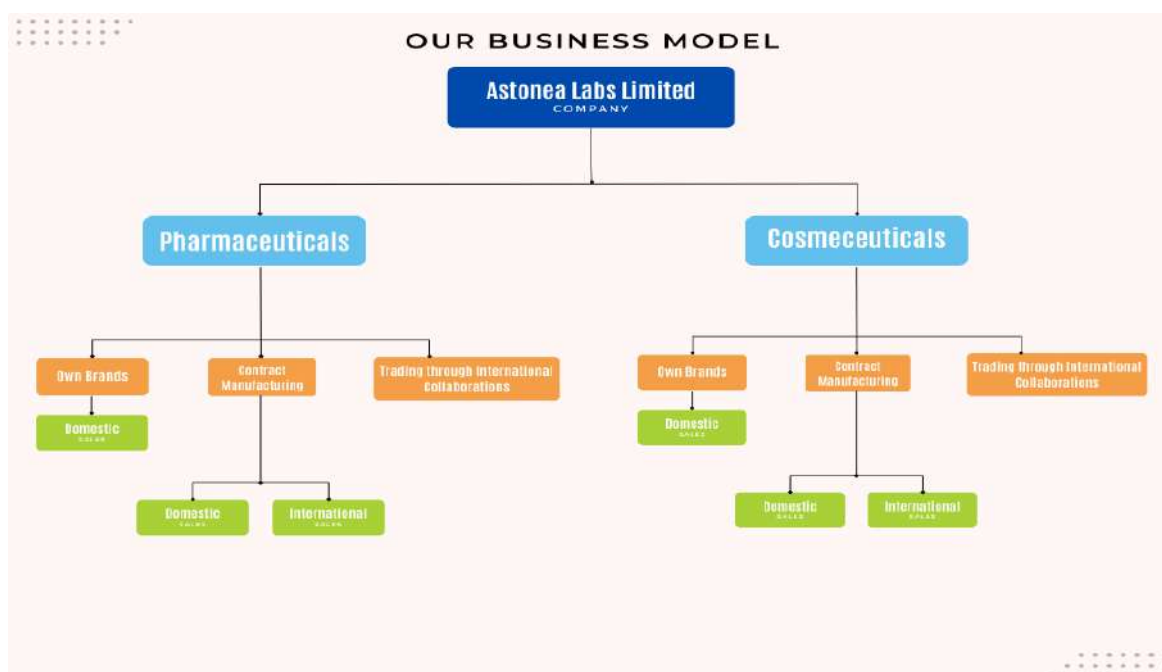
We provide the following products under contract manufacturing to companies across India and a significant portion of our manufacturing output is dedicated to merchant exporters, who export our products to countries such as the USA, Bolivia, Guatemala, and Botswana.

Category	Application-Treatment	Form	
Pharmaceutical	Diabetes Cardiovascular Antifungal Anti-biotics	Tablets	Uncoated tablets
			Film-coated tablets
			Enteric Coated
			Sugar Coated
	Anti analgesic Anti cold	Capsules	Hard gelatine
			Soft gelatine

	Anti-allergic Gynae Multi-vitamins	Ointments
		Sachets

Category	Classification	Form
Cosmetics	Skin Care	Face wash
		Moisturizers
		Serums
		Creams
	Hair Care	Shampoo
		Hair oil
		Hair Serum

OUR BUSINESS MODEL



Our core is our marketing strength and manufacturing standards. We operate across two major verticals: cosmetics and pharmaceutical products, marketed under our own brands, "Glow Up" and "Regero," as well as through contract manufacturing.

Pharmaceutical

For pharmaceutical products, our contract manufacturing is driven by a strong sales team who have expanded our customer base with hard work for years. Our strong hold in various forms and formulations is our core in generating leads and building brands for our customers. We have also introduced our own pharmaceutical brand, "Regero". We also aim to increase the distribution of our products to doctors who prescribe our products to their patients. Our sales and marketing team works actively towards approaching doctors and explaining to them our technologically advanced formulations as well as creating a channel of chemists, distributors, and wholesalers in their respective territories.

Cosmetic

We aim to meet the diverse demands of our clients through contract manufacturing of cosmetic products. Our services encompass designing custom artwork, procuring raw and packaging materials, planning production, and conducting product testing upon order receipt. Additionally, we market our products through e-commerce platforms, including Amazon and Tata IMG, to further extend our reach. Our team is covering Haryana, Punjab, Maharashtra, Rajasthan, Uttar Pradesh, Uttarakhand, Bihar and Himachal Pradesh, Chandigarh, and Jammu and Kashmir currently with a strong network of distributors and consignees. We plan to reach a significant segment of cosmetic retailers in the current territories within the next three years, while also focusing on expanding our growth in the e-commerce sector.

COLLABORATIONS/TIE UPS/JOINT VENTURES

1. Our Company's vision includes exporting its products and establishing a presence in international markets. Our partnership with Umendra Exports Private Limited provides us with the opportunity to strengthen our presence in the United States of America and customers of Umendra Exports Private Limited in other countries.
2. Leveraging strategic partnerships with leading Uzbek pharmaceutical players like Sultan Med Farm, Orient Bio Farm, and Laxisem through Vivalia Remedies Private Limited, our Company aims to strengthen its presence in the Tashkent market, exporting high-quality semi-finished ready-to-compress palettes.

OUR MANUFACTURING PROCESS

PHARMACEUTICAL



The manufacturing process of formulations differs from product to product i.e. between tablets, capsules, softgels, ointments, and sachets. However, it typically involves a fixed series of steps under controlled conditions of temperature, relative humidity, hygiene, and specific classified conditions to manufacture the finished products. For each product, we identify several alternative specifications of the manufacturing process and choose the most appropriate for the situation, viz., stability during shelf life, economic, patent non-infringing, achieving the desired quality standard, environmental impact, etc. It is then suitably packed in different packaging materials like strip packing, blister packing, bottle packing or sachets depending on the requirements of the customer.

Tablets

Our tablet production boasts a blend of automation and meticulous human oversight. High-speed blending machines ensure precise ingredient mixing, followed by compression into tablets using sophisticated equipment. Coating and packaging are carried out using advanced technology,

guaranteeing consistent quality and visual appeal. We leverage cutting-edge tablet presses with multi-station capabilities to produce various shapes, and sizes and release profiles efficiently. Continuous improvement is our priority, with investments in controlled-release technologies and innovative excipients to enhance drug delivery.

Capsules

Our capsule production line adheres to stringent quality control measures. Automated filling machines ensure precise powders, granules, or liquids are dosed into pre-gelatinized capsules. Sealing, polishing, and sorting are conducted with advanced equipment, resulting in visually appealing and functionally flawless capsules. We utilize high-precision capsule-filling machines with in-line weight control systems for accurate dosing. We explore advancements like modified-release capsules and taste-masking technologies to cater to diverse patient needs and preferences.

Softgels

Our soft-gel production involves meticulous filling, sealing, and solidification processes. Automated equipment precisely fills liquid or gel formulations into gelatin shells, followed by hermetic sealing using advanced technology. Solidification occurs under controlled temperature and humidity conditions, ensuring product stability and integrity. We employ high-tech softgel encapsulation machines for efficient and precise filling, minimizing leakage and ensuring consistent dosage. We actively explore advancements in soft-gel formulations and delivery systems to enhance bioavailability and address specific therapeutic needs

Ointments

Our ointment production line combines modern technology with traditional expertise. High-shear mixers ensure uniform blending of active ingredients with bases, followed by sterilization and filling using specialized equipment. Packaging is carried out under controlled environments to maintain product integrity and sterility. We utilize advanced mixing and homogenizing equipment to achieve uniform consistency and prevent phase separation. We actively endeavour to incorporate novel base ingredients and delivery systems to enhance efficacy and patient adherence for topical applications.

Sachets

Our sachet production adheres to stringent hygiene and quality control standards. Automated form-fill-seal machines precisely measure and package dry powder or liquid formulations into individual sachets. Stringent quality checks ensure accurate dosing and packaging integrity. We employ high-precision sachet filling and sealing machines with in-line monitoring systems for consistent and reliable packaging. We explore advancements in sachet materials and closure systems to enhance product shelf life, convenience, and ease of use.

COSMETICS



Lotions

We employ advanced emulsification techniques, ensuring silky textures and optimal ingredient synergy. Our dedicated formulation and development team constantly innovates, incorporating novel ingredients like plant extracts, hyaluronic acid, and ceramides for targeted hydration and nourishing benefits. Additionally, we explore sustainable options like bioplastics for packaging, minimizing our environmental footprint.

Oils

We have a robust oil production and our portfolio encompasses a wide range of products including hair oils, and hair and face oil. We leverage advanced extraction techniques and state-of-the-art processing equipment to ensure optimal product quality and consistency. Through continuous process refinement and adherence to stringent quality control measures, we deliver efficacious formulations that meet the evolving demands of the skincare and haircare market.

Creams

Our cream production for sunscreen, day cream, night cream, and under-eye cream, utilizes various technologies based on desired textures and functions. We employ hot and cold emulsion processes, incorporating gelling agents and thickeners for diverse consistencies. Our formulation and development team focuses on innovative ingredients like peptides and antioxidants for targeted concerns like anti-aging, brightening, and firming. Additionally, we are exploring the potential of nanotechnology for enhanced delivery and efficacy

Gels

Our gel production utilizes advanced hydrocolloid thickeners and water-based formulations. This provides lightweight and non-greasy textures ideal for oily and acne-prone skin. Our innovation focuses on incorporating functional ingredients like hyaluronic acid for hydration and encapsulated actives for targeted delivery. We are also exploring biocompatible polymers for sustainable and biodegradable options.

Soaps

Our soap production utilizes traditional cold-process and melt-and-pour methods. We prioritize natural ingredients like vegetable oils, shea butter, and essential oils to create gentle yet effective cleansing options. Innovation drives our formulations with the inclusion of exfoliating agents, nourishing additives, and unique colorants for visually appealing and functionally diverse soaps. We are also exploring the potential of sustainable packaging options and natural preservatives

Toothpastes

Our toothpaste production line, leverages cutting-edge technologies to create high-quality, efficacious pastes. We employ advanced mixing and homogenization techniques to ensure perfect ingredient dispersion, delivering a smooth and consistent brushing experience. Our innovation shines through in our formulations, featuring advanced cleansing technologies, unique flavor systems, and targeted active ingredients like fluoride for diverse oral care needs.

OUR SWOT ANALYSIS OF OUR COMPANY

Strengths	Weakness
<ol style="list-style-type: none">1. Good marketing & distribution network2. Experienced management team3. Diverse product portfolio4. High-quality and innovative products provide a competitive edge in the market	<ol style="list-style-type: none">1. The requirement of the Fund to cater to at a national level.2. Limited market share & presence in a few market segments

	3. Dependency on the industry and competition from local and international players
Opportunities	Threats
<ol style="list-style-type: none"> 1. Increasing consumer acceptance of new and innovative formulations, along with growing awareness 2. Rising demand for products in emerging markets and increased potential for exports 3. Growth in e-commerce and online sales, enabling easier nationwide reach 	<ol style="list-style-type: none"> 1. Changes in government policies 2. Fluctuations in prices of raw material 3. Change of behavior of consumer demand 4. Rising input costs leading to potential price increases 5. High turnover of market entrants and exits

OUR COMPETITIVE STRENGTH

Our experienced management and dedicated employee base

We have an experienced management having more than 6 years of experience in the business. It is through the constant efforts and experience of our management team that we have been able to build a sustainable business model. Our management has developed cordial relationships with suppliers and customers and has woven a strong clientele network for us over the years. The vision and dedication of our management team lays down the principles of our growth. Further, we have also employed people who have the requisite technical competence and qualifications for the type of sector we cater to. Our Company has developed strategies enabling them to recruit and retain experienced employees. We strongly believe that the success of our organization lies in the efforts of our human resources.

Scalable business model

We believe that we have a scalable business model as our business model is customer-centric and order-driven, and requires optimum utilization of our existing resources, assuring quality supply and achieving consequent economies of scale. The business scale generation is basically due to the development of new markets and products in both domestic and international markets by exploring customer needs, marketing expertise, and consistent product quality.

Wide and diverse range of product offerings

Our Company has a wide product portfolio comprising pharmaceutical and cosmetic products such as antibiotics drugs, anticold drugs, antihistamine drugs, drugs for diseases like diabetes, cardiovascular diseases, gynecological concerns, analgesics, fungal infections, and multivitamins, and products for skin and hair care in form of tablets, capsules, gels, creams, and lotions, oil, serum all of which adhere to the rigorous standards of the pharmaceutical and cosmetic industries.

Quality Service

We believe in providing quality and timely service to our customers. We have set very high standards for ourselves when it comes to timeliness and quality of service we provide to our customers. The stringent systems ensure that all the products reach our customers on stipulated time and there are minimal errors to ensure reduced product rejection. We believe that our quality service has earned us a goodwill from our customers, which has resulted in customer retention and order repetition. It has also helped us to add to our existing customer base. Our Company focuses on maintaining the level of consistency in our service, thereby building customer loyalty for our products.

OUR BUSINESS STRATEGY

Expand our scope by adding more products

Our Company believes that expanding and launching a new product range will enable us to utilize our capacities, manpower, and other resources better. The marketing of the new products will be aided by our existing customer base, longstanding trade relations, and overall goodwill in our industry.

Broaden and deepen presence in existing product portfolio

We aim to broaden and deepen our presence in our existing product portfolio. This involves enhancing our market penetration and reach for the products we currently offer. By leveraging our strengths and understanding market dynamics, we seek to capture a larger share of the market while also strengthening our relationships with existing customers. Additionally, we will explore opportunities to expand our product offerings within our current portfolio, identifying areas for innovation and differentiation to meet evolving customer needs.

Develop and grow our export division

Our strategy entails leveraging our manufacturing expertise, regulatory compliance, and quality assurance standards to penetrate new markets and expand our footprint globally. We have started to export our products to international markets and we are determined to build a strong relationship with our customers through our long-standing operations and quality products. By focusing on efficient logistics, timely delivery, and tailored solutions to meet the specific needs of each market, we aim to capitalize on the increasing demand for pharmaceutical and cosmetic products worldwide.

Increase by targeting unexplored markets

As part of our growth strategy, we intend to target regulated markets as well as enhance our presence in existing geographies. Our growth strategy will vary from country to country depending on applicable regulatory norms. The commercialization of products under registration will add to the growth. We will continue to evaluate additional markets and product opportunities, including potential acquisitions and relationships which we believe will be beneficial to increase our presence in domestic markets as well as export markets.

Leveraging our marketing skills and relationships.

This is a continuous process in our organization and the skills we impart in our people give importance to clients. We aim to do this by leveraging our marketing skills & relationships and further enhancing customer satisfaction.

UTILITIES AND INFRASTRUCTURE FACILITIES

We have our manufacturing facility at Panchkula, Haryana.

Raw Materials

We source the raw material from vendors as per the order and specification. The key raw materials that we use for our manufacturing operations are set out as under:

Category	Raw material used
Cosmetics	glycerin, silica absil, silica mfil, menthol, niacinamide, lanoline, coco amido propyl betaine, sodium lauryl sulphate, petroleum jelly, light liquid paraffin, soap noodles, sorbitol, hyaluronic acid etc.
Pharmaceutical	azithromycin, paracetamol, sitagliptin, metformin, bacitracine zinc, petroleum jelly, light liquid paraffin, soap noodles, sorbitol etc.

Power

Our Company needs power in a surplus state with minimal fluctuations and blackouts for the manufacturing facility's lighting, equipment, etc. Our Company has enough electricity load to support both current operations and future growth. Additionally, our manufacturing facility is equipped with a

transformer to ensure power in the manufacturing facility and power DG set as a backup in case of emergencies or to fulfill any pressing needs.

Water

Adequate water sources are available at our manufacturing facility. We receive water supply from the local water department.

MARKETING, SALES AND DISTRIBUTION NETWORK

Every business needs a dedicated marketing and sales plan, and our Company is no exception. Our experienced team plays a crucial role in generating new sales orders and expanding our business year after year. This growth is attributed to their strong rapport with customers and the timely, high-quality delivery of our products.

Sales and distribution are key components of our industry's value chain. We have built a robust network to ensure the timely and adequate availability of our products to customers. Our in-house marketing and sales team maintains close contact with the majority of our customers, enabling us to understand their current needs and anticipate future requirements ensuring we meet and exceed customer expectations. Our team is dedicated to both retaining existing customers and acquiring new customers by regularly engaging with them to address their evolving needs.

We compete with our competitors on the basis of product quality, price, and reliability. Our continuous efforts to expand our distribution channels aim to increase our domestic and international presence. We intend to continue competing vigorously to capture more market share and manage our growth optimally by improving our brand image, increasing our product offerings, satisfying customer demands, and achieving operational efficiencies.

To further enhance our market penetration, we plan to hire a third-party marketing agent to leverage the distribution network for both domestic and international markets. This strategy will ensure the necessary penetration in these markets and support our focus on adding new products with significant business potential. Our commitment to increasing our market share and meeting the evolving needs of our customers remains unwavering.

CUSTOMERS AND SUPPLIERS

The table below sets forth the share of our top 5 and top 10 customers in the total revenue for Financial Year 2024, 2023 and 2022:

Particulars	For the Financial Year ended on March 31					
	2024		2023		2022	
	Revenue (in Rs. Lakhs)	%age of total revenue	Revenue (in Rs. Lakhs)	%age of total revenue	Revenue (in Rs. Lakhs)	%age of total revenue
Top 5 customers	3,442.13	42.92%	4107.64	61.26%	1313.04	61.26%
Top 10 Customers	4158.62	51.86%	4998.42	74.55%	1804.14	60.02%

Pursuant to the certificate dated, June 07, 2024 from our Statutory Auditor Avnish Sharma & Associates Chartered Accountants.

The table below sets forth the share of our top 5 and top 10 suppliers in the total purchases for Financial Year 2024, 2023 and 2022:




Particulars	For the Financial Year ended on March 31		
	2024	2023	2022


	Purchase (in Rs. Lakhs)	%age of total purchase	Purchase (in Rs. Lakhs)	%age of total purchase	Purchase (in Rs. Lakhs)	%age of total revenue
Top 5 Suppliers	1297.78	20.12%	1626.05	27.29%	954.71	40.28%
Top 10 Suppliers	2288.19	35.47%	2499.94	41.96%	1321.22	55.74%



Pursuant to the certificate dated, June 07, 2024 from our Statutory Auditor Avnish Sharma & Associates Chartered Accountants.

PLANT AND MACHINERIES

The details of our owned plant and machinery as on the date of this Draft Red Herring Prospectus are as follows:

Sr. No.	Machine		Quantity
1.	Bqs machine		1
2.	Cartoblis machine		1
3.	Elmach 3015		1

4.	Softgel encapsulating machine (CKF 72)		1
5.	Automatic tube filling and sealing machine		2
6.	Trane chiller		2
7.	Blister packing machine (Elmapack make model EPI-2000)		2
8.	Fluid Bed dryer 150 kg		1

9.	ECO07001 (Eco press VII with HMI on swing arm)		1
10.	SK 1500 kg plant		1
11.	Label Cartoon Machine		2
12.	Conveyor Machine (SS 304 conveyor with width of belt:10’)		1
13.	Direroll 24 & 14 Obl set		1
14.	Multi Tracking Packing Machine (sachet)		4
15.	Tablet Dissolution Test Apparatus (DS 8000) – Basic Unit (TMCU-BC)		3
16.	Waters HPLC System		5
17.	Sampling Booth		8
18.	Conveyor Machine (Packing conveyor SS 304)		4
19.	Blister Packing Machine (strip)		1
20.	Conveyor Machine (SS 304 Packing Conveyor with Belt width 250mm)		1
21.	SS Tank		2
22.	Blister Change Parts and Spare Parts		10
23.	Conveyor Machine (Packing conveyor SS 304 with belt width)		1
24.	Die Roll 13.5 Minims Oblong		1
25.	Coating Machine		3
26.	ID Fan Assembly		1
27.	ALU/ALU Format Part		4
28.	Boiling Machine (boiler)		1
29.	Capsule Loader and Filling		1
30.	Tube Filling Coating And Sealing Machine		4
31.	De Dusting Machine		2
32.	DG Set		2
33.	Filling And Labelling Machine		2
34.	Laminar Floor Machine		2
35.	Tripple Roller Machine		1
36.	Ointment Plant		3
37.	Packing Machine Multitrack Automatic		1
38.	RO Edi System		1
39.	Soap Die		1

40.	Stainless Steel Fabricator Tank	1
41.	Softgel Machine	1
42.	Fluid Dryer	1
43.	Eco Press Machine	1
44.	Capsule Machine	1
45.	Capsule Machine Parts	1
46.	Capsule Packing Parts	1

CAPACITY AND CAPACITY UTILIZATION

Our Company has the production capacity to manufacture the products listed below in two shifts per day, on a monthly average basis.

Pharmaceutical

S. no.	Period	Name of the product	Unit measurement of production	Installed monthly capacity (in million)	Actual monthly production (in million)	Capacity utilization in %
1	FY 2021-22	Tablets	Numbers	160	45.6	29%
		Capsules (hard gelatine)		50	15.2	30%
		Sachets		13.5	3.8	28%
		Ointments		6.5	1.85	28%
		Capsules (soft gelatine)		53.5	2.03	4%
2	FY 2022-23	Tablets	Numbers	160	100.34	63%
		Capsules (hard gelatine)		50	33.45	67%
		Sachets		13.5	8.36	62%
		Ointments		6.5	4.08	63%
		Capsules (soft gelatine)		53.5	4.47	8%
3	FY 2023-24	Tablets	Numbers	160	120	75%
		Capsules (hard gelatine)		50	40	75%
		Sachets		13.5	10	75%
		Ointments		6.5	4.88	75%
		Capsules (soft gelatine)		53.5	5.35	10%

Pursuant to the certificate dated, July 28, 2024 from our Statutory Auditor Avnish Sharma & Associates Chartered Accountants

Cosmetics

S. no.	Period	Name of the product	Unit measurement of production	Installed monthly	Actual monthly production	Capacity utilization in %
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				capacity (in million)	(in million)	
1	FY 2021-22	Lotion	Numbers	4	1.25	31.25%
		Gels		12	3.2	26.67%
		Creams		12	3.2	26.67%
		Oils		4	0.16	4%
		Soaps		4	1	25%
		Toothpaste		80	15.2	19%
2	FY 2022-23	Lotion	Numbers	4	2.5	62%
		Gels		12	7	58%
		Creams		12	7	58%
		Oils		4	0.35	9%
		Soaps		4	2	50%
		Toothpaste		80	34	43%
3	FY 2023-24	Lotion	Numbers	4	3.2	80%
		Gels		12	8.4	70%
		Creams		12	8.4	70%
		Oils		4	0.4	10%
		Soaps		4	2.4	60%
		Toothpaste		80	40	50%

Pursuant to the certificate dated, July 28, 2024 from our Statutory Auditor Avnish Sharma & Associates Chartered Accountants

QUALITY CONTROL AND QUALITY ASSURANCE

We believe that maintaining adequate control of the quality of our products is critical to our success and continued growth. We perform regular audits at our manufacturing facility and regularly review and update our procedures and practices to ensure compliance with regulatory requirements as on date of this Draft Red Herring Prospectus.

COMPETITION

Pharmaceutical and cosmetics being global industries, we face competition from various domestic and international manufacturers and traders. Competition emerges from small as well as big players in the pharmaceutical and cosmetics industries. We encounter several competitors with similar product offerings. We believe the key elements of competition in this business are consistent quality, prompt availability, and strong relationships with customers and suppliers. We differentiate ourselves by establishing as a knowledge-based company, and we focus on providing products that are in consonance with the technical and quality requirements of our customers. Additionally, we strive to offer a competitive pricing model without compromising on quality.

HUMAN RESOURCES

Human resources are the backbone of any industry. We believe that our employees are the key to the success of our business. We focus on attracting and retaining the best possible talent. Our Company looks for specific skill sets, interests, and backgrounds that would be an asset to our business.

As on the date of this Draft Red Herring Prospectus, we have 217 employees on payroll and we also engage contractual labour as per operational requirements resulting in fluctuation in the number of contract labour. Please see **“Risk Factor point no. 16- We appoint contract labourers for carrying out some of our operations and we may be held responsible for paying the wages of such workers, if the independent contractors through whom such workers are hired default on their obligations, and such obligations could have an adverse effect on our results of operations, cash flows and financial condition”** beginning on page 34 for further details.

We seek to maintain a culture of innovation by empowering our employees at all levels of our organization. Our success depends upon our ability to attract, develop, motivate, and retain highly skilled and multi-dimensional team members.

The employees on our payroll are divided into several categories. The category-wise bifurcation is provided below:

Sr.No.	Category of Employees	No. of Employees
1.	Quality control and quality assurance	14
2.	Production	60
3.	Accounts and HR	7
4.	Purchase department	11
5.	Security and housekeeping	10
6.	Field sales	67
7.	Sales and marketing	19
8.	Secretarial	2
9.	Managerial	8
10.	Warehouses	19




Further, we have not experienced any strikes, work stoppages, labour disputes or actions by or with our employees, and we have cordial relations with our employees. For details in relation to the risk involved, see **“Risk Factor -We may be subject to unionization, strikes, work stoppages or increased labour costs, which could adversely affect our business and results of operations”** beginning on page 34.

EXPORTS OBLIGATIONS

Category	EPCG licence	Import duty saved	Export Obligation Amount and Timeline
The manufacturer exporter category of the EPCG Scheme license has been awarded to our organization. Under the Export Promotion Capital Goods (EPCG) plan	Licence no.: 2230003111 dated 16/10/2018	Duty saved: Rs. 12,50,000	We are obligated to export goods amounting to Rs. 75,00,000 by September 2024.
	Licence no.: 2230003151 dated 24/05/2019	Duty saved: Rs. 8,40,500	We are obligated to export goods amounting to Rs. 50,43,000 by April 2025.

DETAILS OF INTELLECTUAL PROPERTY

S. No	Nature of Registration/ License	Registration/ License No.	Status	Applicable Laws	Issuing Authority
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1.	Registration of Trademark  under Class 35	4824531	Registered	Trade Marks Act, 1999	Registrar of Trademarks
2.	Registration of Trademark  under Class 05	4824530	Registered	Trade Marks Act, 1999	Registrar of Trademarks
3.	Registration of Trademark 'Raderma' under Class 05	3725097	Registered	Trade Marks Act, 1999	Registrar of Trademarks
4.	Registration of Trademark  under Class 03	4824532	Registered	Trade Marks Act, 1999	Registrar of Trademarks
5.	Registration of Trademark 'Glow Up' under Class 35	4824537	Registered	Trade Marks Act, 1999	Registrar of Trademarks
6.	Registration of Trademark 'Glow Up' under Class 03	4824536	Refused	Trade Marks Act, 1999	Registrar of Trademarks
7.	Registration of Trademark 'Hairme' under Class 03	4245197	Registered	Trade Marks Act, 1999	Registrar of Trademarks
8.	Registration of Trademark 'Avicel' under Class 03	3725134	Registered	Trade Marks Act, 1999	Registrar of Trademarks
9.	Registration of Trademark 'Hanex' under Class 05	3725098	Abandoned	Trade Marks Act, 1999	Registrar of EVORA Trademarks
10.	Registration of Trademark 'Multilock' under Class 05	3721942	Refused	Trade Marks Act, 1999	Registrar of Trademarks
11.	Registration of Trademark  under Class 35	4824535	Registered	Trade Marks Act, 1999	Registrar of Trademarks
12.	Registration of Trademark  under Class 05	4824534	Opposed	Trade Marks Act, 1999	Registrar of Trademarks
13.	Registration of Trademark 'Pantoday' under Class 05	4657005	Objected	Trade Marks Act, 1999	Registrar of Trademarks

14.	Registration of Trademark 'Hairworks' under Class 03	3725135	Objected	Trade Marks Act, 1999	Registrar of Trademarks
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Domain Name

Our Company has the domain name 'glowup.co.in', registered under its name and additionally, uses the domain names: 'regero.co', 'raderma.com', 'carltonderma.com', 'avicel.me', 'myavicel.com', 'myblvck.com', 'avicel.co', 'avicel.co.uk', 'astonea.org', and 'astoneafoundation.com'. For details in relation to the risk involved, see "**Risk Factor -Some of our domain names are registered in the name of our Promoter. Any dispute with Promoter or other unforeseen circumstance may lead to loss of our online presence which could adversely affect our business.**" beginning on page 34.

INSURANCE POLICIES

Sr No.	Policy Type	Insurance Company Name	Policy Number	Items insured	Premium (Amount in Rs.)	Sum Insured (Amount in Rs.)	Expiry Date
1.	Burglary Policy	Oriental insurance Company Limited	231400/48/2024/604	Stock, plant and machinery, furniture and fixtures, appliance in trade and goods held in trust (Factory at village Haripur, Tehsil Raipur rani, District Panchkula, Haryana-134109)	2,273/-	39,00,00,000/-	03.01.2025
2.	Bharat Laghu Udyan Suraksha Policy (Fire insurance)	Oriental insurance Company Limited	231400/11/2024/110	Complete building inclusive of superstructure, plinth and Foundation, Boundary wall, Roads, Electrical installations plant & machinery, accessories, Tools and tackles, stock, finished	4,42,211/-	47,00,00,000/-	03.01.2025

				goods, goods held in trust, and other related items (Factory at village Haripur, Tehsil Raipur rani, District Panchkula, Haryana-134109)			
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DETAILS OF OUR PROPERTIES

Sr. No.	Date	Name of the Seller/ Licensor/ Lessor/ Vendor/ Franchisee	License/ Leased/ Owned/ Franchisee	Location of the Property	Period	Purpose
1.	January 01, 2020	Deepak Gulati	Leased	House no. 1358, 1st floor Sector-22b, Chandigarh, 160022	5 years	Business purpose
2.	June 23, 2023	Renu Miglani, Sidharth Raj Miglani, Anuj Bajaj, Shivali Bajaj, Anju Bajaj	Leased	SCO. No 331, 2nd Floor, Sector 9, Panchkula, Haryana, 134113	5 years	Business purpose
3.	October 05, 2017	Hardeep Singh, Vishal Kaushal, Lalita Devi, Bhim Sen, Inderjeet Singh, Vikash Kaushal	Owned	Astonea Labs Ltd, Village- Haripur, Tehsil- Raipur Rani, District- Panchkula, Raipur Rani, Haryana	N.A.	Manufacturing facility

KEY INDUSTRY REGULATIONS AND POLICIES

The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our business. The information detailed in this chapter has been obtained from various legislations, including rules and regulations promulgated by the regulatory bodies that are available in the public domain. The regulations and policies set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional legal advice. The Company may be required to obtain licenses and approvals depending upon the prevailing laws and regulations as applicable. For details of such approvals, please see the section titled “Government and other Approvals” on page 270 of this Draft Red Herring Prospectus.

BUSINESS-SPECIFIC LEGISLATIONS

1. **Drugs and Cosmetics Act, 1940 (the “Drugs Act”) and the Drugs and Cosmetics Rules, 1945 (the “Drugs Rules”)**

The Drugs Act regulates the import, manufacture, distribution, and sale of drugs and prohibits the import, manufacture and sale of certain drugs and cosmetics which are, inter alia, misbranded, adulterated or spurious. The Drugs Act and the Drugs Rules specify the conditions for grant of a license for the manufacture, sale, import or distribution of any drug or cosmetic. It further mandates that every person holding a license to maintain such records that may be open to inspection by relevant authorities. Any violations of the provisions of the Drugs Act, including those pertaining to the manufacturing and import of spurious drugs, non-disclosure of specified information and a failure to keep the required documents are punishable with a fine, or imprisonment or both.

The Drugs Rules lay down the functions of the central drugs laboratory established under Section 6 of the Drugs Act. Under the Drugs Rules, an import license is required for importing drugs. The form and manner of application for import license has also been provided under the Drug Rules.

2. **Cosmetics Rules, 2020 (the “Cosmetic Rules”)**

The Cosmetic Rules, notified under the DCA, provides that no cosmetic shall be imported into India unless the product has been registered in accordance with these rules by the central licensing authority i.e., the Drugs Controller General of India, appointed by the Central Government. Further, any person who intends to manufacture cosmetics shall make an application for grant of a license or loan license to manufacture for sale or for distribution to the state licensing authority. Also, it needs to be ensured that if cosmetics are manufactured at more than one premises, a separate license is obtained for each such premises. Under the Cosmetic Rules, each batch of the raw materials used for manufacturing the cosmetics, and also each batch of the final product is required to be tested and the records or registers showing the particulars in respect of such tests is required to be maintained. The Cosmetic Rules further prescribes the labelling and packaging requirements to be followed for sale or distribution of cosmetics of Indian origin.

3. **Drugs, Medical Devices and Cosmetics Bill, 2022 (the “Drugs Bill, 2022”)**

In July 2022, the Ministry of Health and Family Welfare, Government of India, released a draft of the Drugs Bill, 2022. The Drugs Bill, 2022 is proposed to amend and consolidate the laws relating to, inter alia, import, manufacture, distribution and sale of drugs and medical devices and cosmetics as well as the law relating clinical trials of new drugs and clinical investigation of investigational medical devices. The Drugs Bill, 2022 lays down the standards of the quality of imported drugs and cosmetics and circumstances under which these would be deemed to be adulterated, spurious and misbranded. Under the Drugs Bill, 2022, the central government has

the power to prohibit or restrict or regulate the import of drugs and cosmetics in public interest including to meet the requirements of an emergency arising due to epidemic or natural calamities. Further, it lays down the standards of quality for manufacture, sale and distribution of drugs and cosmetics and clinical trial of drugs. The Drugs Bill, 2022 also proposes establishment of several boards and committees to assist and advise the Central and State Governments in the administration and regulation of drugs, cosmetics and medical devices.

While the Ministry of Health and Family Welfare, Government of India, had intended to table the Drugs, Medical Devices and Cosmetics Bill, 2023 (“**Drugs Bill, 2023**”) in the Parliament in its Monsoon session this year, the same was, eventually, not tabled. The Drugs Bill, 2023 sought to repeal the Drugs Act. It also sought to regulate the import, manufacture, distribution and sale of drugs, medical devices, and cosmetics, and provide for regulatory standards to ensure their quality, safety, efficacy and performance.

4. Drugs (Control) Act, 1950 (the “Drugs Control Act”)

The Drugs Control Act provides for control of sale, supply, and distribution of drugs. Under the Drugs Control Act, any drug may be declared by the Central Government by notification to be a drug within its purview. The authorities may also prohibit the disposal or direct the sale of any specified drug. The Drugs Control Act also provides for penalties arising due to contraventions of any of the provisions of this Act or of any direction made under authority conferred by this Act, which shall be punishable with imprisonment for a term which may extend to three years, or with fine, or with both.

5. The Essential Commodities Act, 1955 (the “ECA”)

The ECA empowers the Central Government, to control the production, supply and distribution of trade and commerce in certain essential commodities for maintaining or increasing supplies or for securing their equitable distribution and availability at fair prices or for securing any essential commodity for the defence of India or the efficient conduct of military operations. Under the ECA, an essential commodity means a commodity specified in the Schedule to the ECA, which is updated and notified from time to time. Using the powers under it, the Central Government has issued control orders for inter alia controlling the price of, regulating by licenses, permits or otherwise the production or manufacture of any essential commodity which includes drugs. Violations under the ECA are punishable by either imprisonment or monetary fines or both.

6. Drugs (Prices Control) Order, 2013 (the “DPCO”)

The DPCO has been notified under the ECA. The first schedule to the DPCO consists of a list of essential medicines or formulations. In relation to these scheduled formulations, the DPCO inter alia prescribes the method for calculating the ceiling price and provides that the Government shall fix and notify the ceiling prices. The DPCO also prescribes the method for calculating the retail price of a new drug in the domestic market for existing manufacturers of scheduled formulations. Further, under the DPCO, the Government has been assigned the task to monitor the production and availability of scheduled formulations and the active pharmaceutical ingredients contained in the scheduled formulation.

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

The DMRA seeks to control advertisements of drugs in certain cases and prohibits advertisement of remedies that claim to possess magic qualities. In terms of the DMRA, advertisements include any notice, circular, label, wrapper or other document and any announcement made orally or by any means of producing or transmitting light, sound or smoke. It also specifies the ailments for which no advertisement is allowed. DMRA prohibits advertisements that give false impression regarding the true character of a drug, make false claims for a drug, or are otherwise false or

misleading in any material particular. Further, the Drugs and Magic Remedies (Objectionable Advertisements) Rules, 1955 have been framed for effective implementation of the provisions of the DMRA.

8. National Pharmaceuticals Pricing Policy, 2012 (the “2012 Policy”)

The 2012 Policy intends to provide the principles for pricing of essential drugs specified in the National List of Essential Medicines – 2011 (“NLEM”) declared by the Ministry of Health and Family Welfare, Government of India and modified from time to time, in order to ensure the availability of such medicines at reasonable price, while providing sufficient opportunity for innovation and competition to support the growth of the industry. The prices are regulated based on the essential nature of the drugs. Further, the 2012 Policy regulates the price of formulations only, through market-based pricing which is different from the earlier principle of cost-based pricing. Accordingly, the formulations will be priced by fixing a ceiling price and the manufacturers of such drugs will be free to fix any price equal to or below the ceiling price.

9. Legal Metrology Act, 2009 (“LM Act”) and the Legal Metrology (Packaged Commodities) Rules, 2011 (“Packaged Commodities Rules”)

The LM Act seeks to establish and enforce standards of weights and measures and regulate trade and commerce in weights, measures, and other goods that are sold or distributed by weight, measure, or number. The LM Act and rules framed thereunder regulate, inter alia, the labeling and packaging of commodities, verification of weights and measures used, and lists penalties for offenses and compounding of offenses under it. The Controller of the Legal Metrology Department is the competent authority to grant the license under the LM Act. Any manufacturer dealing with instruments for weights and measuring of goods must procure a license from the state department under the LM Act.

The Packaged Commodities Rules were framed under Section 52(2) (j) and (q) of the LM Act and lay down specific provisions applicable to packages intended for retail sale, wholesale and for export and import. A “pre-packaged commodity” means a commodity that without the purchaser being present is placed in a package of a pre-determined quantity. The key provisions of the Packaged Commodities Rules provide that it is illegal to manufacture, pack, sell, import, distribute, deliver, offer, expose, or possess for sale any pre-packaged commodity unless the package is in such standard quantities or number and bears thereon such declarations and particulars as prescribed. Further, all prepackaged commodities must conform to the declarations provided thereon as per the requirement of Section 18(1) of the LM Act and no pre-packaged commodity shall be packed with error in net quantity beyond the limit prescribed in the first schedule of the Packaged Commodity Rules. The Packaged Commodity Rules were amended in the year 2017 to increase protection granted to consumers. Some recent additions include increased visibility of retail price, removal of dual maximum retail price and bringing e-commerce within the ambit of these rules.

10. Good Manufacturing Practice Guidelines (GMP)

These guidelines are provided under Schedule T of Drug and Cosmetic Act, 1940. Good manufacturing practices (GMP) are the practices required in order to confirm the guidelines recommended by agencies that control authorization and licensing for manufacture and sale of food, drug products, and active pharmaceutical products. These guidelines provide minimum requirements that a pharmaceutical or a food product manufacturer must meet to assure that the products are of high quality and do not pose any risk to the consumer or public. Good manufacturing practices, along with good laboratory practices and good clinical practices, are overseen by regulatory agencies in various sectors in India.

11. The Guidelines for Prevention of Misleading Advertisements and Endorsements for Misleading Advertisements, 2022 (“Advertisement Guidelines”)

The Advertisement Guidelines provide for the prevention of false or misleading advertisements and making endorsements relating thereto. The Advertisement Guidelines apply inter alia to a manufacturer and to all advertisements regardless of form, format or medium. The Advertisement Guidelines lay down the conditions for non-misleading and valid advertisement and prohibit surrogate or indirect advertisements of goods or services whose advertising is prohibited or restricted by law, by portraying it to be an advertisement for other goods or services, the advertising of which is not prohibited or restricted by law. Further, the Advertisement Guidelines lay down duties of inter alia a manufacturer and provide inter alia that every manufacturer shall ensure that all descriptions, claims and comparisons in an advertisement which relate to matters of objectively ascertainable facts shall be capable of substantiation. The Advertisement Guidelines further provide that any endorsement in an advertisement must reflect the genuine, reasonably current opinion of the individual, group or organisation making such representation and must be based on adequate information about, or experience with, the identified goods, product or service and must not otherwise be deceptive.

12. The Indian Boilers Act, 1923 (the “Boilers Act”) and the Indian Boiler Regulations, 1950 (the “Boilers Regulations”)

The Boilers Act inter alia provides that no owner of a boiler shall use the boiler or permit it to be used unless it has been registered in accordance with the provisions of this Boilers Act. Under the Boilers Act, “boiler” means a pressure vessel in which steam is generated for use external to itself by application of heat which is wholly or partly under pressure when steam is shut off. The Boilers Act also provides for penalties for illegal use of boilers, penalty for breach of rules and other penalties. The Boilers Regulations provide for inter alia, standard requirements with respect to material, construction, safety and testing of boilers.

13. The Micro, Small and Medium Enterprises Development Act, 2006 (“MSME Act”)

The MSME Act was enacted in order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (“MSME”). As per the notification no. F. No. 2/1(5)/2019-P&G/Policy (Pt.-IV) dated June 01, 2020, the Central Government notified the following criteria for the classification of MSME with effect from July 01, 2020: as a micro-enterprise, where the investment in plant and machinery or equipment does not exceed One Crore Rupees and turnover does not exceed Five Crore Rupees; a small enterprise, where the investment in plant and machinery or equipment does not exceed ten crore rupees and turnover does not exceed Fifty Crore Rupees; and a medium enterprise, where the investment in plant and machinery or equipment does not exceed Fifty Crore Rupees and turnover does not exceed Two Hundred and Fifty Crore Rupees.

STATUTORY AND COMMERCIAL LAWS

1. The Companies Act, 2013 (“Companies Act”)

The Companies Act, 2013 has replaced the Companies Act, 1956. The Companies Act received the assent of the President of India on 29th August 2013. The Ministry of Corporate Affairs has also issued rules complementary to the Companies Act establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Companies Act. The Companies Act primarily regulates the formation, financing, functioning, and winding up of companies. The Companies Act prescribes regulatory mechanisms regarding all relevant aspects including organizational, financial, and managerial aspects of companies.

2. Indian Contract Act, 1872 (“Contract Act”)

The Contract Act codifies the way in which a contract is entered, executed, and implemented and the implications of a breach of a contract. The Contract Act consists of limiting factors subject to which contract may be entered into, executed and breach enforced, as amended from time to time. It determines the circumstances in which a promise made by the parties to a contract shall be

legally binding on them. Each contract creates some rights and duties upon the contracting parties. The Contract Act deals with the enforcement of these rights and duties upon the parties. The Contract Act also lays down provisions of indemnity, guarantee, bailment, and agency. Provisions relating to the sale of goods and partnerships which were originally in the Act are now the subject matter of separate enactments viz., the Sale of Goods Act, 1930 and the Indian Partnership Act 1932. The objective of the Contract Act is to ensure that the rights and obligations arising out of a contract are honored and that legal remedies are made available to those who are affected.

3. The Sale of Goods Act, 1930

The Sale of Goods Act, 1930 (the “**Sale of Goods Act**”) governs contracts relating to the sale of goods. The contracts for the sale of goods are subject to the general principles of the law relating to contracts i.e. the Contract Act. A contract for the sale of goods has, however, certain peculiar features such as transfer of ownership of the goods, delivery of goods, rights, and duties of the buyer and seller, remedies for breach of contract, conditions, and warranties implied under a contract for the sale of goods, etc. which are the subject matter of the provision of the Sale of Goods Act.

4. Consumer Protection Act, 2019 (“Consumer Act”)

The Consumer Act has repealed Consumer Protection Act, 1986 and provides for the protection of the interest of the consumers and the settlement of disputes raised by the consumers. The provisions of the Consumer Protection Act, 2019 have been made effective vide notification no. F. No. J-9/1/2020-CPU dated July 23, 2020, and notification no. F. No. J-9/1/2020-CPU dated July 15, 2020, as issued by the Central Government. The Consumer Act sets out a mechanism for consumers to file complaints against, inter alia, service providers in cases of deficiencies in services, unfair or restrictive trade practices, and excessive pricing. A three-tier consumer grievance redressal mechanism has been implemented pursuant to the Consumer Act, at the national, state, and district levels. Further, the Consumer Act established a Central Consumer Protection Authority to promote, enforce, and protect the rights of consumers. If the allegations specified in a complaint about the services provided are proved, the service provider can be directed to inter alia remove the deficiencies in the services in question, return to the complainant the charges paid by the complainant, and pay compensation, including punitive damages, for any loss or injury suffered by the consumer. Non-compliance with the orders of the authorities may attract criminal penalties in the form of fines and/or imprisonment.

5. CEA (Measures relating to safety and Electric Supply) Regulations, 2023 (“CEA Regulations”)

The CEA Regulations formed under the provisions of Electricity Act, 2003 prescribes that the generating units installed, are required to be approved by the Electrical Inspector before energization. Further, the CEA Regulations provides for safety provisions for electrical installations and apparatus of voltage exceeding 650 volts. The voltage above which electrical installation will be required to be inspected by Electrical inspector shall be notified by the appropriate government

6. The Haryana Lifts And Escalators Act, 2008 (“Haryana Lifts Act”)

The Haryana Lifts Act provides for the regulation of the construction, installation, maintenance and safe working of lifts and escalators and all machinery and apparatus pertaining thereto in the State of Haryana. It provides for registration of lift or escalator which includes goods lift, in such form and manner along with such fee as may be prescribed.

The employment of workers, depending on the nature of the activity, is regulated by a wide variety of generally applicable labor laws. The following is an indicative list of employment and labor laws which is applicable to our Company due to the nature of our business activities:

1. Factories Act, 1948 as amended, (“Factories Act”)

The Factories Act defines a “factory” to cover any premises that employs 10 or more workers on any day of the preceding 12 months and in which a manufacturing process is carried on with the aid of power or any premises where at least 20 workers are employed, and where a manufacturing process is carried on without the aid of power. Each state government has enacted rules in respect of the prior submission of plans and their approval for the establishment of factories and registration/licensing thereof. The main objective of the Factories Act is to regulate the working conditions in factories, to regulate health, safety welfare, and annual leave, and to enact special provisions with respect of young persons, women, and children who work in factories. The Factories Act provides for imposition of fines and imprisonment of the manager and occupier of the factory in case of any contravention of the provisions of the Factories Act.

2. Employees State Insurance Act, 1948, as amended (“ESI Act”)

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

3. Employees Provident Fund and Miscellaneous Provisions Act, 1952 (“EPF Act”), and the schemes formulated there under

The EPF Act provides for the institution of provident funds, family pension funds, and deposit-linked insurance funds for employees in factories and other establishments. Accordingly, the following schemes are formulated for the benefit of such employees:

- (i) The Employees Provident Fund Scheme, 1952.
- (ii) The Employees’ Pension Scheme, 1995.
- (iii) The Employees Deposit Linked Insurance Scheme, 1976.

4. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“SHWW Act”)

The SHWW Act provides for the protection of women at the workplace and the prevention of sexual harassment at the workplace. 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 behaviors namely, physical contact and advances a demand or request for sexual favors or making sexually colored remarks, showing pornography, or any other unwelcome physical, verbal, or non-verbal conduct of a sexual nature. The SHWW 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 three (3) months from the date of the last incident. If the establishment has less than ten (10) employees, then the complaints from employees of such establishments as also complaints made against the employer himself shall be received by the local complaints committee. The penalty for non-compliance with any provision of the SHWW Act shall be punishable with a fine extending to Rs.50,000/- (Rupees Fifty Thousand Only).

5. The Industrial Employment (Standing Orders) Act, 1946, as amended (the “Standing Orders Act”)

The Standing Orders Act is applicable to industrial establishments, where 100 or more workmen are employed, or were employed on any day of the preceding 12 months. The Standing Orders Act seeks to define the conditions of employment of workmen employed and to make them known to such workmen. The employers in such establishments are required to frame draft standing orders and thereafter obtain necessary certification for such orders. The certified standing orders are required to be posted by the employer in English and in the language understood by the majority of his workmen on boards to be maintained for this purpose, at or near the entrance through which the majority of workmen enter the industrial establishment and, in all departments, where the workmen are employed.

6. The Contract Labour (Regulation and Abolition) Act, 1970 (“CLRA Act”)

The CLRA Act aims to prevent exploitation of contract labour and also introduce better condition of work. Under this said act, a workman is deemed to be employed as a ‘Contract Labour’ when he is hired in connection with the work of an establishment though a contractor. The CLRA Act as per Haryana amendment applies to any establishment in which 50 or more workers are employed or were employed in the preceding 12 months as Contract Labour. Such establishments are required to register under Section 7 of the CLRA Act. The CLRA Act imposes certain obligations on the contractor in relation to establishment of canteens, rest rooms, drinking water, washing facilities, first aid, other facilities and payment of wages. However, in the event the contractor fails to provide these amenities, the principal employer is under an obligation to provide these facilities within a prescribed time period. Penalties, including both fines and imprisonment, may be levied for contravention of the provisions of the CLRA Act.

7. Shops and Establishment Laws

The shops and establishment laws govern a company in the states where it has offices/ godowns/ shops and under the provisions of the Shops and Establishments laws applicable in various states, establishments are required to be registered. Such laws regulate the conditions of work and employment in shops and commercial establishments and generally prescribes obligations in respect of registration, opening and closing hours, daily and weekly working hours, health and safety measures, wages for overtime work, maintenance of shops and establishments, and other rights and obligations of the employers and employees. The state law relevant to the Company are the Shops and Commercial Establishments laws as applicable in the state of Haryana and Union Territory of Chandigarh.

8. Labour Codes

In order to rationalize and reform all labor laws in India, the Government of India has notified four labor codes which are yet to come into force as of the date of this Draft Red Herring Prospectus, which are as follows:

- (i) The Code on Social Security, 2020*
- (ii) The Code on Wages, 2019*
- (iii) Industrial Relations Code, 2020*
- (iv) Occupational Safety, Health and Working Conditions Code, 2020*

** These codes shall become effective on the day that the Government shall notify for this purpose.*

9. Other Labour law legislations:

In addition to the aforementioned material legislations which are applicable to our Company, some of the other labor legislations that may be applicable to our Company include the following:

- (i) Payment of Bonus Act, 1965;

- (ii) Maternity Benefit Act, 1961;
- (iii) Minimum Wages Act, 1948;
- (iv) Payment of Wages Act, 1936;
- (v) Payment of Gratuity Act, 1972;
- (vi) State-wise Labour welfare fund legislations and rules made thereunder;
- (vii) Equal Remuneration Act, 1976.

TAX LAWS

1. The Income Tax Act, 1961

The Income Tax Act, 1961 (“**Tax Act**”) deals with the taxation of individuals, corporate, partnership firms and others. As per the provisions of the Tax Act, the rates at which they are required to pay tax are calculated on the income declared by them or assessed by the authorities, after availing the deductions and concessions accorded under the Act. The maintenance of books of accounts and relevant supporting documents and registers are mandatory under the Tax Act. Filing of returns of income is compulsory for all assesses. The maintenance of books of accounts and relevant supporting documents and registers are mandatory under the Tax Act.

2. Goods and Services Tax Act, 2017

The Goods and Services Tax Act, 2017 (“**GST**”) is one of the most significant tax reforms introduced in the history of the Indian fiscal evolution. The central and state governments will levy GST simultaneously, on a common taxable value, on the supply of goods and services. However, in the case of imports and inter- state supplies, an Integrated Goods and Service Tax (“**IGST**”) shall be levied by the central government, proceeds of which will be shared by the central and the recipient state government. IGST is an Indian innovation which would help tax move along with goods/services, across states and therefore reduce refund situations at state borders. GST is expected to bring a significant shift from origin-based taxation to a destination-based tax structure. This is likely to impact not only the operating business models but also the revenues of the centre/states. It has the potential to impact cash flow, pricing, working capital, supply chain and IT systems and hence provides an opportunity to transform your business. GST allow equal opportunity to the centre and the state to tax all supplies of goods and services. The single GST replaced several former taxes and levies which includes central excise duty, services tax, additional customs duty, surcharges, state-level value added tax and octroi.

3. The Customs Act, 1962, and Customs Tariff Act, 1975

The stipulations prescribed by the Customs Act of 1962 and its corresponding regulations are enforceable during the importation of goods into India from foreign territories, as well as during the exportation of goods from India to foreign destinations. Additionally, the Customs Tariff Act of 1975 establishes the applicable rates for the imposition of customs duties as per the provisions outlined in the Customs Act of 1962. Any Company desirous of importing or exporting any goods is first required to get itself registered and obtain an Importer- Exporter Code (“**IEC**”).

INTELLECTUAL PROPERTY LAWS

1. The Trade Marks Act, 1999

The Trade Marks Act, 1999 (“**TM Act**”) provides for the process for making an application and obtaining registration of trademarks in India. The purpose of the TM Act is to grant exclusive rights to marks such as a brand, label, or heading and to obtain relief in case of infringement for commercial purposes as a trade description. The TM Act prohibits the registration of deceptively similar trademarks and provides for penalties for infringement, falsifying, and falsely applying for trademarks.

ENVIRONMENTAL LAWS

We are subject to various environment regulations as the operation of our establishments might have an impact on the environment in which they are situated. Some of the other environmental legislations that may be applicable to our Company include the following:

1. Environment Protection Act, 1986 (“EP Act”) and Environment Protection Rules, 1986 (“EP Rules”)

The purpose of EP Act is to act as an umbrella legislation providing a framework for the Central Government to co-ordinate of environment protection activities of various central and state authorities. EP Act prohibits a person carrying on business, operations, or process from discharging or emitting any environmental pollutant in excess of such standards as may be prescribed by the Government in this regard. Further, the EP Rules specify, inter alia, the standards for the emission or discharge of environmental pollutants, restrictions on the location of industries, and restrictions on the handling of hazardous substances in different areas. For contravention of any of the provisions of the EP Act or the EP Rules framed thereunder, the punishment includes either imprisonment or fine, or both.

2. Water (Prevention & Control of Pollution) Act, 1974 (“Water Act”)

The Water Act provides for the prevention and control of water pollution and the maintaining or restoring of wholesomeness of water, for the establishment, with a view to carrying out the purposes aforesaid, of Boards for the prevention and control of water pollution, for conferring on and assigning to such Boards powers and functions relating thereto and for matters connected therewith. Under the provisions of Water Act, an entrepreneur running or establishing any industry or process, and discharging effluent/emitting pollutants into any water resources or on land/air and polluting thereby the environmental water/air is required to obtain consent.

3. Air (Prevention & Control of Pollution) Act, 1981 (“Air Act”)

The Air Act provide for the prevention, control and abatement of air pollution, for the establishment, with a view to carrying out the aforesaid purposes, of Boards, for conferring on and assigning to such Boards powers and functions relating thereto and for matters connected therewith. Under the provisions of Air Act, an entrepreneur running or establishing any industry or process, and discharging effluent/emitting pollutants into air and polluting thereby the environmental air is required to obtain consent.

4. Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016, as amended (the “Hazardous Wastes Rules”)

The Hazardous Wastes Rules, impose an obligation on every occupier of a facility generating hazardous waste for safe and environmentally sound handling of such waste at the facility. Every person engaged in the generation, processing, treatment, packaging, storage, transportation, use, collection, destruction, conversion, offering for sale, and transfer of hazardous waste, must obtain approval from the applicable state pollution control board. The occupier, the importer, the transporter, and the operator of such facility are liable to the environment or third party resulting from the improper handling and disposal of hazardous waste and must pay any financial penalty that may be levied by the respective state pollution control board.

FOREIGN INVESTMENT REGULATIONS

1. Foreign Exchange Management Act, 1999, and rules and regulations framed thereunder

Foreign investment in India is governed primarily by the provisions of the Foreign Exchange Management Act, 1999 (“FEMA”) which relates to regulation primarily by the RBI and the rules, regulations, and notifications there under, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India. As

laid down by the FEMA Regulations (*as defined hereunder*), no prior consents and approvals are required from the RBI, for foreign direct investment (“FDI”) under the ‘automatic route’ within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIPB and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 vide notification F.No. 1/14/EM/2015 dated October 17, 2019 (“**FEMA Regulations**”) which governs transfer by or issue security to a person resident outside India. FEMA Regulations repealed the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017 and Foreign Exchange Management (Acquisition and Transfer of Immovable Property in India) Regulations, 2018.

FOREIGN TRADE LAWS

1. **Foreign Trade (Development and Regulation) Act, 1992 and the Foreign Trade Policy of India, 2023**

The Foreign Trade (Development and Regulation) Act, 1992 (“**FTA**”) seeks to increase foreign trade by regulating imports and exports to and from India. It authorizes the Government to formulate as well as announce the export and import policy and to keep amending the same on a timely basis. The government has also been given a wide power to prohibit, restrict and regulate the exports and imports in general as well as in specified cases of foreign trade. The Foreign Trade Policy of India, 2023 is notified by Central Government, in exercise of powers conferred under Section 5 of the FTA, as amended. In accordance with Para 2.05 of the Policy 2023, an entity is required to mandatorily apply for Importer- Exporter Code (“**IEC**”) for undertaking import/export activities. An importer-exporter code number allotted to an applicant is valid for all its branches, divisions, units and factories. Failure to obtain the IEC number shall attract penalty under the FTA. Further, in accordance with Chapter 5 of Policy 2023, EPCG Scheme allows import of capital goods (except those specified in negative list in Appendix 5 F) for preproduction, production and post-production at zero customs duty.

2. **Foreign Direct Investment**

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment (“**FDI**”) through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“**DIPP**”), has issued consolidated FDI Policy Circular of 2020 (“**FDI Policy 2020**”), which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, FDI Policy 2020 will be valid until the DIPP issues an updated circular. The Reserve Bank of India (“**RBI**”) also issues Master Directions Foreign Investment in India and updates at the same from time to time. Presently, FDI in India is being governed by Master Directions on Foreign Investment No. RBI/FED/2017-18/60 FED Master Direction No. 11/2017-18 dated January 4, 2018, as updated from time to time by RBI. In terms of the Master Directions, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Directions. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including the filing of Form FC-GPR.

OUR HISTORY AND CERTAIN CORPORATE MATTERS

BRIEF HISTORY OF OUR COMPANY

Our Company was originally incorporated as a private limited company in the name of “**AHU Laboratories Private Limited**” on **April 11, 2017**, pursuant to the provisions of the Companies Act, 2013, and was granted a certificate of incorporation dated **April 11, 2017**, by the Deputy Registrar of Companies, Chandigarh. Further, the name of the company was changed from “**AHU Laboratories Private Limited**” to “**Astonea Labs Private Limited**” pursuant to a special resolution passed in the EGM of our members held on **February 14, 2019**. A fresh certificate of incorporation dated **February 26, 2019**, was issued by the Registrar of Companies, Chandigarh to our Company bearing Corporation Identification Number “**U24304CH2017PTC041482**”. Our Company was converted from a private limited company to a public limited company, pursuant to a special resolution passed in the EGM of our members held on **January 02, 2024**, and consequently, the name of our Company was changed to “**Astonea Labs Limited**” by deletion of the word ‘private’. A fresh certificate of incorporation consequent upon conversion from a private company to a public company dated **January 11, 2024**, was issued by the Registrar of Companies, Chandigarh to our Company bearing Corporate Identification Number “**U24304CH2017PLC041482**”.

For information on our Company’s profile, activities, market, service, etc., market of each segment, standing of our Company in comparison with prominent competitors, with reference to its services, management, managerial competence, technology, market, major suppliers and customers, environmental issues, geographical segment, etc. wherever applicable, please refer to chapters titled “*Our Business*”, “*Industry Overview*”, “*Restated Financial Statements*”, “*Management’s Discussion and Analysis of Financial Condition and Results of Operation*” and “*Government and Other Approvals*” beginning on page 142, 128, 207, 257 and 270 respectively.

CHANGES IN THE REGISTERED OFFICE

Except as disclosed below, there has been no change in the Registered Office of our Company since the date of incorporation:

Effective Date of change of Registered Office	Details of the address of Registered Office	Reason for change
April 09, 2019	The Registered Office of our Company was changed from Bay Shop No. 41, Sector 15-D Chandigarh – 160015, India to House No. 1358, 1st Floor, Sector-22B, Chandigarh – 160022, India.	Administrative convenience

MAIN OBJECTS OF OUR COMPANY

The main objects contained in our Memorandum of Association are as follows:

1. To manufacture, formulate, process, develop, refine, import, export, wholesale and/or retail trade all kinds of pharmaceuticals, antibiotics, drugs, medicines, biologicals, nutraceuticals, healthcare, ayurvedic and dietary supplement products, medicinal preparations, vaccines, chemicals, chemical products, dry salters, mineral waters, wines, cordials, liquors, soups, broths and other restoratives or foods and also to deal in medicinal goods such as surgical instruments, contraceptives, photographic goods, oils, perfumes, cosmetics, patent medicines, soaps, artificial limbs, hospital requisites, proprietary medicines, veterinary medicines and tinctures extracts and to carry on the business of vialling, bottling, repacking, processing of tablets, capsules, syrups, injections, ointments, etc. and also to carry on the business of chemists, druggists, buyers, sellers, agents,

distributors and stockists of all kinds of pharmaceuticals and allied products.

AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION

Set out below are the amendments to the Memorandum of Association of our Company since its incorporation:

Date of Shareholders' Resolution Effective date	Details of the modifications
February 14, 2019	Clause I of our Memorandum of Association was amended to reflect the change of name of our Company from "AHU Laboratories Private Limited" to "Astonea Labs Private Limited".
July 25, 2019	Memorandum of Association of our Company was amended to reflect the increase in our authorized share capital from Rs, 10,00,000 (Rupees Ten Lacs) to Rs 4,00,00,000 (Four Crores)
January 02, 2024	Clause I of our Memorandum of Association was amended to reflect the change of name of our Company from "Astonea Labs Private Limited" to "Astonea Labs Limited" pursuant to the conversion of our Company from a private limited to a public limited company.
February 14, 2024	Memorandum of Association of our Company was amended to reflect the increase in our authorized share capital from Rs 4,00,00,000 (Four Crores) to Rs 11,50,00,000 (Eleven crore fifty Lakhs)

MAJOR EVENTS AND MILESTONES OF OUR COMPANY

Year	Particulars
2017	Incorporation of the Company in the name of AHU Laboratories Private Limited and acquisition of 2.5 acres of land for setting up a manufacturing facility at Village- Haripur, Tehsil- Raipur Rani, District- Panchkula, Haryana ("Manufacturing Facility")
2018	Construction of manufacturing facility and procurement of plant and machinery
2019	Changed the name of our Company from AHU Laboratories Private Limited to Astonea Labs Private Limited
	Started production with cosmetic block at the Manufacturing Facility
2020	Started export with merchant exporter
2021	Started second block with pharmaceutical products such as tablet, capsules, softgel, and oral powder production at the Manufacturing Facility
2022	Started direct export of the pharmaceutical products
	Launched the brand "Glowup"
2023	Received certification under WHO / GMP certification scheme and Eco-cert COSMOS

2024	Launched the brand “Regero”
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KEY AWARDS, ACCREDITATIONS, CERTIFICATION OR RECOGNITION

Year	Key Awards, Accreditations, Certification or Recognition
March 17, 2021	Certificate of Compliance issued by UK Global Certification and Inspection Limited for manufacturing of personal care, face, and hair care products.
March 12, 2022	Certificate of Compliance issued by UK Global Certification and Inspection Limited for manufacturing of cream, lotion, gel, ointments, aerosol, paste, soap, tablets, softgels, powders, capsules, liquid & extracts who meet the requirements of WHO – GMP.
April 07, 2022	Certificate of Compliance issued by UK Global Certification and Inspection Limited for being compliant with the requirements of ISO 22716:2007 in respect of manufacturing cream, lotion, gel, ointment, aerosol, paste, soap, tablets, softgels, powders, capsules, liquid & extracts.
April 08, 2022	Halal Certificate issued by UK Global Certification and Inspection Limited for manufacturing of cream, lotion, gel, ointments, aerosol, paste, soap, tablets, softgels, powders, capsules, liquid & extracts.
April 08, 2022	ISO 22000:2018 (Food safety management system) and ISO 9001:2015 (Quality management system) issued by SM Certification Services for manufacturing of cream, lotion, gel, ointment, aerosol, paste, soap, tablets, softgels, powders, capsules, liquid & extracts.
April 28, 2023	Site Certificate issued by State Drugs Controller-Cum-Controlling and Licensing Authority, Haryana for maintaining good manufacturing system and being compliant with the requirements of WHO-GMP for manufacturing cream, lotion, gel, ointment, aerosol, paste, soap, tablets, softgels, powders, capsules, liquid & extracts.
October 14, 2023	ZED Bronze Certificate issued under MSME Sustainable (ZED) Certification Scheme, for fulfilling the requirements as mentioned in the guidelines for this certification while manufacturing pharmaceuticals, medicinal chemicals, and botanical products.
April 22, 2024	GMP Certificate issued by the State Drugs Controller, Haryana for ensuring good manufacturing practices.
April 22, 2024	Site Certificate issued by State Drugs Controller-Cum-Controlling and Licensing Authority, Haryana for maintaining good manufacturing system at the site and being compliant with the requirements of WHO-GMP while manufacturing tablets, capsules, oral powders and other external preparations.
May 28, 2024	ISO 9001:2015 (Quality management system) and ISO 22000:2018 (Food safety management system) issued by United Kingdom Global Accreditation for manufacturers of tablets, capsules (soft gelatin and hard gelatin) oral powders and other external preparations.
May 28, 2024	Certificate of Compliance issued by United Kingdom Global Accreditation for being compliant with the requirements of ISO 22716:2007 (Cosmetics-good manufacturing practices) (GMP) for manufacturers the categories: - A, C, H, K & L.
May 28, 2024	ORGANIC Certificate of Compliance issued United Kingdom Global Accreditation for manufacturers of tablets, capsules (soft gelatin and hard

	gelatin), oral powders and other external preparations & cosmetic categories: - A, C, H, K & L.
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STRATEGIC AND FINANCIAL PARTNERS

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

TIME AND COST OVERRUN

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

LAUNCH OF KEY PRODUCTS, ENTRY IN NEW GEOGRAPHIES OR EXIT FROM EXISTING MARKETS

For details of key products launched by our Company, capacity/ facility creation, location of our Manufacturing Facility and entry into new geographies or exit from existing markets, see “**Our Business**” and “**Major events and milestones of our Company**” beginning on pages 142 and 172.

DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/ BANKS

There have been no defaults or rescheduling/restructuring of borrowings with any of the financial institutions/banks in relation to our Company.

DETAILS REGARDING MATERIAL ACQUISITIONS OR DIVESTMENTS OF BUSINESS/UNDERTAKINGS, MERGERS, AMALGAMATION OR ANY REVALUATION OF ASSETS, IN THE LAST TEN YEARS

The Company has not acquired or divested any business or undertaking and has not undertaken any merger, amalgamation or revaluation of assets in last ten years.

HOLDING COMPANY

As on the date of this Draft Red Herring Prospectus, our Company does not have a holding company.

SUBSIDIARIES OF OUR COMPANY

As on the date of this Draft Red Herring Prospectus, our Company does not have any subsidiaries.

JOINT VENTURES OF OUR COMPANY

As on the date of this Draft Red Herring Prospectus, our Company does not have any joint ventures.

SHAREHOLDERS AND OTHER AGREEMENTS

There are no subsisting shareholder's agreements among our Shareholders in relation to our Company, to which our Company is a party or otherwise has notice of the same as on the date of the Draft Red Herring Prospectus.

AGREEMENTS WITH KEY MANAGERIAL PERSONNEL OR A DIRECTOR OR PROMOTERS OR ANY OTHER EMPLOYEE OF THE COMPANY

There are no agreements entered into by our Key Managerial Personnel or Director or Promoters or any other employee of our Company, either by themselves or on behalf of any other person, with any Shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

GUARANTEES GIVEN BY PROMOTERS OFFERING ITS SHARES IN THE OFFER FOR SALE

This is a fresh issue of Equity Shares and our Promoters are not offering their shares in this Issue.

MATERIAL AGREEMENTS

Our Company has not entered into any other subsisting material agreement, including with strategic partners or financial partners, other than in the ordinary course of business except as mentioned under chapter titled **“Material Contracts and Documents for Inspection”** on page 371.

OUR MANAGEMENT

BOARD OF DIRECTORS

In terms of the Companies Act and our Articles of Association, our Company is required to have not less than three (3) Directors and not more than fifteen (15) Directors on the Board. As of the date of filing this Draft Red Herring Prospectus, we have five (5) Directors (comprising of two (2) Woman Directors) on our Board, including one (1) Managing Director, one (1) Additional Executive Director, one (1) Executive Director and two (2) Independent Directors.

The following table sets forth details regarding our Board as of the date of this Draft Red Herring Prospectus:

Sr No.	Name, date of birth, designation, address, DIN, occupation, period, and term of directorship	Age (Years)	Other Directorships
1.	<p>Ashish Gulati S/o. Harsh Gulati</p> <p>Date of birth: June 3, 1992</p> <p>Designation: Managing Director</p> <p>Address: 881, Sector 8, Panchkula, Haryana- 134109</p> <p>DIN: 07419339</p> <p>Occupation: Business</p> <p>Term: For a term of 5 years with effect from April 11, 2022 to April 10, 2027.</p> <p>Period of directorship: Since the incorporation of the Company</p> <p>Nationality: Indian</p>	31	<p>Companies:</p> <ul style="list-style-type: none"> ● Astonea one private limited <p>Foreign Companies: -</p> <p>LLP: -</p>
2.	<p>Pooja Singh D/o. Maya Shankar Singh</p> <p>Date of birth: March 5, 1994</p> <p>Designation: Additional Executive Director</p> <p>Address: House No 15, Top Floor, Dingra House, Near Gupta Sweets, Pinjore, Panchkula, Haryana - 134102</p>	30	<p>Companies: -</p> <p>Foreign Companies: -</p> <p>LLP: -</p>

	<p>DIN: 10547745</p> <p>Occupation: Business</p> <p>Term: From March 18, 2024, up to the date of ensuing annual general meeting</p> <p>Period of directorship: Since March 14, 2024</p> <p>Nationality: Indian</p>		
3.	<p>Pardeep Singh S/o. Bhagwan Singh</p> <p>Date of birth: December 11, 1985</p> <p>Designation: Executive Director</p> <p>Address: Village Badanj, Post Office Harnera Teh Shahpur, Harnera (107), Kangra, Himachal Pradesh, India-176206</p> <p>DIN: 10345015</p> <p>Occupation: Business</p> <p>Term: For a term of 5 Years with effect from March 20, 2024</p> <p>Period of directorship: Since October 09, 2023</p> <p>Nationality: Indian</p>	38	<p>Companies: -</p> <p>Foreign Companies: -</p> <p>LLP: -</p>
4.	<p>Salina Chalana D/o. Ashok Kumar Chalana</p> <p>Date of birth: February 04, 1992.</p> <p>Designation: Independent Director</p> <p>Address: 403, B-11, Nirmal Chhaya Towers, VIP Road, Zirakpur, SAS Nagar (Mohali), Punjab - 140603</p> <p>DIN: 10556802</p> <p>Occupation: Business</p> <p>Term: For a term of five years with effect from March 25, 2024.</p>	32	<p>Companies: -</p> <p>Foreign Companies: -</p> <p>LLP: -</p>

	<p>Period of directorship: Since March 20, 2024</p> <p>Nationality: Indian</p>		
5.	<p>Karan Vir Bindra S/o. Pushpinder Singh Bindra</p> <p>Date of birth: September 27, 1987</p> <p>Designation: Independent Director</p> <p>Address: Flat No 8213/D, Eco Floor, First Floor Near Aman City Sunny Enclave, Sector 125 Jhungian Road, Kharar, SAS Nagar (Mohali), Punjab - 140301</p> <p>DIN: 09283623</p> <p>Occupation: Business</p> <p>Term: For a term of five years with effect from March 25, 2024.</p> <p>Period of directorship: Since March 20, 2024.</p> <p>Nationality: Indian</p>	36	<p>Companies:</p> <ul style="list-style-type: none"> ● Jeena Sikho Lifecare Limited <p>Foreign Companies:</p> <p>-</p> <p>LLP:</p> <p>- .</p>

BRIEF PROFILE OF THE DIRECTORS OF OUR COMPANY

Ashish Gulati

Mr. Ashish Gulati is the Managing Director and Promoter of our Company. He has been associated with the Company since its incorporation. He has cleared his senior secondary examination conducted by Central Board of Secondary Education in year 2010 and has completed his BSc in Motorsport Technology from Oxford Brookes University, United Kingdom in year 2013. He has previously worked as a sales director with Shinto Organics Private Limited for almost one year starting from 01/2016-04/2017. He currently spearheads the entire unit, leading a team of seasoned professionals in quality control, assurance, production, marketing, and regulatory affairs. In his capacity as Managing Director, he mentors, guides, and provides perspective to the Board and management of the Company for strategic planning and enriching the brand for the long run.

Pooja Singh

Ms. Pooja Singh is the Additional Executive Director of the Company and has been associated as a director with the Company since March 14, 2024. She joined the Company as an Executive QA as of August 16, 2021. She has cleared her intermediate examination conducted by Board of High School and Intermediate Education, Uttar Pradesh in year 2011 and completed her Bachelor of Pharmacy from Dr. A.P.J. Abdul Kalam Technical University, Uttar Pradesh in year 2015, laying a strong academic foundation for her career in the pharmaceutical domain. She commenced her career at Mediwell Healthcare and with over 8 years of industry experience, Ms. Pooja Singh embarked on her professional

journey in quality assurance spearheading regulatory compliance initiatives and ensuring adherence to industry standards.

Pardeep Singh

Mr. Pardeep Singh is the Executive Director of the Company and has been associated with the Company since October 09, 2023. He completed his D. Pharma (Diploma in Ayurvedic Pharmacy) degree from the Punjab State Board of Technical Education and Industrial Training, Chandigarh in year 2008. He commenced his career as a Graphic Designer in Proton Pharma, wherein he worked from February 2010 to January 2016. Subsequently, he joined Shinto Organics Private Limited, where he honed his skills over a period of three years from February 2016 to January 2019. With over 12 years of rich experience as a graphic designer, he has traversed various roles, each contributing to his professional growth. Currently he leads the operations and supply chain management verticals of the Company.

Karan Vir Bindra

Mr. Karan Vir Bindra is an Independent Director of our Company. He has completed his bachelor's degree in law in the year 2012 from Punjab university (Department of laws, P.U., Chandigarh) He was admitted as an associate member and issued the certificate of membership dated January 31, 2014 by the Institute of Company Secretaries of India. Further, he was issued the certificate of practice from the Institute of Company Secretaries of India on February 17, 2014. Additionally, he was admitted as a fellow of the Institute of Company Secretaries of India on March 1, 2019. Currently he is a practicing Company Secretary and runs an independent practice at KV Bindra & Associates. With over 10 years of extensive experience, Mr. Bindra has established himself as a seasoned professional in the field of corporate governance and compliance. He joined our Company in 2024.

Salina Chalana

Ms. Salina Chalana is an Independent Director in our Company. She holds an integrated bachelor's degree in law, Bachelor of Arts and Bachelor of Laws (Honours) (BA. LLB. (Hons)) from Panjab University, Chandigarh which she completed in the year 2015. She holds a master's degree in Master of Business Administrative (Exec.) from Punjab University, Chandigarh completed in the year 2022. She brings a diverse background to her role as an Independent Director, drawing from her experiences in the legal field. With a decade of experience as a practicing advocate, Ms. Salina Chalana has honed her skills in legal advocacy and advisory services.

DETAILS OF DIRECTORSHIP IN COMPANIES SUSPENDED OR DELISTED

None of our Directors are or were a director of any listed company, whose shares have been or were suspended from being traded on any stock exchanges, in the last five years prior to the date of this Draft Red Herring Prospectus, during the term of their directorship in such company.

Further, none of our Directors are, or were, a director of any listed company, which has been or was delisted from any stock exchange during the term of their directorship in such company.

RELATIONSHIP BETWEEN DIRECTORS AND BETWEEN OUR DIRECTORS, AND KEY MANAGERIAL PERSONNEL

None of the Directors are related to each other or to any of the Key Managerial Personnel as per Section 2(77) of the Companies Act, 2013.

ARRANGEMENTS OR UNDERSTANDING WITH MAJOR SHAREHOLDERS, CUSTOMERS, SUPPLIERS OR OTHERS

As of the date of this Draft Red Herring Prospectus, our Company has not entered into any arrangement or understanding with our major shareholders, customers, suppliers, or others, pursuant to which any of our Directors or Key Management Personnel were selected as Directors or Key Management Personnel.

SERVICE CONTRACTS WITH DIRECTORS

Our Company has not entered into any service contracts with our Directors which provide for benefits upon the termination of their employment.

OTHER CONFIRMATIONS AS OF THE DATE OF THIS DRAFT RED HERRING PROSPECTUS

- (a) None of the above-mentioned Directors are on the RBI List of wilful defaulters as of the date of this Draft Red Herring Prospectus.
- (b) None of the above-mentioned Directors have been and/or are being declared as fugitive economic offenders as defined under Regulation 2(1)(p) of SEBI ICDR Regulations as of the date of this Draft Red Herring Prospectus.

DETAILS OF BORROWING POWERS OF THE BOARD

Pursuant to a special resolution passed at the Extra-ordinary General Meeting of our Company held on 22nd June, 2024 and pursuant to provisions of Section 180 (1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under and the Board of Directors (including committees) of the Company be and is hereby authorized to borrow money on such terms and conditions as may be considered and suitable by the Board of Directors up to a limit of Rs. 250 Cr. (Rupees two Hundred and Fifty Crore Only) Notwithstanding that the money(s) to be borrowed together with the money(s) already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital of the Company and its free reserves of the Company.

TERMS OF APPOINTMENT OF THE MANAGING DIRECTOR AND DIRECTORS OF OUR COMPANY

1. Terms and conditions of employment of our Managing Director:

Ashish Gulati

Ashish Gulati is associated with our Company since its incorporation. He was re-appointed as the Managing Director of our Company with effect from April 11, 2022, for a period of 5 years pursuant to Shareholder's resolution dated April 27, 2022. He is entitled to the following remuneration and perquisites with effect from April 27, 2022.

Date of fixing the remuneration	April 27, 2022
Remuneration	Basic salary of ₹ 19,80,000/- per annum, house rent allowance of ₹ 9,90,000/- per annum, and other allowances of ₹ 3,30,000/- per annum.
Other terms and conditions/ Perquisites and allowances of expenses	Perquisites as per the Schedule V of the Companies Act, 2013 as provided below. <ul style="list-style-type: none"> a. Rent free accommodation b. Gardener allowance

	<ul style="list-style-type: none"> c. Facilities for two vehicles for traveling purpose d. One club membership e. 21 days leave with wages f. Leave travel allowance g. Mobile reimbursement h. Gratuity i. Health insurance j. Medical allowance k. Annual holiday for one week with family <p>And other payment in nature of perquisites and allowances as agreed by the Board of Directors, subject to overall ceiling of remuneration stipulated in section 2(78) and 197 read with schedule V of the Companies Act</p>
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2. Terms of appointment of our Additional Executive Directors / Executive Directors.

Pooja Singh

Pooja Singh was appointed as the Additional – Executive Director on March 18, 2024. She is entitled to the following remuneration and perquisites.

Date of fixing the remuneration	April 22, 2024
Remuneration	Basic salary of ₹ 1,84,800/- per annum, house rent allowance of ₹ 73,920/- per annum, and other allowances of ₹ 3,41,280/- per annum.
Other terms and conditions/ Perquisites and allowances of expenses	<p>Other perquisites and allowances</p> <ul style="list-style-type: none"> a) Facility of one car for travelling purposes. b) 20 paid leaves. c) Gratuity d) Health insurance <p>And other payment in nature of perquisites and allowances as agreed by the Board of Directors, subject to overall ceiling of remuneration stipulated in section 2(78) and 197 read with schedule V of the Companies Act</p>

Pardeep Singh

Pardeep Singh was appointed as the Executive Director on March 18, 2024. He is entitled to the following remuneration and perquisites.

Date of fixing the remuneration	April 22, 2024
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Remuneration	Basic salary of ₹ 1,84,800/- per annum, house rent allowance of ₹ 73,920/- per annum, and other allowances of ₹ 3,41,280/- per annum.
Other terms and conditions/ Perquisites and allowances of expenses	Other perquisites and allowances a) Facility of one car for travelling purposes. b) 20 paid leaves. c) Gratuity d) Health insurance And other payment in nature of perquisites and allowances as agreed by the Board of Directors, subject to overall ceiling of remuneration stipulated in section 2(78) and 197 read with schedule V of the Companies Act

REMUNERATION/COMPENSATION PAID TO DIRECTORS

Except as mentioned below, no other current directors have received remuneration during the Fiscal Year 2024:

(Rs. in lakhs)

S. No.	Name of Director	Amount
1.	Ashish Gulati	44.90
2.	Pardeep Singh	2.67
3.	Pooja Singh	0.19

Non-Executive Directors and Independent Directors

Our Board re-appointed Salina Chalana and Karan Vir Bindra as Independent Directors pursuant to a resolution dated March 25, 2024. Consequently, these Directors have not been paid any sitting fees during Fiscal 2024.

In Fiscal 2024, our Company has not paid any compensation or granted any benefit on an individual basis to any of our Directors (including contingent or deferred compensation) other than the remuneration, sitting fees and/or commission paid to them for such period.

Terms of appointment of our Non-Executive Directors and Independent Directors

Pursuant to the EGM resolution dated March 25, 2024, the Independent Directors are entitled to receive sitting fees as fixed by the Board from time to time, for attending meetings of the Board and meetings of the Committee of the Board, within the limit prescribed under the Companies Act, 2013 and the rules made thereunder.

Contingent and deferred compensation payable to the Directors

As of the date of this Draft Red Herring Prospectus, there is no contingent or deferred compensation payable to the Directors, which does not form part of their remuneration.

Bonus or profit-sharing plan for the Directors

Our Company does not have any performance-linked bonus or profit-sharing plan for our Directors.

REMUNERATION PAID BY OUR SUBSIDIARIES AND ASSOCIATE COMPANIES

As of the date of this Draft Red Herring Prospectus, our Company has no subsidiary company and associate company.

SHAREHOLDING OF DIRECTORS IN OUR COMPANY

As on the date of filing of this Draft Red Herring Prospectus, except the following, none of our Directors hold any Equity Shares of our Company.

The shareholding of our Directors in our Company as of the date of filing this Draft Red Herring Prospectus is set forth below:

Sr. No.	Name of Director	No. of Shares held in our Company	% of pre-issue equity share capital	% of post-issue equity share capital
1.	Ashish Gulati	74,42,970	96.40%	[●]
	TOTAL	74,42,970	96.40%	[●]

SHAREHOLDING OF DIRECTORS IN SUBSIDIARIES AND ASSOCIATE COMPANIES

As on the date of the filing of this Draft Red Herring Prospectus, our Company has no subsidiary company and no associate company.

INTEREST OF DIRECTORS

Our Executive Director may be deemed to be interested to the extent of remuneration and reimbursement of expenses, if any, payable to each of him, by our Company. Our Non-Executive Directors or Independent Directors may be deemed to be interested to the extent the sitting fees payable to them for attending the meetings of our Board and/or committees thereof as approved by our Board and/ or Shareholders, the reimbursement of expenses payable to them, as approved by our Board.

Our Directors may be interested to the extent of Equity Shares, if any, held by them or held by the entities in which they are associated as partners, or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the issue and any dividend and other distributions payable in respect of such Equity Shares. For further details, refer to chapter titled “Financial Information - Related Party Transactions” and “Our Promoters and Promoter Group” beginning on page 207 and 197 respectively.

No sum has been paid or agreed to be paid to our Directors or to firms or companies in which they may be members, in cash or shares or otherwise by any person either to induce him/ her to become, or to qualify him/ her as, a director, or otherwise for services rendered by him/ her or by such firm or company, in connection with the promotion or formation of our Company.

Interest in the promotion of our Company

Except, Ashish Gulati, who is the individual promoter of our Company, none of our Directors have any interest in the promotion or formation of our Company other than in the ordinary course of business as on the date of this Draft Red Herring Prospectus.

Interest in the property of our Company

Our Directors do not have any interest in any property acquired or proposed to be acquired of the Company or by the Company

Interest as member of our Company

As on date of this Draft Red Herring Prospectus, Mr. Ashish Gulati holds 74,42,970 Equity Shares (96.40% of pre – issue paid up equity share capital) in our Company. Therefore, he is interested to the extent of his shareholding and the dividend declared, if any, on holding of Equity Shares of our Company. Except as stated herein, our Directors do not have interest in the shareholding of the Company and/or dividends paid/ payable to them in respect of the Equity Shares of our Company.

Interest as a creditor of our Company

As on the date of this Draft Red Herring Prospectus, our Company has availed unsecured loan of Rs. 8.81 Lakhs from our Managing Director, Mr. Ashish Gulati. For further details, please refer to the heading titled “Related Party Transactions” under chapter titled “**Restated Financial Information**” beginning on page 207 and the chapter titled “**Financial Indebtedness**” beginning on page no. 247 of this Draft Red Herring Prospectus. Except as stated herein, (i) Our Company has not availed any loans from the Directors of our Company as of the date of this Draft Red Herring Prospectus, or (ii) None of our sundry debtors or beneficiaries of loans and advances are related to our Directors.

Interest as Director of our Company

Except as stated in the chapter titled “**Our Management**”, “**Capital Structure**” and “**Restated Financial Information -Related Party Transactions**” beginning on page no. 176, 84 and 207 respectively of this Draft Red Herring Prospectus, our Directors, may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of our Board or Committees thereof as well as to the extent of remuneration and/or reimbursement of expenses payable to them for services rendered to us in accordance with the provisions of the Companies Act and in terms of agreements entered into with our Company, if any and in terms of our AoA.

CHANGES IN THE BOARD IN THE LAST THREE YEARS

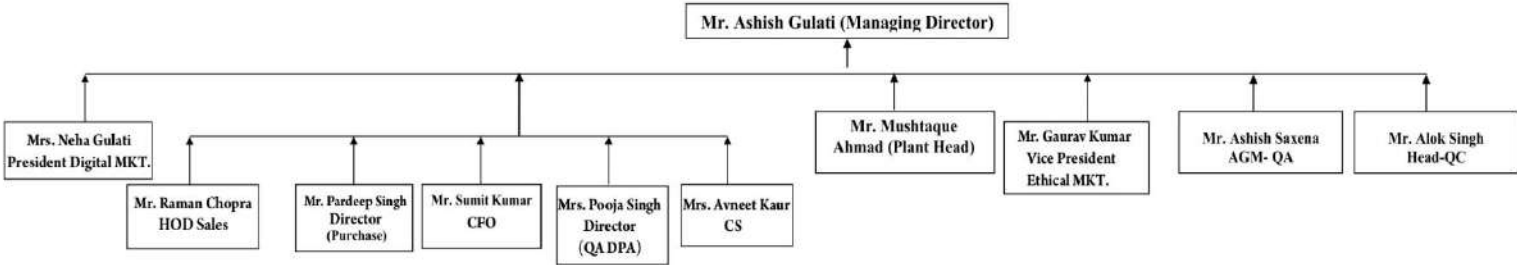
Following are the changes in Directors of our Company in last three years prior to the date of this Draft Red Herring Prospectus:

Name	Date of Event	Nature of Event	Reason
Amit Upadhyay	November 30, 2021	Change in Designation	Re-designated as Non-Executive Director
Amit Upadhyay	April 28, 2022	Cessation	Resignation as the Non-Executive Director
Mushtaque Ahmad	October 20, 2022	Appointment	Appointed as an Additional Non – Executive Director
Pardeep Singh	October 09, 2023	Appointment	Appointed as an Additional Non – Executive Director

Harsh Gulati	October 09, 2023	Cessation	Resignation as the director of the Company
Usha Gulati	October 09, 2023	Cessation	Resignation as the director of the Company
Gaurav Kumar	December 29, 2023	Appointment	Appointed as an Additional Non – Executive Director
Mushtaque Ahmad	January 5, 2024	Cessation	Resignation as the director of the Company
Gaurav Kumar	March 14, 2024	Cessation	Resignation as the director in the Company
Pooja Singh	March 14, 2024	Appointment	Appointed as an Additional Non – Executive Director
Pooja Singh	March 18, 2024	Change in Designation	Re-Designated as an Additional Executive Director
Pardeep Singh	March 18, 2024	Change in Designation	Re-Designated as an Additional Executive Director
Pardeep Singh	March 20, 2024	Change in Designation	Regularised as an Executive Director
Karan Vir Bindra	March 20, 2024	Appointment	Appointed as an Additional Independent Director
Salina Chalana	March 20, 2024	Appointment	Appointed as an Additional Independent Director
Salina Chalana	March 25, 2024	Change in Designation	Re-designated as an Independent Director
Karan Vir Bindra	March 25, 2024	Change in Designation	Re-designated as an Independent Director

ORGANIZATIONAL STRUCTURE OF THE COMPANY

	ASTONEA LABS LIMITED VILL.:HARIPUR,DISTT.PANCHKULA(H.R.),INDIA
	ANNEXURE-III ORGANOGRAM



CORPORATE GOVERNANCE

The provisions relating to corporate governance prescribed under the SEBI LODR Regulations will be applicable to us immediately upon listing of the Equity Shares on the Stock Exchanges. We are in compliance with the requirements of applicable regulations, including the SEBI LODR Regulations, the Companies Act, and the SEBI ICDR Regulations, in respect of corporate governance including the constitution of our Board and committees thereof. The corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team, and constitution of the Board committees, as required under law.

Our Board has been constituted in compliance with the Companies Act, the SEBI LODR Regulations, and in accordance with best practices in corporate governance. The Board functions either as a full Board or through various committees constituted to oversee specific operational areas. The executive management of our Company provides the Board with detailed reports on its performance periodically.

Currently, our Board has five (5) Directors (comprising of two (2) Woman Directors), including one (1) Managing Director, one (1) Additional Executive Director, one (1) Executive Director and two (2) Independent Directors.

COMMITTEES OF THE BOARD

The following committees have been formed in compliance with the corporate governance norms:

- A. Audit Committee
- B. Stakeholders Relationship Committee
- C. Nomination and Remuneration Committee
- D. Corporate Social Responsibility Committee

A. AUDIT COMMITTEE

Our Company has constituted an Audit Committee pursuant to the provisions of Section 177 of the Companies Act, 2013 and all other applicable provisions, in any of the Companies Act, 2013 and the rules made thereunder, and Regulation 18(3) of the SEBI LODR Regulations read with Part C of Schedule II of the SEBI LODR Regulations vide resolution passed at the meeting of the Board held on April 03, 2024.

The Audit Committee presently comprises of following three Directors:

Name of Director	Designation in the committee	Nature of directorship
Karan Vir Bindra	Chairperson	Independent Director
Ashish Gulati	Member	Managing Director
Salina Chalana	Member	Independent Director

The Company Secretary cum Compliance Officer of the Company would act as the secretary of the Audit Committee.

The scope and function of the Audit Committee and its terms of reference shall include the following:

(a) *Quorum and Meetings:*

The Audit Committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings. The quorum shall be either two

members or one-third of the members of the audit committee whichever is greater, but there shall be a minimum of two independent members present.

(b) Roles and responsibilities:

The role and responsibilities of the Audit Committee shall include the following:

- (a) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient, and credible.
- (b) Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- (c) Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- (d) Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - (i) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause I of sub-section 3 of Section 134 of the Companies Act, 2013
 - (ii) Changes, if any, in accounting policies and practices and reasons for the same
 - (iii) Major accounting entries involving estimates based on the exercise of judgment by management.
 - (iv) Significant adjustments made in the financial statements arising out of audit findings.
 - (v) Compliance with listing and other legal requirements relating to financial statements.
 - (vi) Disclosure of any related party transactions
 - (vii) Qualifications in the draft audit report.
- (e) Reviewing, with the management, the half-yearly financial statements before submission to the Board for approval.
- (f) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/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.
- (g) Review and monitor the auditor's independence and performance, and the effectiveness of the audit process.
- (h) Approval or any subsequent modification of transactions of the company with related parties.
 - (i) Scrutiny of inter-corporate loans and investments.
 - (j) Valuation of undertakings or assets of the company, wherever it is necessary.
 - (k) Evaluation of internal financial controls and risk management systems.
 - (l) Reviewing, with the management, the performance of statutory and internal auditors, and the adequacy of the internal control systems.

- (m) Reviewing the adequacy of the internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage, and frequency of internal audit.
- (n) Discussion with internal auditors on any significant findings and follow up thereon.
- (o) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- (p) Discussion with statutory auditors before the audit commences, about the nature and scope of the audit as well as post-audit discussion to ascertain any area of concern.
- (q) 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.
- (r) To review the functioning of the whistle-blower mechanism.
- (s) 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.
- (t) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Explanation (i): The term “related party transactions” shall have the same meaning as contained in the Accounting Standard 18, Related Party Transactions, issued by The Institute of Chartered Accountants of India.

Explanation (ii): If the Issuer has set up an audit committee pursuant to the provision of the Companies Act, the said audit committee shall have such additional functions/features as is contained in this clause.

Further, the Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations.
2. Statement of significant related party transactions (as defined by the audit committee), submitted by management.
3. Management letters/letters of internal control weaknesses issued by the statutory auditors.
4. Internal audit reports relating to internal control weaknesses.
5. The appointment, removal, and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

B. STAKEHOLDERS’ RELATIONSHIP COMMITTEE

Our Company has constituted a Stakeholders’ Relationship Committee in accordance with the provisions of Section 178 of Companies Act, 2013 and all other applicable provisions, if any, of

the Companies Act, 2013 and the Rules made thereunder and Regulation 20(4) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 read with Part D of Schedule II of the SEBI LODR Regulations, vide resolution passed at the meeting of the Board held on April 03, 2024:

Name of Director	Designation in the Committee	Nature of directorship
Salina Chalana	Chairperson	Independent Director
Karan Vir Bindra	Member	Independent Director
Ashish Gulati	Member	Managing Director

The Company Secretary cum Compliance Officer of the Company would act as the secretary of the Stakeholder's Relationship Committee.

(a) Tenure:

The Stakeholder's Relationship Committee shall continue to function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Stakeholder's Relationship Committee as approved by the Board.

(b) Quorum and Meetings:

The quorum necessary for a meeting of the Stakeholders Relationship Committee shall be three directors with at least two being an independent director. The Stakeholder Relationship Committee shall meet at least once in a year. Since the formation of the committee, no Stakeholders Relationship Committee meetings have taken place.

(c) Scope and terms of reference:

The Stakeholders' Relationship Committee shall inter alia undertake the following roles:

- (i) Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.
- (ii) Review of measures taken for effective exercise of voting rights by shareholders.
- (iii) Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- (iv) Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- (v) Such other matters as may be required to be carried out by the Stakeholders Relationship Committee pursuant to amendment under any law, from time to time.

C. NOMINATION AND REMUNERATION COMMITTEE

Our Company has constituted a Nomination and Remuneration Committee in accordance with the provisions of Section 178 of Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and Regulation 19(4) of SEBI

(Listing Obligation and Disclosure Requirement) Regulations, 2015 read with Part D of Schedule II of the SEBI LODR Regulations, vide resolution passed at the meeting of the Board held on April 03, 2024:

Name of Director	Designation in the Committee	Nature of directorship
Salina Chalana	Chairperson	Independent Director
Pardeep Singh	Member	Executive Director
Karan Vir Bindra	Member	Independent Director

The Company Secretary cum Compliance Officer of the Company would act as the secretary of the Nomination and Remuneration Committee.

(a) *Tenure:*

The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Nomination and Remuneration Committee as approved by the Board.

(b) *Quorum and Meetings:*

The quorum necessary for a meeting of the Nomination and Remuneration Committee shall be either two members or one third of the members of the committee, whichever is greater, with at least one being an independent director. The Nomination and Remuneration Committee shall meet at least once in a year.

(c) *Scope and terms of reference:*

The scope of the Nomination and Remuneration Committee shall include but shall not be restricted to the following:

- (i) 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.
- (ii) Formulation of criteria for evaluation of Independent Directors and the Board.
- (iii) Devising a policy on Board diversity.
- (iv) 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 their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.
- (v) To recommend to the Board, the remuneration packages i.e., salary, benefits, bonuses, perquisites, commission, incentives, stock options, pension, retirement benefits, details of fixed component and performance linked incentives along with the performance criteria, service contracts, notice period, severance fees etc. of the executive directors.
- (vi) To implement, supervise, and administer any share or stock option scheme of our Company; and

- (vii) To attend to any other responsibility as may be entrusted by the Board within the terms of reference.

D. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Our Company has constituted a Corporate Social Responsibility Committee in accordance with the provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, and other applicable rules and regulations if any, as amended from time to time (including any statutory modifications(s) or re-enactment thereof for the time being in force), vide resolution passed at the meeting of the Board held on April 03, 2024:

Name of Director	Designation in the Committee	Nature of directorship
Salina Chalana	Chairperson	Independent Director
Pooja Singh	Member	Additional Executive Director
Pardeep Singh	Member	Executive Director

The Company Secretary cum Compliance Officer of the Company would act as the secretary to the Corporate Social Responsibility Committee.

(a) Tenure:

The Corporate Social Responsibility Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Corporate Social Responsibility Committee as approved by the Board.

(b) Quorum and Meetings:

The Committee shall meet as and when the need arises for a review of CSR Policies. The quorum for the meeting shall be one-third of the total strength of the Committee or two members whichever is higher.

(c) Scope and terms of reference:

The terms of reference of the Corporate Social Responsibility Committee of our Company are as follows:

- (i) Formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013.
- (ii) Review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the Company.
- (iii) Annually review the CSR Policy and associated frameworks, processes and practices of the Company and make appropriate recommendations to the Board.
- (iv) Monitor if the Company is taking appropriate measures to ensure the successful implementation of CSR activities.
- (v) Formulate and monitor the implementation of the CSR annual action plan, in accordance with the Company's CSR policy and provisions of applicable laws from time to time.

- (vi) Monitor the administrative overheads in pursuance of CSR activities or projects or programs so that they do not exceed the prescribed thresholds.
- (vii) Such other matters as may be required to be carried out by the Corporate Social Responsibility Committee pursuant to amendment under any law, from time to time.

Policy on Disclosures and Internal Procedure for Prevention of Insider Trading

Our Company undertakes to comply with the provisions of Regulation 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, after listing our Company's Equity Shares on the Stock Exchange in India. Further, the Board of Directors has approved and adopted the policy on insider trading in view of the proposed public issue.

Our Company Secretary cum Compliance Officer are responsible for setting forth policies, procedures, monitoring and adhering to the rules for the prevention of price-sensitive information, and in the implementation of the code of conduct under the overall supervision of the Board.

KEY MANAGERIAL PERSONNEL

Our Company is managed by our Board of Directors, assisted by qualified professionals, who are permanent employees of our Company. Below are the details of the Key Managerial Personnel and the Senior Management of our Company:

Ashish Gulati, Managing Director of our Company. For details see the section titled, **Our Management - "Brief Profile of the Directors of our Company"** and **"Remuneration/Compensation paid to Directors"** beginning on page 176.

Pooja Singh, Additional Executive Director of our Company. For details see the section titled, **Our Management - "Brief Profile of the Directors of our Company"** and **"Remuneration/Compensation paid to Directors"** beginning on page 176.

Pardeep Singh, Executive Director of our Company. For details see the section titled, **Our Management - "Brief Profile of the Directors of our Company"** and **"Remuneration/Compensation paid to Directors"** beginning on page 176.

Avneet Kaur is the Company Secretary of our company. She holds a degree is bachelor's and master's degree of commerce from the Panjab University. She is a Company Secretary by qualification. She worked as a whole time Company Secretary with M/s Haryana Telecom Limited (Subsidiary of M/s Industrial Cables (India) Limited) from December 21, 2011, to June 19, 2015, and thereafter, at Chandigarh International Airport Limited (CHIAL) from June 22, 2015, to May 01, 2024.

Sumit Kumar is the Chief Financial Officer of our Company. He completed his master's degree in business administration from Lovely Professional University, Punjab (through distance education mode) in 2015. He has completed M.A. in economics from Kumaun University, Nainital in the year 2013. He also holds a degree in M. Com from Kumaun University, Nainital which he completed in the year 2009. He did is under graduation in B. Com from Kumaun University and completed the same in the year 2007.. He has previously worked with JHS Svendgaard Laboratories Ltd (Accounts Manager), Krishna Stone Industries Pvt. Ltd (Sr. Accountant), Indian Inks & Chemical Industries (Accountant) and BMA Wealth Creators Pvt. Ltd. (Branch In-charge). He has an overall experience of 15 years.

SENIOR MANAGEMENT

Ashish Saxena is the Assistant General Manager - Quality Assurance of our Company. He completed his under graduation in B. Pharma from Uttar Pradesh Technical University, Lucknow in the year 2006. He has previously worked with Scott-Edil Pharmacia Ltd (Sr. Manager Quality Assurance), ACME Generics LLP (Assistant Manager Quality Assurance), IPCA Laboratory Ltd (Sr. Executive), Abbott Healthcare Pvt. Ltd. (Associate Manager) and Alkem Laboratories (Officer Quality Assurance). He has an overall experience of 15 years.

Alok Kumar Singh is the head of quality control of our Company. He has completed his M.Sc. in biochemistry part ii semester iv examination from Chhatrapati Shahu Ji Maharaj University, Kanpur in the year 2008. He completed his B.Sc. part iii examination, from Allahabad University, Allahabad and completed the same in the year 2006. He has previously worked Zee Laboratories Ltd as Quality Control Chemist. He has an experience of over 13 years.

Mr. Mushtaque Ahmad is the Plant Head of our Company. He completed his under graduation in B. Pharma from Uttar Pradesh Technical University, Lucknow in the year 2004. He has previously worked in Scott-Edil Advance Research Laboratories and Education Ltd, and M/S Scott Edil Pharmacia Ltd. He has an overall experience of 19 years in the industry.

Raman Chopra is the Area Sales Manager of our Company. He has completed M.A. in History from Punjab University, Chandigarh in the year 2000. He did his graduation in B.A. from Punjab University, Chandigarh and completed the same in the year 1997. He has previously worked with Shri Ramesth Industry Pvt. Ltd., Beta Drugs Ltd. (General Manager Sales & Marketing), Adley Formulation Pvt. Ltd., Unimark Pharma Ltd. He has experience of more than 23 years.

Neha Dutta Gulati is the President Digital Marketing of our Company. She completed her post-graduation diploma in International Business, from Auckland University of Studies, New Zealand in the year 2013. She has also completed her bachelor's degree in economics from Punjab University in the year 2012. She has previously worked with Dun & Bradstreet (NZ) Limited, Telelink Limited (Inside Sales Manager), American Express International (NZ) Inc. (Executive Client Manager) . She has overall experience of 12 years.

STATUS OF KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

All our Key Managerial Personnel and Senior Management are permanent employees of our Company.

RELATIONSHIP BETWEEN KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

Except as disclosed below none of the Key Managerial Personnel and Senior Management of our Company are related to each other as per section 2(77) of the companies Act, 2013.

Name of the Director	Nature of Relationship
Ashish Gulati	Husband of Neha Dutta Gulati
Neha Dutta Gulati	Wife of Ashish Gulati

ARRANGEMENT AND UNDERSTANDING WITH MAJOR SHAREHOLDERS, CUSTOMERS, SUPPLIERS OR OTHERS.

None of our Key Managerial Personnel have been appointed on our Board pursuant to any arrangement with our major shareholders, customers, suppliers, or others.

SHAREHOLDING OF THE KEY MANAGERIAL PERSONNEL OTHER THAN DIRECTORS

For details regarding Ashish Gulati’s shareholding pattern see the section titled, **Capital Structure - “Shareholding of Directors in Our Company”** beginning on page 84.

Except as disclosed herein below, none of our Key Managerial Personnel and Senior Management personnel hold any Equity Shares in our Company.

Sr. No.	Name of KMP	No. of Equity Shares held in our Company	% of pre-issue equity share capital	% of post-issue equity share capital
1.	Sumit Kumar	4810	0.06%	[●]
2.	Neha Dutta Gulati	5000	0.06%	[●]
	TOTAL	9810	0.12%	[●]

CHANGES IN KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT IN THE LAST THREE YEARS

Following have been the changes in the Key Managerial Personnel and Senior Management during the last three years:

Name	Date of Event	Nature of Event	Remarks
Sumit Kumar	April 01, 2024	Appointment	Appointed as the Chief Financial Officer.
Avneet Kaur	May 06, 2024	Appointment	Appointed as Company Secretary and Compliance Officer

For details of change in the Directors of our Company, please see the section entitled **Our Management - “Changes in the Board in the last three years”** beginning on page 176.

CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO KEY MANAGERIAL PERSONNEL

None of our Key Managerial Personnel has received or is entitled to any contingent or deferred compensation accrued for the Fiscal 2024.

SCHEME OF EMPLOYEE STOCK OPTION OR EMPLOYEE STOCK PURCHASE

Our Company does not have any Employee Stock Option Scheme or Employee Stock Purchase Scheme or any other similar scheme giving options in our Equity Shares to our employees.

ATTRITION OF KEY MANAGERIAL PERSONNEL

As on the date of filing of this Draft Red Herring Prospectus, the history of attrition rate of our Key Managerial Personnel of our Company is not higher than the industry attrition rate.

PAYMENT OF BENEFITS TO OUR OFFICERS (NON SALARY-RELATED)

Except for the payment of salaries, perquisites, and reimbursement of expenses incurred in the ordinary course of business and as disclosed in '*Related Party Transactions*' under the chapter '*Restated Financial Statement*' beginning on page no. 176 we do not have any performance-linked bonus or profit-sharing plan with any of our officer. Except as stated in the Draft Red Herring Prospectus we have not paid/ given any other benefit to the officers of our Company, within the two preceding years nor do we intend to make such payment/ give such benefit to any officer as on the date of this Draft Red Herring Prospectus.

RETIREMENT AND TERMINATION BENEFITS

Our Key Managerial Personnel and the Senior Management has not entered into any service contracts with our Company which include termination or retirement benefits. Except for statutory benefits upon termination of their employment in our Company or superannuation, none of the Key Managerial Personnel and Senior Management is entitled to any benefit upon termination of employment or superannuation.

OUR PROMOTER & PROMOTER GROUP


OUR PROMOTER

The Promoter of our Company is Mr. Ashish Gulati.

As on the date of this Draft Red Herring Prospectus, the Promoter holds 74,42,970 Equity Shares of our Company, representing 96.40% of the pre-issue paid-up equity share capital of our Company. For details of the build-up of the Promoter's shareholding in our Company, see "*Capital Structure – Capital Build-up of our Promoter shareholding in the Company*" beginning on page 84 of this Draft Red Herring Prospectus.

DETAILS OF OUR PROMOTER

1. Mr. Ashish Gulati

	<p>Our Promoter, Ashish Gulati, aged 32 years, serves as the Managing Director on our Board. For the complete profile of Ashish Gulati along with details of his date of birth, personal address, educational qualifications, professional experience, position/posts held in the past, directorships held, business and financial activities, other directorships, other ventures, and special achievements, please refer to the chapter titled "<i>Our Management</i>" beginning on page 176 of this Draft Red Herring Prospectus.</p> <p>His PAN is AVBPG6834E</p>
<p>As on the date of this Draft Red Herring Prospectus, Mr. Ashish Gulati holds 74,42,970 Equity Shares, representing 96.40% of the pre-issued, subscribed, and paid-up equity share capital of our Company.</p>	

DECLARATION

In relation to our Promoter, Mr. Ashish Gulati, our Company confirms that the PAN, bank account number, passport number, aadhar card number and driving license number shall be submitted to the Stock Exchange on which the Equity Shares are proposed to be listed at the time of filing of this Draft Red Herring Prospectus.

CHANGE IN THE MANAGEMENT AND CONTROL OF OUR COMPANY

Mr. Ashish Gulati, Mrs. Usha Gulati and Mr. Harsh Gulati were the initial promoters of the Company. Mrs Usha Gulati and Mr. Harsh Gulati ceased to be the promoters of our Company ("**Former Promoters**"), pursuant to a resolution passed by our Board of Directors dated March 12, 2024 in furtherance of the request for removal by Former Promoters. Except as stated herein, there has been no change in the control of our Company during the five years immediately preceding the date of this Draft Red Herring Prospectus. Accordingly, as on the date of this Draft Red Herring Prospectus, the Company has only one Promoter, Mr. Ashish Gulati. For more information, please refer to chapters titled "*Our History and Other Corporate Matter*" and "*Capital Structure - Capital Build-up of our Promoter shareholding in the Company*" beginning on pages 171 and 84 respectively.

Except as disclosed in chapter titled "*Our Management*" on page no. 176 of this Draft Red Herring Prospectus, there has been no change in management of our Company during the last 5 years.

EXPERIENCE OF OUR PROMOTER

Our Promoter has adequate experience in the line of business, including any proposed line of business, of our Company. For details in relation to the experience of our Promoter in the business of our Company, please refer to the chapter titled “*Our Management*” on Page 176.

INTEREST OF PROMOTER

Our Promoter is interested in our Company to the extent the Promoter has (i) promoted our Company, (ii) to the extent of his shareholding in our Company (iii) the directorship in our Company (iv) other distribution in respect of his shareholding in our Company, from time to time. Our Promoter is also interested to the extent of shareholding of his relatives in our Company. For further details of shareholding of our Promoter in our Company, see “*Capital Structure –Equity shareholding of the promoter and promoter group*” beginning on page 84.

Our Promoter Mr. Ashish Gulati, who is also a Managing Director of our Company, may be deemed to be interested to the extent of remuneration and/or reimbursement of expenses payable to him for services rendered to our Company in accordance with the provisions of the Companies Act and in terms of the agreements entered into with our Company, if any, and AOA of our Company. For details refer to the chapter titled “*Our Management*” beginning on page 176 of this Draft Red Herring Prospectus.

Our Promoter is not interested as a member of a firm or company, and no sum has been paid, or agreed to be paid to our Promoter or to any firm or company, in cash or shares or otherwise by any person either to induce him to become, or to qualify him as a director, promoter or otherwise for services rendered by such Promoter or by such firm or company, in connection with the promotion or formation of our Company.

Our Promoter has no interest, whether direct or indirect, in any property acquired by our Company within the preceding three years from the date of this Draft Red Herring Prospectus or proposed to be acquired by the Company, or in any transaction with respect to the acquisition of land, construction of building and supply of machinery.

Our Promoter is not interested in any other entity which holds any intellectual property rights that are used by our Company.

Our Promoter may also be interested to the extent of providing personal guarantees for some of the loans taken by our Company. For details see “*Capital Structure*”, “*Our Management*” and “*Restated Financial Information*” on page 84, 176 and 207 respectively of this Draft Red Herring Prospectus.

PAYMENT OR BENEFITS TO OUR PROMOTER AND PROMOTER GROUP DURING THE LAST TWO YEARS

Except as disclosed below and as stated in “*Restated Financial Information–Related Party Transactions*” and “*Our Management*” beginning on pages 207 and 176, respectively, there has been no amounts paid or benefits granted by our Company to our Promoter or any of the members of the Promoter Group in the two years preceding the date of this Draft Red Herring Prospectus, nor is there any intention to pay any amount or provide any benefit to our Promoter or Promoter Group as on the date of this Draft Red Herring Prospectus.

COMPANIES/ FIRMS WITH WHICH OUR PROMOTER HAS DISASSOCIATED IN THE LAST 3 (THREE) YEARS

Our Promoter has not disassociated from any companies or firms during the preceding three years from the date of filing of this Draft Red Herring Prospectus.

OTHER VENTURES OF OUR PROMOTER

Save and except as disclosed in the chapter titled **“Our Management”** beginning on page 176 of this Draft Red Herring Prospectus, there are no other ventures, in which our Promoter has any business interests/ other interests.

LITIGATION DETAILS PERTAINING TO OUR PROMOTER

For details on litigations and disputes pending against our Promoter and defaults made by the Promoter, if any, please refer to the section titled **“Outstanding Litigations and Material Developments”** beginning on page 266 of this Draft Red Herring Prospectus.

MATERIAL GUARANTEES GIVEN BY OUR PROMOTER TO THIRD PARTIES WITH RESPECT TO EQUITY SHARES

Our Promoter has not given any material guarantees to third parties with respect to the Equity Shares of our Company. For further information, please refer to the details under the heading **“Capital Structure”** beginning on page 84.

OUR PROMOTER GROUP

In addition to the Promoter named above, the following natural persons are part of our Promoter Group:

1. Natural Persons who are part of the Promoter Group

As per Regulation 2 (1)(pp)(ii) of the SEBI ICDR Regulations, the natural persons who are part of the Promoter Group (due to their relationship with the Promoter) are as follows:

Name of the Promoter	Name of the relative	Relationship with Promoter
Mr. Ashish Gulati	Mr. Harsh Gulati	Father
	Mrs. Usha Gulati	Mother
	Mrs. Neha Dutta Gulati	Wife
	-	Brother(s)
	Mrs. Aashima Jindal	Sister
	-	Son(s)
	-	Daughter(s)
	Mr. Sushil Kumar Dutta	Spouse’s Father
	Mrs. Ritu Dutta	Spouse’s Mother
	Mr. Shubhanker Dutta	Spouse’s Brother
-	Spouse’s Sister	

2. Corporate Entities or Firms forming part of the Promoter Group

As per Regulation 2 (1)(pp)(iv) of the SEBI ICDR Regulations, the following entities would form part of our Promoter Group:

Sr No.	Nature of Relationship	Entities
1.	Any body corporate (other than subsidiary & associate) in which 20% or more of the share capital is held by the Promoter or an immediate relative of the Promoter or a firm or HUF in which the Promoter or any one or more of his immediate relatives is a member;	(a) Shinto Organics Private Limited. (b) Chemist India Limited. (c) Astonea Limited (d) Astonea One Private Limited (e) Ascot Biolabs private limited (f) Unique Doors & Panels Limited (United Kingdom) (g) Astonea Foundation (h) Astonea Limited (United Kingdom) (i) Akosma Limited (United Kingdom)
2.	Any body corporate in which a body corporate as provided in (A) above holds twenty percent. or more, of the equity share capital; and	-
3.	Any hindu undivided family or firm in which the aggregate share of the promoter and their relatives is equal to or more than twenty percent of the total capital.	-

3. Other persons included in Promoter Group

None of other persons form a part of promoter group, whose shareholding is aggregated under the heading “shareholding of the promoter group” under Regulation 2(1)(pp)(v) of SEBI ICDR Regulations.

OUR GROUP COMPANIES

In accordance with the provisions of the SEBI ICDR Regulations as amended from time to time, the definition ‘group companies’ include (i) Such companies (other than corporate promoters and subsidiaries) with which there were related party transactions during the period for which financial information is disclosed, as covered under applicable accounting standards, and (ii) any other companies considered material by the board of directors of the relevant issuer company.

Accordingly, all such companies with which our Company had related party transactions as covered under the relevant accounting standard (i.e., AS) as per the Restated Financial Statements, have been considered as group companies in terms of the SEBI ICDR Regulations.

Additionally, pursuant to the board resolution dated June 29, 2024 for the purpose of identification of Group Companies in the Draft Red Herring Prospectus, except for the list of related parties in the Restated Financial Statements, prepared in accordance with AS for the period as disclosed in the Draft Red Herring Prospectus, no other company/entity is material in nature.

The following companies are identified as Group Companies of our Company:

- (a) Chemist India Limited
- (b) Shinto Organics Private Limited
- (c) Astonea One Private Limited
- (d) Ascot Biolabs Private Limited

In accordance with the SEBI ICDR Regulations, certain financial information in relation to our Group Companies for the previous three Financial Years, extracted from the audited financial statements of the Group Companies, are available at the websites indicated below. The links as mentioned hereinbelow have been provided solely to comply with the requirements of the SEBI ICDR Regulations.

None of our Company, the BRLM or any of the Company’s respective directors, employees, affiliates, associates, advisors, agents, or representatives have verified the information available on the websites indicated below.

DETAILS OF OUR GROUP COMPANIES

The details of our group companies are provided hereinbelow:

1. Shinto Organics Private Limited

Corporate Information:

Shinto Organics Private Limited is a private company limited by shares having its registered office at 1358, Sector-22-B, Chandigarh, India, 160022. It was originally incorporated as Shinto Organics Private Limited on September 07, 1994, under the Companies Act, 1956. The name of the company was changed from Shinto Organics Private Limited to “Shinto Biotech Private Limited” under the provisions of the Companies Act, 1956 vide a fresh certificate of incorporation dated March 05, 2009. Further, the name of the company was changed to “Shinto Biotech Limited” under the provisions of the Companies Act, 1956 vide a fresh certificate of incorporation dated March 25, 2009. Thereafter, “Shinto Biotech Limited” was converted to “Shinto Biotech Private Limited” vide certificate of incorporation dated July 04, 2016. Furthermore, the name of the company was again changed to “Shinto Organics Private Limited” vide a fresh certificate of incorporation dated July 14, 2016. The corporate identification number of Shinto Organics Private Limited is U24231CH1994PTC015041.

Financial Information:

In accordance with the SEBI ICDR Regulations, the financial information in relation to Shinto Organics Private Limited for FY 2023-24, FY 2022-23 and FY 2021-22 are available on our Company's website at <https://astonea.org>.

2. Astonea One Private Limited**Corporate Information:**

Astonea One Private Limited is a private company limited by shares having its registered office at Village Haripur, Tehsil Raipur Rani, Panchkula, Haryana -134204. It was incorporated on January 22, 2024, under the Companies Act, 2013. The corporate identification number of Astonea One Private Limited is U70200HR2024PTC118267.

Financial Information:

Since this company has been incorporated in the year 2024, the balance sheet for the FY 2024-2025 has not been prepared yet. However, going forward and complying with the SEBI ICDR Regulations, the financial information in relation to Astonea One Private Limited will be available on our Company's website at <https://astonea.org>.

3. Chemist India Limited**Corporate Information:**

Chemist India Limited is a public company limited by shares having its registered office at 1358 FF, Sector-22-B, Chandigarh, India, 160022. It was incorporated on March 13, 2021, under the Companies Act, 2013. The corporate identification number of Chemist India Limited is U74999CH2021PLC043555.

Financial Information:

In accordance with the SEBI ICDR Regulations, the financial information in relation to Chemist India Limited for FY 2023-24, FY 2022-23 and FY 2021-22 are available on our Company's website at <https://astonea.org>.

4. Ascot Biolabs Private Limited**Corporate Information:**

Ascot Biolabs Private Limited is private company limited by shares having its registered office at office no. 1101, Brooklyn Tower, Nr. YMCA club Ahmedabad city, Jivraj Park, Gujarat, India, 380051. It was incorporated on April 27, 2023. The corporate identification number of Ascot Biolabs Private Limited is U46497GJ2023PTC140594

Financial Information:

In accordance with the SEBI ICDR Regulations, the financial information in relation to Ascot Biolabs Private Limited for FY 2023-24 are available on our Company's website at <https://astonea.org>.

NATURE AND EXTENT OF INTEREST OF OUR GROUP COMPANIES

a) Interest in the promotion or formation of our Company

Our Group Companies do not have any interest in the promotion or formation of our Company.

b) Interest in the properties acquired or proposed to be acquired by Our Company in the past three years before filing of this Draft Red Herring Prospectus

Our Group Companies do not have any interest in the properties acquired by our Company within the three years preceding the date of filing this Draft Red Herring Prospectus or proposed to be acquired by our Company.

c) Interest in transactions for acquisition of land, construction of building and supply of machinery

Our Group Companies does not have any interest in any transaction for the acquisition of land, construction of building or supply of machinery etc.

LITIGATION

Our Group Companies are not involved in any litigations which have a material impact on our Company.

COMMON PURSUITS BETWEEN OUR GROUP COMPANIES AND OUR COMPANY

The object clauses in constitutional documents of our Group Companies i.e.: Shinto Organics Pvt Ltd, Ascot Biolabs Pvt Ltd and Chemist India Limited, permit it to undertake similar business to that of the business of the Company. However, there is no conflict of interest between our Company and our Group Companies, due to the reasons stated hereinbelow:

Shinto Organics Pvt Ltd : Shinto Organics Private Limited is a marketing company engaged in the wholesale trading business of pharmaceutical products across India. It has a well-established distribution network focusing on therapeutic segments, medical devices, and ayurveda products. Further, it purchases from multiple manufacturers including our Company and sells to district-level distributors without direct sales to doctors or retailers. While, our Company is engaged in manufacturing of pharmaceuticals and cosmetics products for third parties and manufacturing products under our own brands “Regero” and “Glow Up”.

Ascot Biolabs Private Limited : Ascot Biolabs Private Limited is a trading company that primarily specializes in medical devices and injectables, functioning under a loan license arrangement both domestically and internationally. It focuses on rare molecules and products that involve complex manufacturing processes, such as immunosuppressants and oncology drugs. However, our Company is not engaged in the business of manufacturing the medical devices and injectables, catering to a different market segment. Further, our Company is engaged in manufacturing of pharmaceuticals and cosmetics products for third parties and also for its own brands, and does not manufacture any injectables or medical devices.

Chemist India Limited : Chemist India Limited is engaged in online pharmacy business in India, and procures pharmaceutical products from various manufacturers across the country for the purpose of online retail sales. The said Group Company is not engaged in manufacturing and limits its activities exclusively to the retail selling segment of the pharmaceutical business. Whereas, our Company is not

engaged in retail pharmacy business or in retail selling through any medium. Therefore, for the reasons mentioned hereinabove it can be comprehended that there is no conflict of interest between our Company and Group Companies. Our Group Companies differ in its business operations, nature of business and target markets.

RELATED BUSINESS TRANSACTION WITHIN THE GROUP COMPANIES AND SIGNIFICANCE ON THE FINANCIAL PERFORMANCE OF OUR COMPANY.

Except as disclosed in “*Restated Financial Information*” beginning on page 207, there are no other related business transactions between our Group Company and our company.

BUSINESS INTERESTS

Except in the ordinary course of business and as stated in “*Restated Financial Information*” beginning on page 207, our Group Companies do not have any business interest in our Company.

CONFIRMATIONS AND DISCLOSURES BY OUR GROUP COMPANIES

Unless otherwise specifically stated in this section:

1. None of our Group Companies have failed to meet the listing requirements or have failed to list on any recognized stock exchange in India or abroad;
2. None of our Group Companies have completed any public or rights issue (as defined under the SEBI ICDR Regulations) in the preceding three years.

RELATED PARTY TRANSACTIONS

For details on Related Party Transactions of our Company, please refer to Annexure- XXXVI *Restated Financial Statements* under the section titled, “*Financial Statements as Restated*” beginning on page 207.

DIVIDEND POLICY

Under the Companies Act, a Company can pay dividends upon a recommendation by our Board of Directors and approval by the shareholders at the general meeting of our Company. The Articles of Association of our Company give our shareholders, the right to decrease, and not to increase, the amount of dividend recommended by the Board of Directors.

The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends as appear to the Board to be justified by the profits of the Company. No dividend shall be payable for any Financial Year except out of profits of our Company for that year or that of any previous financial year or years, which shall be arrived at after providing for depreciation in accordance with the provisions of the Companies Act, 2013.

Our Company does not have any formal dividend policy for declaration of dividend in respect of the Equity Shares. The declaration and payment of dividend will be recommended by our Board of Directors and approved by the Shareholders of our Company at their discretion and may depend on a number of factors, including the results of operations, earnings, Company's future expansion plans, capital requirements and surplus, general financial condition, contractual restrictions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

DIVIDEND PAID ON EQUITY SHARES

Our Company has not declared any dividend on the Equity Shares in the past three financial years. Our Company's corporate actions pertaining to the payment of dividends in the past are not to be taken as being indicative of the payment of dividends by our Company in the future.

SECTION-IX FINANCIAL INFORMATION

RESTATED FINANCIAL INFORMATION

Independent Auditor's Examination Report on Restated Financial Statements

To,
The Board of Directors
Astonea Labs Limited
(Formerly known as "Astonea Labs Private Limited")
1358, First Floor, Sector 22B,
Chandigarh - 160022

1. We have examined the restated summary statement of assets and liabilities of **Astonea Labs Limited**, (Formerly known as "Astonea Labs Private Limited") as at March 31, 2024, as at March 31, 2023 and as at March 31, 2022 restated summary statement of profit and loss and restated summary statement of cash flows for the financial year ended on March 31, 2024, 2023 and 2022 (collectively referred to as the "**restated summary statements**" or "**restated financial statements**") annexed to this report and initialled by us for identification purposes. These restated financial statements have been prepared by the management of the Company and approved by the board of directors at their meeting on June 29, 2024 in connection with the proposed Initial Public Offering (IPO) on SME Platform of BSE Limited ("**BSE**") of the company.
2. These restated summary statements have been prepared in accordance with the requirements of:
 - (i) Section 26 of Part I of chapter III of the Companies Act, 2013 as amended (the "Act");
 - (ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("**ICDR Regulations**") and
 - (iii) The Guidance Note on Reports in Company Prospectus (Revised) issued by the Institute of Chartered Accountants of India ("**Guidance Note**").
3. The Company's Board of Directors is responsible for the preparation of the Restated Financial Statements for inclusion in the Draft Red Herring Prospectus (DRHP) / Red Herring Prospectus / Prospectus ("Offer Document") to be filed with, BSE SME and Registrar of Companies (Chandigarh) in connection with the proposed SME IPO. The Restated Financial Statements have been prepared by the management of the Company on the basis of preparation stated in Annexure IV to the Restated Financial Statements. The responsibility of the board of directors of the Company includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Statements. The board of directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.
4. We have examined such restated financial statements taking into consideration:
 - (i) The terms of reference to our engagement letter dated June 12, 2024 with the company requesting us to carry out the assignment, in connection with the proposed Initial Public Offering of equity shares on SME Platform of BSE Limited ("**IPO**" or "**SME IPO**"); and
 - (ii) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
 - (iii) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Statements;
 - (iv) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your

compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

5. The restated financial statements of the Company have been compiled by the management from the audited financial statements of the Company for the financial year ended March 31, 2024, 2023 and 2022.
6. Audit for the financial year ended on March 31, 2024, 2023 and 2022 was conducted by us. There are no audit qualifications in the audit reports issued by us for the year ended on March 31, 2024, 2023 and 2022. The financial report included for these years is based solely on the audit reports issued by us for the respective years.
7. Based on our examination, we are of the opinion that the restated financial statements have been prepared:
 - a) using consistent accounting policies for all the reporting periods.
 - b) Considering adjustments for prior period and other material amounts in the respective financial years to which they relate.
 - c) the extra-ordinary items that need to be disclosed separately in the accounts have been disclosed.
 - d) there are no audit qualifications in the audit reports issued by the us for the financial year ended on March 31, 2024, 2023 and 2022 which would require adjustments in the restated financial statements of the Company. However, for emphasis of matter details in respect to MSME as required under statutory provisions were not provided for financial year ended March 31, 2022.
8. In accordance with the requirements of the Act including the rules made there under, ICDR Regulations, Guidance Note and engagement letter, we report that:
 - (i) The “**restated statement of asset and liabilities**” of the Company as at March 31, 2024, 2023 and 2022 examined by us, as set out in **Annexure I** to this report read with significant accounting policies in **Annexure IV** has been arrived at after making such adjustments and regroupings to the audited financial statements of the Company, as in our opinion were appropriate and more fully described in notes to the restated summary statements to this report.
 - (ii) The “**restated statement of profit and loss**” of the Company for the financial year ended on March 31, 2024, 2023 and 2022 examined by us, as set out in **Annexure II** to this report read with significant accounting policies in **Annexure IV** has been arrived at after making such adjustments and regroupings to the audited financial statements of the Company, as in our opinion were appropriate and more fully described in notes to the restated summary statements to this report.
 - (iii) The “**restated statement of cash flows**” of the Company for the financial year ended on March 31, 2024, 2023 and 2022 examined by us, as set out in **Annexure III** to this report read with significant accounting policies in **Annexure IV** has been arrived at after making such adjustments and regroupings to the audited financial statements of the Company, as in our opinion were appropriate and more fully described in notes to restated summary statements to this report.
9. We have also examined the following other financial information relating to the Company prepared by the management and as approved by the board of directors of the Company and annexed to this report relating to the Company for the financial year ended on March 31, 2024, 2023 and 2022 proposed to be included in the offer Document.

Annexure to restated financial statements of the Company: -

1. Summary statement of assets and liabilities, as restated as appearing in ANNEXURE I;
2. Summary statement of profit and loss, as restated as appearing in ANNEXURE II;
3. Summary statement of cash flows as restated as appearing in ANNEXURE III;
4. significant accounting policies as restated as appearing in ANNEXURE IV;
5. Details of share capital as restated as appearing in ANNEXURE V to this report;
6. Details of reserves and surplus as restated as appearing in ANNEXURE VI to this report;
7. Details of long-term borrowings as restated as appearing in ANNEXURE VII to this report;
8. Details of deferred tax liabilities/ (assets) as restated as appearing in ANNEXURE VIII to this report;
9. Details of long-term provisions as restated as appearing in ANNEXURE IX to this report;
10. Details of short-term borrowings as restated as appearing in ANNEXURE X to this report;
11. Details of trade payables as restated as appearing in ANNEXURE XI to this report;
12. Details of other current liabilities as restated as appearing in ANNEXURE XII to this report;
13. Details of short-term provisions as restated as appearing in ANNEXURE XIII to this report;
14. Details of property, plant and equipment and intangible assets as restated as appearing in ANNEXURE XIV to this report;
15. Details of long-term loans and advances as restated as appearing in ANNEXURE XV to this report;
16. Details of other non-current assets as restated as appearing in ANNEXURE XVI to this report;
17. Details of inventories as restated as appearing in ANNEXURE XVII to this report;
18. Details of trade receivable as restated as appearing in ANNEXURE XVIII to this report;
19. Details of cash & bank balances as restated as appearing in ANNEXURE XIX to this report;
20. Details of short-term loans and advances as restated as appearing in ANNEXURE XX to this report;
21. Details of revenue from operations as restated as appearing in ANNEXURE XXI to this report;
22. Details of other income as restated as appearing in ANNEXURE XXII to this report;
23. Details of cost of materials consumed as restated as appearing in ANNEXURE XXIII to this report;
24. Details of changes of inventories of stock-in-trade, work in progress and finished goods as restated as appearing in ANNEXURE XXIV to this report;
25. Details of employee benefit expense as restated as appearing in ANNEXURE XV to this report;
26. Details of finance cost as restated as appearing in ANNEXURE XVI to this report;
27. Details of depreciation and amortization expense as restated as appearing in ANNEXURE XVII to this report;
28. Details of other expenses as restated as appearing in ANNEXURE XXVIII to this report;
29. Details of note on other income as restated as appearing in ANNEXURE XXIX to this report;

30. Details of contingent liability as restated as appearing in ANNEXURE XXX to this report,
 31. Details of capital commitments as restated as appearing in ANNEXURE XXXI to this report;
 32. ageing of trade payables as restated as appearing in ANNEXURE XXXII to this report;
 33. disclosure as required under Micro, Small and Medium Enterprise Development Act, 2006 as appearing in ANNEXURE XXXIII to this report
 34. ageing of trade receivable as restated as appearing in ANNEXURE XXXIV to this report;
 35. disclosure pursuant to AS-15 (revised) Employee Benefits as appearing in ANNEXURE XXXV to this report;
 36. Details of related party transactions as restated as appearing in ANNEXURE XXXVI to this report;
 37. statement of tax shelters as restated as appearing in ANNEXURE XXXVII to this report;
 38. Details of significant accounting ratios as per Schedule-III as restated as appearing in ANNEXURE XXXVIII to this report;
 39. Details related to borrowings secured against current assets as restated as appearing in ANNEXURE XXXIX to this report;
 40. Details of additional regulatory information as per Schedule-III to Companies Act, 2013 as appearing in ANNEXURE XL to this report;
 41. Details of accounting ratios as restated as appearing in ANNEXURE XLI to this report;
 42. Capitalisation statement as at March 31, 2024 as appearing in ANNEXURE XLII to this report;
10. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other firm of Chartered Accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.
 11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
 12. In our opinion, the above financial information contained in Annexure I to XLII of this report read with the respective significant accounting policies and notes to restated summary statements as set out in Annexure IV are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, ICDR Regulations, Engagement Letter and Guidance Note.
 13. Our report is intended solely for use of the management and for inclusion in the offer document in connection with the SME IPO. Our report should not be used, referred to or adjusted for any other purpose except with our consent in writing.

For Avnish Sharma & Associates
Chartered Accountants
FRN: - 009398N

Sd/-
CA Rajan Talwar
Partner
Membership No. 091352
Place: Panchkula
Date: July 07, 2024
UDIN:24091352BKASZK6912

**STATEMENT OF ASSET AND LIABILITIES AS RESTATED
ANNEXURE- I**

(₹ In Lakhs)

Sr. No.	Particulars	Note No.	As at March 31,		
			2024	2023	2022
	EQUITY AND LIABILITIES				
1)	<u>Shareholder's Funds</u>				
	a. Share Capital	5	760.00	400.00	400.00
	b. Reserves & Surplus	6	436.75	415.77	349.25
2)	Share Application Money Pending Allotment		0.50	-	-
3)	<u>Non-Current Liabilities</u>				
	a. Long Term Borrowings	7	1,989.87	1,899.00	2,185.69
	b. Deferred Tax Liabilities	8	17.00	50.15	65.54
	c. Other Long -Term Liabilities		-	-	-
	d. Long Term Provisions	9	30.30	13.03	6.57
4)	<u>Current Liabilities</u>				
	a. Short Term Borrowings	10	2,249.85	1,699.90	766.80
	b. Trade Payables	11			
	-Dues to MSME		814.75	830.81	202.91
	-Dues to Others		1,485.56	926.27	1,222.78
	c. Other Current Liabilities	12	176.43	168.33	85.25
	d. Short Term Provisions	13	128.38	24.24	6.39
	T O T A L		8,089.38	6,427.51	5,291.18
	ASSETS				
1)	<u>Non-Current Assets</u>				
	a. Property Plant & Equipment and Intangible Assets	14			
	i. Tangible Assets		2,192.19	2,073.32	2,137.15
	ii. Intangible Assets		0.57	1.59	2.07
	iii. Capital Work in Progress		210.26	-	-
	Net Block		2,403.03	2,074.92	2,139.22
	b. Long Term Loans & Advances	15	3.11	-	-
	c. Other Non-Current Assets	16	192.19	97.51	55.67
2)	<u>Current Assets</u>				
	a. Inventories	17	2,484.39	1,664.70	712.28
	b. Trade Receivables	18	2,543.44	1,907.53	1,931.03
	c. Cash and Bank Balance	19	35.82	3.98	3.08
	d. Short Term Loans & Advances	20	427.40	678.87	449.89
	T O T A L		8,089.38	6,427.51	5,291.18

**STATEMENT OF PROFIT AND LOSS AS RESTATED
ANNEXURE-II**

(₹ In Lakhs)

Sr. No.	Particulars	Note No.	For the year ended March 31,		
			2024	2023	2022
A	INCOME				
	Revenue from Operations	21	8,019.09	6,705.08	3,005.69
	Other Income	22	9.76	20.78	11.77
	Total Income (A)		8,028.85	6,725.86	3,017.46
B	EXPENDITURE				
	Cost of Materials Consumed	23	5,849.43	5,252.68	1,848.90
	Changes in Inventories of Stock in Trade, Work in Progress and Finished Goods	24	(210.74)	(246.70)	57.47
	Employee benefit expenses	25	567.54	359.74	220.76
	Finance costs	26	295.98	232.42	150.18
	Depreciation and amortisation expense	27	397.39	393.08	378.81
	Other Expenses	28	618.73	626.52	303.46
	Total Expenses (B)		7,518.33	6,617.74	2,959.58
C	Profit/ (Loss) before prior period items, extraordinary items and tax		510.52	108.12	57.88
	Prior period items		-	-	-
D	Profit / (Loss) before extraordinary items and tax		510.52	108.12	57.88
E	Extraordinary items		-	-	-
F	Profit / (Loss) before tax		510.52	108.12	57.88
	<i>Tax expense:</i>				
	-Current tax		162.7	56.99	31.24
	-Deferred tax		(33.14)	(15.39)	1.76
G	Total Tax Expense		129.54	41.60	33.00
H	Profit / (Loss) for the year		380.98	66.52	24.88
I	Earning Per Share				
	Basic & Diluted EPS	41	5.01	0.88	0.33

STATEMENT OF CASH FLOW AS RESTATED
ANNEXURE-III

(₹ In Lakhs)

Particulars	For the year ended March 31,		
	2024	2023	2022
Cash Flow from Operating Activities:			
Net Profit before tax as per Statement of Profit and Loss	510.52	108.12	57.88
Adjustments for:			
Depreciation & Amortisation Expense	397.39	393.08	378.81
Finance Cost	295.98	232.42	150.18
Provision for Gratuity	5.94	5.64	3.67
Interest and miscellaneous Income	(6.98)	(4.00)	(2.22)
Profit on Sale of Fixed Assets	(0.27)	(16.78)	-
Operating Profit Before Working Capital Changes	1,202.59	718.49	588.32
Adjusted for Movement in Working Capital			
Trade Receivables	(635.92)	23.51	(1,448.89)
Inventories	(819.69)	(952.42)	(464.49)
Short Term & Long -Term Loans and advances	248.36	(228.98)	(128.99)
Other Current & Non-Current Assets	(94.68)	(41.84)	(47.59)
Trade Payables	543.23	331.39	1,064.83
Short Term and Long-Term Provisions	12.12	0.94	(6.32)
Other Current & Non-Current Liabilities	8.10	83.08	7.06
Cash Generated from Operations Before Extra-Ordinary Items	464.12	(65.83)	(436.07)
Add:- Extra-Ordinary Items	-	-	-
Cash Generated from Operations	464.12	(65.83)	(436.07)
Net Income Tax (paid) / refunded	(59.35)	(39.26)	(56.76)
Net Cash Flow from/(used in) Operating Activities: (A)	404.77	(105.09)	(492.82)
Cash Flow from Investing Activities:			
Purchase of Fixed Asset (including capital work in progress)	(725.23)	(312.00)	(333.35)
Interest Income	6.98	4.00	2.22
Net Cash Flow from/(used in) Investing Activities: (B)	(718.26)	(308.00)	(331.14)
Cash Flow from Financing Activities:			
Proceeds / (Repayment) of Long -Term Borrowings	90.87	(286.69)	649.43
Proceeds / (Repayment) of Short-Term Borrowings	549.94	933.10	317.94
Proceeds of Share application money pending allotment	0.50	-	-
Finance Cost	(295.98)	(232.42)	(150.18)
Net Cash Flow from/(used in) Financing Activities (C)	345.33	413.99	817.18
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	31.84	0.90	(6.78)
Cash & Cash Equivalents as At Beginning of the Year	3.98	3.08	9.86
Cash & Cash Equivalents as At End of the Year	35.82	3.98	3.08

CORPORATE INFORMATION, SIGNIFICANT ACCOUNTING POLICIES AND RECONCILIATION OF RESTATEMENT ADJUSTMENTS-ANNEXURE-IV

A CORPORATE INFORMATION

Astonea Labs Limited (Formerly Astonea Labs Private Limited) is in the business of manufacturing cosmetics and pharmaceutical products. The Company was incorporated on April 4, 2017 under the Companies Act, 2013. The company has its Registered Office at #1358, First Floor, Sector 22 B, Chandigarh and works at Village Haripur, Tehsil Raipur Rani, Dist. Panchkula, Haryana.

B SIGNIFICANT ACCOUNTING POLICIES

1.01 BASIS OF ACCOUNTING AND PREPARATION OF FINANCIAL STATEMENTS

The restated summary statement of assets and liabilities of the Company as at March 31, 2024, 2023 and 2022 and the related restated summary statement of profits and loss and cash flows for the year ended March 31, 2024, 2023 and 2022 (herein collectively referred to as (“Restated Summary Statements”) have been compiled by the management from the audited Financial Statements for the year ended on March 31, 2024, 2023 and 2022. Restated Summary Statements have been prepared to comply in all material respects with the provisions of Part I of Chapter III of the Companies Act, 2013 (the “Act”) read with Companies (Prospectus and Allotment of Securities) Rules, 2014, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) issued by SEBI and Guidance note on Reports in Companies Prospectuses (Revised 2019) (“Guidance Note”). Restated Summary Statements have been prepared specifically for inclusion in the offer document to be filed by the Company with the BSE in connection with its proposed IPO. The Company’s management has recast the Financial Statements in the form required by Schedule III of the Companies Act, 2013 for the purpose of restated Summary Statements.

The Restated Financial Statements are prepared and presented under the historical cost convention and evaluated on a going-concern basis using the accrual system of accounting in accordance with the accounting principles generally accepted in India (Indian GAAP) and the requirements of the Companies Act, including the Accounting Standards as prescribed by the Section 133 of the Companies Act, 2013 (“the Act”) read with Rule 7 of Companies (Accounts) Rules, 2014.

All assets and liabilities have been classified as current or non-current as per the Company’s normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013.

1.02 USE OF ESTIMATES

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

1.02 PROPERTY, PLANT & EQUIPMENT

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 company and the cost of the item can be measured reliably. 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.

1.04 DEPRECIATION / AMORTISATION

Tangible Assets:

Depreciable amount of assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

Depreciation on tangible fixed assets has been provided using straight line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

1.05 IMPAIRMENT OF ASSETS

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. Recoverable amount is the higher of an asset'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 the asset and from its disposal at the end of its useful life. Net selling price is the amount obtainable from sale of the asset in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting periods is reversed if there has been a change in the estimate of the recoverable value.

1.06 FOREIGN CURRENCY TRANSACTIONS

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount, the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

Exchange differences arising on the settlement of monetary items or on reporting such monetary items of company at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise except in cases where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets.

1.07 BORROWING COSTS

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

1.08 PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provision involving substantial degree of estimation in measurement is recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

1.09 REVENUE RECOGNITION

Revenue from sale of products is recognised on transfer of risk and rewards incidental to ownership and no significant uncertainty with regard to its collectability remains.

Revenue (other than sale) is recognised to the extent that is probable that the economic benefits will flow to the company and the revenue can be reliably measure.

1.10 OTHER INCOME

Interest income is accounted on accrual basis. Income other than interest income is accounted for when right to receive such income is established.

Profit on Sale of assets is recognised on sale of assets.

1.11 EMPLOYEE BENEFITS

GRATUITY

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service without any monetary limit. Vesting occurs upon completion of five year of service. Provision for gratuity has been made in the books as per actuarial valuation done as at the end of the year.

1.12 TAXES ON INCOME

Income taxes are accounted for in accordance with Accounting Standard (AS-22) – “Accounting for taxes on income”, notified under Companies (Accounting Standard) Rules, 2014. Income tax comprises of both current and deferred tax.

For the FY 23-24 taxes are computed under section 115BAA and for FY 21-22 and FY 22-23 at normal rates of Income tax act as applicable.

The tax effect of the timing differences that result between taxable income and accounting income and are capable of reversal in one or more subsequent periods are recorded as a deferred tax asset or deferred tax liability. They are measured using substantially enacted tax rates and tax regulations as of the Balance Sheet date.

Deferred tax assets arising mainly on account of brought forward losses and unabsorbed depreciation under tax laws, are recognized, only if there is virtual certainty of its realization, supported by convincing evidence. Deferred tax assets on account of other timing differences are recognized only to the extent there is a reasonable certainty of its realization.

1.13 CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprises Cash-in-hand, Current Accounts, Fixed Deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

1.14 EARNINGS PER SHARE

Basic earning per share is computed by dividing the profit/ (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity share outstanding during the year. Diluted earning per share is computed by dividing the profit/ (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

1.15 SEGMENT REPORTING

As per guidelines contain in AS-17 (Segment reporting), the company is operating in a single segment mainly in manufacture and sale of drugs & cosmetics. There is no separate reportable segment except geographically secondary segment of export sales and hence not reported separately.

1.16 PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

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.

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.

Contingent Assets are neither recognised nor disclosed in the financial statements.

C. RESTATEMENT ADJUSTMENTS, MATERIAL REGROUPINGS AND NON-ADJUSTING ITEMS

RECONCILIATION OF RESTATED PROFIT:

(₹ In Lakhs)

Adjustments for	For the year ended March 31,		
	2024	2023	2022
Net Profit/(Loss) after Tax as per Audited Profit & Loss Account	407.01	53.94	12.29
Adjustments for:			
Gratuity Expense (refer note "a")	(7.33)	1.28	1.24
Depreciation Expense (refer note "b")	(30.54)	(31.92)	(5.15)
Plates and Cylinder Capitalised (refer note "b")	-	60.87	24.52
GST Credit Written off (refer note "c")	10.53	(10.53)	-
Tax expense:			
Current tax (refer note "d")	0.09	(11.47)	(7.82)
Deferred tax (refer note "e")	1.21	4.34	(0.20)
Net Profit/ (Loss) After Tax as Restated	380.98	66.52	24.88

Explanatory Notes for Restatement Adjustments

- Actuarial valuation of Gratuity Liability was done as per AS 15 for all years and restatement effect of the same has been given as per the report of actuary.
- The company had a policy of expensing out the cost of plates and cylinders used for printing on the packaging of products. These plates and cylinders are having life extending more than one year and are having a useful life of three years as per management estimate. Considering the same the cost was capitalised in F Y 23-24. In order to maintain consistency in earlier years as well in terms of policy the same has been capitalised in F Y 21-22 and F Y 22-23 as well and depreciation of the same has been charged in the restated financials.

- c) The company was having input tax credit belonging to previous years statutory time limit for claiming of which has been lapsed. Considering the same it was written off in F Y 23-24. The portion of credit belonging to prior period has been shifted in that year.
- d) Tax Provision has been restated in order to give effect of restatement adjustments.
- e) Deferred Tax in PNL has been restated to give effect of restatement adjustments.

RECONCILIATION OF NET WORTH

(₹ In Lakhs)

Adjustments for	As at March 31,		
	2024	2023	2022
Net worth as per Audited Financials	1,185.24	778.23	724.29
Adjustments for:			
Increase / Decrease in Income / Expenses as per above table "Reconciliation of Restated Profit"	(26.03)	12.58	12.59
Cumulative adjustments in Reserve for previous period restatement adjustments (Note a)	37.54	24.96	12.37
Net Worth as per Restated Financials	1,196.75	815.77	749.25

Explanatory Notes For Restatement Adjustments

- a) Opening reserves have been restated to give effect of opening Gratuity liability as per actuarial valuation and Deferred Tax asset effect of earlier years.

General explanatory Notes regarding Adjustments

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 in line with the groupings as per audited financial of the company for all the years and the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation 2018.

DETAILS OF SHARE CAPITAL AS RESTATED

ANNEXURE- V

(₹ In Lakhs)

Particulars	As at March 31,		
	2024	2023	2022
EQUITY SHARE CAPITAL:			
AUTHORISED:			
Equity Share Capital of Rs. 10/- each	1,150.00	400.00	400.00
TOTAL	1,150.00	400.00	400.00
ISSUED, SUBSCRIBED AND PAID UP			
76,00,000 Equity Share of Rs. 10/- each fully paid (40,00,000 as on 31st March 2023 and 2022)	760.00	400.00	400.00
TOTAL	760.00	400.00	400.00

RECONCILIATION OF NUMBER OF SHARES OUTSTANDING AT THE END OF THE YEAR:

Particulars	As at March 31,
-------------	-----------------

	2024	2023	2022
Equity Shares at the beginning of the year	40,00,000	40,00,000	40,00,000
Add: Bonus Shares issued during the period	36,00,000	-	-
Equity Shares at the end of the year	76,00,000	40,00,000	40,00,000

Details of Shareholders holding more than 5% of the aggregate equity shares of the company:

Name of Shareholders	As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding
Harsh Gulati	76,000	1.00%	50,000	1.25%	50,000	1.25%
Usha Gulati	76,000	1.00%	19,75,000	49.38%	19,75,000	49.38%
Ashish Gulati	74,42,970	97.93%	19,75,000	49.38%	19,75,000	49.38%

Details of equity shares held by promoters as defined in prospectus:

Name of Shareholders	As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding
Ashish Gulati	74,42,970	97.93%	19,75,000	49.38%	19,75,000	49.38%
Usha Gulati	76,000	1.00%	19,75,000	49.38%	19,75,000	49.38%
Harsh Gulati	76,000	1.00%	50,000	1.25%	50,000	1.25%
Neha Gulati	5,000	0.07%	-	0.00%	-	0.00%

Terms / Rights attached to Equity Shares:

- 1) The company has only one class of Equity Shares having a par value of ₹10 each. Each holder of Equity share is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity share will be entitled to receive remaining Assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the Shareholders.
- 2) The equity shares are not repayable except in the case of a buy back, reduction of capital or winding up in terms of the provisions of the Companies Act, 2013.
- 3) Every member of the company holding equity shares has a right to attend the General Meeting of the Company and has a right to speak and on a show of hands, has one vote if he is present in person and on a poll shall have the right to vote in proportion to his share of the paid-up capital of the company.

DETAILS OF RESERVES AND SURPLUS AS RESTATED

ANNEXURE - VI

(₹ In Lakhs)

Particulars	As at March 31,		
	2024	2023	2022
<u>SURPLUS IN THE STATEMENT OF PROFIT & LOSS</u>			
Opening Balance	415.77	349.25	312.20

Adjustments to Opening Reserves			
Short / Excess Provision of tax for earlier years	-	-	(0.19)
Opening gratuity Liability recognised as per AS - 15	-	-	4.82
Deferred Tax Effect on opening adjustments as per AS - 22	-	-	7.55
Current Year Adjustments			
Net Profit / (Loss) after Tax for the year	380.98	66.52	24.88
Less: Issue of Bonus Shares	(360.00)	-	-
Closing Balance	436.75	415.77	349.25
TOTAL	436.75	415.77	349.25

DETAILS OF LONG-TERM BORROWINGS AS RESTATED

ANNEXURE – VII

(₹ In Lakhs)

Particulars	As at March 31,		
	2024	2023	2022
<u>Secured Loan</u>			
(a) From Banks	1,428.46	1,332.59	1,613.94
<u>Unsecured Loans</u>			
(a) From Directors	561.41	566.41	571.75
TOTAL	1,989.87	1,899.00	2,185.69

NATURE OF SECURITY OF LONG TERM AND SHORT-TERM BORROWINGS

Nature of Securities	Terms of repayment
HDFC Bank Term Loan (Mini Bus) Secured hypothecation of vehicle and by personal guarantee of the promoters/ directors.	ROI 7.76% on term loan. Repayment in 60 instalments of Rs.34,660 each.
HDFC Bank Term Loan Secured against Industrial property situated at: Raipur Rani Panchkula, Village Haripur, Tehsil Raipur, Panchkula, Haryana - 134114	ROI 8.75% on term loan. Repayment in 120 instalments of Rs.12,33,000 each.
SIDBI Term Loan **39HA Secured against other Moveable Property - Equipment & Machinery (not being pledged), and FD of Rs. 4lakh	Term loan from SIDBI banks is repayable in 48 instalments of Rs.3,91,400 each ending on 10.06.2026 and ROI is 6.00%.
SIDBI Term Loan **4QHE Secured against Moveable Property - Equipment & Machinery, Book Debts, and FD of Rs. 38lakh.	Term loan D0004OHE from SIDBI banks is repayable in 54 instalments of Rs.2,35,200 each ending on 10.09.2027 and ROI is 6.00%.
SIDBI Term Loan **82PK Secured against Moveable Property - Equipment & Machinery	Term loan from SIDBI banks is repayable in 75 instalments of Rs.3.35 lacs each starting from 10.11.2024 and ending on 10.01.2031 and ROI is 8.00%.
UBI Term loan a/c 77 Secure against Book debts, Moveable property (not being pledged)	ROI is 7.5% and is repayable in 36 instalments UBI bank of Rs.6,58,333.33 /- start from 23.12.2023.

	Loan was repaid fully on December 1, 2023.
UBI Term Loan A/c No 0227 Secured by first charge on all fixed assets, stock and Land & Building of the company financed. These loan are further secured by personal guarantee of the promoters/ directors.	ROI 10.50% on term loan. Repayment in 73 instalments of Rs. 13.70 lakhs each, and is repaid fully on November 28, 2023.
RBL Bank Term Loan Secured against property located at: House No 881-P, Sector-8, Urban Estate, Panchkula; and personal guarantees of the Promoters/ Directors.	ROI 9.25% (REVISED RATE w.e.f.05.07.2023) on term loan. Repayment in 227 instalments (REVISED) of Rs.5.45 lacs was repaid fully on March 1, 2024.

DETAILS OF DEFERRED TAX LIABILITIES / (ASSETS) AS RESTATED

ANNEXURE – VIII

(₹ In Lakhs)

Particulars	As at March 31,		
	2024	2023	2022
Deferred Tax Liability / (Assets)			
-on Account of Fixed Assets and Employee Benefits	17.00	50.15	65.54
TOTAL - Deferred Tax Liabilities / (Assets)	17.00	50.15	65.54

DETAILS OF LONG-TERM PROVISIONS AS RESTATED

ANNEXURE - IX

(₹ In Lakhs)

Particulars	As at March 31,		
	2024	2023	2022
Provision for Gratuity	30.30	13.03	6.57
TOTAL	30.30	13.03	6.57

DETAILS OF SHORT-TERM BORROWING AS RESTATED

ANNEXURE - X

(₹ In Lakhs)

Particulars	As at March 31,		
	2024	2023	2022
Secured Loan			
(a) Cash Credit from Banks	1,245.18	1,402.38	484.87
(b) Bank Overdraft	825.66	-	-
(c) Current Maturities of Long-Term Borrowings	179.00	297.52	281.93
TOTAL	2,249.85	1,699.90	766.80

Nature of Security of Short-term Borrowings is as follows:

- 1) Cash Credit limits from Union Bank of India was secured by first charge on all fixed assets, stock and current assets of the company financed. This loan was further secured by personal guarantee of the promoters/ directors. ROI EBLR +2% effective 8.80% on Cash Credit limit repayable on demand. The loan was successfully repaid on November 23, 2023.
- 2) Cash Credit limits from HDFC Bank is secured by first charge on all fixed assets, stock and current assets of the company financed. This loan is further secured by personal guarantee of the promoters/ directors. ROI TBill+2.25 effective 8.75% on Cash Credit limit repayable on demand.
- 3) Drop down limits from HDFC Bank is secured by first charge on all fixed assets, stock and current assets of the company financed. This loan is further secured by personal guarantee of the promoters/ directors. ROI TBill+2.25% effective 8.75% on Cash Credit limit repayable on demand.
- 4) Personal Guarantee of the Directors as follows:-
 - a) Mr. Ashish Gulati
 - b) Mr Pradeep Singh

DETAILS OF TRADE PAYABLES AS RESTATED**ANNEXURE – XI****(₹ In Lakhs)**

Particulars	As at March 31,		
	2024	2023	2022
Due to Micro and Small Enterprises (refer note 32)	814.75	830.81	202.91
Due to others	1,485.56	926.27	1,222.78
TOTAL	2,300.31	1,757.08	1,425.69

DETAILS OF OTHER CURRENT LIABILITIES AS RESTATED**ANNEXURE - XII****(₹ In Lakhs)**

Particulars	As at March 31,		
	2024	2023	2022
Statutory dues	7.05	6.57	4.00
Other payables	77.76	46.50	35.54
Advances from Customers	91.62	115.26	45.71
TOTAL	176.43	168.33	85.25

DETAILS OF SHORT-TERM PROVISIONS AS RESTATED

ANNEXURE –XIII

(₹ In Lakhs)

Particulars	As at March 31,		
	2024	2023	2022
Provision for Gratuity	0.57	0.24	0.12
Provision for Tax (Net of Advance Tax)	127.81	24.00	6.27
TOTAL	128.38	24.24	6.39

DETAILS OF PROPERTY, PLANT AND EQUIPMENTS AND INTANGIBLE ASSETS AS RESTATED									ANNEXURE- XIV (₹ In Lakhs)	
FIXED ASSETS	GROSS BLOCK				ACCUMULATED DEPRECIATION				NET BLOCK	
	AS AT 01.04.20 23	ADDITIO NS	DEDUCTIO NS	AS AT 31.03.20 24	UPTO 01.04.20 23	FOR THE PERIO D	DEDUCTI ONS / ADJUSTM ENTS	UPTO 31.03.20 24	AS AT 31.03.20 24	AS AT 31.03.20 23
<u>Tangible Assets</u>										
Land	140.41	-	-	140.41	-	-	-	-	140.41	140.41
Building (Drug & Cosmetic)	524.73	166.65	-	691.38	118.36	40.92	-	159.28	532.11	406.37
Plant & Machinery (Drug & Cosmetic)	2,031.49	200.73	-	2,232.22	746.57	232.92	-	979.48	1,252.73	1,284.92
Plate & Cylinders	85.40	104.47	-	189.87	37.06	60.06	-	97.12	92.74	48.33
Electrical Equipment	65.00	30.71	-	95.71	16.86	14.41	-	31.27	64.44	48.14
Furniture & Fixture	32.68	10.77	-	43.46	13.85	5.42	-	19.27	24.18	18.83
Laboratory Instrument	60.62	2.50	19.14	43.98	18.05	7.37	-	25.42	18.56	42.57
Office Equipment	6.39	3.25	-	9.64	2.81	2.38	-	5.19	4.45	3.59
Vehicle (Pick Up)	4.24	10.81	4.24	10.81	3.23	1.52	3.41	1.34	9.47	1.01
Mobile	3.39	-	-	3.39	1.73	0.75	-	2.48	0.91	1.66
Car	135.05	-	-	135.05	65.25	25.03	-	90.28	44.77	69.80
Computer	26.80	5.32	-	32.12	19.10	5.60	-	24.70	7.42	7.70
Sub Total (a)	3,116.20	535.21	23.38	3,628.04	1,042.88	396.37	3.41	1,435.85	2,192.19	2,073.32
<u>Under Installation</u>										
Plant & Machinery (Under installation)	-	113.01	-	113.01	-	-	-	-	113.01	-
Solar plant (Under installation)	-	52.29	-	52.29	-	-	-	-	52.29	-
Laboratory Instrument under installation	-	44.96	-	44.96	-	-	-	-	44.96	-
Sub Total (a)	-	210.26	-	210.26	-	-	-	-	210.26	-
<u>Intangible Assets</u>										
Computer Software	7.24	-	-	7.24	5.65	1.02	-	6.67	0.57	1.59
Sub Total (b)	7.24	-	-	7.24	5.65	1.02	-	6.67	0.57	1.59
Grand Total	3,123.45	745.47	23.38	3,845.54	1,048.53	397.39	3.41	1,442.52	2,403.03	2,074.92

Note: Deduction of Rs. 19.14 Lac in Laboratory Instrument is on account of subsidy received and therefore the same has been reduced from the Gross Block of asset and depreciation has been charged on the reduced WDV of the asset.

Note: Ageing of Capital Work in Progress as on 31.03.2024

Description	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in Progress	210.26	-	-	-	210.26
Projects temporarily suspended	-	-	-	-	-

FIXED ASSETS	GROSS BLOCK				ACCUMULATED DEPRECIATION				NET BLOCK	
	AS AT 01.04.2022	ADDITIO NS	DEDUCTIO NS	AS AT 31.03.2023	UPTO 01.04.2022	FOR THE YEAR	DEDUCTIO NS / ADJUSTMEN TS	UPTO 31.03.2023	AS AT 31.03.2023	AS AT 31.03.2022
<u>Tangible Assets</u>										
Land	140.41	-	-	140.41	-	-	-	-	140.41	140.41
Building (Drug & Cosmetic)	495.60	29.14	-	524.73	74.80	43.56	-	118.36	406.37	420.79
Plant & Machinery (Drug & Cosmetic)	1,859.53	171.96	-	2,031.49	483.35	263.22	-	746.57	1,284.92	1,376.19
Plate & Cylinders	24.52	60.87	-	85.40	5.15	31.92	-	37.06	48.33	19.37
Electrical Equipment	31.56	33.44	-	65.00	8.94	7.92	-	16.86	48.14	22.62
Furniture & Fixture	25.67	7.01	-	32.68	8.59	5.26	-	13.85	18.83	17.07
Laboratory Instrument	26.54	34.08	-	60.62	9.92	8.13	-	18.05	42.57	16.62
Office Equipment	3.01	3.39	-	6.39	1.61	1.19	-	2.81	3.59	1.40
Vehicle (Pick Up)	4.24	-	-	4.24	2.80	0.43	-	3.23	1.01	1.44
Mobile	2.07	1.32	-	3.39	1.28	0.46	-	1.73	1.66	0.79
Car	200.66	33.02	98.63	135.05	85.18	23.78	43.71	65.25	69.80	115.48
Computer	18.49	8.31	-	26.80	13.52	5.58	-	19.10	7.70	4.97

Sub Total (a)	2,832.30	382.53	98.63	3,116.20	695.15	391.44	43.71	1,042.88	2,073.32	2,137.15
<u>Intangible Assets</u>										
Computer Software	6.07	1.17	-	7.24	4.01	1.65	-	5.65	1.59	2.07
Sub Total (b)	6.07	1.17	-	7.24	4.01	1.65	-	5.65	1.59	2.07
Grand Total	2,838.37	383.70	98.63	3,123.45	699.15	393.08	43.71	1,048.53	2,074.92	2,139.22

FIXED ASSETS	GROSS BLOCK				ACCUMULATED DEPRECIATION			NET BLOCK		
	AS AT 01.04.20 21	ADDITIO NS	DEDUCTIO NS	AS AT 31.03.20 22	UPTO 01.04.20 21	FOR THE YEA R	DEDUCTION S / ADJUSTMEN TS	UPTO 31.03.20 22	AS AT 31.03.20 22	AS AT 31.03.20 21
<u>Tangible Assets</u>										
Land	146.41	-	6.00	140.41	-	-	-	-	140.41	146.41
Building (Drug & Cosmetic)	443.55	52.05	-	495.60	31.52	43.29	-	74.80	420.79	412.03
Plant & Machinery (Drug & Cosmetic)	1,628.00	246.01	14.48	1,859.53	232.47	252.94	2.07	483.35	1,376.19	1,395.53
Plate & Cylinders	-	24.52	-	24.52	-	5.15	-	5.15	19.37	-
Electrical Equipment	17.51	14.05	-	31.56	2.49	6.46	-	8.94	22.62	15.02
Furniture & Fixture	16.21	9.46	-	25.67	3.95	4.65	-	8.59	17.07	12.26
Laboratory Instrument	24.56	1.98	-	26.54	4.72	5.20	-	9.92	16.62	19.84
Office Equipment	2.35	0.65	-	3.01	0.73	0.89	-	1.61	1.40	1.63
Vehicle (Pick Up)	4.24	-	-	4.24	2.19	0.61	-	2.80	1.44	2.05
Mobile	1.81	0.26	-	2.07	0.64	0.63	-	1.28	0.79	1.16
Car	200.66	-	-	200.66	32.60	52.59	-	85.18	115.48	168.07
Computer	13.65	4.84	-	18.49	8.62	4.90	-	13.52	4.97	5.02
Sub Total (a)	2,498.95	353.83	20.48	2,832.30	319.92	377.29	2.07	695.15	2,137.15	2,179.02
<u>Intangible Assets</u>										

Computer Software	6.07	-	-	6.07	0.42	3.59	-	4.01	2.07	5.65
Sub Total (b)	6.07	-	-	6.07	0.42	3.59	-	4.01	2.07	5.65
Grand Total	2,505.02	353.83	20.48	2,838.37	320.34	380.88	2.07	699.15	2,139.22	2,184.68

DETAILS OF LONG-TERM LOAN AND ADVANCES AS RESTATED

ANNEXURE - XV

(₹ In Lakhs)

Particulars	As at March 31,		
	2024	2023	2022
Loans Given - Related Party	3.11	-	-
TOTAL	3.11	-	-

DETAILS OF OTHER NON-CURRENT ASSETS AS RESTATED

ANNEXURE - XVI

(₹ In Lakhs)

Particulars	As at March 31,		
	2024	2023	2022
Bank deposit with maturity of more than 12 months	181.01	92.96	51.41
Security Deposits and Earnest Deposits	11.18	4.55	4.26
TOTAL	192.19	97.51	55.67

DETAILS OF INVENTORIES AS RESTATED

ANNEXURE - XVII

(₹ In Lakhs)

Particulars	As at March 31,		
	2024	2023	2022
Raw Materials	1,982.14	1,382.76	677.04
Stores, Spares and Consumables	9.57	-	-
Finished Goods	357.53	200.51	28.09
Work-in-Progress	135.16	81.43	7.15
TOTAL	2,484.39	1,664.70	712.28

DETAILS OF TRADE RECEIVABLES AS RESTATED

ANNEXURE - XVIII

(₹ In Lakhs)

Particulars	As at March 31,		
	2024	2023	2022
Trade Receivables			
Which has significant Credit risk	-	5.68	-
Unsecured, Considered Good	2,543.44	1,901.84	1,931.03
TOTAL	2,543.44	1,907.53	1,931.03

DETAILS OF CASH & BANK BALANCES AS RESTATED

ANNEXURE – XIX

(₹ In Lakhs)

Particulars	As at March 31,		
	2024	2023	2022
Balance with Bank	26.39	0.15	0.04
Cash in Hand	0.79	2.22	1.51
Other Bank Balances			
Balance with Bank to the extent held as margin money (with maturity of less than 12 months)	8.64	1.61	1.54
TOTAL	35.82	3.98	3.08

DETAILS OF SHORT-TERM LOAN AND ADVANCES AS RESTATED

ANNEXURE - XX

(₹ In Lakhs)

Particulars	As at March 31,		
	2024	2023	2022
Staff Advances	2.19	2.97	1.20
Balance with Indirect Tax Authorities (including refund claims)	292.37	453.66	147.50
Prepaid expenses	14.93	5.04	4.86
Insurance claim recoverable	-	-	56.51
Loans Given - Related Party	36.12	-	-
Earnest Money Deposits	22.46	-	-
Advance to Suppliers	59.32	217.20	239.82
TOTAL	427.40	678.87	449.89

DETAILS OF REVENUE FROM OPERATIONS AS RESTATED

ANNEXURE - XXI

(₹ In Lakhs)

Particulars	For the year ended March 31,		
	2024	2023	2022
Sale of manufactured products	7,630.15	5,809.86	2,541.34
Sale of traded products	235.23	799.97	383.88
Other Operating Revenue			
Job Work Charges	60.12	37.85	44.18
Plate and Cylinder Charges	42.09	32.47	17.83
Testing Charges	35.71	-	-
Other Charges	15.79	24.93	18.46
TOTAL	8,019.09	6,705.08	3,005.69

DETAILS OF OTHER INCOME AS RESTATED

ANNEXURE – XXII

(₹ In Lakhs)

Particulars	For the year ended March 31,		
	2024	2023	2022
Interest on Fixed Deposit	6.98	4.00	2.22
Interest on Loan and Deposits	0.25	-	0.15
Insurance Claim	-	-	9.34
Profit on Sale of Fixed Assets	0.27	16.78	-
Foreign Exchange Gain	1.20	-	-
Drawback	1.05	-	-
Miscellaneous Income	0.01	-	0.06
TOTAL	9.76	20.78	11.77

DETAILS OF COST OF MATERIALS CONSUMED AS RESTATED

ANNEXURE – XXIII

(₹ In Lakhs)

Particulars	For the year ended March 31,		
	2024	2023	2022
Opening Stock of Raw Materials	1,382.76	677.04	155.07
Purchases of Raw Material	6,170.31	5,132.76	1,976.33
Purchases of Traded Goods	233.10	791.70	378.58
Add: Freight & Insurance	44.22	32.94	15.96
Add: Packing and Forwarding charges inward	1.18	1.00	-
Closing Stock of Raw Material	(1,982.14)	(1,382.76)	(677.04)
TOTAL	5,849.43	5,252.68	1,848.90

DETAILS OF CHANGES OF INVENTORIES OF STOCK IN TRADE, FINISHED GOODS AND WORK IN PROGRESS AS RESTATED

ANNEXURE – XXIV

(₹ In Lakhs)

Particulars	For the year ended March 31,		
	2024	2023	2022
Opening stock			
Finished Goods	200.51	28.09	79.84
Work-in-Progress	81.43	7.15	12.88
Closing stock			
Finished Goods	(357.53)	(200.51)	(28.09)
Work-in-Progress	(135.16)	(81.43)	(7.15)
TOTAL	(210.75)	(246.70)	57.48

DETAILS OF EMPLOYEE BENEFITS EXPENSE AS RESTATED
ANNEXURE – XXV
(₹ In Lakhs)

Particulars	For the year ended March 31,		
	2024	2023	2022
Directors' Remuneration	64.10	33.75	32.85
Salaries to Staff	306.66	213.43	118.10
Staff Welfare Expenses	20.16	21.55	7.20
Wages	143.14	57.02	40.96
Staff Transportation expense	8.83	19.83	11.69
Staff Uniform Expense	1.12	1.94	2.57
Contribution to PF and ESIC	5.94	5.64	3.67
Gratuity	17.59	6.58	3.72
TOTAL	567.54	359.74	220.76

DETAILS OF FINANCE COST AS RESTATED
ANNEXURE – XXVI
(₹ In Lakhs)

Particulars	For the year ended March 31,		
	2024	2023	2022
Bank Charges	23.04	7.56	9.96
Bank Interest-Term Loan & Car Loan	136.58	137.79	96.03
Bank Interest-CC limit	136.36	87.07	44.19
TOTAL	295.98	232.42	150.18

DETAILS OF DEPRECIATION & AMORTIZATION EXPENSE AS RESTATED
ANNEXURE – XXVII
(₹ In Lakhs)

Particulars	For the year ended March 31,		
	2024	2023	2022
Depreciation	397.39	393.08	378.81
TOTAL	397.39	393.08	378.81

DETAILS OF OTHER EXPENSES AS RESTATED
ANNEXURE – XXVIII
(₹ In Lakhs)

Particulars	For the year ended March 31,		
	2024	2023	2022
Manufacturing Expenses			
Boiler Running Expenses	23.32	19.48	2.71
Consumables	7.21	6.10	2.49
Contractor Labour Charges	173.52	267.63	87.64

Clearing and Forwarding	2.70	2.33	1.64
Die Cutting	1.85	0.43	0.48
Electricity & Water Expense	122.30	86.22	38.80
Generator Running Expenses	37.76	48.08	11.27
Laboratory Expenses	14.89	14.68	3.74
Loss By Fire Goods	-	-	16.73
Repairs (Plant & Machinery)	26.95	27.60	14.78
Testing Charges	18.54	4.81	1.10
Administrative & Selling Expenses			
Audit Fees	3.00	3.00	3.60
Advertising expenses	13.42	0.08	6.76
Business Promotion expense	47.53	27.66	16.14
Commission Expenses	9.92	30.38	23.78
Computer & Other repair & maintenance	0.62	1.81	0.37
Courier charges	0.72	0.08	1.93
Discount	0.23	5.44	2.07
Donation	0.11	0.22	0.21
Freight Outward	3.82	1.94	1.94
GST Expenses	2.60	10.53	-
Insurance Charges	4.50	7.02	5.39
Legal & Professional Expenses	8.40	5.15	2.85
Office Expenses	3.30	2.36	3.55
Printing & Stationery	7.71	5.79	0.71
Interest on Statutory Dues	0.70	1.09	7.43
Rate, Fees & Taxes	11.70	5.54	11.98
Rent	6.91	-	-
Sundry Balances written off	18.75	-	7.51
Security Charges	14.52	12.83	12.03
Software charges	0.99	0.17	-
Telephone & Internet expenses	3.91	1.43	2.03
Tour & Travelling expenses	15.68	17.37	0.85
Vehicle Running & Maintenance	10.65	9.27	10.95
TOTAL	618.73	626.52	303.46
Disclosure of Payment to Auditors as per Schedule III			
Statutory Audit Fee	3.00	3.00	3.00
Tax Audit Fee	-	-	0.60
Certification Fee	1.20	-	0.11

DETAILS OF OTHER INCOME AS RESTATED

**ANNEXURE – XXIX
(₹ In Lakhs)**

Particulars	For the year ended March 31,			Nature
	2024	2023	2022	
Other Income	9.76	20.78	11.77	-
Net Profit Before Tax as Restated	510.52	108.12	57.88	-
Percentage	1.91%	19.22%	20.34%	

Source of Income

Interest on Fixed Deposit	6.98	4.00	2.22	Recurring and not related to Business Activity
Profit on Sale of Fixed Assets	0.27	16.78	-	Non-Recurring and not related to Business Activity
Foreign Exchange Gain	1.20	-	-	Recurring and related to Business Activity
Drawback	1.05	-	-	Recurring and related to Business Activity
Miscellaneous Income	0.01	-	0.06	Non-Recurring and not related to Business Activity
Total Other income	8.45	20.78	2.22	

DETAILS OF CONTINGENT LIABILITIES AS RESTATED

ANNEXURE – XXX
(₹ In Lakhs)

Particulars	As at March 31		
	2024	2023	2022
TDS Dues	0.11	-	-
MSME Interest for overdue payments	9.08	-	-
TOTAL	9.19	-	-

DETAILS OF CAPITAL COMMITMENTS AS RESTATED

ANNEXURE – XXXI
(₹ In Lakhs)

Particulars	As at March 31		
	2024	2023	2022
Capital Commitments	30.00	14.73	13.83
TOTAL	30.00	14.73	13.83

AGEING OF TRADE PAYABLES AS RESTATED

ANNEXURE – XXXII
(₹ In Lakhs)

Particulars	As at March 31,		
	2024	2023	2022
Trade Payables			
Total outstanding dues of micro enterprises and small enterprises;	814.75	830.81	202.91
Total outstanding dues of creditors other than micro enterprises and small enterprises.	1,485.56	926.27	1,222.78
Total	2,300.31	1,757.08	1,425.69

A. Trade Payables Ageing Schedule

As at March 31, 2024

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i)MSME	814.75	-	-	-	814.75

(ii)Others	1,485.56	-	-	-	1,485.56
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total Dues	2,300.31	-	-	-	2,300.31
Unbilled Dues					-
Total Trade Payables					2,300.31

As at March 31, 2023

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i)MSME	830.81	-	-	-	830.81
(ii)Others	926.27	-	-	-	926.27
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total Dues	1,757.08	-	-	-	1,757.08
Unbilled Dues					-
Total Trade Payables					1,757.08

As at March 31, 2022

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i)MSME	202.91	-	-	-	202.91
(ii)Others	1,222.16	0.62	-	-	1,222.78
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total Dues	1,425.08	0.62	-	-	1,425.69
Unbilled Dues					-
Total Trade Payables					1,425.69

Disclosures required under Micro, Small and Medium Enterprise Development Act, 2006:

ANNEXURE – XXXIII

On the basis of confirmation obtained from the supplier who are registered themselves under the Micro, Small and Medium Enterprise Development Act, 2006 (MSMED Act, 2006), details are as below:

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
a. The principal amount remaining unpaid to any supplier at the end of the year	814.75	830.81	202.91
b. Interest due remaining unpaid to any supplier at the end of the year	9.08	-	-

c. The amount of interest paid by the buyer in terms of section 16, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	-	-	-
d. The amount of interest due and payable for the period of delay in making payment	-	-	-
e. The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-	-
f. The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23	-	-	-

AGEING OF TRADE RECEIVABLES AS RESTATED

ANNEXURE – XXXIV

(₹ in Lakhs)

Particulars	As at March 31,		
	2024	2023	2022
Trade Receivables			
Unsecured, Considered Good	2,543.44	1,901.84	1,931.03
Unsecured, Considered Doubtful	-	5.68	-
Total	2,543.44	1,907.53	1,931.03

Ageing of Trade Receivables are as follows:

As at March 31, 2024

Particulars	Outstanding for following periods from date of transaction					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	2,221.02	314.51	6.58	0.49	0.85	2,543.44
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-

As at March 31, 2023

Particulars	Outstanding for following periods from date of transaction					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	1,887.13	0.31	0.49	-	0.85	1,888.78

(ii) Undisputed Trade Receivables – considered doubtful	5.68	-	-	-	-	5.68
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	13.06	-	13.06

As at March 31, 2022

Particulars	Outstanding for following periods from date of transaction					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	1,642.98	190.11	3.78	81.11	-	1,917.97
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	13.06	-	-	13.06

DISCLOSURE PURSUANT TO AS 15 (REVISED) "EMPLOYEE BENEFITS"

ANNEXURE – XXXV

GRATUITY LIABILITY

Particulars	For the year ended March 31,		
	2024	2023	2022
Salary Growth	7.00%	7.00%	7.00%
Discount Rate	7.10%	7.40%	6.80%
Mortality Rate	Indian Assured Lives Mortality (2012-14)	Indian Assured Lives Mortality (2012-14)	Indian Assured Lives Mortality (2012-14)
Retirement age	60 years	60 years	60 years

Reconciliation of Defined Benefit Obligation

(₹ In Lakhs)

Particulars	For the year ended March 31,		
	2024	2023	2022
Opening Defined Benefit Obligation	13.28	6.70	2.98
Current service cost	11.73	6.43	3.46
Interest cost	0.94	0.50	0.20
Actuarial loss (gain)	4.92	(0.35)	0.06
Benefits paid	-	-	-
Closing Defined Benefit Obligation	30.87	13.28	6.70

Expenses Recognized in Profit & Loss Account

Particulars	For the year ended March 31,		
	2024	2023	2022
Current Service Cost	11.73	6.43	3.46
Interest on Obligation	0.94	0.50	0.20
Net Actuarial Loss/(Gain)	4.92	(0.35)	0.06
Total included in 'Employee Benefit Expense'	17.59	6.58	3.72

Bifurcation of Liability as per Schedule III

Particulars	For the year ended March 31,		
	2024	2023	2022
Current Liability	0.57	0.24	0.12
Non-Current Liability	30.30	13.03	6.57
Net Liability	30.87	13.28	6.70

DETAILS OF RELATED PARTY TRANSACTION AS RESTATED

ANNEXURE – XXXVI

(₹ In Lakhs)

Particulars	Nature of Relationship	Nature of Transaction	Amount of transaction during the period ended March 31, 2024	Amount outstanding as on March 31, 2024 (Payable)/ Receivable	Amount of transaction during the period year March 31, 2023	Amount outstanding as on March 31, 2023 (Payable)/ Receivable	Amount of transaction during the period year March 31, 2022	Amount outstanding as on March 31, 2022 (Payable)/ Receivable
Ashish Gulati	Managing Director	Director Remuneration	44.90	(8.81)	33.00	(9.56)	24.00	(14.40)
		Loan received	-		0.66		5.00	
		Loan repaid	5.00		6.00		-	
Gaurav Kumar	Additional Director (from 29-12-2023 to 14-03-2024)	Director Remuneration	10.05	(1.60)	-	-	-	-
Pradeep Singh	Additional Director (w.e.f. 09-10-2023)	Director Remuneration	2.67	(0.44)	-	-	-	-
Harsh Gulati	Director (upto 9.10.23)	Loan repaid	-	(292.35)	-	(292.35)	17.90	(292.35)
Usha Gulati	Director (upto 9.10.23)	Loan repaid	-	(264.50)	-	(264.50)	32.14	(264.50)
Pooja Singh	Additional Director (w.e.f. 14-03-2024)	Director Remuneration	0.19	(0.19)	-	-	-	-
Mushtaque Ahmad	Additional Director (upto 05-01-2024)	Director Remuneration	6.30	-	7.20	(0.67)	-	-
Neha D Gulati	Relative of Director	Salary	24.90	(1.26)	10.95	(1.05)	8.40	(0.70)

Amit Upadhyay	Additional Director (upto 28.04.2022)	Salary	-	-	0.75	-	8.85	(0.75)
Shinto Organics Private Limited	Associate Concern	Purchases	47.23	14.61	26.72	58.03	11.98	131.69
		Sales	125.35		156.22		101.71	
Ascot Biolabs Pvt Ltd	Associate Concern*	Loan Given	3.00	3.12	-	-	-	-
		Interest on Loan	0.12					
Astonea One Private Limited	Associate Concern*	Sales	71.19	89.93	-	-	-	-
		Loan Given	52.00		-	-	-	-
		Loan repayment received	25.00		-	-	-	-
		Advances	9.00					
		Reimbursements	0.63		-	-	-	-
		Interest received	0.13		-	-	-	-
Chemist India Limited	Associate Concern*	Purchases	-	-	20.98	58.91	5.47	69.83
		Sales	-		65.81		75.67	

*Companies in which director or his relative is holding shares or is a Director

STATEMENT OF TAX SHELTERS

ANNEXURE – XXXVII

(₹ In Lakhs)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Profit before tax as per books (A)	510.52	108.12	57.88
Income Tax Rate (%)	25.17%	27.82%	27.82%
MAT Rate (%)	16.69%	16.69%	16.69%
Tax at notional rate on profits	128.49	30.08	16.10
Adjustments :			
Permanent Differences(B)			
<u>Expenses disallowed / (allowed) under Income Tax Act, 1961</u>			
Disallowance u/s 37	0.81	2.63	7.50
Disallowance u/s 36(1)(va)	0.89	-	0.39
Disallowance u/s 40(a)(ia)	-	0.49	1.08
Classified to other head of income	-0.27	-16.78	-
Deviation u/s 145	15.02	28.74	49.46
Total Permanent Differences(B)	0.81	2.63	7.50
Timing Differences (C)			
Provision for Employee Benefits (net of actual payment/ reversal)	17.59	6.58	3.72
Difference between tax depreciation and book depreciation	101.82	75.07	(7.72)
Total Timing Differences (C)	119.41	81.65	(4.00)
Net Adjustments D = (B+C)	120.21	84.28	3.50
Tax expense / (saving) thereon	30.26	23.45	0.97
Taxable Income/(Loss) as per Income Tax (A+B+C)	630.73	192.40	61.38
Profit before Tax as per Books	510.52	108.11	57.88
Unabsorbed Depreciation	-	-	-
Provision for Employee Benefits	17.59	6.58	3.72
Income computed as per Section 115 JB	528.11	114.70	61.60
MAT as per Section 115JB	88.15	19.15	9.61
Income Tax as per Normal Provisions	162.68	56.99	31.24
Income Tax as returned/computed (Higher of normal tax or MAT)	162.68	56.99	31.24
Tax paid as per Normal provision or MAT	Normal	Normal	Normal

SIGNIFICANT ACCOUNTING RATIOS AS PER SCHEDULE III

ANNEXURE – XXXVIII

Particulars	Numerator	Denominator	As at March 31,			% change from March 23 to March 24	% change from March 22 to March 23	% change from March 21 to March 22
			2024	2023	2022			
Current Ratio	Current Assets	Current Liabilities	1.13	1.17	1.36	-2.99%	-13.99%	17.74%
Debt Equity Ratio	Borrowings (including current maturities)	Average Shareholders Equity	2.16	2.81	3.38	-23.21%	-16.88%	56.55%
Debt Service Coverage Ratio	Earnings available for debt service	Debt Service	0.58	1.09	1.62	-46.50%	-32.54%	-28.10%
Return on Equity	Profit after Tax	Average Total Equity	37.86%	8.50%	3.40%	345.38%	149.69%	-90.91%
Inventory Turnover Ratio	Cost of Goods Sold	Average Inventory	3.23	4.64	7.08	-30.52%	-34.44%	-20.00%
Trade Receivable Turnover Ratio	Revenue from operations	Average Trade Receivables	3.60	3.49	2.49	3.14%	40.24%	-59.05%
Trade Payable Turnover Ratio	Purchases	Average Trade Payables	3.16	3.72	2.64	-15.21%	41.22%	-46.48%
Net Capital Turnover Ratio	Revenue from operations	Working Capital	12.92	9.46	6.32	36.56%	49.74%	-60.79%
Net Profit Ratio	Net Profit	Revenue from Operations	4.75%	0.99%	0.83%	378.88%	19.86%	-90.52%
Return on Capital Employed	Earnings before interest and tax	Capital Employed (including current maturities)	22.95%	10.83%	6.02%	111.99%	79.76%	-72.79%
*Return on Investment	Interest Income	Investment	-	-	-	NA	NA	NA

***The company does not have any income generated on investments.**

Remarks for Movement in Ratios by more than 25%

Particulars	March 23 to March 24	March 22 to March 23	March 21 to March 22
Current Ratio	Deviation less than 25%	Deviation less than 25%	Deviation less than 25%
Debt Equity Ratio	Deviation less than 25%	Deviation less than 25%	Deviation is due to increase in borrowings, taken for Plant expansion
Debt Service Coverage Ratio	Deviation is due to increase in operating profit, and pre-payment of loan taken for plant expansion	Deviation is due to increase in repayment of loans	Deviation is due to increase in borrowings, taken for Plant expansion
Return on Equity	Deviation is due to increase in operating profit	Deviation is due to increase in operating profit	Deviation is due to increase in debts taken for capital expansion
Inventory Turnover Ratio	Deviation is due to increase in sale and increase in purchase order	Deviation is due to increase in sale and increase in purchase order	Deviation less than 25%
Trade Receivable Turnover Ratio	Deviation less than 25%	Deviation is due to decrease in debtors collection	Deviation is due to increase in debtors collection and no change in sales
Trade Payable Turnover Ratio	Deviation less than 25%	Deviation is due to increase in credit purchases	Deviation is due to increase in trade payables
Net Capital Turnover Ratio	Deviation is due to increase in turnover	Deviation is due to increase in turnover	Deviation is due to increase in working capital
Net Profit Ratio	Deviation is due to increase sales and earnings	Deviation less than 25%	Deviation is due to increase in debts taken for capital expansion
Return on Capital Employed	Deviation is due to increase in operating profit	Deviation is due to increase in operating profit	Deviation is due to increase in debts taken for capital expansion
Return on Investment	NA	NA	NA

DETAILS RELATED TO BORROWINGS SECURED AGAINST CURRENT ASSETS

ANNEXURE – XXXIX

(₹ In Lakhs)

Particulars	Amount as per Books	Amount as per quarterly statement	Differences	Reason for material variation
For the quarter ended March 31, 2024				Variation in Trade Payable and Trade Receivable is on account of following reasons : i) Advances from Customer / to suppliers have been net off with Gross Balance of Debtors / Creditors while submitting quarterly statements to Bank. ii) The company has a practice of recording PDCs (post dated cheques) received / issued in books affecting value of debtors / creditors. The same effect has been removed in yearly financials. iii) Variation in inventory as on 31.3.23 is due to GST
- Trade Receivables	2,543.44	2,524.36	15.94	
- Inventories	2,484.39	2,432.35	62.89	
- Trade Payable	2,300.31	2,103.23	117.44	
For the quarter ended December 31, 2023				
- Trade Receivables	2,050.53	2,103.58	(53.05)	
- Inventories	1,847.00	1,847.00	-	
- Trade Payable	2,055.47	2,137.79	(82.32)	
For the quarter ended September 30, 2023				
- Trade Receivables	1,722.53	1,737.58	(15.05)	
- Inventories	1,677.03	1,677.03	-	
- Trade Payable	1,437.10	1,368.77	68.33	
For the quarter ended June 30, 2023				
- Trade Receivables	2,045.00	2,063.86	(18.86)	
- Inventories	1,346.56	1,346.56	-	
- Trade Payable	1,666.00	1,351.43	314.57	
For the quarter ended March 31, 2023				
- Trade Receivables	1,907.53	1,800.47	(8.20)	
- Inventories	1,664.70	1,889.56	(224.86)	
- Trade Payable	1,757.08	1,412.10	127.78	
For the quarter ended December 31, 2022				
- Trade Receivables	1,722.40	1,520.62	201.78	
- Inventories	1,698.73	1,698.73	-	
- Trade Payable	1,448.00	1,319.45	128.55	
For the quarter ended September 30, 2022				
- Trade Receivables	1,523.85	1,422.74	101.11	
- Inventories	1,346.07	1,346.07	-	
- Trade Payable	1,109.19	1,129.04	(19.85)	
For the quarter ended June 30, 2022				
- Trade Receivables	2,026.52	1,848.90	177.62	
- Inventories	1,334.41	1,334.41	-	
- Trade Payable	1,705.44	1,910.08	(204.64)	

				value being included in it while submitting to bank. iv) Other variations if any are due to routine book closure process which is normally concluded post filing of statements with bank.
For the quarter ended March 31, 2022				
- Trade Receivables	1,931.03	1,799.62	85.69	
- Inventories	712.28	649.52	63.28	
- Trade Payable	1,425.69	1,425.58	(218.26)	
For the quarter ended December 31, 2021				
- Trade Receivables	750.04	786.08	(36.04)	
- Inventories	654.51	654.51	-	
- Trade Payable	591.06	621.71	(30.65)	
For the quarter ended September 30, 2021				
- Trade Receivables	508.90	594.67	(85.77)	
- Inventories	460.13	460.13	-	
- Trade Payable	224.48	275.88	(51.40)	
For the quarter ended June 30, 2021				
- Trade Receivables	439.65	500.44	(60.79)	
- Inventories	439.58	439.58	-	
- Trade Payable	112.61	163.31	(50.70)	

ANNEXURE XL

ADDITIONAL REGULATORY INFORMATION AS PER SCHEDULE III TO COMPANIES ACT, 2013:

- 1) All the title deeds of immovable properties are held in the name of company.
- 2) The company has not revalued Property, Plant and Equipment.
- 3) The Company has not granted loans or advances in the nature of loans are granted to promoters, Directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are:(a) repayable on demand or (b) without specifying any terms or period of repayment.
- 4) The company was having CWIP as at March 31, 2024. Ageing of the same has been provided in Note 14
- 5) The Company does not have any intangible asset under development.
- 6) No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
- 7) The statements of current assets filed by the company are in agreement with books of accounts without any material deviation except as provided in Note 39
- 8) The company is not declared as wilful defaulter by any bank or financial institution or other lender.
- 9) The company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- 10) 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
- 11) There are no charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period.
- 12) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- 13) The Company has complied with the number of layers prescribed under the Companies Act, 2013.

DETAILS OF ACCOUNTING RATIOS AS RESTATED

ANNEXURE - XLI

(₹ In Lakhs, except per share data)

Sr. No	Particulars	For the year ended March 31,		
		2024	2023	2022
	Calculation of Earning Per Share			
A	Restated Profit after Tax as per Profit & Loss Statement	380.98	66.52	24.88
B	Weighted Average Number of Equity Shares at the end of the Year (after effect of bonus shares issued on March 9, 2024)	76,00,000	76,00,000	76,00,000
	Earnings Per Share			
C	Adjusted EPS - after bonus (A / C * 100000)	5.01	0.88	0.33
	Calculation of Return on Net worth			
D	Net Worth	1,196.75	815.77	749.25
E	Return on Net Worth (%)	31.83%	8.15%	3.32%
F	Net Asset Value Per Share (Rs) - after bonus and split (J / C * 100000)	15.75	10.73	9.86
G	Nominal Value per Equity share (Rs.)	10.00	10.00	10.00

Notes:-

- 1) 36,00,000 Bonus shares were issued on March 9, 2024 in the ratio of 9:10 (9 shares for every 10 share).

CAPITALISATION STATEMENT AS AT MARCH 31, 2024

ANNEXURE – XLII

(₹ In Lakhs)

Particulars	Pre Issue	Post Issue
Borrowings		
Short term debt (A)	2,249.85	2,249.85
Long Term Debt (B)	1,989.87	1,989.87
Total debts (C)	4,239.71	4,239.71
Shareholders' funds		
Equity share capital	760.00	-
Reserve and surplus - as restated	436.75	-
Total shareholders' funds	1,196.75	-
Long term debt / shareholders funds	1.66	-
Total debt / shareholders funds	3.54	-

Notes:

- 1) The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at March 31, 2024.
- 2) Short term Debts includes current maturities of long-term debt.
- 3) For post issue Capitalization calculation will be considered on the allotment of shares in the IPO.

OTHER FINANCIAL INFORMATION

The audited financial statements of our Company for the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022 and their respective Audit reports thereon (Audited Financial Statements) are available at www.astonea.org.

Our Company is providing a link to this website solely to comply with the requirements specified in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018. The Audited Financial Statements do not constitute, (i) a part of this Draft Red Herring Prospectus, Red Herring Prospectus or Prospectus, a statement in lieu of a prospectus, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, or any other applicable law in India or elsewhere in the world. The Audited Financial Statements should not be considered as part of information that any investor should consider subscribing for or purchase any securities of our Company and should not be relied upon or used as a basis for any investment decision. Neither our Company, nor BRLM, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations are given below:

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Profit After Tax (₹ in lakhs)	380.98	66.52	24.88
Basic & Diluted Earnings per Share (Rs.)	5.01	0.88	0.33
Return on Networth (%)	31.83%	8.15%	3.32%
NAV per Equity Shares	15.75	10.73	9.86
Earnings before interest, tax, depreciation and amortization (EBITDA)	1171.09	705.28	565.14

FINANCIAL INDEBTEDNESS

Our Company avails credit facilities in the ordinary course of our business. Pursuant to our Articles of Association, subject to applicable law, the Board may from time to time at its discretion raise to borrow or secure payment of any sum of money in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of debentures or bonds of the Company or by mortgage charged upon all or any of the properties of the company both present and future including its uncalled capital for the time being.

Further, pursuant to special resolution passed in the Extra Ordinary General Meeting of our Company held on June 22, 2024, the board of directors has been authorized to borrow money in excess of the aggregate of the paid-up share capital and free reserves of the company, provided that the total amount borrowed and outstanding at any point of time (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed the sums of Rs. 250 crores.

As on March 31, 2024, our Company has total outstanding secured borrowings from banks aggregating to Rs. 3678.31 Lakhs. The details of the indebtedness of our Company, are provided below:

(₹ in lakhs)

S. No.	Category of borrowing	Purpose	Sanctioned date/Agreement date/letter of intent	Validity	Rate of interest	Sanctioned amount	Outstanding amount as on March 31, 2024
(A)	Fund Based Borrowings						
(i)	Term Loans						
	SIDBI - Term Loan under AROG (SIDBI Assistance to MSMEs for Recovery & Organic Growth during COVID19 pandemic)	Purchase of Plant and Machinery	16.06.2021	48 Months	6.00%	187.84	101.90
	SIDBI Term Loan under 4E Financing scheme	Purchase of plant and machinery	30.01.2024	75 Months	8.00%	250.00	178.54
	SIDBI- Term loan under ARISE (Assistance to re-energize	Acquisition of plant and machinery	12.10.2022	54 Months	7.75%	127.00	99

S. No.	Category of borrowing	Purpose	Sanctioned date/Agreement date/letter of intent	Validity	Rate of interest	Sanctioned amount	Outstanding amount as on March 31, 2024
	capital investment by SMEs) Scheme						
	HDFC Bank Limited – Term Loan	Closure of UBI and RBL loan	31.10.2023	120 months	8.75%	1233.00	1215.85
	HDFC Bank Limited- Vehicle loan	Commercial vehicle loan	30.06.2022	60 Months	7.76%	17.19	12.18
	RBL Bank– Term Loan ⁽²⁾	Business use	28.03.2022	180 Months	9.25%	600.00	-
	Union Bank of India – Term Loan (UGECL) ⁽¹⁾	For working capital requirements	06.07.2020	36 Months	7.50%	140.00	-
	Union Bank of India – Term Loan ⁽³⁾	Business use	27.09.2022	73 Months	6.15%	640.44	-
	Union Bank of India – Working Capital Term Loan (UGECL 1.0) ⁽³⁾	For working capital requirements	27.09.2022	60 Months	7.5%	237.00	-
	Total A(i)					3432.47	1607.47
(ii)	Cash Credit						
	Union Bank of India – Cash Credit ⁽³⁾	For availing cash credit facilities as per requirements	27.09.2022	72 months	6.15%	1500.00	-
	HDFC Bank Limited – Cash Credit	Business use	27.10.2023	12 Months	8.75%	1100.00	1245.18
	Total A(ii)					2600.00	1245.18
(iii)	Bank Overdraft						
	HDFC Bank- Secured dropline	Closure of UBI loan	31.10.2023	120 months	8.75%	900.00	825.66

S. No.	Category of borrowing	Purpose	Sanctioned date/Agreement date/letter of intent	Validity	Rate of interest	Sanctioned amount	Outstanding amount as on March 31, 2024
	overdraft facility						
	Total A(iii)					900.00	825.66
	Total A(i) + A(ii) + A(iii)					6932.47	3678.31
(B)	Non-Fund Based Borrowings						
	-	-	-	-	-	-	-
	Total (B)					-	-
	Total secured borrowings (A) + (B)					6932.47	3678.31

As certified by Avnish Sharma & Associates, Chartered Accountants, our Statutory Auditor, pursuant to their certificate dated August 9, 2024.

Notes:

- (1) The term loan for the purpose of fulfilling working capital requirements, from Union Bank of India has been satisfied on 17.05.2022. Memorandum of satisfaction of charge has been issued as of 25.05.2022, by Registrar of Companies, Chandigarh.
- (2) The term loan for the purpose of Business use, from RBL has been satisfied on 18.03.2024.
- (3) Loan facility amounting to ₹2377.44 lakhs from Union Bank of India for the purpose of availing various facilities has been satisfied on 26.02.2024. Memorandum of satisfaction of charge has been issued as of 06.03.2024, by Registrar of Companies, Chandigarh.

As on March 31, 2024, the Company had aggregate outstanding unsecured loans of ₹ 561.41 Lakhs. A brief summary of the same is set forth below:

(₹ in lakhs)

S. No.	Category of borrowing	Sanctioned amount	Rate of Interest	Tenure of Loan (In Months)	Outstanding amount as on March 31, 2024
A	From Directors				
	Ashish Gulati	9.56	-	-	4.56
	Harsh Gulati	292.35	-	-	292.35
	Usha Gulati	264.50	-	-	264.50
	Total	566.41			561.41

Principal terms of the borrowings availed by us:

The details provided below are indicative and there may be additional terms, conditions, and requirements under the various financing documentation executed by us in relation to our indebtedness.

1. **Interest:** In terms of the facilities availed by us, the interest rate is typically the base rate of a specified lender and spread per annum. The spreads are different for different facilities. The interest rates for the loans availed by our Company typically range from 6.00 % per annum to 8.75% per annum. This includes term loans, secured dropline overdraft facility, cash credit and vehicle loan.
2. **Validity/Tenor:** The cash credit facility and overdraft facility are typically repayable on demand of the lender, however the entire outstanding balance of overdraft facility as at the end of the tenure shall, if not demanded/recalled earlier by the bank, be repayable/payable by the borrower on the last business day of the tenure. The validity of term loan, overdraft facility and vehicle loan ranges from 12 months to 120 months.
3. **Security:** In terms of some of our loan facilities, we are required to inter alia:
 - A. Hypothecation of machineries for which loan has been obtained

S. No	Description of the assets	Other details /marks /numbers
1.	AHU-CFM-3000	One
2.	Tablet Pressing Machine	One
3.	Blister Packing Machine	One
4.	Tablet Coating Machine	One
5.	100 Kw Solar Power Plant	One
6.	ALU-ALU PVC-ALU	One
7.	SS Octagonal Blender 1250 ltrs. Capacity (GMP model SS 316 with 7.5 HP Motor, Warm Reduction Gear Box, SS control Pannel) & PLC Pannel	One
8.	Pouch Packaging Machine (model MB 160 800 4T AFS) with SS Air Receiver Tank, Static Charge Eliminator & Thermal Transfer Printers	One
9.	NOM Double Cone Blender SS316 with AC drive	One
10.	Blister Packaging Machine EPI – 2000	One
11.	10/12 Track (SE310) GMP model Strip Packing M/c with one set off change part	One
12.	Laminar Flow Machine	One
13.	BBQS ALU	One
14.	4 Track VFFS Machine (Liquid Sachet)	One
15.	HPLC	One
16.	Sachet Packing Machine	Three
17.	Tablet Dissolution Test Apparatus	One

- B. Vehicle is hypothecated for which loan facility has been availed
 - C. Hypothecation of plant, machinery, equipment, tools, spares, accessories, miscellaneous fixed assets, and all other movable assets both present and future whether installed or not and whether now lying loose or which are now lying or stored in or about or shall hereafter from time to time during the continuance of the security of these presents be brought into or upon or be stored or be in or about the Company's premises, factory, showrooms, and godowns at Village Haripur, Tehsil Raipur- Rani, District Panchkula, Haryana 134204 or wherever else the same may be or be held by any party to the order or disposition of the Company or in the course of transit or on high seas or on order of delivery, howsoever and wheresoever in the possession of the Company and either by way of substitution or addition (Except book debts and current assets)
 - D. Pledge of SIDBI FDR of Rs. 47.00 Lakhs
 - E. Fresh SIDBI FDR of 75 lakhs to be a lien in favour of SIDBI
 - F. Extension of charge on existing FDR of Rs 47 Lakh created under term loan of Rs. 187.84 lakh under AROG scheme (present value Rs. 51.75 lakh renewed on 20.06.2023)
 - G. Extension of charge on existing FDR of 38 lakh created under term loan of Rs. 127 lakhs under ARISE scheme (present value Rs. 39.91 lakh last renewed on 04.10.2023)
 - H. Land measuring 18 Kanal 2 Marla bearing Khata No. 193/211, Khasra No. 45/6(7-7), 7(7-7), 8 (3-8), Kitta-3 Village Haripur HB No. 13 Tehsil Raipur Rani, Panchkula, Haryana 34114
 - I. Irrevocable, unconditional joint and several personal guarantee from Mr. Harsh Gulati, Mrs. Usha Gulati and Mr. Ashish Gulati
4. **Penal Interest:** The loan facilities availed by us from SIDBI prescribe a penalty of 2% per annum for the period of default in case of non-compliance of certain obligations by us. These include, inter alia, breach of non-payment of instalments, breaching any provisions as set forth in the loan documentation entered with the lenders or default in the performance of the obligations set forth in such loan documentation, etc. HDFC bank charges 18% penalty on delayed instalment payment charges and penal interest on loan availed from HDFC Bank is 2% Penal interest levy over existing rate of interest for:
- A. Non-submission of documents for renewal of credit facilities.
 - B. Non-submission of stock statement.
 - C. Non-submission of stock and property insurance policy including renewal policy.
 - D. Non-compliance in documentation for the credit facility
 - E. Non-compliance of sanction terms.
5. **Pre-payment penalty:** The facilities availed by our Company allow pre-payment. SIDBI charges a pre-payment penalty of 3% on the loan outstanding plus applicable GST. Further HDFC Bank Limited charges any penalty on the pre-payment of the outstanding loan.
- A. HDFC Bank Limited (dropline overdraft facility) charges:**
- (i) 4% of the applicable operating limit (month in which discontinued) within 12 months from the date of execution of the agreement

- (ii) 2% of the applicable operating limit (month in which discontinued) after 12 months from the date of execution of the agreement
- (iii) No premature closure charges on floating rate loans to Micro & Small Enterprise certified borrowers if loan is closed from own source of funds.

B. HDFC Bank Limited (term loan) charges:

- (i) No penalty for part pre-payment once during a financial year only if the amount being prepaid doesn't exceed 25% of principal amount outstanding at the time of such prepayment. Once at a time and above 25% charges will be applicable as follows 2.5% on the loan outstanding plus applicable GST.
- (ii) No prepayment charges will be applicable for payments made post 60 months from the date of last disbursement of the loan.

C. HDFC Bank Limited (cash credit facility) charges:

- (i) Pre-payment charges of 4% shall be chargeable

6. **Repayment:** The cash credit facility and overdraft facility are typically repayable on demand. The term loans and vehicle loan are repayable in structured instalments.

7. **Restrictive covenants:** The company shall give notice to the bank for undertaking the below-mentioned activities:

- (i) Create or permit to subsist any encumbrance over all or any of the present or future properties, assets (whether movable or immovable, tangible or intangible) or revenues or receivables of the Company including the secured assets in favour of any persons;
- (ii) The Company shall not permit any act whereby the security/hypothecated assets, expressly given to the bank shall in any way be prejudicially affected or whereby any distress or attachment or execution may be levied thereon by any creditor or other person including any government or municipal authority or body;
- (iii) Changes in the nature or scope of the project shall not be implemented or funds committed;
- (iv) Material modification or cancellation of the Company's agreement with its machineries, suppliers, collaborators, technical consultants, and suppliers of raw materials;
- (v) The Company shall not without prejudice to the end use of the loan as stated in the agreement, the Company shall not grant to its subsidiary/associate companies/firms without the prior approval of the board of directors and bank, interest-free loans or loans at the rate of interest lower than at which the Company has borrowed funds from SIDBI or any other bank or financial institution;
- (vi) The Company shall not induct a person who is a director/partner on the board of a company concern/in the firm which has been identified as a wilful defaulter in terms of RBI guidelines and that in case such person is found to be associated with the Company, it would take expeditious and effective steps for removal of the person from the board;
- (vii) The Company shall not remove any person, by whatever name called, exercising substantial power of management of the affairs of the Company at the time of execution of the agreement nor any commission shall be paid to any such person in any year unless all the dues of SIDBI in that year have been paid to the satisfaction of bank;
- (viii) The Company shall not allow its promoter, their friends, or associated to transfer their shares in the Company's capital without prior written approval;
- (ix) The Company shall not recognize or register any transfer of shares in the Company's capital made or to be made by the aforesaid persons without bank's prior written approval;
- (x) Withdraw from its business, any unsecured loans brought in by directors/ partners/ proprietor/ co-parceners, relatives and friends (as the case may be), during the tenure of the facility;
- (xi) Until the Company repays the entire dues, the Company shall not, without the prior written consent of bank, remove or cause or permit to remove the hypothecated assets from the place/ premises where the same are presently kept or lying or to which the same may, hereafter be

- removed or taken with the consent of bank or promoters, directors, or principal shareholders and their friends and relatives by way of deposits /loans and advances;
- (xii) Create, incur or assure any further borrowings, accept any deposits, whether secured or unsecured from any person whether bank or financial institution or otherwise or assume guarantee or stand as surety, endorse or in any manner become directly or contingently liable for or in connection with the obligation of any person or issue any letter of comfort on behalf of any person (including any group companies);
 - (xiii) Pay any monies by way of interest or any other obligations under any unsecured facilities from any bank or financial institution or otherwise so long as there are any monies owed by and due from the Company to the bank;
 - (xiv) The Company shall not pay any commission to its promoters, directors, managers, or other persons for furnishing guarantees, counter-guarantee, or indemnities or for undertaking any other liability in connection with any financial assistance obtained for or by the Company or in connection with any other obligation undertaken for or by the Company for the purpose of the project;
 - (xv) Not declare or pay any dividend to its shareholders during any financial year unless it has paid all the dues to SIDBI up to the date on which the dividend is proposed to be declared or paid or has made satisfactory provisions therefore;
 - (xvi) Not withdraw any amount from the profits unless it has paid all the dues to the bank up to the date on which such amounts are withdrawn, without obtaining prior written consent from the bank;
 - (xvii) Not create any subsidiary or permit any company to become its subsidiary;
 - (xviii) Not undertake or formulate or Permit or effect, any buy-back, de-merger, reduction in capital, sale of any undertaking, reorganization, scheme, arrangement or compromise with its creditors or shareholders, or any scheme of amalgamation or reconstruction; provided that this provision shall not prohibit the repurchase of stock of former employees, directors or consultants pursuant to stock repurchase agreements;
 - (xix) Not make any investments by way of deposits, loans, share capital, etc. in any concern;
 - (xx) Not revalue its assets at any time during the currency of the loan;
 - (xxi) Not carry on any general trading activity other than the sale of its own product;
 - (xxii) The company shall not have any accounts with other banks / financial institutions;
 - (xxiii) Voluntarily or involuntarily sell, transfer, grant, lease or otherwise dispose of or deal with, all or substantially all of its properties or assets or any division thereof in favour of any persons;
 - (xxiv) Effect or permit
 - (xxv) the winding-up or dissolution of the Company including voluntary winding up or file an application against itself, before any forum under the Insolvency and Bankruptcy Code, 2016; or
 - (xxvi) the appointment of a liquidator, administrator, trustee or receiver or similar officer or institution over the Company or the whole or any part of their undertaking, assets and/or properties; or
 - (xxvii) Subject to the other provisions of this Agreement, amend, effect any amendment or allow any amendment to be made to the constitutional documents of the Company where such amendment could negatively impact the payment of any obligations.
 - (xxviii) Effect any change in the Company's capital structure or share holding pattern or effect any change in the management set up (including resignation of promoter directors) or ownership interest structure where the shareholding by the existing promoter(s) or capital control or ownership interest of the partners including managing partner (as the case may be), directly or indirectly, legally or beneficially, gets diluted below the present level in any manner whatsoever;
 - (xxix) Undertake any new project, implement any scheme of expansion/diversification or capital expenditure or acquired fixed assets;
 - (xxx) Enter into any contractual obligation of a long-term nature or which, in the assessment of the Bank, is detrimental to Bank's interest;
 - (xxxi) Change the practice with regard to remuneration of directors by means of ordinary, remuneration or commission, scale of sitting fees etc.;

- (xxxii) Borrower (i.e. Mr. Ashish Gulati and Mr. Pradeep Singh) shall not leave India for employment or business or for long term stay abroad or change the nature of the current business, employment, profession, trade without fully repaying the outstanding balances;
- (xxxiii) not utilize the overdraft facility for any other purposes, other than those as stated in the application form or as represented in the overdraft facility agreement.
- (xxxiv) not apply for any duplicate Registration Certificate for the asset otherwise than by delivering the application thereof to the bank for endorsing its charge on the asset.

8. **Events of default:** Borrowing arrangements entered by our Company contain standard events of default, including:

- (i) Default in repayment of principal sums of loan, interest, and instalments;
- (ii) Loan account declared as NPA;
- (iii) Default in performance of covenants or any obligation or terms and conditions under the loan agreement and the related security documents and such default has been continued for a period of thirty days after notice in writing thereof;
- (iv) Any representation or statement made by the Company being found to be materially incorrect or the Company repudiates the loan agreement and/or the transaction documents or does or causes to be done any act or thing evidencing an intention to repudiate the loan agreement and/or the transaction documents or any term, condition, provision including any representation or warranty contained in the transaction documents;
- (v) If the Company is unable or has accepted in writing its inability to pay its debts or if there is reasonable apprehension that the Company is unable to pay its debts or proceedings for taking it into liquidation, either voluntarily or otherwise, may be or have commenced;
- (vi) Charge or security created in favour of the bank having become enforceable for any reason is not remedied by the Company to the satisfaction of the bank within a period of 15 days or extended time granted by the bank or the occurrence of any act or circumstances which could materially jeopardize, in any way, the security created in favour of the bank;
- (vii) The business of the Company is conducted in a manner opposed to the public policy or in a manner prejudicial to the bank's interest;
- (viii) The Company undertakes any new project/expansion without prior consent of the bank;
- (ix) Diversion of funds/amount of loan/advance or attempt to divert the same, so disbursed/paid;
- (x) Change in its constitution, more particularly in promoters, directors, or the core management team or any merger/acquisition/ amalgamation without the previous written permission of the bank;
- (xi) Non-furnishing of the financial information as defined in the Insolvency and Bankruptcy Code, by Company/guarantor/mortgagor to National E-Governance Services Limited or any other information utility;
- (xii) The Company has voluntarily or otherwise has become subject of proceedings under any bankruptcy code or the death, insolvency, winding up or dissolution of the Company or failure in business, commission of an act of bankruptcy. death of any guarantor(s) the appointment of a liquidator, administrator, trustee or receiver or similar officer or institution over, or the liquidation of, the Company or the whole or any part of their undertaking, assets and properties;
- (xiii) Execution or distress or other process being enforced or levied upon or against the whole or part of the Company's property whether secured or not;
- (xiv) Default in payment to its staff, vendors, or clients, if any, electronically except for office petty cash requirement;
- (xv) Not allowing its office to be inspected in the matter of financial transactions by persons authorized by the bank;
- (xvi) Non-payment of monies payable by the Company to SIDBI as to enable SIDBI to realise at par the amount on or before the relative due date;
- (xvii) Interest amounting to at least Rs. 1.00 lakh has been in arrears and unpaid for thirty days after becoming due;
- (xviii) If the properties and assets offered to the bank as security for the loan have not been kept insured by the Company or depreciate in value to such an extent that, in the opinion of the

- bank, further security to the satisfaction of the bank should be given and on advising the Company to that effect such security has not been given to the bank.
- (xix) Create or attempt or purport to create any mortgage, charge, pledge, hypothecation or lien or encumbrance on the assets which is the subject of the bank's security, without the consent of the bank;
 - (xx) Cross Default: where more than one associate of a group have borrowed or borrows different financial assistance from bank, default committed by any one of the associates in repayment of respective financial assistance under respective loan documents or in compliance of any of the terms and conditions thereof or any other documents related and any default by the Company and/or the security provider(s) under any other agreement or other writing between the Company and/or the security provider(s) and the bank or between Company and/or the security provider(s) and any third party.
 - (xxi) Failure to comply with the takeover formalities in respect of the facilities including creation and perfection of security in favor of the bank;
 - (xxii) In case of default of payment in instalments, the bank has the right to increase interest to 8.90%.
 - (xxiii) Non-payment of decretal amount: The Company fails to pay any amount under any court order or decree or judgment against the Company that would have a material adverse effect.
 - (xxiv) The Company ceases, or provides notice to cease carrying on the business they carry on at the date hereof to any statutory regulatory authority and/or the bank.
 - (xxv) Upon occurrence of any event that has a material adverse effect.
 - (xxvi) If it is certified by an independent, Chartered Accountant or valuer (appointed by the Bank in its sole discretion), that the liabilities of the Borrower exceed the Borrower's assets or that the Borrower is carrying on business at a loss;
 - (xxvii) the Company fails to pay any insurance premium for the hypothecated asset or cheque bounce charges in terms and conditions hereof, or
 - (xxviii) the hypothecated asset distraint, endangered or badly damaged due to accident or any other reason whatever causing the same to be a total loss in the opinion of the bank or caused bodily injury to any person due to any accident or otherwise, or the Company fails to pay any tax imposed duty or other imposition or comply with any other formalities required for the hypothecated asset under law from time to time or the hypothecated asset is stolen or untraceable for a period of 30 days for any reason whatever, or,
 - (xxix) any of the cheques delivered or to be delivered by the Company to the bank in terms and conditions hereof is not encashed for any reason whatsoever on presentations, or any instructions given by the Company for stop payment of post-dated cheques revoke SI/ACH Instruction, for any reason whatsoever,
 - (xxx) the Company failing to file the particulars of the asset in the prescribed form of the bank or the asset has been used or alleged to have been used for any illegal purposes or activity,
 - (xxxi) Any circumstances arise which gives reasonable grounds in the opinion of the Bank that is likely to prejudice or endanger the hypothecated vehicle.
 - (xxxii) If subsequent to grant of the loan the borrower (i.e. Mr. Ashish Gulati and Mr. Pradeep Singh) is/are divorced or is a party to any proceeding in any family court/settlement/dispute.
 - (xxxiii) If the borrower (i.e. Mr. Ashish Gulati and Mr. Pradeep Singh) becomes lunatic or is convicted under any criminal law in force.

9. **Consequences of events of default:** In terms of our borrowing arrangement for the facilities availed by us, the following, among others, are the consequences of the occurrence of events of default, our lenders may:

- (i) SIDBI may recover the guarantee fee from the Company together with the applicable rate of interest;
- (ii) Demand that all or any part of the amount due together with accrued interest and all other amounts accrued under or otherwise in connection with the transaction

- documents and/or the facility are immediately due and payable, whereupon they shall become immediately due and payable by the Company, without further notice or other legal formalities of any kind;
- (iii) Right to review the management set-up or organisation of the Company and to require the Company to restructure it as may be considered necessary by the bank;
 - (iv) The asset classification shall be governed by the prudential norms on Income recognition, asset classification, and provisioning pertaining to advances (IRACP norms) issued by RBI from time to time;
 - (v) To transfer assets of the Company by way of lease or leave and license or sale;
 - (vi) To take any other action as per the loan/security documents and/or applicable law;
 - (vii) Cancel all or any part of the sanctioned amount whereupon the sanctioned loan amount shall stand reduced accordingly;
 - (viii) Appoint or remove from time-to-time whole-time director on the board of directors of the Company;
 - (ix) If the Company takes or permits to be taken any action or proceedings whereby any of its properties shall or may be assigned or, in any manner, transferred or delivered to any receiver, assignee, liquidator, or other persons whether appointed by the Company or by any Court of Law whereby such property shall or may be distributed among the creditors of the Company or the Company suffers any charge to be created over its properties in any legal proceedings;
 - (x) Right to recall/withdraw the facilities and to take steps (such as legal proceedings, enforcement of security, etc.) to recover the amounts disbursed under the facilities;
 - (xi) Entitled to enter upon, if necessary, as an attorney for and in said premises and take charge and/or possession of, seize, recover, receive and remove them and/or sell by public auction or by private contract, dispatch or consign for realisation or otherwise dispose of or deal with all or any part of the hypothecated assets, and to enforce, realise, settle, compromise, and deal with any rights and claims relating thereto, without being bound to exercise any of these powers or be liable for any losses in the exercise or non-exercise thereof and without prejudice to Company's rights and remedies of suit or otherwise;
 - (xii) Engage one or more person(s)/ agency(ies) to take steps as may be deemed fit in connection with the recovery action initiated against the Company or MSME beneficiary;
 - (xiii) The bank reserve the right to cancel, suspend, reduce or modify at the bank's sole discretion at any point of time all or any of the terms and conditions of the loan including in case of any material adverse finding in the reports received from other banks or basis review of the company secretary or chartered accountants report or on the occurrence of any event of default including the coming into existence of any extraordinary circumstances which in the bank's opinion make it improbable that the Company would be able to perform the Company's obligations under the loan;
 - (xiv) The Company shall be liable for all losses, costs, charges and expenses which the bank may incur in any way resulting from any event of default;
 - (xv) The right of the Company to make any withdrawal under the terms of the loan agreement shall continue to be suspended until the event which gave rise to such suspension shall have ceased to exist to the satisfaction of the bank or until the bank shall have notified the Company that the right to make withdrawal has been restored, whichever is earlier;
 - (xvi) Exercise any right, power or remedy as provided hereunder including the right of the bank to set-off or enforce its lien, and pursue such other rights permitted to it by law, including by way of a suit, in equity, or by action at law, or both, or otherwise, or in aid of the exercise of any power or right granted in the transaction documents and/or as a creditor and/or otherwise available to the bank.

MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

You should read the following discussion of our financial position and results of operations together with our Restated Financial Information which have been included in this Draft Red Herring Prospectus. The following discussion and analysis of our financial position and results of operations is based on our Restated Financial Information for the financial years ended March 31, 2024, 2023 and 2022 including the related notes and reports, included in this Draft Red Herring Prospectus prepared in accordance with requirements of the Companies Act and restated in accordance with the SEBI Regulations, which differ in certain material respects from IFRS, U.S. GAAP and GAAP in other countries. Our Financial Statements, as restated have been derived from our audited financial statements for the respective period and years. Accordingly, the degree to which our Restated Financial Information will provide meaningful information to a prospective investor in countries other than India is entirely dependent on the reader’s level of familiarity with Indian GAAP, Companies Act, SEBI Regulations and other relevant accounting practices in India.

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 page 34 and 23, respectively, and elsewhere in this Draft Red Herring Prospectus. Our Financial Year ends on March 31 of each year. Accordingly, all references to a particular Financial Year are to the 12 months ended March 31 of that year.

BUSINESS OVERVIEW

Our Company specializes in the manufacturing and marketing of a wide range of pharmaceutical and cosmetic products. These include antibiotic drugs, anticold medications, antihistamines, and drugs for diabetes, cardiovascular diseases, gynecological concerns, analgesics, fungal infections, and multivitamins. We also offer products for skin, tooth, and hair care, available in various forms such as gels, ointments, creams, lotions, oils, and serums. All our products adhere to the rigorous standards of the pharmaceutical and cosmetics industries. Additionally, we are involved in the trading of certain packing materials and raw materials used in pharmaceutical and cosmetic products.

We are engaged in contract manufacturing of pharmaceutical and cosmetic products for companies both within India and internationally. In addition to contract manufacturing, we manufacture and market our own products under the brands "Glow Up" and "Regero" in the domestic market, wherein the products under Glow Up are also available through e-commerce platforms like Amazon and Tata IMG. Further, our Company is planning to launch a new line of skincare products under the brand name "Avicel" in the domestic market. We also export our products directly to countries such as Iraq and Yemen and to further advance our export business directly, we have recently undergone an audit by the USFDA for OTC products and have submitted the compliance report. The milestone of USFDA for OTC products is significant as it positions us to expand our presence in the United States market and several other countries.

For further details, see “Our Business” beginning on page 142 of this Draft Red Herring Prospectus.

The following table sets forth a breakdown of our revenue from operations, as well as other key performance indicators, for the periods indicated:

(₹ in Lakhs except percentages)

Key Financial Performance	March 31, 2024	March 31, 2023	March 31, 2022

Revenue from Operations ⁽¹⁾	8019.09	6705.08	3005.69
EBITDA ⁽²⁾	1171.09	705.28	565.14
EBITDA Margin ⁽³⁾	14.60%	10.52%	18.80%
PAT ⁽⁴⁾	380.98	66.52	24.88
PAT Margin ⁽⁵⁾	4.75%	0.99%	0.83%
EBIT	783.46	332.98	198.10
RoE(%) ⁽⁶⁾	37.86%	8.50%	3.40%
RoCE (%) ⁽⁷⁾	22.95%	10.83%	6.02%
Capital Employed ⁽⁷⁾	3413.42	3075.47	3288.98
Debt ⁽⁸⁾	2168.87	2196.52	2467.61

KPI disclosed above is certified by Avnish Sharma & Associates, Chartered Accountants the statutory auditors of our Company pursuant to their certificate dated August 9, 2024

Notes:

(1) Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements

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

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

(4) 'PAT' is calculated as Profit after tax for the period.

(5) 'PAT Margin' is calculated as PAT for the period/year divided by revenue from operations.

(6) Return on Equity is ratio of Profit after Tax and Average Shareholder Equity

(7) Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus non-current liabilities {Including current maturities}.

(8) Debt includes long term debt including current maturities.

Explanation for KPI metrics:

Key Financial Performance	Explanations
Revenue from Operations	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of our Company and volume of our business
EBITDA	EBITDA provides information regarding the operational efficiency of the business
EBITDA Margin (%)	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business
PAT	Profit after tax provides information regarding the overall profitability of the business
PAT Margin (%)	PAT Margin (%) is an indicator of the overall profitability and financial performance of our business
RoE(%)	RoE provides how efficiently our Company generates profits from shareholders' funds.
RoCE (%)	RoCE provides how efficiently our Company generates earnings from the capital employed in the business.

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

For details in respect of Statement of Significant Accounting Policies, please refer to “*Restated Financial Statements*” beginning on page 207 of this Draft Red Herring Prospectus.

Factors Affecting our Results of Operations

Our business is subjected to various risks and uncertainties, including those discussed in the section titled “*Risk Factors*” beginning on page 34 of this Draft Red Herring Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

1. General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
2. Uncertainty in relation to continuing effect of the COVID-19 pandemic on our business and operations;
3. Our ability to respond to technological changes;
4. Adverse natural calamities having significant impact on regions where we are having projects under implementation;
5. Our ability to attract and retain qualified personnel;
6. Inability to promptly identify and respond to changing customer preferences or evolving trends;
7. Any change in government policies resulting in increases in taxes payable by us;
8. Changes in laws and regulations that apply to the industries in which we operate.
9. Our ability to grow our business;
10. General economic, political and other risks that are out of our control;
11. Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
12. Company’s ability to successfully implement its growth strategy and expansion plans;
13. Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
14. Inability to successfully obtain registrations in a timely manner or at all;
15. Occurrence of Environmental Problems & Uninsured Losses;
16. Conflicts of interest with affiliated companies, the promoter group and other related parties;
17. Any adverse outcome in the legal proceedings in which we are involved; and
18. Concentration of ownership among our Promoters.

Our Result of Operations

The following discussion on results of operations should be read in conjunction with the Restated Financial Statements for the financial years ended on March 31, 2024, March 31, 2023 and March 31, 2022.

(₹ in lakhs)

Sr. No.	Particulars	March 31, 2024	% of Total Income	March 31, 2023	% of Total Income	March 31, 2022	% of Total Income
A.	Revenue:						
	Revenue from operations	8,019.09	99.88%	6,705.08	99.69%	3,005.69	99.61%
	Other income	9.76	0.12%	20.78	0.31%	11.77	0.39%
	Total Income (A)	8,028.85	100.00%	6,725.86	100.00%	3,017.46	100.00%
B.	Expenses:						

	Cost of material consumed	5,849.43	72.86%	5,252.68	78.10%	1,848.90	61.27%
	Changes in Inventories of Stock in trade, Work-in-progress and Finished goods	(210.74)	(2.62%)	(246.70)	(3.67%)	57.47	1.90%
	Employee benefits expense	567.54	7.07%	359.74	5.35%	220.76	7.32%
	Finance costs	295.98	3.69%	232.42	3.46%	150.18	4.98%
	Depreciation and amortization expense	397.39	4.95%	393.08	5.84%	378.81	12.55%
	Other expenses	618.73	7.71%	626.52	9.32%	303.46	10.06%
	Total Expenses (B)	7,518.33	93.64%	6,617.74	98.39%	2,959.58	98.08%
	Profit before Prior Period items, extraordinary items and tax(A-B)	510.52	6.36%	108.12	1.61%	57.88	1.92%
	Prior period items (Net)	0	-	0	-	0	-
	Profit before extraordinary items and tax	510.52	6.36%	108.12	1.61%	57.88	1.92%
	Extraordinary items	0	-	0	-	0	-
C.	Profit before tax	510.52	6.36%	108.12	1.61%	57.88	1.92%
D.	Tax Expense:-						
	(i) Current tax	162.68	2.03%	56.99	0.85%	31.24	1.04%
	(ii) Deferred tax expenses/(credit)	(33.14)	(0.41%)	(15.39)	(0.23%)	1.76	0.06%
	Total Tax Expenses (D)	129.54	1.61%	41.60	0.62%	33.00	1.09%
E.	Profit for the year (C - D)	380.98	4.75%	66.52	0.99%	24.88	0.82%

OVERVIEW OF REVENUE AND EXPENSES

INCOME:

Revenue from operations:

Revenue from operations mainly consists of revenue from sale of goods, Job work charges, Plate and cylinder charges, Testing charges and other charges.

Other Income:

Our other income primarily comprises of Interest on fixed deposit, Interest on loan and deposit, profit

on sale of fixed assets, foreign exchange gain, drawback and miscellaneous income.

EXPENSES:

Company's expenses consist of cost of material consumed, changes in inventories of work-in-progress, finished goods and stock in trade, employee benefits expense, finance costs, depreciation and amortization expense and other expenses.

- **Cost of material consumed**

This represents purchases related to raw material, packing material and other direct expenses.

- **Changes in Inventories of Stock in trade, work-in-progress and finished goods**

This represents changes in inventories of finished goods and work in progress.

Employee benefits expense

Our employee benefits expense primarily comprises of Director remuneration, salaries to staff, staff welfare expenses, wages, staff transportation expenses, staff uniform expense, contribution to PF and ESIC, Gratuity.

Finance costs

Our finance cost includes bank charges, bank interest on term loan, car loan, Cash credit limit and Interest on statutory dues.

Depreciation and amortization expense

Depreciation and amortization on tangible and intangible assets.

Other expenses

Our other expenses include boiler running expense, consumables, contractor labour charges, clearing and forwarding, die cutting, electricity and water expense, generator running expense, laboratory expense, loss by fire good, repairs, testing charges, audit fees, advertising expense, business promotion expense, commission expense, computer & other repair & maintenance, courier charges, discount, donation, freight outward, foreign exchange loss, GST expense, insurance charges, legal and professional expense, office expense, printing & stationery, rate fees & taxes, rent, sundry balance written off, security charges, software charges, telephone & interest expense, tour & travelling expense, vehicle running & maintenance.

Comparison of Financial Year 2024 with Financial Year 2023

Total Income:

Total income for the Fiscal year March 31, 2024 stood at ₹ 8028.85 Lakhs. Total income for the financial year March 31, 2023 stood at ₹ 6,725.86 Lakhs representing an increase of 19.37%. The increase was due to increase in revenue from operations and other income.

Revenue from Operations:

During the Fiscal year March 31, 2024 revenue from operations was ₹ 8019.09 Lakhs. Revenue from Operations for the financial year March 31, 2023 stood at ₹ 6705.08 Lakhs representing significant increase of 19.60%. The revenue from operation was increased due to increase volume of our business

operations and higher volume of sales. During the fiscal year March 31, 2024, the sale of manufactured Product was ₹7,630.15 Lakhs as against ₹5,809.86 Lakhs for the previous year ended March 31, 2023. Increased production has resulted in increased revenue.

Other Income:

During the Fiscal year March 31, 2024, other income was ₹ 9.76 Lakhs. For financial year March 31, 2023, it was ₹ 20.78 Lakhs representing a decrease of 53%. The Company has earned a profit on the sales of fixed asset in the Fiscal year 2023, due to which there was increase in other income.

Total Expenses:

The Total Expenses for the Fiscal year March 31,2024 stood at ₹ 7,518.33Lakhs. The total expenses represented an increase of 13.61 % as compared to previous year which is ₹ 6,617.74 Lakhs due to the factors described below: -

Cost of Material consumed:

Our cost of material consumed is ₹5,849.43 Lakhs for the Fiscal year March 31,2024 as compared to ₹5,252.68 Lakhs for the Fiscal year March 31,2023 representing an increase of 11.36% due to increase in our scale of operations.

Changes in Inventories

Our changes in inventories is ₹ (210.74) Lakhs for the financial year March 31, 2024 which is ₹ (246.70) Lakhs in the financial year March 31,2023.

Employee benefits expense:

Our Company has incurred ₹ 567.54 Lakhs as Employee benefits expense for the Fiscal year March 31, 2024. It stood at ₹ 359.74 Lakhs during the financial year March 31, 2023, representing a increase of 57.76%. The overall increase in employee cost was increased due to increase in director's remuneration, staff salary, wages, contribution to PF & ESI and gratuity.

Finance costs:

Finance costs for the Fiscal year March 31, 2024 was ₹ 295.98 Lakhs. For financial Year March 31, 2023, it was ₹ 232.42 Lakhs, representing an increase of 27.35%, which is mainly due to the increase in bank charges and bank interest-cc limit.

Depreciation and Amortization Expenses:

Depreciation for the Fiscal year March 31,2024 was ₹ 397.39 Lakhs. For financial year March 31,2023, it stood at ₹ 393.08 Lakhs, representing an increase of 1.10 % due to addition of new assets.

Other Expenses:

Other Expenses for the Fiscal year March 31,2024 stood at ₹ 618.73 Lakhs. For Financial Year March 31,2023, other expenses were ₹ 626.52 Lakhs. The decrease of 1.24% was mainly due to the decrease in contractor labour charges, generator running expenses, commission charges, computer & other repair & maintenance, GST expenses, tour & travelling expenses, interest on statutory dues, insurance charges.

Restated Profit/ (Loss) after tax:

The Company reported Restated profit after tax for the Fiscal year March 31, 2024 stood at ₹ 380.98 Lakhs in comparison to profit after tax of ₹ 66.52 Lakhs in the financial year March 31, 2023. The increase in the profit after tax was due to aforementioned reasons.

Comparison of Financial Year 2023 with Financial Year 2022

Total Income:

Total income for the financial year March 31, 2023 stood at ₹6,725.86Lakhs whereas in Financial Year March 31,2022 the same stood at ₹ 3,017.46 Lakhs representing significant increase of 122.90%. The increase was due to increase in revenue from operations and other income.

Revenue from Operations:

Revenue from Operations for the financial year March 31, 2023 stood at ₹ 6,705.08Lakhs whereas in Financial Year March 31, 2022 the same stood at ₹ 3,005.69 Lakhs representing significant increase of 123.08%. The revenue from operation was increased due to increase volume of our business operations and higher volume of sales. During the fiscal year March 31, 2023, the increase was mainly due to increase in sale of manufactured Product of ₹5,809.86 Lakhs as against ₹2,541.34 Lakhs for the previous year ended March 31, 2022. Increased production has resulted in increased revenue.

Other Income:

For financial year March 31, 2023, it has increased to ₹ 20.78 Lakhs as against ₹ 11.77 Lakhs in the Financial Year March 31 2022 representing an increase of 76.52%. This increase was due to increase in interest on fixed deposit and the profit on sales of fixed assets earned by the company in the year 2022-23.

Total Expenses:

For financial year March 31, 2023, it has significantly increased to ₹ 6,617.74Lakhs from ₹ 2959.58 Lakhs in the financial year March 31,2022 representing a significant increase of 123.60% due to the factors described below: -

Cost of Material consumed

Our Cost of Material consumed is ₹ 5,252.68 Lakhs for the financial year March 31, 2023 as compared to ₹1,848.90Lakhs for the financial year March 31,2022 representing an increase of 184.10% due to increase in our scale of operations

Changes in Inventories

Our changes in inventories are ₹ (246.70) Lakhs for the financial year March 31, 2023 which is ₹ 57.47 Lakhs in the financial year March 31,2022.

Employee benefits expense:

Our employees benefit expenses stood at ₹ 359.74 Lakhs during the financial year March 31,2023 as compared to ₹ 220.76 Lakhs in the financial year March 31,2022, representing an increase of 62.96%. The increase was due increase in director's remuneration, salaries to staff, staff welfare expenses, wages, contribution to PF and ESIC and gratuity.

Finance costs:

For financial Year March 31,2023, it has increased to ₹ 232.42 Lakhs as against ₹ 150.18 Lakhs during the financial year March 31, 2022 representing an increase of 54.76%, which was mainly due to the increase in bank interest-term loan & car loan and bank interest-cc limit.

Depreciation and Amortization Expenses:

For financial year March 31,2023, it stood at ₹ 393.08 Lakhs as against ₹ 378.81 Lakhs during the financial year March 31, 2022, representing an increase of 3.77%. The increase was primarily due to addition of new assets.

Other Expenses:

For Financial Year March 31, 2023, other expense was ₹ 626.52 Lakhs as against ₹303.46 Lakhs during the financial year March 31,2022. The significant increase of 106.46% was mainly due to increase in boiler running expenses, consumables, contract labour charges, clearing & forwarding expenses, electricity and water expenses, generator expenses, laboratory expenses, repair, testing charges, business promotion expenses, commission expenses, GST expenses, insurance charges, legal & professional expenses, printing and stationery, software charges and tour & travelling expenses.

Restated Profit/ (Loss) after tax:

The Company reported Restated profit after tax for the Fiscal year March 31,2023 of ₹66.52 Lakhs in comparison to profit after tax of ₹ 24.88 Lakhs in the financial year March 31,2022 due to aforementioned reasons.

Information required as per Item (II) (C) (iv) of Part A of Schedule VI to the SEBI Regulations:

An analysis of reasons for the changes in significant items of income and expenditure is given hereunder:

1. *Unusual or infrequent events or transactions*

There has not been any unusual trend on account of our business activity. Except as disclosed in this Draft Red Herring Prospectus, there are no unusual or infrequent events or transactions in our Company.

2. *Significant economic changes that materially affected or are likely to affect income from continuing operations.*

Other than as described in the Section titled “*Financial Information*” and chapter titled “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*”, beginning on Page 207 and 257 respectively of this Draft Red Herring Prospectus, to our knowledge there are no significant economic changes that may materially affect or likely to affect income from continuing operations.

3. *Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.*

Other than as described in the chapter titled “*Risk Factors*” and “*Management’s Discussion and Analysis of Financial Conditions and Result of Operations*”, beginning on page 34 And 257 respectively of the Draft Red Herring Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

4. *Future changes in relationship between costs and revenues*

Other than as described in the sections “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 34, 142 and 257 respectively, to our knowledge, there is no future changes in relationship between expenditure and income is expected to have a material adverse impact on our operations and finances.

5. *Total turnover of each major industry segment in which our Company operates*

We are primarily engaged in the business of manufacturing pharmaceutical and cosmetics products. Relevant industry data, as available has been included in the chapter titled “*Industry Overview*” beginning on page no 128 of this Draft Red Herring Prospectus.

6. *Status of any publicly announced New Products or Business Segment*

Except as disclosed in the Chapter “*Our Business*”, our Company has not announced any new product or service.

7. *Seasonality of business*

Our business is not subject to seasonality. For further information, see “*Industry Overview*” and “*Our Business*” on pages 128 and 142 respectively.

8. *Dependence on single or few customers*

Our business is dependent upon few customers For further details, refer “*Risk Factor*” on page 34 of this Draft Red Herring Prospectus.

9. *Competitive conditions*

Competitive conditions are as described under the Chapters “*Industry Overview*” and “*Our Business*” beginning on pages 128 and 142 respectively of this Draft Red Herring Prospectus.

10. *Details of material developments after the date of last balance sheet i.e. March 31, 2024.*

Except as mentioned in this Draft Red Herring Prospectus, no circumstances have arisen since the date of last financial statement until the date of filing the Draft Red Herring Prospectus, which materially and adversely affect or are likely to affect the operations or profitability of our Company, or value of its assets, or its ability to pay its liability within next twelve months. Our Company has approved the Draft Red Herring Prospectus vide resolution in the Board Meeting dated August 16, 2024.

SECTION X – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as stated below there are no outstanding (i) criminal proceedings involving our Company, Directors, Promoter, or Group Companies (“**Relevant Parties**”); (ii) actions by statutory or regulatory authorities involving the Relevant Parties; (iii) outstanding claims relating to direct and indirect taxes involving the Relevant Parties; and (iv) other pending litigation involving the Relevant Parties as determined to be material by our Board pursuant to the Materiality Policy (as disclosed herein below). (v) litigation involving our Group Company which has a material impact on our Company. Further, except as stated in this section, there are no disciplinary actions including penalties imposed by SEBI or Stock Exchanges against our Promoter in the last five Financial Years including any outstanding action.*

For the purposes of (iv) above in terms of Materiality Policy adopted by a resolution of our Board dated June 29, 2024, pending litigation would be considered ‘material’ if the monetary amount of claim by or against the entity or person in any such pending proceeding is in excess of 10% of the total revenue of the company as per Restated Financial Statements as on March 31, 2024, and where the amount is not quantifiable, such pending cases are material from the perspective of the Company’s business, operations, prospects or reputation.

Unless stated to the contrary, the information provided below is as of the date of this Red Herring Prospectus. All terms defined in a particular litigation disclosure below are for that particular litigation only.

LITIGATION INVOLVING OUR COMPANY

Litigation against our Company

1. Outstanding criminal proceedings

NIL

2. Actions initiated by regulatory or statutory authorities

NIL

3. Outstanding material civil litigation

NIL

Litigation by our Company

1. Outstanding criminal proceedings

NIL

2. Outstanding material civil litigation

NIL

LITIGATION INVOLVING OUR PROMOTER

Litigation against our Promoter

1. *Outstanding criminal proceedings*

NIL

2. *Actions initiated by regulatory or statutory authorities*

NIL

3. *Disciplinary action including penalty imposed by SEBI or stock exchanges against the Promoter in last 5 financial years including outstanding action*

NIL

4. *Outstanding material civil litigation*

NIL

Litigation by our Promoter

1. *Outstanding criminal proceedings*

NIL

2. *Outstanding material civil litigation*

NIL

LITIGATION INVOLVING OUR DIRECTORS (OTHER THAN PROMOTER)

Litigation against our Directors

1. *Outstanding criminal proceedings*

NIL

2. *Actions initiated by regulatory or statutory authorities*

NIL

3. *Outstanding material civil litigation*

NIL

Litigation by our Directors

1. *Outstanding criminal proceedings*

NIL

2. *Outstanding material civil litigation*

NIL

OUTSTANDING LITIGATION INVOLVING OUR GROUP COMPANIES

Litigation against our Group Companies

1. *Outstanding criminal proceedings*

NIL

2. *Actions initiated by regulatory or statutory authorities*

NIL

3. *Outstanding material civil litigation*

NIL

Litigation by our Group Companies

1. *Outstanding criminal proceedings*

NIL

2. *Outstanding material civil litigation*

NIL

TAX PROCEEDINGS

1. *Company*

Type of proceedings	Number of cases	Amount* (₹ in Lakhs)
Direct Tax	1	0.11
Indirect Tax	Nil	Nil
Total	1	0.11

**To the extent quantifiable and ascertainable.*

2. *Directors (Other than Promoter)*

Nil

3. *Promoter*

Nil

4. *Group Companies*

Nil

OUTSTANDING DUES TO CREDITORS

In accordance with our Company's Materiality Policy, creditors to whom an amount exceeding Rs. 1,15,02,000/- (i.e. 5% of Company's trade payables as per the Restated Financial Statements as on March 31, 2024) were considered 'material' creditors. Based on this criterion, details of outstanding dues (trade payables) owed to micro, small and medium enterprises (as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006), material creditors and other creditors, as at March 31, 2024 by our Company, are set out below:

S. No	Particulars	Number of creditors	Balance as on March 31, 2024 (Rupees in Lakhs)
1.	Total outstanding dues to MSME*	36	814.75
2.	Total outstanding dues to creditors other than MSME	233	1485.56
3.	Total outstanding dues to material creditors	02	284.55**

* Entities identified as MSME under the Restated Financial Statements as on March 31, 2024 are considered as MSME.

** All material creditors form part of creditors falling under category of MSME and creditors other than MSME. Hence this amount forms a part of the amounts due to MSME creditors and other than MSME Creditors.

MATERIAL DEVELOPMENTS

Except as stated in "**Management's Discussion and Analysis of Financial Condition and Results of Operation**" on page no. 257 of the Draft Red Herring Prospectus, there have not arisen, since the date of the last financial statements disclosed in this Draft Red Herring Prospectus, any circumstances which materially and adversely affect or are likely to affect our profitability taken as a whole or the value of our assets or our ability to pay our liabilities within the next 12 (Twelve) months.

GOVERNMENT AND OTHER APPROVALS

We have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business (as applicable on the date of this Draft Red Herring Prospectus) and except as mentioned below, no further major approvals are required for carrying on our present business.

In view of the approvals listed below, we can undertake this Issue and our current/proposed business activities and no further major approvals from any governmental or regulatory authority, or any other entity are required to be undertaken in respect of the Issue or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Draft Red Herring Prospectus. Various licenses/ approvals/ permissions are in the name of Astonea Labs Private Limited. The Company is taking necessary steps to get the same in the name of Astonea Labs Limited in due course.

The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to carry out its activities. The following are the details of licenses, registrations, consents, permissions, and approvals obtained by the Company under various Central and State Laws from the Government and various other Government agencies required for carrying out its present business:

I. APPROVALS IN RELATION TO THE ISSUE

For details regarding the approvals and authorizations obtained by our company in relation to the Issue, please refer to the section titled **"Other Regulatory and Statutory Disclosures - Authority for the Issue"** on page 279.

II. APPROVALS OBTAINED BY OUR COMPANY IN RELATION TO OUR BUSINESS AND OPERATIONS

A. Incorporation Related Approvals

Sr. No	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry/ Renewal
1.	Certificate of Incorporation as "AHU Laboratories Private Limited"	U24304CH20 17PTC041482	Companies Act, 2013	Registrar of Companies, Chandigarh	11-04-2017	26-02-2019
2.	Certificate of Incorporation pursuant to change of name as "Astonea Labs Private Limited"	U24304CH20 17PTC041482	Companies Act, 2013	Registrar of Companies, Chandigarh	26-02-2019	11-01-2024

3.	Certificate of Incorporation as “Astonea Labs Limited”	U24304CH20 17PLC041482	Companies Act, 2013	Registrar of Companies, Chandigarh	11-01-2024	Valid till cancelled
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B. Taxation Related Approvals

Sr. No	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Expiry/ Renewal
1.	Permanent Account Number (PAN)	AAPCA4446E	Income Tax Act, 1961	Income Tax Department	Valid till cancelled
2.	TAN (Tax Deduction Account Number)	PTLA16870A	Income Tax Act, 1961	Income Tax Department	Valid till cancelled
3.	Certificate of Registration of goods and services tax	06AAPCA4446 E1ZP	Central Goods and Services Tax Act, 2017 and Haryana Goods and Services Tax Act, 2017	Government of India	Valid till cancelled

C. Labour Law Related & Other Approvals

Sr. No	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Expiry/ Renewal
Labour Law-Related Approvals					
1.	Registration under Employees' State Insurance Corporation	240007970600 00999	Employees' State Insurance Act, 1948	Sub-regional Office, Employees' State Insurance Corporation, Ambala Cantt	Valid till Cancelled
2.	Registration Under Employees' Provident Fund	HRKNL19968 66000	Employee Provident Fund & Miscellaneous Provisions Act, 1952	Employees' Provident Fund Organisation	Valid till Cancelled
3.	Registration & License to Work factory at Haripur, Raipur	PKL-Online- CHD-A-317	The Punjab Factory Rules, 1952 as applicable in the State of Haryana	Chief Inspector of Factories, Labour Department, Haryana	31-12-2025

	Rani, Panchkula ("Factory")		formed under Factories Act, 1948		
4.	Registration Under Punjab Shops and Establishment Act 1958	PSA/REG/PK L/LI-PKL- 1/0331185	Applicable under Punjab shops and Establishment Act	Inspector of Shops and Commercial Establishments Circle	Valid till cancelled
Environmental Law Related Approvals					
1.	Consent to Establish with respect to Factory	313281918PA NCTE5188178	Water (Prevention & Control of Pollution) Act, 1974 and Air (Prevention & Control of Pollution) Act, 1981	Haryana State Pollution Control Board	09-04-2023
2.	Consent to Operate with respect to Factory	58095678	Water (Prevention & Control of Pollution) Act, 1974 and Air (Prevention & Control of Pollution) Act, 1981	Haryana State Pollution Control Board	31-03-2028
3.	Authorization under Hazardous and other Wastes (Management & Transboundary Movement) Rules, 2016	HWM/PAN/20 24/62904061	Hazardous and other Wastes (Management & Transboundary Movement) Rules, 2016	Haryana State Pollution Control Board	31-03-2028
Other Approvals					
1.	Certificate of Import Export Code (IEC)	AAPCA4446E	Foreign Trade (Development and Regulation) Act, 1992	Ministry of Commerce and Industry, Office of Jt. Director General of Foreign Trade	Valid till cancelled
2.	Fire Safety Certificate	Memo No. FS/2022/203	Haryana Fire Services Act, 2009	Asst. Divisional Fire Officer/ Fire Station Officer, Panchkula	21-10-2025
3.	Udyam Registration Certificate	UDYAM-HR- 13-0001308	Micro, Small and Medium Enterprises Development Act, 2006	Ministry of Micro, Small and Medium Enterprises, Government of India	Valid till cancelled

4.	FSSAI License for Manufacturer	10821015000033	Food Safety and Standards Act, 2006	Department of Food and Drug Administration, Food Safety and Standards Authority of India	18-02-2026
5.	License to manufacture Cosmetics for sale or for distribution	308 COS (H)	Drugs & Cosmetics Act, 1940 and Drugs & Cosmetic Rules, 1945	State Drugs Controller, Food and Drug Administration, Haryana	Valid till cancelled
6.	Drugs Manufacturing License	1105 OSP (H) and 835 B(H)	Drugs & Cosmetics Act, 1940 and Drugs & Cosmetic Rules, 1945	State Drugs Controller cum Licensing Authority, Food and Drug Administration, Haryana	08-01-2029
7.	Manufacturing License for manufacturing and sale of Ayurveda/ Unani/ Siddha Medicines	995-ISM (HR)	Drugs & Cosmetics Act, 1940 and Drugs & Cosmetic Rules, 1945	State Licensing Authority, Directorate of Ayush, Haryana	19-11-2024
8.	License to sell, stock or exhibit for sale or distribute by wholesale, Drugs specified in Schedule C and C(1) (excluding the ones mentioned in Schedule X)	HR-11-3094-W/H	Drugs & Cosmetics Act, 1940 and Drugs & Cosmetic Rules, 1945	Senior Drugs Control Officer, Food & Drugs Administration, Ambala	Valid till Cancelled
9.	License to sell, stock or exhibit for sale or distribute by wholesale, Drugs other than those specified in Schedule C, C (1) and X	HR-11-3094-OW/H	Drugs & Cosmetics Act, 1940 and Drugs & Cosmetic Rules, 1945	Senior Drugs Control Officer, Food & Drugs Administration, Ambala	Valid till Cancelled

10.	Approval of Factory Building Plans and Stability Certificate	BIP ID 33662	Factories Act, 1948	Chief Inspector of Factories, Haryana	Valid till Cancelled
11.	Certificate for use of a Boiler	2023-10-00225	The Indian Boilers Act, 1923 and Indian Boiler Regulations, 1950	Joint Director-cum-Chief, Inspector of Boilers, Haryana	30-10-2024
12.	Export Promotion Capital Goods (EPCG) License	2230003111	Foreign Trade Policy 2015-20 and the Handbook of Procedures 2015-20	The Joint Director General of Foreign Trade, Government of India	24-05-2025
		2230003151			16-10-2024
13.	Certificate of verification	Certificate no. 017	Legal Metrology Act, 2009 and Legal Metrology (Enforcement) Rules, 2011	Inspector, Legal Metrology, Panchkula	23-07-2024



D. Certifications and Memberships



S. No.	Nature of Certification/ Issuing Authority	Registration/ License Certificate No	Issuing Authority	Date of Expiry/ Renewal
Certifications				
1.	Halal Certificate	UQ- 8042202	UK Global Certification & Inspection Limited	07-04-2025
2.	ISO 22716:2007 Certificate of Registration for manufacturing of cream, lotion, gel, ointments, aerosol, paste, soap, tablets, softgels, powders, capsules, liquid & extracts	UQ-7042204	UK Global Certification & Inspection Limited	06-04-2025
3.	ISO 22000:2018 Certificate of Registration for manufacturing of cream, lotion, gel, ointments, aerosol, paste, soap, tablets, softgels, powders, capsules, liquid & extracts	FSMS210947	SM Certification Services	07-04-2025
4.	ISO 9001:2015 Certificate of Registration for manufacturing of cream, lotion, gel,	QMS210947	SM Certification Services	07-04-2025

	ointments, aerosol, paste, soap, tablets, softgels, powders, capsules, liquid & extracts			
5.	ISO 22716:2007 certificate of compliance for manufacturers of categories A, C, H, K & L	INQ/AN-17429/2029/0524	United Kingdom Global Accreditation	27-05-2027
6.	ISO 22000:2018 certificate for manufacturers of tablets, capsules (soft gelatin & hard gelatin), oral powder, external application.	INQ/AN-17428/2030/0524	United Kingdom Global Accreditation	27-05-2027
7.	ISO 9001:2015 certificate for manufacturers of tablets, capsules (soft gelatin & hard gelatin), oral powder, external preparation.	INQ/AN-17427/2031/0524	United Kingdom Global Accreditation	27-05-2027
8.	WHO-GMP Site Certificate	1/156-1 Drug-I-2024/2979	State Drugs Controller cum Licensing Authority Food and Drug Administration, Haryana	27-04-2026
9.	WHO GMP Certificate for manufacturing of cream, lotion, gel, ointments, aerosol, paste, soap, tablets, softgels, powders, capsules, liquid & extracts	UQ-8042201	UK Global Certification & Inspection Limited	11-03-2025
10.	Good Manufacturing Practice Certificate under Drugs & Cosmetics Act, 1940 and Drugs & Cosmetic Rules, 1945	Memo. No. 1/156-2 Drug-1-2024/2982	Deputy State Drugs Controller, Food & Drugs Administration, Haryana	12-07-2026
11.	ZED Bronze Certificate	14102023_101544	Ministry of Micro, Small and Medium Enterprises	13-10-2026
12.	Legal Entity Identifier Certificate	3358004H58D5H7QR VM60	LEI Register India Private Limited	07-12-2024
13.	Organic Certificate of Compliance for manufacturers of personal care face and hair care	US- 18032198	UK Global Certification & Inspection Limited	16-03-2024
14.	Certificate of Compliance for manufacturers of personal care face and hair care (with the	CE - 6034	UK Global Certification & Inspection Limited	16-03-2024

	requirement of directive 76/78/EEC in 2003, the detergent regulation no 648/2004/EC)			
15.	Certificate of membership from Haryana Environmental Management Society	CML/HYP/0885	Haryana Environmental Management Society	31-03-2025
16.	Organic certificate of compliance for manufacture of tablets, capsules (soft gelatin & hard gelatin), oral powder, external preparation & cosmetic categories- A, C, H, K & L.	INOG/AN-17430/2028/0524	United Kingdom Global Accreditation	27-05-2027
17.	Approval for energization of HT installations comprising of 2000 KVA T/F under regulation 43 of Central Electricity Authority (Measures relating to safety and electric supply) Regulations, 2010	Memo no. 5586	Assistant Engineer to Chief Electrical Inspector, Government of Haryana	Valid till Cancelled

E. Intellectual Property Related Approvals

S. No	Nature of Registration/ License	Registration/ License No.	Status	Applicable Laws	Issuing Authority
15.	Registration of Trademark  under Class 35	4824531	Registered	Trade Marks Act, 1999	Registrar of Trademarks
16.	Registration of Trademark  under Class 05	4824530	Registered	Trade Marks Act, 1999	Registrar of Trademarks

17.	Registration of Trademark 'Raderma' under Class 05	3725097	Registered	Trade Marks Act, 1999	Registrar of Trademarks
18.	Registration of Trademark  under Class 03	4824532	Registered	Trade Marks Act, 1999	Registrar of Trademarks
19.	Registration of Trademark 'Glow Up' under Class 35	4824537	Registered	Trade Marks Act, 1999	Registrar of Trademarks
20.	Registration of Trademark 'Glow Up' under Class 03	4824536	Refused	Trade Marks Act, 1999	Registrar of Trademarks
21.	Registration of Trademark 'Hairmone' under Class 03	4245197	Registered	Trade Marks Act, 1999	Registrar of Trademarks
22.	Registration of Trademark 'Avicel' under Class 03	3725134	Registered	Trade Marks Act, 1999	Registrar of Trademarks
23.	Registration of Trademark 'Hanex' under Class 05	3725098	Abandoned	Trade Marks Act, 1999	Registrar of EVORA Trademarks
24.	Registration of Trademark 'Multilock' under Class 05	3721942	Refused	Trade Marks Act, 1999	Registrar of Trademarks
25.	Registration of Trademark  under Class 05	4824535	Registered	Trade Marks Act, 1999	Registrar of Trademarks

	under Class 35				
26.	Registration of Trademark Pantoday under Class 05	4824534	Opposed	Trade Marks Act, 1999	Registrar of Trademarks
27.	Registration of Trademark 'Pantoday' under Class 05	4657005	Objected	Trade Marks Act, 1999	Registrar of Trademarks
28.	Registration of Trademark 'Hairworks' under Class 03	3725135	Objected	Trade Marks Act, 1999	Registrar of Trademarks

Domain Name

Our Company has the domain name 'glowup.co.in', registered under its name and additionally, uses the domain names: 'regero.co', 'raderma.com', 'carltonderma.com', 'avicel.me', 'myavicel.com', 'myblvck.com', 'avicel.co', 'avicel.co.uk', 'astonea.org', and 'astoneafoundation.com'. For details in relation to the risk involved, see "**Risk Factor no. [•]-Some of our domain names are registered in the name of our Promoter. Any dispute with Promoter or other unforeseen circumstance may lead to loss of our online presence which could adversely affect our business.**" on page [•].

III. MATERIAL LICENSES/APPROVALS FOR WHICH OUR COMPANY HAS APPLIED FOR

NIL

IV. MATERIAL APPROVALS FOR WHICH OUR COMPANY IS YET TO APPLY FOR

Sr. No	Nature of Registration/Approval
1.	Registration certificate under Punjab Shops and Establishment Act, 1958 for the Registered Office.
2.	Registration under The Haryana Lifts and Escalators Act, 2008.
3.	Approval for energization of DG Set under regulation 45 CEA (Measures relating to safety and Electric Supply) Regulations, 2023 by the Electrical Inspector
4.	Certificate of Registration under the Legal Metrology (Packaged Commodities) Rules, 2011.
5.	Registration certificate under The Contract Labour (Regulation and Abolition) Act, 1970.

OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

The Board of Director(s), pursuant to a resolution passed at their meeting held on May 31, 2024 authorized the Issue, subject to the approval of the Shareholders of our Company under the Companies Act, 2013, and such other authorities as may be necessary. The Shareholders of our Company have, pursuant to a special resolution passed under the Companies Act, 2013 at an EGM held on June 22, 2024, authorized the Issue. This Draft Red Herring Prospectus was approved by our Board vide its resolution in its meeting dated August 16, 2024..

IN-PRINCIPAL APPROVAL FROM THE STOCK EXCHANGE

Our Company has obtained 'in-principal' approval from the BSE for using its name in the Draft Red Herring Prospectus pursuant to an approval letter dated [●]. For the purpose of this Issue, BSE Limited is the Designated Stock Exchange.

PROHIBITION BY SEBI, THE RBI OR OTHER GOVERNMENTAL AUTHORITIES

Our Company, our Promoters, our Directors, the Promoter Group, and the persons in control of Promoters or our Company are not prohibited from accessing the capital markets or debarred from buying, selling, or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

COMPLIANCE WITH THE COMPANIES (SIGNIFICANT BENEFICIAL OWNERS) RULES, 2018

Our Company, our Promoters, and the members of the Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018, to the extent applicable, as of the date of the Draft Red Herring Prospectus.

ASSOCIATION WITH SECURITIES MARKET

We confirm that none of our Directors are, in any manner, associated with the securities market except for trading on day-to-day basis for the purpose of investment and there is no outstanding action initiated by SEBI against any of our directors in the five years preceding the date of this Draft Red Herring Prospectus.

ELIGIBILITY FOR THIS ISSUE

Our Company is an "**Unlisted Issuer**" in terms of the SEBI ICDR Regulations; and this Issue is an "**Initial Public Offer**" in terms of the SEBI ICDR Regulations.

Our Company is eligible for the Issue in accordance with **Regulation 229(2)** and other provisions of Chapter IX of the SEBI ICDR Regulations, as we are an Issuer whose post-issue face value capital is more than Ten Crores Rupees but less than Twenty-Five Crores Rupees and we may hence issue Equity Shares to the public and propose to list the same on the Small and Medium Enterprise Exchange, in this

case being SME Platform of BSE Limited (“BSE SME”). Further, our Company satisfies the track record and/or other eligibility conditions of the BSE SME.

Eligibility Criteria of the BSE Limited for listing of corporates on the BSE SME:

- 1. The post issue paid up capital of the company (face value) shall not be more than Rs. 25 Crores.*

The post Issue paid up capital of our Company (face value) will not be more than Rs. 25 Crores.

- 2. The issuing company shall have a net worth of Rs. 1 crore for 2 preceding full financial years.*

(Rs. In Lakhs)

Details	FY 2023-24	FY 2022-23	FY 2021-22
Net Worth as per Restated Financial Statement	1196.75	815.77	749.25

- 3. The issuing company shall have net tangible assets worth Rs 3 crores in the last preceding (full) financial year.*

(Rs. In Lakhs)

Details	FY 2023-24	FY 2022-23	FY 2021-22
Sum of all assets of the issuer on the face of Balance sheet (A)	8089.38	6427.51	5291.18
Less: Intangible Assets (B)	0.57	1.59	2.07
Less: Liabilities (all current & non-current liabilities, incl minority interest if any) (C)	6892.63	5611.74	4541.93
Net-tangible Asset (A-B-C)	1196.18	814.18	747.18

- 4. The track record of applicant company seeking listing should be atleast 3 years.*

Our Company was incorporated on April 11, 2017, and therefore, fulfils Stock Exchange’s criteria of track record of 3 years as on the date of filing of the Draft Red Herring Prospectus.

Our Company is not formed by conversion of proprietary / partnership firm and was originally incorporated as a private limited company as per the provisions of the Companies Act, 2013.

Thus, the condition of having a track record of at least 3 years is fulfilled.

- 5. Leverage ratio shall not more than 3:1.*

(Rs. In Lakhs)

Details	FY 2023-24	FY 2022-23	FY 2021-22
Debts (A)	1989.87	1899.00	2185.69
Current maturities (B)	179.00	297.52	281.93
Equity (C)*	1006.26	782.51	730.72
Leverage Ratio (A/C)	1.98	2.43	2.99
Leverage Ratio considering current maturities (A+B)/C	2.16	2.81	3.38

**Average equity taken for FY 2021-22, FY 2022-23, FY 2023-24*

6. *Disciplinary action*

1. No regulatory action of suspension of trading has been initiated against our Promoter or companies promoted by the Promoter by any stock exchange having nationwide trading terminals.
2. None of the Promoter or Directors are the promoter(s) or directors (other than independent directors) of compulsory delisted companies by the exchange or companies that are suspended from trading on account of non-compliance.
3. None of the Directors have been disqualified/ debarred by any of the regulatory authority.

7. *No pending defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders by the applicant company, promoters/ promoting company(ies), Subsidiary Companies.*

There are no pending defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the Company, Promoter or Subsidiary Company.

8. *In case of name change within the last one year, at least 50% of the revenue calculated on a restated and consolidated basis for the preceding 1 full financial year has been earned by it from the activity indicated by its new name.*

Our Company has not changed its name in the last one year, other than the deletion of word “Private” from the name of our Company pursuant to conversion from private limited to a public limited company. Our Company has not undertaken any new activity pursuant to such change in name.

Our Company is in compliance with the following conditions specified in Regulation 228 of the SEBI ICDR Regulations:

1. Neither our Company nor any of its Promoters, Promoter Group or our Director(s), if any are debarred from accessing the capital markets by SEBI;
2. Neither our Promoter(s) nor any of our Director(s) is a promoter or a director of any other company which is debarred from accessing the capital market by the SEBI;
3. Neither our Company nor any of our Promoter(s) or Director(s) is wilful defaulter or fraudulent borrower; and
4. Neither our Promoters nor any of our Director(s) is a fugitive economic offender.

Our Company is in compliance with the following conditions specified in Regulation 230 of SEBI ICDR Regulations:

1. The Draft Red Herring Prospectus has been filed with BSE SME for listing of its Equity Shares. BSE Limited is the Designated Stock Exchange.
2. Our Company has entered into an agreement dated February 21, 2024 and February 12, 2024, with NSDL and CDSL respectively for dematerialization of its Equity Shares already issued and proposed to be issued.
3. The Equity Shares are fully paid and there are no partly paid-up Equity Shares as on the date of filing this Draft Red Herring Prospectus.
4. All Equity Shares held by our Promoter are in dematerialized form.
5. The entire fund requirement is to be funded from the proceeds of the Issue, there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance excluding the amounts to be raised through the proposed Issue. The fund requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution.
6. The amount dedicated for general corporate purposes, as mentioned in “*Objects of the Issue*” in this Draft Red Herring Prospectus on page 97, does not exceed twenty-five per cent (25%) of the amount being raised by the Issuer.

We confirm that:

1. In accordance with Regulation 246 of the SEBI ICDR Regulations, SEBI has not issued any observations on our Draft Red Herring Prospectus. The Red Herring Prospectus/Prospectus shall be filed with the Registrar of Companies, Chandigarh. Also, we shall ensure that our Book Running Lead Manager submits the copy of Red Herring Prospectus/Prospectus along with a due diligence certificate as per Form A of Schedule V to SEBI ICDR Regulations including additional confirmations as required by SEBI at the time of submission of the Red Herring Prospectus/Prospectus with SEBI in Form G of Schedule V to SEBI ICDR Regulations. In accordance with sub-regulation (5) of Regulation 246 of SEBI ICDR Regulations, a soft copy of the Red Herring Prospectus/Prospectus shall be submitted to SEBI.
2. The face value of Equity Shares of Our Company is Rs. 10/- (**Rupees ten only**) for each Equity Share. As detailed in the chapter “*Capital Structure*” of this Draft Red Herring Prospectus.
3. Price of the Equity Shares is not less than the face value of the Equity Shares. For further details pertaining to pricing of Equity Shares please refer to “*Capital Structure*” of this Draft Red Herring Prospectus.
4. In accordance with Regulation 260 of the SEBI ICDR Regulations, this Issue has been hundred percent (100%) underwritten and that the Book Running Lead Manager to the Issue has underwritten more than fifteen per cent (15%) of the Issue Size. For further

details pertaining to said underwriting please refer to “**General Information – Underwriter**” of this Draft Red Herring Prospectus.

5. In accordance with Regulation 261 of the SEBI ICDR Regulations, the Book Running Lead Manager will ensure compulsory market making for a minimum period of three (3) years from the date of listing of Equity Shares offered in the Issue. For further details of the market making arrangement see the chapter titled “**General Information**” beginning of this Draft Red Herring Prospectus.
6. In accordance with Regulation 268(1) of the SEBI ICDR Regulations, our Company shall ensure that the total number of proposed Allottees in the Issue is greater than or equal to fifty (50), otherwise, the entire application money will be refunded forthwith. If the Equity Shares are not Allotted and/or the application monies are not refunded or unblocked within such time as may be specified by SEBI, our Company shall pay interest at the rate of fifteen (15%) per annum and within 4 (four) days.
7. The Company confirms that it has operating profits (earnings before interest, depreciation and tax) from operations for at least two Financial Years out of the preceding three Financial Years.

Our Company satisfies the criteria of track record which given hereunder based on Restated Financial Statements:

(Rs. In Lakhs)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Networth	1196.75	815.77	749.25
EBITDA	1171.09	705.28	565.14

8. Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
9. There is no winding up petition against the Company, which has been admitted by the court or a liquidator has not been appointed.
10. The Company has not been referred to National Company Law Tribunal under Insolvency and Bankruptcy Code.
11. We have a website: <https://astonea.org>.
12. The composition of the Board is in compliance with the requirements of Companies Act, 2013.
13. We confirm that nothing in this Draft Red Herring Prospectus is contrary to the provisions of Companies Act, the Securities Contracts (Regulation) Act, 1956 (42 of 1956) and the Securities and Exchange Board of India Act, 1992 (15 of 1992) and the rules and regulations made thereunder.

14. We confirm that Book Running Lead Manager i.e., *Oneview Corporate Advisors Private Limited* is not an associate as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 of Our Company.
15. Mr. Ashish Gulati, Mrs. Usha Gulati and Mr. Harsh Gulati were the initial promoters of the Company. Mrs Usha Gulati and Mr. Harsh Gulati ceased to be the promoters of our Company (“**Former Promoters**”), pursuant to a resolution passed by our Board of Directors dated March 12, 2024, in furtherance of the request for removal by Former Promoters. Except as stated herein, there has been no change in the promoters of company in the last one year immediately preceding the date of this Draft Red Herring Prospectus

We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter IX of SEBI ICDR Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the stock exchange/s.

COMPLIANCE WITH PART A OF SCHEDULE VI OF THE SEBI ICDR REGULATIONS

Our Company is in compliance with the provisions specified in Part A of Schedule VI of the SEBI ICDR Regulations. No exemption from eligibility norms has been sought under Regulation 300 of the SEBI ICDR Regulations, with respect to the Issue.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGER, ONEVIEW CORPORATE ADVISORS PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI ICDR REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGER, ONEVIEW CORPORATE ADVISORS PRIVATE LIMITED IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER ONEVIEW CORPORATE ADVISORS PRIVATE LIMITED HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED [●] IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI ICDR REGULATIONS.

THE FILING OF THE DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER, ONEVIEW CORPORATE ADVISORS PRIVATE LIMITED ANY IRREGULARITIES OR LAPSES IN THE DRAFT RED HERRING PROSPECTUS.

Note:

All legal requirements pertaining to the Issue are complied with at the time of registration of the Red Herring Prospectus with the Registrar of Companies, Chandigarh, in terms of Section 32 of the Companies Act, 2013. All legal requirements pertaining to the Issue will be complied with at the time of registration of the Red Herring Prospectus/ Prospectus with the RoC in terms of Sections 26, 30, 32, 33(1) and 33(2) of the Companies Act, 2013.

DISCLAIMER FROM OUR COMPANY, OUR DIRECTOR(S) AND THE BOOK RUNNING LEAD MANAGER

Our Company, its Director(s) and the Book Running Lead Manager accepts no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisement or any other material issued by or at the instance of the Company and that anyone placing reliance on any other source of information, including our Company's website <https://astonea.org>, would be doing so at their own risk.

The Book Running Lead Manager accepts no responsibility, save to the limited extent as provided in the Issue Agreement entered into between the Book Running Lead Manager and Our Company dated August 9, 2024 and the Underwriting Agreement dated [●] entered into between the Underwriter and Our Company and the Market Making Agreement dated [●] entered into among the Book Running Lead Manager, the Market Maker, and Our Company.

All information shall be made available by Our Company and the Book Running Lead Manager to the Applicants and public at large and no selective or additional information would be available for a section of the Investors in any manner whatsoever, including at road show presentations, in research or sales reports, at Collection Centers or elsewhere.

The Book Running Lead Manager and its associates and affiliates may engage in transactions with and perform services for our Company and our respective affiliates and associates in the ordinary course of business, and have engaged, or may in the future engage in commercial banking and investment banking transactions with our Company or our affiliates or associates for which they have received and may in future receive compensation.

Note:

Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company, the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations,

guidelines and approvals to acquire Equity Shares of our Company and will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriter 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 Issue is being made in India to persons resident in India including Indian nationals resident in India (who are not minors, except through their legal guardian) HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2 (72) of the Companies Act, 2013, scheduled commercial banks, mutual fund registered with SEBI, FII and sub-account (other than a sub-account which is a foreign corporate or foreign individual) registered with SEBI, AIF, multilateral and bilateral development financial institution, venture capital fund registered with SEBI, foreign venture capital investor registered with SEBI, state industrial development corporation, insurance company registered with IRDA, provident fund with minimum corpus of 2,500 Lakhs, pension fund with minimum corpus of 2,500 lakhs, NIF set up by resolution no. F. No. 2/3/2005-DDII dated 23rd November 2005 of the Government of India published in the Gazette of India, insurance funds set up and managed by army, navy or air force of the Union of India and Insurance funds set up and managed by the Department of Posts, India, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company this Draft Red Herring Prospectus does not, however, constitute an invitation to purchase Equity Shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) at India only.

No action has been or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

DISCLAIMER OF BSE

As required, a copy of this Draft Red Herring Prospectus shall be submitted to BSE. BSE has given *vide* its letter dated [●] permission to the Company to use the exchange's name in this Draft Red Herring Prospectus as one of the stock exchanges for the proposed listing of Company's Equity Shares on SME

Platform of BSE. BSE has scrutinized Draft Red Herring Prospectus for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. It is to be distinctly understood that the aforesaid permission given by BSE should not in any way be deemed or construed that the Draft Red Herring Prospectus has been cleared or approved by BSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus; nor does it warrant that this Company's Equity Shares will be listed or will continue to be listed on BSE SME; nor does it take any responsibility for the financial or other soundness of this Company, its Promoter, its management or any scheme or project of this Company.

Every person who desires to apply for or otherwise acquires any Equity Shares of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Stock Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act, 1933, as amended ("**Securities Act**") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "**U.S. persons**" (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold (i) in the United States only to "qualified institutional buyers", as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been, and will not be, registered, listed, or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, to any persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

LISTING

An application shall be made to BSE for obtaining permission for listing of the Equity Shares being issued and sold in the Issue on its BSE SME platform after the Allotment in the Issue. The Basis of Allotment for the Issue will be finalized with Designated Stock Exchange.

If the permission to deal in and for an official quotation of the Equity Shares on the BSE SME is not granted by BSE Limited, our Company shall forthwith repay, without interest, all monies received from the Applicants in pursuance of the Draft Red Herring Prospectus. The Allotment letters shall be issued or application money shall be refunded / unblocked within two (2) Working Days from the Issue Closing Date or such lesser time as may be specified by SEBI or else the application money shall be

refunded to the Applicants forthwith, failing which interest shall be due to be paid to the Applicants at the rate of fifteen per cent (15%) per annum for the delayed period as prescribed under Companies Act, 2013, the SEBI ICDR Regulations and other applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at BSE SME are taken within three (3) Working Days of the Issue Closing Date.

The Company has obtained approval from BSE Limited *vide* letter dated [●] to use the name of BSE Limited in this Draft Red Herring Prospectus for listing of Equity Shares on BSE SME.

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.”**

Shall be liable to action under Section 447 of the Companies Act, 2013. The liability prescribed under Section 447 of the Companies Act, 2013, includes frauds involving an amount of at least Rs. 10,00,000/- or one per cent of the turnover of the Company, whichever is lower, imprisonment for a term of not less than six (6) months extending up to ten (10) years (provided that where the fraud involves public interest, such term shall not be less than three (3) years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount. Where the fraud involves an amount less than Rs. 10,00,000/- (Rupees Ten lakhs only) or one per cent (1%) 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 (5) years or with fine which may extend to Rs. 50,00,000/- (Rupees Fifty lakhs only) or with both.

CONSENTS

Consents in writing of the Director(s), the Promoter, Chief Financial Officer, the Company Secretary & Compliance Officer, the Statutory Auditor, the Banker to the Company, the Book Running Lead Manager, Registrar to the Issue, Banker to the Issue, Sponsor Bank, Refund Banker, Legal Advisor to the Issue, Underwriter to the Issue and Market Maker to the Issue to act in their respective capacities, have been obtained and shall be filed along with a copy of the Red Herring Prospectus/Prospectus with the RoC, as required under Sections 26 and 32 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of delivery of the Red Herring Prospectus/Prospectus for registration with the RoC.

EXPERT OPINION

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

Our Company has received written consent dated 24-06-2024 from **Avnish Sharma & Associates** to include their name as required under the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in its capacity as our Statutory Auditor, and in respect of its (i) examination report, dated July 4, 2024 on our Restated Financial Statements, (ii) report dated August 6, 2024 on the statement of tax benefits and such consents have not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” and consent thereof shall not be construed to mean an “expert” or consent as defined under the U.S. Securities Act.

PREVIOUS RIGHTS AND PUBLIC ISSUES DURING THE LAST FIVE YEARS

We have not made any previous rights and/or public issues during the last five (5) years and are an “**Unlisted Issuer**” in terms of the SEBI ICDR Regulations and this Issue is an “**Initial Public Offering**” in terms of the SEBI ICDR Regulations.

COMMISSION AND BROKERAGE PAID ON PREVIOUS ISSUES OF OUR EQUITY SHARES IN LAST FIVE YEARS

Since this is the Initial Public Offer of the Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since inception of the Company.

DETAILS OF PUBLIC/ RIGHTS ISSUES BY LISTED GROUP COMPANIES, SUBSIDIARIES AND ASSOCIATE COMPANIES IN THE LAST THREE YEARS

We do not have any listed Group Company as on date of this Draft Red Herring Prospectus. Further, as on the date of this Draft Red Herring Prospectus, our Company do not have any subsidiary company or associate company.

PERFORMANCE VIS-À-VIS OBJECTS- PUBLIC/ RIGHTS ISSUE OF OUR COMPANY

Our Company is an “Unlisted Issuer” in terms of the SEBI ICDR Regulations, and this Issue is an “Initial Public Offering” in terms of the SEBI ICDR Regulations. Our Company has not made any public or rights issue (as defined under the SEBI ICDR Regulations) during the five years preceding the date of this Draft Red Herring Prospectus. Therefore, data regarding promise versus performance is not applicable to us.

PERFORMANCE VIS-À-VIS OBJECTS- PUBLIC/ RIGHTS ISSUE OF LISTED PROMOTERS/LISTED SUBSIDIARIES OF OUR COMPANY

As on the date of this Draft Red Herring Prospectus, our Company do not have a corporate promoter and subsidiary.

PRICE INFORMATION OF PAST ISSUES HANDLED BY THE BOOK RUNNING LEAD MANAGER

Oneview Corporate Advisors Private Limited, our Book Running Lead Manager, has been issued a certificate of registration dated February 29, 2012 by SEBI as Merchant Banker Category – 1 with registration no. INM 000011930. Given below is the statement on price information of past issues handled by Oneview Corporate Advisors Private Limited: -

TABLE 1: DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY ONEVIEW CORPORATE ADVISORS PRIVATE LIMITED

<i>S. No.</i>	<i>Issue Name</i>	<i>Issue size (Amount in Crore)</i>	<i>Issue price (Rs.)</i>	<i>Listing date</i>	<i>Opening price on listing date</i>	<i>+/- % change in closing price, [+/- % change in closing benchmark] - 30th calendar days from listing</i>	<i>+/- % change in closing price, [+/- % change in closing benchmark] - 90th calendar days from listing</i>	<i>+/- % change in closing price, [+/- % change in closing benchmark] - 180th calendar days from listing</i>
1	Storage Technologies and Automation Ltd	29.95	Rs.78 per Equity Share	May 08, 2024	148.20	62.95% 2.19%	104.10% 7.20%	NA
2	Qualitek Labs Ltd	19.64 Cr	Rs.100 per Equity Share	29th January, 2024	190	63.00% 1.60%	58.50%, 3.79%	149.50% 13.05%
3	Eastern Logica Infoway Limited	16.94 Cr	Rs.225 per Equity Share	17th January, 2023	270.00	0.44% 1.02%	11.11% -1.23%	22.22% 9.78%

Sources: All the shares price data is from: www.bseindia.com

TABLE 2: SUMMARY STATEMENT OF DISCLOSURE

Financial Year	Total no. of IPO	Total amount of funds raised (Rs. In Crore)	No. of IPOs trading at discount- 30 th calendar days from listing			No. of IPOs trading at premium- 30 th calendar days from listing			No. of IPOs trading at discount- 180 th calendar days from listing			No. of IPOs trading at premium- 180 th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
April 2024 to Date of filing this DRHP	1	29.95	-	-	-	1	-	-	NA	NA	NA	NA	NA	NA
2023-24	1	19.64	-	-	-	1	-	-	-	-	-	1	-	-
2022-23	1	16.94	-	-	-	-	-	1	-	-	-	-	-	1

Note:

- 1) BSE Sensex has been considered as the Benchmark Index.
- 2) Prices on BSE are considered for all of the above calculations.
- 3) In case 30th/90th/180th day of a particular year falls on a BSE trading holiday, the immediately following trading has been considered.
- 4) In case 30th/90th/180th day of a particular year falls on the day when there is no trade in equity share of the Company, preceding trading day has been considered.

For details regarding the track record of the Book Running Lead Manager, as specified in Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please see the website of the Book Running Lead Manager, please see the website www.oneviewadvisors.com

STOCK MARKET DATA FOR OUR EQUITY SHARES

Our Company is an “**Unlisted Issuer**” in terms of the SEBI ICDR Regulations, and this Issue is an “**Initial Public Offering**” in terms of the SEBI ICDR Regulations. Thus, there is no stock market data available for the Equity Shares of our Company.

INVESTOR GRIEVANCES AND REDRESSAL SYSTEM

The Company has appointed KFin Technologies Limited as the Registrar to the Issue, to handle the investor grievances in co-ordination with the Compliance Officer of the Company. All grievances relating to the present Issue may be addressed to the Registrar to the Issue with a copy to the Compliance Officer, giving full details such as name, address of the Applicants, UPI ID (if applicable), number of Equity Shares applied for, amount paid on Application and name of bank and branch. The Company would monitor the work of the Registrar to the Issue to ensure that the investor grievances are settled expeditiously and satisfactorily.

The Registrar to the Issue, namely, KFin Technologies Limited, will handle investor’s grievances pertaining to the Issue. A fortnightly status report of the complaints received and redressed by it, would be forwarded to the Company. The Company would also be co-coordinating with the Registrar to the Issue in attending to the grievances to the investor.

All grievances relating to the ASBA process may be addressed to the SCSBs, giving full details such as name, address of the ASBA Bidder, number of Equity Shares applied for, amount paid on Application and the Designated Branch of the SCSB where the Bid cum Application Form was submitted by the Applicant. We estimate that the average time required by us or the Registrar to the Issue or the SCSBs for the redressal of routine Investor grievances will be seven (7) Business Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

Our Company will constitute Stakeholders Relationship Committee in the meeting of our Board before listing of Equity Shares on BSE SME. For further details on the Committees, please refer to the section titled “**Our Management**” beginning on page 176 of this Draft Red Herring Prospectus.

Our Company has appointed Ms. Avneet Kaur as the Compliance Officer to redress the complaints, if any, of the investors participating in the Issue. Contact details for our Compliance Officer are as follows:

Name: Ms. Avneet Kaur

Address: SCO 331, Second Floor, Sector 9, Panchkula, Haryana – 134113

India. Pincode – 160022

Tel: +91 – 9888302323

Email: cs@astonea.org

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre- Issue or post- Issue related problems such as non-receipt of letters of Allotment, credit of Allotted Equity Shares in the respective beneficiary account or refund orders, etc. Pursuant to the press release no. PR. No. 85/2011 dated 8th June 2011, SEBI has launched a centralized web-based complaints redress system “SCORES”. This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website www.scores.gov.in.

STATUS OF INVESTOR COMPLAINTS

We confirm that we have not received any investor complaint during the three (3) years preceding the date of this Draft Red Herring Prospectus and hence there are no pending investor complaints as of the date of this Draft Red Herring Prospectus.

DISPOSAL OF INVESTOR GRIEVANCES BY LISTED GROUP COMPANIES AND SUBSIDIARIES UNDER THE SAME MANAGEMENT AS THE COMPANY

As of the date of filing this Draft Red Herring Prospectus, Our Company does not have any listed group companies or any subsidiary company, so disclosure regarding mechanism for disposal of redressal of investor grievances for subsidiary companies or any listed group companies is not applicable.

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

The Company has not sought for any exemptions from complying with any provisions of securities laws granted by SEBI.

SECTION XI- ISSUE RELATED INFORMATION

TERMS FOR THE ISSUE

The Equity Shares being issued pursuant to this Issue shall be subject to the provisions of the Companies Act, 2013, SEBI ICDR Regulations, SCRA, SCRR, the Memorandum and Articles of Association, the SEBI Listing Regulations, the terms of the Draft Red Herring Prospectus, the Abridged Prospectus, Bid Cum Application Form, the Revision Form, the CAN/the Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws, as applicable, guidelines, rules, notifications, and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchange, the RBI, RoC and/or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by SEBI, the RBI, the Government of India, the Stock Exchange, the RoC and any other authorities while granting their approval for the Issue.

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (except Anchor Investors) applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorized to collect the Bid cum Application Forms. Investors may visit the official website of the concerned stock exchange for any information on operation of this facility of form collection by Registrar to the Issue and Depository Participants as and when the same is made available.

AUTHORITY FOR THE ISSUE

The Issue of Equity Shares has been authorized by the Board of Directors of our Company at their meeting held on May, 31, 2024 and was approved by the Shareholders of the Company by passing a Special Resolution at the Extra Ordinary General Meeting held on June 22, 2024 in accordance with provisions of the Companies Act, 2013.

RANKING OF EQUITY SHARES

The Equity Shares being issued in the Issue shall be subject to the provisions of the Companies Act, 2013, our Memorandum and Articles of Association, SEBI Listing Regulations, SEBI ICDR Regulations, SCRA, and shall rank pari-passu with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees upon receipt of Allotment of Equity Shares under this Issue will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of Allotment in accordance with the Companies Act, 2013 and the Articles. For further details, please refer to the section titled “**Main Provisions of the Articles of Association**” beginning on page 351 of this Draft Red Herring Prospectus.

MODE OF PAYMENT OF DIVIDEND

The declaration and payment of dividends will be as per the provisions of the Companies Act, 2013, SEBI Listing Regulations, the Memorandum and Articles of Association 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. All dividends, declared by our Company after the date of Allotment (pursuant to the Allotment of issued Equity Shares), will be payable to the Bidders who have been Allotted issued Equity Shares, for the entire year, in accordance with applicable law.

For further details, please refer to the chapter titled “*Dividend Policy*” beginning on page 206 of this Draft Red Herring Prospectus.

FACE VALUE AND ISSUE PRICE PER SHARE

The face value of the Equity Shares is Rs. 10/- each and the Issue Price at the lower end of Price Band is Rs. [●] per Equity Shares and at the higher end of the Price Band is Rs [●] per Equity Share. The Anchor Investor Issue Price is Rs. [●] per Equity Share.

The Price Band and the minimum Bid Lot size for the Issue will be decided by our Company in consultation with the Book Running Lead Manager and advertised in all editions of [●], English national daily newspaper and all editions of [●], Hindi national daily newspaper and all editions of [●], Regional Language newspaper (Chandigarh where our Registered Office is located) each with wide circulation and shall be made available to the Stock Exchange for the purpose of uploading the same on its website.

The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be prefilled in the Bid cum Application Forms available on the website of the Stock Exchange.

At any given point of time there shall be only one denomination of Equity Shares.

COMPLIANCE WITH SEBI ICDR REGULATIONS

Our Company shall comply with all requirements of the SEBI ICDR Regulations. Our Company shall comply with all applicable disclosure and accounting norms as specified by SEBI from time to time.

RIGHTS OF THE EQUITY SHAREHOLDERS

Subject to applicable laws, rules, regulations, and guidelines and the Articles of Association, the Equity Shareholders shall have the following rights:

1. Right to receive the dividend, if declared;
2. Right to receive Annual Reports & notices to members;
3. Right to attend general meetings and exercise voting rights, unless prohibited by law;
4. Right to vote on a poll either in person or by proxy;
5. Right to receive issue for rights shares and be allotted bonus shares, if announced;
6. Right to receive any surplus on liquidation subject to any statutory and preferential claim being satisfied;

7. Right of free transferability subject to applicable law, including any RBI rules and regulations; and
8. Such other rights, as may be available to a shareholder of a listed public limited company under the Companies Act, 2013, the terms of the SEBI Listing Regulations, and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association relating to voting rights, dividend, forfeiture, and lien and/or consolidation/splitting/transmission, please refer to the section titled “*Main Provisions of the Articles of Association*” beginning on page 351 of this Draft Red Herring Prospectus.

MINIMUM BID VALUE, MARKET LOT AND TRADING LOT

Pursuant to Section 29 of the Companies Act, 2013 the Equity Shares shall be allotted only in dematerialized form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be done in dematerialized form. In this context, two agreements have been signed amongst our Company, the respective Depositories and the Registrar to the Issue:

1. Tripartite Agreement dated February 21, 2024 amongst NSDL, our Company, and the Registrar to the Issue; and
2. Tripartite Agreement dated February 12, 2024 amongst CDSL, our Company, and the Registrar to the Issue.

Since trading of the Equity Shares is in dematerialized form, the tradable lot is [●] Equity Shares. Allotment in this Issue will be only in electronic form in multiples of [●] Equity Shares subject to a minimum Allotment of [●] Equity Shares to the successful Bidders in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

In accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum Bid size shall not be less than ₹ 1,00,000/- (Rupees One Lakh) per Bid.

MINIMUM NUMBER OF ALLOTTEES

In accordance with the Regulation 268(1) of SEBI ICDR Regulations, the minimum number of Allottees in this Issue shall be 50 Shareholders. In case the minimum number of prospective Allottees is less than 50, no Allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked within 2 (Two) Working Days from the Bid/Issue Closing Date or within such other period as may be prescribed by SEBI.

JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/ authorities in Haryana, India.

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act, or any state securities laws in the United States and may not be issued or sold within the United States or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S under the U.S. Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being issued and sold (i) in the United States only to “qualified

institutional buyers”, as defined in Rule 144A of the U.S. Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those issues and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

JOINT HOLDERS

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as joint tenants with benefits of survivorship.

NOMINATION FACILITY TO BIDDERS

In accordance with Section 72 of the Companies Act, 2013 the Sole Bidder, or the First Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of Sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale / transfer / alienation of Equity Share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only in the prescribed form available on request at our Registered Office or with the Registrar and Share Transfer Agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

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 days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized mode there is no need to make a separate nomination with our Company. Nominations registered with Depository Participants of the Bidders would prevail. If the Bidder wants to change the nomination, they are requested to inform their respective Depository Participant.

WITHDRAWAL OF THE ISSUE

In accordance with SEBI ICDR Regulations, the Company in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue at any time before the Bid/Issue Opening Date, without assigning any reason thereof.

In such an event, our Company would issue a public notice in the same newspapers in which the pre-Issue advertisements were published, within two days of the Bid/ Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue Further, the Stock Exchanges shall be informed promptly in this regard by our Company and the BRLM. Also, BRLM through the Registrar to the Issue, shall notify the SCSBs and the Sponsor Banks to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification. In the event of withdrawal of the Issue and subsequently, plans of a fresh issue by our Company, a fresh draft red herring prospectus will be submitted again to Stock Exchange.

Notwithstanding the foregoing, the Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for only after Allotment, and (ii) filing of the Red Herring Prospectus/Prospectus with ROC. If our Company in consultation with the Book Running Lead Manager withdraws the Issue after the Bid/ Issue Closing Date and thereafter determines that it will proceed with a public issue of the Equity Shares, our Company shall file a fresh draft red herring prospectus with the Stock Exchange.

If Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law

ISSUE PROGRAMME

An indicative timetable in respect of the Issue is set out below:

Event	Indicative date
Bid/Issue Opening Date	[●]
Bid/ Issue Closing Date	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	[●]
Initiation of Allotment / refunds/ unblocking of funds from ASBA Account or UPI ID linked bank account*	On or before [●]
Credit of Equity Shares to demat accounts of Allottees	On or before [●]
Commencement of trading of Equity Shares on the Stock Exchange	On or before [●]

**In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled/ withdrawn/ deleted ASBA Forms, the Bidder shall be compensated by the SCSB at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in Stock Exchanges bidding platform until the date on which the amounts are unblocked; (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated by the SCSB at a uniform rate ₹100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated by the SCSB at a uniform rate of ₹100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding four Working Days from the Bid/ Issue Closing Date, the Bidder shall be compensated by the SCSB at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Bid/ Issue Closing Date by the SCSB responsible for causing such delay in unblocking. The post Issue BRLM shall be liable for compensating the Bidder at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date of receipt of the investor grievance until the date on which the blocked amounts are unblocked. The Bidder shall be compensated in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31,*

2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, and the SEBI master circular no. SEBI/HO/CFD/PoD2/P/CIR/2023/00094 dated June 21, 2023 which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable.

The processing fee for Bids made by Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 (to the extent these have not been rescinded by the SEBI RTA Master Circular (*defined hereinbelow*), as applicable only to the RTAs) read with SEBI master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 07, 2024 (“SEBI RTA Master Circular”).

The above timetable is indicative and does not constitute any obligation or liability on our Company and the BLRM. 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 Three (3) Working Days of the Issue Closing Date, the timetable may change due to various factors, such as extension of the Issue by our Company or any delays in receiving the final listing and trading approval from the Stock Exchange. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Submission of Bids

Submission of Bids during Issue Period (except on Bid / Issue Closing Date)	
Submission and revisions in Bids	Only between 10.00 a.m. to 5.00 p.m. Indian Standard Time (“IST”)
Bid/Issue Closing Date	
Submission and revision in Bids	Only between 10.00 a.m. to 3.00 p.m. IST

On the Bid/Issue Closing Date, the Bids shall be uploaded until:

1. In case of Bids by QIBs and/or Non-Institutional Bidders, the Bids and the revisions in Bids shall be accepted only between 10.00 a.m. and 3.00 p.m. (IST) and uploaded by 4.00 p.m. IST; and
2. In case of Bids by Retail Individual Bidders, the Bids and the revisions in Bids shall be accepted only between 10.00 a.m. and 3.00 p.m. (IST) and uploaded until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, after taking into account the total number of Bids received up to the closure of timings and reported by BRLM to the Stock Exchange within half an hour of such closure.

On Bid/Issue Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received by Retail Individual Bidders, after taking into account the total number of Bids received and as reported by the BRLM to the Stock Exchanges.

The Registrar to the Issue shall submit the details of cancelled/withdrawn/deleted Bids to the SCSBs on daily basis within 60 minutes of the Bid closure time from the Bid/ Issue Opening Date till the Bid/Issue Closing Date by obtaining the same from the Stock Exchange. The SCSBs shall unblock such Bids by the closing hours of the Working Day and submit the confirmation to the BRLM and the RTA on a daily basis, as per the format prescribed in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

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/Issue Closing Date, Bidders are advised to submit their Bid one day prior to the Bid/Issue Closing Date and, in any case, not later than 3.00 p.m. on the Bid/Issue Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Issue Closing Date, as is typically experienced in public issues, 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 this Issue. Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

Investors may please note that as per letter no. List/SMD/SM/2006 dated July 3, 2006 and letter no. NSE/IPO/25101-6 dated July 6, 2006 issued by BSE and NSE respectively, Bids and any revision in Bids shall not be accepted on Saturdays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchange.

Our Company in consultation with the Book Running Lead Manager, reserves the right to revise the Price Band during the Bid/Issue 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 as mentioned in Schedule XIII Para 7 of SEBI ICDR Regulations. 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, but the Floor Price shall not be less than the face value of the Equity Shares. In all circumstances, the Cap Price shall be less than or equal to 120% of the Floor Price, provided that the Cap Price shall be atleast 105% of the Floor Price.

In case of any revision to the Price Band, the Bid/Issue Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/Issue Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company in consultation with BRLM, for reasons to be recorded in writing, extend the Bid/Issue Period for a minimum of one Working Days, subject to the Bid/Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the respective websites of the BRLM and at the terminals of the Syndicate

Members and by intimation to SCSBs, other Designated Intermediaries and the Sponsor Bank, as applicable.

In accordance with Schedule XIII Para 12 of SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not allowed to withdraw or lower the size of their Bid (in terms of the quantity of the Equity Shares or the Bid amount) at any stage. Retail Individual Bidders can revise or withdraw their Bid cum Application Forms prior to the Issue Closing Date. Allocation to Retail Individual Bidders, in this Issue will be on a proportionate basis.

In case of any 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 Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

MINIMUM SUBSCRIPTION AND UNDERWRITING

This Issue is not restricted to any minimum subscription level and the Issue is 100% underwritten. If the Issuer does not receive the subscription of 100% of the Issue through this Draft Red Herring Prospectus including the devolvement of Underwriter within sixty days from the Issue Closing Date, the Issuer shall forthwith refund the entire Bid Amount received within the time limit as prescribed under the SEBI ICDR Regulations and Companies Act, 2013.

In accordance with Regulation 260(1) of the SEBI ICDR Regulations, our Issue shall be one hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the Issue through the Draft Red Herring Prospectus and shall not be restricted to the minimum subscription level. For details of underwriting arrangement, kindly refer the chapter titled “**General Information**” on page 73 of this Draft Red Herring Prospectus.

Further, in accordance with Regulation 268 of the SEBI ICDR Regulations, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will 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 Bid size in terms of the number of specified securities shall not be less than Rs. 1,00,000/- (Rupees One Lakhs) per Bid.

MIGRATION TO MAIN BOARD

Our Company may migrate to the main board of BSE Limited on a later date subject to the following:

If the paid-up Capital of our Company is likely to increase above ₹ 2,500 lakhs by virtue of any further issue of capital by way of rights issue, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the Shareholders other than the promoter in 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 BSE 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

If the paid-up capital of our Company is more than ₹ 1,000 lakhs but below ₹ 2,500 lakhs, our Company may still apply for migration to the main board of the BSE Limited, and if the Company fulfils the eligible criteria for listing laid by the main board and if the same has been approved by a special resolution through postal ballot wherein the votes cast by the Shareholders other than the promoter in favor of the proposal amount to at least two times the number of votes cast by Shareholders other than promoter shareholders against the proposal.

MARKET MAKING

The Equity Shares issued through this Issue are proposed to be listed on the BSE SME for which the Company will make a Bid for getting in-principal approval with BSE SME. In terms of Regulation 261 of the SEBI ICDR Regulations, the Book Running Lead Manager to the Issue shall ensure that compulsory market-making through the registered Market Maker on the BSE SME for a minimum period of three years from the date of listing of the specified securities. For further details of the market-making arrangement please refer to the chapter titled “**General Information**” beginning on page 73 of this Draft Red Herring Prospectus.

ARRANGEMENT FOR DISPOSAL OF ODD LOT

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares in terms of SEBI circular no. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a Shareholder of the Issuer in one lot, where the value of such shareholding is less than the minimum contract size allowed for trading on BSE SME.

AS PER THE EXTANT POLICY OF THE GOVERNMENT OF INDIA, OCBs CANNOT PARTICIPATE IN THIS ISSUE

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017, provide general permission for the NRIs, FPIs, and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO.

However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017, RBI, and/or SEBI regulations as may be applicable to such investors. The Allotment of the Equity Shares to NRI shall be subject to the conditions, if any, as may be prescribed by the Government of India / RBI while granting such approvals.

ALLOTMENT OF EQUITY SHARES IN DEMATERIALIZED FORM

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful Bidders will only be in the dematerialized form. Bidders 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.

NEW FINANCIAL INSTRUMENTS

There are no new financial instruments such as deep discounted bonds, debenture with warrants, secured

premium notes, etc. issued by our Company.

BID BY ELIGIBLE NRIs, FPI'S REGISTERED WITH SEBI, VCF'S, AIF'S REGISTERED WITH SEBI AND QFI'S

It is to be understood that there is no reservation for eligible NRIs or FPIs or QFIs or VCFs or AIFs registered with SEBI. Such eligible NRIs, QFIs, FPIs, VCFs or AIFs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

RESTRICTIONS, IF ANY ON THE TRANSFER AND TRANSMISSION OF EQUITY SHARES

Except for (i) lock-in of the pre- Issue Equity Shares, (ii) the minimum Promoters' contribution and (iii) as provided in "***Main Provisions of the Articles of Association***" beginning on page 351 of this Draft Red Herring Prospectus, there are no restrictions on transfers 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 to the section titled "***Main Provisions of the Articles of Association***" beginning on page 351 of this Draft Red Herring Prospectus.

The above information is given for the benefit of the Bidders. The Bidders 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 Draft Red Herring 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 a laws or regulations.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229(2) of Chapter IX of SEBI ICDR Regulations, as amended from time to time, whereby, an issuer whose post-issue paid-up face value capital is more than or equal to ten crore rupees and up to twenty five crore rupees, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange, in this case being the SME Platform of BSE. For further details regarding the salient features and terms of such Issue, please refer to the chapter titled “**Terms of the Issue**” and “**Issue Procedure**” beginning on page 294 and 309 respectively.

The Issue of up to 27,90,000 Equity Shares of face value of Rs. 10/- each fully paid for cash at a price of [●] per Equity Share (including a premium of Rs [●]/- aggregating to [●] Lakhs).The Issue comprises a reservation of 1,44,000 Equity Shares of [●] each for subscription by the designated Market Maker (“**Market Maker Reservation Portion**”).

The Issue comprises a Net Issue to the public of [●] Equity Shares (the “**Net Issue**”). The Issue and Net Issue will constitute [●] and [●] of the post Issue paid-up equity share capital of our Company.

The Issue is being made through the Book Building Process. The face value of the Equity Shares is Rs. 10/-

Particulars ⁽²⁾	Market Maker Reservation Portion	QIBs ⁽¹⁾	Non – Institutional Bidders	Retail Individual Bidders
Number of Equity Shares	Up to [●] Equity Shares	Not more than [●] Equity Shares.	Not less than [●] Equity Shares available for Allocation or Net Issue less allocation to QIB Bidders and Retail Individual Bidders	Not less than [●] Equity Shares available for allocation or Net Issue less Allocation to QIB Bidders and Non – Institutional Bidders.
Percentage of Issue Size/ Net Issue available for Allocation	[●] % of Issue Size	Not more than 50% of the Issue Size shall be allotted QIBs. However, up to 5% of the Net QIB Portion will be available for Allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for Allocation in the remaining QIB	Not less than 15% of the Net Issue or the Net Issue less allocation to QIB Bidders and RIBs will be available for allocation.	Not less than 35% of the Net Issue or Net Issue less allocation to QIBs and Non-Institutional Bidders will be available for allocation.

		Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB portion.		
Basis of Allotment*/ Allocation if respective category is oversubscribed	Firm Allotment	<p>Proportionate as follows (excluding the Anchor Investor Portion):</p> <p>(a) Up to [●] Equity Shares shall be available for Allocation on a proportionate basis to Mutual Funds only; and</p> <p>(b) Up to [●] Equity Shares shall be available for Allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above.</p> <p>Up to 60% of the QIB Portion (of up to [●] Equity Shares may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for Allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price</p>	Proportionate basis subject to minimum Allotment of [●] Equity Shares and further Allotment in multiples of [●] Equity Shares	Proportionate basis subject to minimum Allotment of [●] Equity Shares and further Allotment in multiples of [●] Equity Shares
Mode of Bidding	Only through ASBA process	Through ASBA process only (except for Anchor Investors).	Bids up to Rs. 5 lacs can be made through UPI or ASBA process and Bids above Rs. 5 Lacs shall only through ASBA only.	

Minimum Bid size	[●] Equity Shares of Face Value of Rs. 10 each.	Such number of Equity Shares in multiple of [●] Equity Shares such that the Bid Amount exceeds Rs. 2,00,000/-	Such number of Equity Shares in multiple of [●] Equity Shares such that the Bid Amount exceeds Rs. 2,00,000/-	[●] Equity Shares of Face Value of Rs. 10/- each.
Maximum Bid size	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed the Market Maker Reservation Portion.	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Issue, subject to applicable limits.	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the size of the Net Issue (excluding the QIB Portion), subject to applicable limits.	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed Rs. 2,00,000/-
Mode of Allotment	Compulsorily in dematerialised mode			
Trading lot	[●] Equity Shares, however the Market Maker may accept odd lots, if any, in the market as required under the SEBI ICDR Regulations	[●] Equity Shares and in multiples thereof.	[●] Equity Shares and in multiples thereof.	[●] Equity Shares and in multiples thereof.
Terms of payment	<p>In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids⁽³⁾</p> <p>In case of all other Bidders: Full Bid Amount shall be blocked in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism (for RIBs or individual investors bidding under the Non –Institutional Portion for an amount of more than Rs. 2,00,000 and up to Rs. 5,00,000, using the UPI Mechanism) that is specified in the ASBA Form at the time of submission of the ASBA Form.</p>			

*Assuming full subscription in the Issue

- (1) Our Company in consultation with the BRLM, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-Allotment in the Anchor Investor

Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the Net QIB Portion. For details, see “**Issue Procedure**” beginning on page 309.

- (2) Subject to valid Bids being received at or above the Issue Price. The Issue is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 252 of the SEBI ICDR Regulations, this is an Issue wherein at least 25% of the post- Issue paid-up equity share capital of our Company will be Allotted to public. This Issue is being made through the Book Building Process, wherein Allocation to the public shall be made as per Regulation 253 of the SEBI ICDR Regulations. 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. The signature of only such First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders. Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriter, its directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company reserves the right to reject, at its absolute discretion, all or any multiple Bids in any or all categories.
- (3) Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Issue Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.

Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in any category except the QIB Portion, would be met with spill-over from the other categories or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange.

WITHDRAWAL OF THE ISSUE

In accordance with SEBI ICDR Regulations, the Company in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue at any time before the Bid/Issue Opening Date, without assigning any reason thereof.

In such an event, our Company would issue a public notice in the same newspapers in which the pre-Issue advertisements were published, within two days of the Bid/ Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue Further, the Stock Exchanges shall be informed promptly in this regard by our Company and the BRLM. Also, BRLM through the Registrar to the Issue, shall notify the SCSBs and the Sponsor Banks to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification. In the event of withdrawal of the Issue and subsequently, plans of a fresh issue by our Company, a fresh draft red herring prospectus will be submitted again to Stock Exchange.

Notwithstanding the foregoing, the Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for only after Allotment, and (ii) filing of the Red Herring Prospectus/Prospectus with ROC. If our Company in consultation with the Book Running Lead Manager withdraws the Issue after the Bid/ Issue Closing Date and thereafter determines that it will proceed with a public issue of the Equity Shares, our Company shall file a fresh draft red herring prospectus with the Stock Exchange.

If Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law.

ISSUE PROGRAMME

Bid/Issue Opening Date	[●] ¹
Bid/Issue Closing Date	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	[●]
Initiation of allotment/ refunds / unblocking of funds	On or before [●]
Credit of Equity Shares to demat accounts of Allottee's	On or before [●]
Commencement of trading of the Equity Shares on the Stock Exchange	On or before [●]

(1) *Our Company in consultation with the Book Running Lead Manager, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Issue Period shall be one Working Day prior to the Bid/Issue Opening Date in accordance with the SEBI ICDR Regulations.*

Bids and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the application centers mentioned in the Bid cum Application Form.

Standardization of cut-off time for uploading of Bids on the Bid/Issue Closing Date:

- a) A standard cut-off time of 3.00 p.m. for acceptance of Bids.
- b) A standard cut-off time of 4.00 p.m. for uploading of Bids received from other than Retail Individual Applicants.
- c) 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 Designated Stock Exchange after taking into account the total number of Bids received up to the closure of timings and reported by Lead Manager to Designated Stock Exchange within half an hour of such closure.

It is clarified that Bids not uploaded on the electronic system, would be rejected. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid cum Application Form, for a particular Bidder, the details as per the file received from the Designated Stock Exchange may be taken as the final data for the purpose of Allotment.

Due to limitation of time available for uploading the Bids on the Bid/Issue Closing Date, Bidders are advised to submit their Bid one day prior to the Bid/Issue Closing Date and, in any case, not later than 3.00 p.m. on the Bid/Issue Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Issue Closing Date, as is typically experienced in public issues, 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 this Issue.

Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

ISSUE PROCEDURE

*All Bidders should read the General Information Document for investing in public issues prepared and issued in accordance with circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars (the “**General Information Document**”) which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act 2013, the 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 Exchange and the Book Running Lead Manager. Please refer to the relevant provisions of the General Information Document, which are applicable to the Issue.*

*Additionally, all Bidders may refer to the General Information Document for information, in addition to what is stated herein, in relation to (i) category of Bidders eligible to participate in the Issue; (ii) maximum and minimum Bid size; (iii) price discovery and Allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of Confirmation of Allocation Note (“**CAN**”) and Allotment in the Issue; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) Designated Date; (viii) disposal of Bids; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint Bids in cases of individual, multiple Bids and instances when a Bid would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious Bids; (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, and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (“**UPI**”) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for 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 an existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later (“**UPI Phase II**”). Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 extended the timeline for implementation of UPI Phase II till March 31, 2020.*

*The final reduced timeline of T+3 days for the UPI Mechanism for bids by UPI Bidders (“**UPI Phase III**”), and modalities of the implementation of UPI Phase III has been notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and made effective on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023. The Issue will be undertaken pursuant to the processes and procedures **under UPI Phase III on a mandatory basis** 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, read with the circular no.*

SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021, circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, and the SEBI master circular no. SEBI/HO/CFD/PoD2/P/CIR/2023/00094 dated June 21, 2023 has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances.

Furthermore, pursuant to circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual Bidders in initial public offerings (opening on or after May 1, 2022) whose bid sizes are up to Rs. 5,00,000/- shall use the UPI Mechanism. This circular has come into force for initial public offers opening on or after May 1, 2022, and the provisions of this circular are deemed to form part of this Draft Red Herring Prospectus. Subsequently, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/ 2022/75 dated May 30, 2022, bids made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed only after bid monies are blocked in the bank accounts of investors (all categories).

The BRLM shall be the nodal entity for any issues arising out of the public issuance process.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two (2) Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding two (2) Working Days from the Bid/Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Manager shall, in its sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and is not liable for any amendment, modification, or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in this Draft Red Herring Prospectus.

Further, Our Company and the Book Running Lead Manager are not liable for any adverse occurrence's consequent to the implementation of the UPI Mechanism for Bid in this Issue.

BOOK BUILDING PROCEDURE

In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "SCRR") read with Regulation 252 of SEBI ICDR Regulations, the Issue has been made for at least 25% of the post-Issue paid-up equity share capital of our Company. The Issue is being made under Regulation 229(2) of Chapter IX of SEBI ICDR Regulations via the Book Building Process.

The Allocation to the public will be made as per Regulation 253 of SEBI ICDR Regulations, wherein not more than 50% of the Net Issue shall be allocated on a proportionate basis to QIBs, provided that our Company and may, in consultation with the BRLM, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion.

Further, 5% of the QIB Portion shall be available for Allocation on a proportionate basis only to Mutual Funds, and 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 Issue Price. Further, not less than 15% of the Net Issue shall be available for Allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Net Issue shall be available for Allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

Subject to valid Bids being received at or above the Issue Price, under subscription, if any, in any category, except the QIB Portion, would be allowed to be met with spill-over from any other category or a combination of categories at the discretion of our Company and then in consultation with the BRLM and the Designated 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.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchange.

Bidders should note that the Equity Shares will be allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders' Depository account, including DP ID, Client ID, PAN, and UPI ID (for RIBs using the UPI Mechanism), shall be treated as incomplete and will be rejected. The Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to the Allotment of the Equity Shares in the Issue, 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.

PHASED IMPLEMENTATION OF UPI FOR BIDS BY RETAIL INDIVIDUAL BIDDERS AS PER THE UPI CIRCULAR

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of, among others, equity shares and convertibles. Pursuant to the UPI Circulars, the UPI Mechanism 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 Bids by UPI Bidders through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure a complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

1. **Phase I:** This phase was applicable from January 1, 2019, until March 31, 2019, or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a Retail Individual Bidder had the option to submit the ASBA Form with any of the Designated Intermediaries and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continue to be six Working Days.
2. **Phase II:** This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later.

Subsequently, 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. Under this phase, submission of the ASBA Form by UPI Bidders through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase.

3. **Phase III:** This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023, and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 (“**T+3 Notification**”). In this phase, the time duration from public issue closure to listing has been reduced to three working days. The Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarifications or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for Bids that have been made through the UPI Mechanism. The requirements of the UPI Circulars 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 Bids, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked not later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors’ complaints in this regard, the relevant SCSB as well as the post – Issue BRLM will be required to compensate the concerned investor.

The Issue will be made under UPI Phase III of the UPI Circulars (on a mandatory basis).

All SCSBs offering the facility of making Bids in public issues shall also provide the facility to make Bids using UPI Mechanism. Our 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 UPI Bidders using the UPI Mechanism.

The processing fees for Bids made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks make a Bid Cum Application Form as prescribed in Annexure I of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, and 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.

Further, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, all UPI Bidders applying in public issues where the Bid is up to Rs. 5,00,000 shall use the UPI Mechanism and shall also provide their UPI ID in the Bid cum Application Form submitted with any of the entities mentioned herein below:

1. a syndicate member

2. 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)
3. a Depository Participant (whose name is mentioned on the website of the stock exchange as eligible for this activity)
4. a registrar to an Issue and shares transfer agent (whose name is mentioned on the website of the stock exchange as eligible for this activity)

The aforesaid intermediary shall, at the time of receipt of Bid, give an acknowledgment to an investor, by giving the counter foil or specifying the Bid number to the investor, as proof of having accepted the Bid cum Application Form, in physical or electronic mode, respectively.

For further details, refer to the General Information Document to be available on the website of the Stock Exchange and the BRLM.

BID CUM APPLICATION FORM

Copies of the Bid cum Application Form (other than Anchor Investors) and the Abridged Prospectus will be available at the offices of the BRLM's, the Designated Intermediaries at relevant Bidding Centres, and at the Registered Office of Our Company. The electronic copy of the Bid cum Application Form will also be available for download on the websites of the BSE (www.bseindia.com), at least one day prior to the Bid Opening Date.

For Anchor Investors, the Bid cum Application Forms will be available at the offices of the BRLM. All Bidders (other than Anchor Investors) must compulsorily use the ASBA process to participate in the Issue. Anchor Investors are not permitted to participate in this Issue through the ASBA process.

All ASBA Bidders must provide either (i) the bank account details and authorization to block funds in the ASBA Form, or (ii) the UPI ID (in case of UPI Bidders), as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details will be rejected.

Since the Issue is made under Phase III of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

1. RIIs (other than the RIIs using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat, and bank account (3 in 1 type accounts), provided by certain stock brokers.
2. RIIs using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain stock brokers.
3. QIBs and NIBs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs, or CDPs.

ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSBs or Sponsor Banks, as applicable, at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked including details as prescribed in Annexure II of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

The prescribed colour of the Bid cum Application Form for various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians, including resident QIBs, Non-Institutional Investors, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis [^]	[●]
Non-Residents including FPIs, Eligible NRIs, FVCIs and registered bilateral and multilateral institutions applying on a repatriation basis [^]	[●]
Anchor Investors ¹	[●]

*Excluding electronic Bid cum Application Form.

[^] Electronic Bid cum Application Form and the Abridged Prospectus will be made available for download on the website of the BSE (www.bseindia.com)

¹ Bid cum Application Forms for Anchor Investors shall be available at the offices of the BRLM.

In case of ASBA Forms, the relevant Designated Intermediaries shall upload the relevant Bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges. Subsequently, for ASBA Forms (other than UPI Bidders using UPI Mechanism), Designated Intermediaries (other than SCSBs) shall submit/ deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank. Stock Exchanges shall validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded.

For UPI Bidders using the UPI Mechanism, the Stock Exchanges 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 UPI Bidders for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders (Bidding through UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank, NPCI or the Issuer bank) 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 Bank and the Issuer bank. The Sponsor Bank and the Banker to the Issue shall provide the audit trail to the Book Running Lead Managers for analysing the same and fixing liability.

The Sponsor Bank will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the Book Running Lead Manager in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank and Issuer bank(s) shall download UPI settlement files and raw

data files from the NPCI portal after every settlement cycle and do a three-way reconciliation with Banks UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with Issuer bank(s) and Sponsor Bank(s) on a continuous basis.

Bidders shall only use the specified Bid cum Application Form for making an Application in terms of the Draft Red Herring 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 Bid Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Bid.

The upload of the details in the electronic bidding system of stock exchange will be done by:

For Bids submitted by Investors to SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the Stock Exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the Bid Money specified.
For Bids submitted by investors to intermediaries other than SCSBs:	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 Issue.
For Bids submitted by investors to intermediaries other than SCSBs with use of UPI for payment or	After accepting the Bid cum Application Form, respective intermediary shall capture and upload the relevant Bid details, including UPI ID, in the electronic bidding system of Stock Exchange. Stock Exchange shall share Bid details including the UPI ID with the Sponsor Bank on a continuous basis, to enable the Sponsor Bank to initiate UPI Mandate Request on investors for blocking of funds.

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 Bid collecting intermediaries, the Bidders are deemed to have authorized our Company to make the necessary changes in the Draft Red Herring 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 RIB's, who shall accept the UPI Mandate Request.

For all pending UPI Mandate Request, the Sponsor Bank shall initiate request for blocking of funds on the ASBA Accounts of relevant Bidders with a confirmation cut of time of 12:00 pm on the First Working Day after the Bid / Issue 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.

MAXIMUM AND MINIMUM BID SIZE

1. For Retail Individual Bidders

The Bid must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Bid Amount payable by the Bidder does not exceed ₹ 2,00,000. In case of revision of Bid, the Retail Individual Bidders have to ensure that the Bid Amount does not exceed ₹ 2,00,000.

2. For Other than Retail Individual Bidders (Non-Institutional Investors and QIBs):

The Bid must be for a minimum of such number of Equity Shares that the Bid Amount exceeds ₹ 2,00,000 and in multiples of [●] Equity Shares thereafter. A Bid cannot be submitted for more than the Net Issue size. However, the maximum Bid by a QIB Bidders should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI ICDR Regulations, a QIB Bidder cannot withdraw its Bid after the Issue Closing Date and is required to pay 100% QIB margin upon submission of Bid.

In case of revision in Bid, the Non-Institutional Bidders, who are individuals, have to ensure that the Bid 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 Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus.

METHOD OF BIDDING PROCESS

Our Company in consultation with the BRLM will decide the Price Band and the minimum Bid Lot size for the Issue and the same shall be advertised in all editions of the English national daily newspaper and all editions of [●], a Hindi national daily newspaper and all edition of [●], a regional newspaper each with wide circulation at least two Working Days prior to the Bid/ Issue Opening Date. The BRLM and the SCSBs shall accept Bids from the Bidders during the Issue Period.

1. The Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Issue Period may be extended, if required, by an additional three Working Days, subject to the total Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Issue Period, if applicable, will be published in all editions of the English national daily newspaper and all editions of [●], a Hindi national daily newspaper and all editions of [●], a regional newspaper each with wide circulation where the registered office

of the company is situated, and also by indicating the change on the websites of the Book Running Lead Manager.

2. During the Issue Period, Retail Individual Bidders, should approach the BRLM or their authorized agents to register their Bids. The BRLM shall accept Bids from Anchor Investors and ASBA Bidders in specified cities and it shall have the right to vet the Bids during the Issue Period in accordance with the terms of the Red Herring Prospectus. ASBA Bidders should approach the Designated Branches or the BRLM (for the Bids to be submitted in the specified cities) to register their Bids.
3. 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 Issue Price, the maximum number of Equity Shares Bid for by a Bidder/Applicant at or above the Issue Price will be considered for allocation/Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.
4. 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 Bids 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 Issue. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph “*Bids at different price levels and Revision of Bids*”.
5. Except in relation to the Bids received from the Anchor Investors, 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.
6. The BRLM shall accept the Bids from the Anchor Investors during the Anchor Investor Issue Period i.e. one working day prior to the Bid/ Issue Opening Date. Bids by QIBs under the Anchor Investor Portion and the QIB Portion shall not be considered as multiple Bids.
7. Along with the Bid cum Application Form, Anchor Investors will make payment in the manner described in “*Payment into Escrow Account for Anchor Investors*” in the section “*Issue Procedure*” beginning on page 309 of this Draft Red Herring Prospectus.
8. 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.
9. 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.
10. 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.

11. The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/failure of the Issue 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 Issue 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 Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS

1. Our Company in consultation with the Book Running Lead Manager, reserves the right to revise the Price Band during the Bid/Issue 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 as mentioned in Schedule XIII Para 7 of SEBI ICDR Regulations. 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, but the Floor Price shall not be less than the face value of the Equity Shares. In all circumstances, the Cap Price shall be less than or equal to 120% of the Floor Price, provided that the Cap Price shall be at least 105% of the Floor Price.
2. Our Company in consultation with the BRLM, will finalize the Issue Price within the Price Band, without the prior approval of, or intimation, to the Bidders.
3. 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.
4. 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.
5. The price of the specified securities offered to an Anchor Investor shall not be lower than the price offered to other Applicants.

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 Issue 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 Issue, 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.

Neither the BRLM nor any persons related to the BRLM (other than Mutual Funds sponsored by entities related to the BRLM), Promoters and Promoter Group can apply in the Issue under the Anchor Investor Portion.

OPTION TO SUBSCRIBE IN THE ISSUE

1. As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Bidders will not have the option of getting Allotment of Equity Shares in physical form.
2. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
3. A single Bid from any Bidder 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 Bid/ Issue Opening Date and Bid/ Issue Closing Date in the Red Herring 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 Red Herring Prospectus with the RoC at least 3 (three) days before the Bid/ Issue Opening Date.
3. Copies of the Bid cum Application Form along with Abridged Prospectus and copies of the Draft Red Herring Prospectus will be available with the Book Running Lead Manager, the Registrar to the Issue, and at the Registered Office of our Company. Electronic Bid cum Application Forms will also be available on the websites of the Stock Exchange.
4. Any Bidder who would like to obtain the Draft Red Herring 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 Bid.
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 Bidder 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. Bids 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 Bid Amount specified in the Bid cum Application Form, before entering the ASBA Bid into the electronic system.
9. Except for Bids 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 Bid 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 ICDR 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 Issue 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.

ELECTRONIC REGISTRATION OF BIDS

1. The Designated Intermediary may register the Bids using the online facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the offline data file into the online facilities for Book Building Process on a regular basis before the closure of the Issue.
2. On the Bid/Issue Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchange and as disclosed in the Red Herring Prospectus.
3. Only Bids that are uploaded on the Stock Exchanges platform are considered for Allocation/Allotment. The Designated Intermediaries are given till 1:00 pm on the next Working Day following the Bid/Issue Closing Date to modify select fields uploaded in the Stock Exchange platform during the Issue Period after which the Stock Exchange send the Bid information to the Registrar to the Issue for further processing.

Participation by the Promoters, the members of the Promoter Group, the Book Running Lead Manager, the Syndicate Member(s) and persons related to the Promoters/the members of the Promoter Group/the Book Running Lead Manager.

Except as stated below, neither the Book Running Lead Manager nor any associate of the Book Running Lead Manager can apply in the Issue under the Anchor Investor Portion:

1. Mutual Funds sponsored by entities which are associate of the Book Running Lead Manager;
2. insurance companies promoted by entities which are associate of the Book Running Lead Manager;
3. AIFs sponsored by the entities which are associate of the Book Running Lead Manager; or
4. FPIs (other than individuals, corporate bodies and family offices) sponsored by the entities which are associate of the Book Running Lead Manager.

Further, the Promoters and members of the Promoter Group shall not participate by applying for Equity Shares in the Issue. Further, persons related to the Promoters and the member of the Promoter Group shall not apply in the Issue under the Anchor Investor Portion.

However, a QIB who has any of the following rights in relation to our Company shall be deemed to be a person related to the Promoters or the members of the Promoter Group of our Company:

1. rights under a Shareholders' agreement or voting agreement entered into with the Promoters or the members of the Promoter Group of our Company;
2. veto rights; or
3. right to appoint any nominee Director on the Board.

Further, an Anchor Investor shall be deemed to be an "associate of the Book Running Lead Manager" if:

1. either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or
2. either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or
3. there is a common director, excluding nominee director, among the Anchor Investors and the Book Running Lead Manager.

BIDS BY ANCHOR INVESTORS

Our Company in consultation with the BRLM, may consider participation by Anchor Investors in the Issue for up to 60% of the QIB Portion in accordance with the SEBI ICDR Regulations. Only QIBs as defined in Regulation 2(1)(ss) of the SEBI ICDR Regulations and not otherwise excluded pursuant to Schedule XIII of the SEBI ICDR Regulations are eligible to invest. The QIB Portion will be reduced in proportion to Allocation under the Anchor Investor Portion. In the event of undersubscription in the Anchor Investor Portion, the balance Equity Shares will be added to the QIB Portion. In accordance with the SEBI ICDR Regulations, the key terms for participation in the Anchor Investor Portion are provided below.

1. Anchor Investor Application Forms will be made available for the Anchor Investors at the offices of the BRLM.
2. The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount is at least ₹ 200.00 lakhs. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹ 200.00 lakhs

3. One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
4. Bidding for Anchor Investors will open one Working Day before the Bid/ Issue Opening Date and be completed on the same day.
5. Our Company in consultation with the BRLM, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:
 - a) where allocation in the Anchor Investor Portion is up to ₹ 200.00 Lakhs, maximum of 2 (two) Anchor Investors.
 - b) where the allocation under the Anchor Investor Portion is more than ₹ 200.00 Lakhs but up to ₹ 2500.00 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of ₹ 100.00 Lakhs per Anchor Investor; and
 - c) where the allocation under the Anchor Investor portion is more than ₹ 2500.00 Lakhs:(i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation up to ₹ 2500.00 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of ₹ 2500.00 Lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of ₹ 100.00 Lakhs per Anchor Investor.
6. Allocation to Anchor Investors will be completed on the Anchor Investor Bid/ Issue Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the BRLM before the Bid/Issue Opening Date, through intimation to the Stock Exchange.
7. Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
8. If the Issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within 2 (two) Working Days from the Bid/ Issue Closing Date. If the Issue Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Issue Price.
9. At the end of each day of the bidding period, the demand including Allocation made to Anchor Investors, shall be shown graphically on the bidding terminals of Syndicate Members and website of Stock Exchange offering electronically linked transparent bidding facility, for information of public.
10. 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment, while the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.
11. The BRLM, our Promoters, Promoter Group, or any person related to them (except for Mutual Funds sponsored by entities related to the BRLM) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the BRLM and made available as part of the records of the BRLM for inspection by SEBI.

12. Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered issuance.
13. Anchor Investors are not permitted to Bid in the Issue through the ASBA process.

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 Book Running Lead Manager, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

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 such Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its NAV in Equity Shares or equity-related instruments of any single company, provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

BIDS BY ELIGIBLE NRIS

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents ([●] in colour). Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries.

Eligible NRI Bidders Bidding on a repatriation basis by using the Non-Resident forms should authorise their SCSB (if they are Bidding directly through the SCSB) or confirm or accept the UPI Mandate Request (in case of UPI Bidders 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 authorise their respective SCSBs (if they are Bidding directly through SCSB) or confirm or accept the UPI Mandate Request (in case of UPI Bidders 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.

As per Schedule III of the FEMA Rules, a NRI or OCI may purchase or sell shares of a listed Indian company on repatriation basis, on a recognised stock exchange in India, subject to the conditions that NRIs or OCIs may purchase and sell shares through a branch designated by an authorised dealer for the purpose; and the total holding by any individual NRI or OCI shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference

shares or share warrants. The aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the company.

Eligible NRIs will be permitted to apply in the Issue through Channel I or Channel II (as specified in the UPI Circulars). Further, subject to applicable law, Eligible NRIs may use Channel IV (as specified in the UPI Circulars) to apply in the Issue, provided the UPI facility is enabled for their NRE/NRO accounts.

Participation of Eligible NRIs in the Issue shall be subject to the FEMA Rules.

For details of restrictions on investment by NRIs, see “*Restrictions on Foreign Ownership of Indian Securities*” on page 348.

BIDS BY HUFs

Bids by 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 as follows: “Name of Sole Bidder or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta”. Bids by HUFs will be considered at par with Bids from individuals.

BIDS BY FPIS

In terms of the SEBI FPI Regulations, the investment in Equity Shares by a single FPI or an investor group (which means multiple entities registered as FPIs and directly or indirectly having common ownership of more than 50% or common control) must be below 10% of the post- Issue Equity Share capital. Further, in terms of the FEMA Rules, the total holding by each FPI or an investor group shall be below 10% of the total paid-up Equity Share capital of our Company. With effect from April 01, 2020, the aggregate limit shall be the sectoral caps applicable to the Indian company as laid out in subparagraph (b) of paragraph 3 of Schedule I of the FEMA Rules, with respect to its paid-up equity capital on a fully diluted basis or such same sectoral cap percentage of paid-up value of each series of debentures or preference shares or share warrants. The aggregate limit as provided above may be decreased by the Indian company concerned to a lower threshold limit of 24% or 49% or 74% as deemed fit, with the approval of its Board of Directors and its general body through a resolution and a special resolution, respectively before March 31, 2020. The Indian company which has decreased its aggregate limit to 24% or 49% or 74%, may increase such aggregate limit to 49% or 74% or the sectoral cap or statutory ceiling respectively as deemed fit, with the approval of its Board of Directors and its general body through a resolution and a special resolution, respectively; however, once the aggregate limit has been increased to a higher threshold, the Indian company cannot reduce the same to a lower threshold.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company, in consultation with the Book Running Lead Manager, reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Issue are advised to use the Bid cum Application Form for Non-Residents ([●] in colour).

A FPI may purchase or sell Equity Shares of an Indian company which is listed or to be listed on a recognised stock exchange in India, and/or may purchase or sell securities other than equity instruments.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

To ensure compliance with the applicable limits, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar to the Issue shall:

1. use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI, and
2. obtain validation from Depositories for the FPIs who have invested in the Issue to ensure there is no breach of the investment limit, within the timelines for issue procedure, as prescribed by SEBI from time to time.

Subject to compliance with all applicable 3 as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs, (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs, (iii) such offshore derivative instruments are issued 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 offshore derivative instruments is also required to ensure that any transfer of offshore derivative instrument is made by, or on behalf of it subject to, among others, the following conditions:

1. each offshore derivative instruments are transferred to persons subject to fulfilment of SEBI FPI Regulations; and
2. prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

Further, Bids by following FPIs, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs may not be regarded as multiple Bids:

1. FPIs that utilise the multi-investment manager structure;
2. Offshore derivative instruments (“ODI”) which have obtained separate FPI registration for ODI and proprietary derivative investments;
3. Sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration;
4. FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager;
5. Multiple branches in different jurisdictions of foreign bank registered as FPIs;
6. Government and Government related investors registered as Category I FPIs; and
7. Entities registered as collective investment scheme having multiple share classes.

The Bids belonging to the aforesaid seven structures and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares allotted in the Bid may be proportionately distributed to the Bidder FPIs (with same PAN). In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilise any of the above-mentioned structures and indicate the name of their respective investment managers in such confirmation.

In the absence of such confirmation from the relevant FPIs, such multiple Bids shall be rejected.

BIDS BY SEBI REGISTERED AIFS, VCFS, AND FVCIS

The SEBI AIF Regulations prescribe, among others, the investment restrictions on AIFs. Post the repeal of the SEBI VCF Regulations, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. The SEBI FVCI Regulations prescribe the investment restrictions on FVCIs. Category I AIFs and Category II AIFs 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. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking.

The holding in any company by any individual VCF or FVCI registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in initial public offerings.

Further, the shareholding of VCFs, Category I AIFs or Category II AIFs and FVCIs in a company prior to an initial public offering being undertaken by such company, shall be exempt from lock-in requirements, provided that such Equity Shares shall be locked in for a period of at least six months from the date of purchase by the VCF or AIF or FVCI. However, if such VCFs, Category I AIFs or Category II AIFs and FVCIs hold individually or with persons acting in concert, more than 20% of the pre-issue shareholding of such company, this exemption from lock-in requirements will not be applicable.

There is no reservation for Eligible NRIs, AIFs, FPIs and FVCIs. All such Bidders will be treated on the same basis with other categories for the purpose of Allocation. Participation of VCFs, AIFs or FVCIs in the Issue shall be subject to the FEMA Rules.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission. Our Company or the Book Running Lead Manager 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 issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the Book Running Lead Manager, reserves the right to reject any Bid without assigning any reason thereof. Limited liability partnership can participate in the Issue only through the ASBA process.

BIDS BY BANKING COMPANIES

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee

are required to be attached to the Bid cum Application Form, failing which our Company, in consultation with the Book Running Lead Manager, reserves the right to reject any Bid without assigning any reason. The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended, (“**Banking Regulation Act**”), and the Master Directions - Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended, is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10% of the banking company’s 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 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, (ii) the additional acquisition is through restructuring of debt, or to protect the banking company’s interest on loans/investments made to a company, (iii) hold 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 does not apply to the cases mentioned in (i) and (ii) above.

Further, the aggregate investment by a banking company in all its subsidiaries and other entities engaged in financial services and non-financial services, including overseas investments, cannot exceed 20% of the banking company’s paid-up share capital and reserves.

The banking company is required to submit a time-bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make (i) investment in a subsidiary or a financial services company that is not a subsidiary (with certain exceptions prescribed), and (ii) investment in a non-financial services company in excess of 10% of such investee company’s paid-up share capital as stated in para 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended.

BIDS BY SCSBS

SCSBs participating in the Issue are required to comply with the terms of the circulars dated September 13, 2012, and January 2, 2013, issued by SEBI. Such SCSBs are required to ensure that for making Bids 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 Bid cum Application Form in public issues and clear demarcated funds should be available in such account for such Bids.

BIDS BY INSURANCE COMPANIES

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the Book Running Lead Manager, reserves the right to reject any Bid without assigning any reason thereof. The exposure norms for insurers are prescribed under Regulation 9 of the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016 (“**IRDAI Investment Regulations**”), and are based on investments in the Equity Shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Bidders are advised to refer to the IRDAI Investment Regulations, as amended, which are broadly set forth below:

1. 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 a life insurer or 10% of investment assets in case of a general insurer or reinsurer;
2. the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
3. the industry sector in which the investee company 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 amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (1), (2), and (3) 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 Rs. 2,50,00,000 Lakhs or more and 12% of outstanding equity shares (face value) for insurers with investment assets of Rs. 50,00,000 Lakhs or more but less than Rs. 2,50,00,000 Lakhs.

Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines, and circulars issued by IRDAI, from time to time, including the IRDAI Investment Regulations for specific investment limits applicable to them.

BIDS BY SYSTEMICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES

In case of Bids made by NBFC-SI, a certified copy of the certificate of registration issued by RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the Book Running Lead Manager, reserves the right to reject any Bid, without assigning any reason thereof. NBFC-SI participating in the Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

In accordance with existing regulations issued by RBI, OCBs cannot participate in this Issue.

BIDS UNDER POWER OF ATTORNEY

In case of Bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, NBFC-SI, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of Rs. 2,500 lakhs (subject to applicable laws) and pension funds with a minimum corpus of Rs. 2,500 lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye-laws must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the Book Running Lead Manager, reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company, in consultation with the Book Running Lead Manager, in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company, in consultation with the Book Running Lead Manager, may deem fit.

BIDS BY PROVIDENT FUNDS/PENSION FUNDS

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of Rs. 2,500 Lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the Book Running Lead Manager, reserves the right to reject any Bid, without assigning any reason therefore.

BID NOT TO BE MADE BY:

1. Minors (except through their Guardians)
2. Partnership firms or their nominations
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Policy with the prior approval of Government if the investment is through government route and with the prior approval of RBI if the investment is through automatic route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Bid cum Application Form, the OCB shall be eligible to be considered for share allocation.

GENERAL INSTRUCTIONS

Please note that QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Investors can revise their Bid(s) during the Bid/Issue Period and withdraw their Bid(s) until the Bid/Issue Closing Date. Anchor Investors are not allowed to withdraw or lower the size of their Anchor investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date.

Do's:

1. Check if you are eligible to apply as per the terms of the Draft Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. Ensure that you have Bid within the Price Band;
3. Ensure that you (other than the Anchor Investors) have mentioned the correct ASBA Account number (for all Bidders other than UPI Bidders bidding using the UPI Mechanism) in the Bid cum Application Form and such ASBA Account belongs to you and no one else. Further, UPI

- Bidders using the UPI Mechanism must also mention their UPI ID and shall use only their own bank account which is linked to their UPI ID;
4. UPI Bidders bidding using the UPI Mechanism shall ensure that the bank, with which they have their bank account, where the funds equivalent to the Bid Amount are available for blocking is UPI 2.0 certified by NPCI before submitting the ASBA Form to any of the Designated Intermediaries;
 5. UPI Bidders bidding using the UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Bidders shall ensure that the name of the app and the UPI handle which is used for making the Bid appear on the list displayed on the SEBI website. A Bid made using an incorrect UPI handle or using a bank account of an SCSB or bank which is not mentioned on the SEBI website is liable to be rejected;
 6. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
 7. Ensure that the details about the PAN, DP ID, Client ID and UPI ID (where applicable) are correct and the Bidder's Depository account is active, as Allotment of the Equity Shares will be in dematerialised form only;
 8. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time. UPI Bidders using UPI Mechanism may submit their ASBA Forms with Syndicate Members, Registered Brokers, CRTAs or CDPs and should ensure that the Bid cum Application Form contains the stamp of such Designated Intermediary;
 9. In case of joint Bids, ensure that First Bidder is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the First Bidder is included in the Bid cum Application Form;
 10. If the First Bidder is not the ASBA Account holder (or the UPI-linked bank account holder, as the case may be), ensure that the Bid cum Application Form is signed by the ASBA Account holder (or the UPI-linked bank account holder, as the case may be). Bidders (except UPI Bidders Bidding using the UPI Mechanism) should ensure that they have an account with an SCSB and have mentioned the correct bank account number of that SCSB in the Bid cum Application Form. UPI Bidders Bidding using the UPI Mechanism should ensure that they have mentioned the correct UPI-linked bank account number and their correct UPI ID in the Bid cum Application Form;
 11. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;
 12. 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;
 13. Ensure that you request for and receive a stamped acknowledgement in the form of a counterfoil or by specifying the Bid number for all your Bid options as proof of registration of the Bid cum Application Form from the concerned Designated Intermediary;
 14. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process to any of the Designated Intermediaries;
 15. Submit revised Bids to the same Designated Intermediary, through whom the original Bid is placed and obtain a revised acknowledgement;
 16. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying

their PAN for transacting in the securities market, (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, and (iii) any other category of Bidders, including without limitation, multilateral/bilateral institutions, which 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 Bids in which PAN is not mentioned will be rejected;

17. Ensure that the Demographic Details are updated, true and correct in all respects;
18. 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;
19. Ensure that the category and the investor status are indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic bidding system of the Stock Exchange;
20. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust etc., relevant documents, including a copy of the power of attorney, are submitted;
21. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
22. Bidders (except UPI Bidders bidding using the UPI Mechanism) should instruct their respective banks to release the funds blocked in the ASBA Account under the ASBA process. UPI Bidders bidding using the UPI Mechanism should ensure that they approve the UPI Mandate Request generated by the Sponsor Bank to authorise the blocking of funds equivalent to the Bid Amount and subsequent debit of funds in case of Allotment, in a timely manner;
23. Note that in case the DP ID, Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected;
24. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors and Retail Individual Investors) 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);
25. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided authorisation to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;
26. UPI Bidders bidding using the UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using their UPI PIN. Upon the authorisation of the mandate using their UPI PIN, the UPI Bidder may be deemed to have verified the attachment containing the Bid details of the UPI Bidder bidding using the UPI Mechanism in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorised the Sponsor Bank to issue a request to block the Bid Amount mentioned in the Bid cum Application Form in their ASBA Account;

27. UPI Bidders bidding using the UPI Mechanism should mention the valid UPI ID of only the Bidder (in case of a single account) and of the First Bidder (in case of a joint account) in the Bid cum Application Form;
28. UPI Bidders Bidding using the UPI Mechanism, who have revised their Bids subsequent to making the initial Bid, should also approve the revised UPI Mandate Request generated by the Sponsor Bank to authorise blocking of funds equivalent to the revised Bid Amount in their account and subsequent debit of funds in case of Allotment in a timely manner;
29. Bids by Eligible NRIs, HUFs and FPIs other than individuals, corporate bodies and family offices, for a Bid Amount of less than Rs. 2,00,000/- would be considered under the retail category for the purposes of Allocation and Bids for a Bid Amount exceeding Rs. 2,00,000/- would be considered under the Non Institutional category for Allocation in the Issue;
30. Ensure that Anchor Investors submit their Bid cum Application Forms only to the Book Running Lead Manager;
31. 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/ Issue Closing Date; and
32. 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.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid for a Bid Amount exceeding Rs. 2,00,000/- (for Bids by RIBs) and Rs. 5,00,000/-, net of employee discount, if any (for Bids by eligible employees);
3. Do not Bid/revise Bid Amount to less than the Floor Price or higher than the Cap Price;
4. Do not Bid on another Bid cum Application Form after you have submitted a Bid to a Designated Intermediary;
5. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
6. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
7. Anchor Investors should not Bid through the ASBA process;
8. Do not submit the Bid cum Application Forms to any non-SCSB bank or to our Company or at a location other than the Bidding Centres;
9. Do not Bid on a physical Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
10. Do not Bid at Cut-Off Price (for Bids by QIBs, eligible employees bidding under the employee reservation portion (subject to the Bid Amount being above Rs. 200,000) and Non-Institutional Investors);
11. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Issue size and/or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Draft Red Herring Prospectus;
12. Do not submit your Bid after 3.00 pm on the Bid/Issue Closing Date;
13. If you are a QIB, do not submit your Bid after 3.00 p.m. on the QIB Bid/Issue Closing Date;
14. Do not submit the General Index Register (GIR) number instead of the PAN;

15. Do not submit incorrect details of the DP ID, Client ID, PAN, and UPI ID (where applicable) or provide details for a beneficiary account that is suspended or for which details cannot be verified by the Registrar to the Issue;
16. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA Account or in the case of UPI Bidders bidding using the UPI Mechanism, in the UPI-linked bank account where funds for making the Bid are available;
17. 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 Investor.
18. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Form or on Bid cum Application Form in a colour prescribed for another category of Bidder;
19. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders using the UPI Mechanism;
20. 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;
21. 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);
22. Do not submit more than one Bid cum Application Form per ASBA Account. If you are a UPI Bidder and are using UPI Mechanism, do not submit more than one Bid cum Application Form for each UPI ID;
23. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;
24. Do not submit a Bid cum Application Form with third party UPI ID or using a third party bank account (in case of Bids submitted by UPI Bidders using the UPI Mechanism);
25. Do not submit ASBA Bids to a Designated Intermediary at a Bidding Centre unless the SCSB where the ASBA Account is maintained, as specified in the Bid cum Application Form, has named at least one branch in the relevant Bidding Centre, 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);
26. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;
27. Do not Bid for Equity Shares more than what is specified by respective Stock Exchange for each category;
28. Do not submit Bids to a Designated Intermediary at a location other than Specified Locations. If You are UPI Bidder and are using UPI Mechanism, do not submit the ASBA Form directly with SCSBs;
29. Do not Bid if You are an OCB; and
30. Do not instruct Your respective banks to release the funds blocked in the ASBA Account under the ASBA process.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Further, in case of any pre-Issue or post-Issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out to the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, see “**General Information**” on page 73.

GROUNDS OF TECHNICAL REJECTIONS

Bidders are advised to note that Bids are liable to be rejected inter alia on the following technical grounds:

1. Amount blocked does not tally with the amount payable for the Equity Shares applied for;
2. In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
3. Bids by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
4. PAN not mentioned in the Bid cum Application Form;
5. Bids at a price less than the Floor Price and Bids at a price more than the Cap Price;
6. GIR number furnished instead of PAN;
7. Bids for lower number of Equity Shares than specified for that category of investors;
8. Bids at Cut-Off Price by NIIs;
9. Bids for number of Equity Shares which are not in multiples of the Equity Shares as specified in the Draft Red Herring Prospectus;
10. The amounts mentioned in the Bid cum Application Form does not tally with the amount payable for the value of the Equity Shares bid/applied for;
11. Bids for lower number of Equity Shares than the minimum specified for that category of investors;
12. Category not ticked;
13. Multiple Bids as defined in the Draft Red Herring Prospectus;
14. In case of Bids under power of attorney or by limited companies, corporate, trusts etc., where relevant documents are not submitted;
15. Bids accompanied by stock invest/ money order/ postal order/ cash/ cheque/ demand draft/ pay order;
16. Signature of the Sole Bidder is missing;
17. Bid cum Application Form are not delivered by the Bidders within the time prescribed as per the Bid cum Application Form, Bid/ Issue Opening Date advertisement and the Draft Red Herring Prospectus and as per the instructions in the Draft Red Herring Prospectus and the Bid cum Application Form;
18. In case, no corresponding record is available with the Depositories that matches three parameters namely, names of the Bidders (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
19. Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;
20. Bids by OCBs;
21. Bids by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the U.S. Securities Act;
22. Inadequate funds in the bank account to block the Bid Amount specified in the Bid cum Application Form at the time of blocking such Bid Amount in the bank account;
23. Bids not uploaded on the terminals of the Stock Exchange; and
24. Where no confirmation is received from SCSB for blocking of funds;
25. Bids by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form /Application Form. Bids not duly signed by the Sole/First Bidder.
26. Bids by any persons outside India if not in compliance with applicable foreign and Indian laws;

27. Bids that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
28. Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
29. Bids by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
30. ASBA Account number or UPI ID not mentioned or incorrectly mentioned in the Bid cum Application Form;
31. Submission of Bid cum Application Form using third party ASBA Bank Account;
32. Submission of more than one Bid cum Application Form per UPI ID by RIIs bidding through Designated Intermediaries;
33. In the case of Bids by RIIs (applying through the UPI mechanism), the UPI ID mentioned in the Bid cum Application Form is linked to a third-party bank account;
34. The UPI Mandate is not approved by Retail Individual Investor; and
35. The original Bid is made using the UPI mechanism and revision(s) to the Bid is made using ASBA either physically or online through the SCSB, and vice-versa.

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section of the GID.

NAMES OF ENTITIES RESPONSIBLE FOR FINALISING THE BASIS OF ALLOTMENT IN A FAIR AND PROPER MANNER

The authorised employees of the Stock Exchange, along with the Book Running Lead Manager and the Registrar to the Issue, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in the SEBI ICDR Regulations.

METHOD OF ALLOTMENT AS MAY BE PRESCRIBED BY SEBI FROM TIME TO TIME

Our Company will not make any Allotment in excess of the Equity Shares issued through the Issue except in case of oversubscription for the purpose of rounding off to make Allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an Allotment of not more than 10% of the Net Issue may be made for the purpose of making Allotment in minimum Bid Lots.

The Allotment of Equity Shares to Bidders other than to the Retail Individual Investors, Non-Institutional Investors and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum Allotment being equal to the minimum Bid size as, determined and disclosed.

The Allotment of Equity Shares to each Retail Individual Investor and Non-Institutional Investor shall not be less than the minimum Bid Lot, subject to the availability of Equity Shares in the Retail Individual Investor category and the Non-Institutional category, respectively, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis.

PAYMENT INTO ESCROW ACCOUNT FOR ANCHOR INVESTORS

Our Company, in consultation with the Book Running Lead Manager in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the

Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. Anchor Investors are not permitted to Bid in the Issue through the ASBA process. Instead, Anchor Investors should transfer the Bid Amount (through direct credit, RTGS or NEFT). The payment instruments for payment into the Escrow Account should be drawn in favour of:

1. In case of resident Anchor Investors: “[●]”
2. In case of non-resident Anchor Investors: “[●]”

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Banker to the Issue and the Registrar to the Issue to facilitate collections from Anchor Investors.

CONFIRMATION OF ALLOCATION NOTE AND ALLOTMENT IN THE ISSUE

1. Upon approval of the Basis of Allotment by the Designated Stock Exchange. The BRLM or Registrar to the Issue shall send to the SCSBs or Sponsor Bank a list of their Bidders who have been allocated Equity Shares in the Issue.
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 Issue.
3. The Registrar to the Issue will dispatch an Allotment Advice to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Bidder.
4. The Issuer will make the Allotment of the Equity Shares and initiate corporate action for credit of shares to the successful Bidders Depository Account within 2 Working Days of the Bid/Issue 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 Issue Account to Public Issue Account of the Issuer.

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 Bid Amount in the bank account specified in the Bid cum Application Form. The SCSB shall keep the Bid Amount in the relevant bank account blocked until withdrawal/ rejection of the Bid or receipt of instructions from the Registrar to unblock the Bid Amount. However, Non-Retail Individual Bidders shall neither withdraw nor lower the size of their Bid 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 Issue shall give instructions to the SCSBs to unblock the Bid Amount in the relevant bank account within one day of receipt of such instruction. The Bid Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Bid Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Bid 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 ICDR Regulations, all the investors applying in a public Issue shall use only

Application Supported by Blocked Amount (ASBA) process for Bid 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 Issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making Bid.

TERMS OF PAYMENT

The entire Issue price of Rs. [●] per share is payable on Bid cum Application. In case of an Allotment of a lesser number of Equity Shares than the number applied, the Registrar to the Issue shall instruct the SCSBs or Sponsor Bank to unblock the excess amount blocked.

SCSBs or Sponsor Bank will transfer the amount as per the instruction received by the Registrar to the Issue, post finalization of the Basis of Allotment. The balance amount after transfer to the Public Issue Account shall be unblocked by the SCSBs or Sponsor Bank.

The Bidders should note that the arrangement with Banker to the Issue or the Registrar or Sponsor Bank is not prescribed by SEBI and has been established as an arrangement between our Company, Sponsor Bank, and Banker to the Issue, the BRLM and the Registrar to the Issue to facilitate collections from the Bidders.

PRICE DISCOVERY AND ALLOCATION

1. Based on the demand generated at various price levels, our Company in consultation with the BRLM shall finalize the Issue Price.
2. The SEBI ICDR Regulations, specify the Allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for Allocation to each category are disclosed overleaf of the Bid cum Application Form and in the DRHP. For details in relation to Allocation, the Bidder may refer to the Draft Red Herring Prospectus.
3. Under-subscription in any category (except QIB category) is allowed to be met with spillover from any other category or combination of categories at the discretion of the Issuer in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. The unsubscribed portion in the QIB category is not available for subscription to other categories.
4. In case of under-subscription in the Issue, spill-over to the extent of such under-subscription may be permitted from the reserved portion to the Issue. For Allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the Draft Red Herring Prospectus.
5. 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.
6. Allocation to Anchor Investors, if applicable shall be at the discretion of our Company and in consultation with the BRLM, subject to compliance with the SEBI ICDR Regulations.

ILLUSTRATION OF THE BOOK AND PRICE DISCOVERY PROCESS

Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue.

Bidders can Bid at any price within the Price Band. For instance, assume a Price Band of Rs. 20/- to Rs. 24/- per share, Issue size of 3,000 Equity Shares and receipt of five Bid 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.

Applied Quantity	Bid Amount (Rs.)	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%

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

FILING OF ISSUE DOCUMENT

The Draft Red Herring Prospectus has not been filed with SEBI, nor has SEBI issued any observation on the Draft Red Herring Prospectus in terms of Regulation 246(2) of SEBI ICDR Regulations. Pursuant to Regulation 246(1), a copy of the Red Herring Prospectus / Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

A copy of the Red Herring Prospectus / Prospectus along with the documents required to be filed under Section 26 and Section 32 of the Companies Act, 2013 would be filed with the Registrar of Companies, situated 1st Floor, Corporate Bhawan, Plot No.4-B, Sector 27-B, PIN- 160019, Chandigarh.

PRE-ISSUE ADVERTISEMENT

Subject to Section 30 of the Companies Act, 2013, our Company will, after filing the Red Herring Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI ICDR Regulations, in (i) English National Newspaper; (ii) Hindi National Newspaper and (iii) Regional Newspaper each with wide circulation. Our Company shall, in the pre-Issue advertisement state the Bid/Issue Opening Date, the Bid/Issue Closing Date and the QIB Bid/Issue Closing Date. This 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.

POST-ISSUE ADVERTISEMENT

Our Company, the BRLM and the Registrar to the Issue shall publish a post-Issue advertisement in terms of Regulation 51(1) of SEBI ICDR Regulations on or before the date of commencement of trading, disclosing the date of commencement of trading in all editions of [●], an English national daily

newspaper, all editions of [●], a Hindi national daily newspaper, and [●] edition of [●], Regional newspaper (Chandigarh where our Registered Office is located), each with wide circulation.

WITHDRAWAL OF BIDS

1. RIIs can withdraw their Bids until Bid/ Issue Closing Date. In case a RII wishes to withdraw the Bid during the Issue 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.
2. The Registrar to the Issue 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.

SIGNING OF UNDERWRITING AGREEMENT AND FILING OF RED HERRING PROSPECTUS/PROSPECTUS WITH THE ROC

Our Company intend to enter into an Underwriting Agreement with the Underwriters on or immediately after the determination of the Issue Price. After signing the Underwriting Agreement, the Company will file the Red Herring Prospectus/Prospectus with the RoC in terms of Section 32 of Companies Act, 2013 and Section 26 of the Companies Act, 2013.

UNDERTAKINGS BY OUR COMPANY

Our Company undertakes the following:

1. The complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;
2. All steps will be taken for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed within such timeline as may be prescribed by SEBI;
3. Adequate arrangements shall be made to collect all Bid cum Application Form;
4. If the Allotment is not made within the prescribed time under applicable law, Bid Amount will be refunded/unblocked in the ASBA Accounts within two days from the Bid/Issue Closing Date or such other time as may be specified by SEBI, failing which our Company shall pay interest prescribed under the Companies Act, 2013 and the SEBI ICDR Regulations for the delayed period;
5. Funds required for making refunds to unsuccessful Bidders as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;
6. Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Bidder within two days from the Bid/Issue Closing Date, or such time period as specified by SEBI, giving details of the bank where refunds shall be credited along with the amount and expected date of electronic credit of refund;
7. No further issue of Equity Shares shall be made until the Equity Shares Issued through the Draft Red Herring Prospectus are listed or until the Bid Amount are refunded/unblocked in the ASBA Accounts on account of non-listing, under-subscription etc.;
8. If our Company do not proceed with the Issue after the Bid/Issue Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid/Issue Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue

advertisements are published. The Stock Exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;

9. If our Company withdraw the Issue after the Bid/Issue Closing Date, our Company shall be required to file a fresh draft Issue document with SEBI, in the event our Company subsequently decides to proceed with the Issue;
10. The Minimum Promoters' Contribution, if any, shall be brought in advance before the Bid/Issue Opening Date and the balance, if any, shall be brought in on a pro rata basis before calls are made on the Allottees, in accordance with the applicable provisions of the SEBI ICDR Regulations;
11. The Allotment of securities/refund confirmation to eligible NRIs shall be dispatched within specified time; and
12. Our Company shall not have recourse to the Net Proceeds until the final approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.

IMPERSONATION

Attention of the Bidders 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 a bid in a fictitious name to a company for acquiring, or subscribing for, its securities; or

(b) makes or abets making of multiple bids to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”

The liability prescribed under Section 447 of the Companies Act, 2013, includes, for frauds involving an amount of at least Rs. 10,00,000/- or one per cent. of the turnover of the Company, whichever is lower, imprisonment for a term of not less than six (6) months extending up to ten (10) years (provided that where the fraud involves public interest, such term shall not be less than three (3) years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount. Where the fraud involves an amount less than Rs. 10,00,000/- (Rupees Ten lakhs only) or one per cent (1%) 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 (5) years or with fine which may extend to Rs. 50,00,000/- (Rupees Fifty lakhs only) or with both.

UTILISATION OF ISSUE PROCEEDS

The Board certifies that:

1. all monies received out of the fresh issue shall be credited/transferred to a separate bank account other than the bank account referred to in sub-Section (3) of Section 40 of the Companies Act, 2013;
2. details of all monies utilised out of the fresh issue shall be disclosed, and continue to be disclosed till the time any part of the fresh issue proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and

3. details of all unutilised monies out of the fresh issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilised monies have been invested.

BASIS OF ALLOCATION

1. The SEBI ICDR Regulations specify the Allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue 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.
2. 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 Issuer 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.
3. In case of under subscription in the issue, spill-over to the extent of such under- subscription may be permitted from the reserved portion to the Issue. For Allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the Prospectus.

ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The Allotment of Equity Shares to Bidders other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to DRHP. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue.

BASIS FOR ALLOTMENT

1. For Retail Individual Bidders

Bids received from the Retail Individual Bidders at or above the Issue 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 Issue Price.

The Issue size less Allotment to Non-Institutional Bidders and QIB Bidders shall be available for Allotment to Retail Individual Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue 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 [●] Equity Shares at or above the Issue Price, the Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter.

2. For Non-Institutional Bidders

Bids received from Non-Institutional Bidders at or above the Issue 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 Issue Price.

The Issue size less Allotment to QIBs and Retail shall be available for Allotment to Non-Institutional Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue 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 [●] Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter.

3. For QIBs

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI ICDR Regulations or RHP / Prospectus. Bids received from QIBs bidding in the QIB category (net of Anchor Investor Portion) at or above the Issue 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 Issue Price. Allotment may 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:
 - i. 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 5% of the QIB Portion.
 - ii. 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 Issue Price.
 - iii. 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:
 - i. In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Issue Price shall be allotted Equity Shares on a proportionate basis, up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter for [●] % of the QIB Portion.
 - ii. 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, up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, along with other QIB Bidders.
 - iii. Under-subscription below [●] % 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 [●] Equity Shares.

4. Allotment to Anchor Investor (If Applicable)

- a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discretion of the Issuer, in consultation with the BRLM, subject to compliance with the following requirements:
- i. not more than 60% of the QIB Portion will be allocated to Anchor Investors
 - ii. 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 price at which allocation is being done to other Anchor Investors; and
 - iii. Allocation to Anchor Investors shall be on a discretionary basis and subject to:
 - a. a maximum number of two Anchor Investors for allocation up to ₹ 2 crores;
 - b. a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 2 crores and up to ₹ 25 crores subject to minimal allotment of ₹ 1 crores per such Anchor Investor; and
 - c. in case of allocation above ₹ 25 crore rupees; a minimum of 5 such investors and a maximum of 15 such investors for allocation up to ₹ 25 crore rupees and an additional 10 such investors for every additional ₹ 25 crore rupees or part thereof, shall be permitted, subject to a minimum allotment of ₹ 1 crore rupees per such investor.
- b) A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Issuer, in consultation with the BRLM, selected Anchor Investors will be sent a CAN and if required, a revised CAN.
- c) In the event that the Issue Price is higher than the Anchor Investor Allocation Price:**
- Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Issue Price and the Anchor Investor Allocation Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors.
- d) In the event the Issue Price is lower than the Anchor Investor Allocation Price: Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

5. Basis of Allotment for QIBS (other than Anchor Investors) and NIIs in case of oversubscribed issue.

In the event of the Issue being over-subscribed, the Issuer may finalise the Basis of Allotment in consultation with the BSE SME (Designated Stock Exchange). The Allocation may be made in marketable lots on proportionate basis as set forth hereunder:

- a) The total number of Equity Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Equity 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 Equity Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Equity Shares applied for into the inverse of the over subscription ratio).
- c) For Bids where the proportionate allotment works out to less than [●] Equity Shares the allotment will be made as follows:
 - i. Each successful Bidder shall be allotted [●] Equity Shares, and
 - ii. 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 [●] Equity Shares, the Bidder would be allotted Equity Shares by rounding off to the nearest multiple of [●] Equity Shares subject to a minimum allotment of [●] Equity Shares.
- e) If the Equity Shares allotted on a proportionate basis to any category is more than the Equity Shares allotted to the Bidders in that category, the balance available Equity Shares or Allocation shall be first adjusted against any category, where the allotted Equity Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance Equity 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 [●] 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 Issue 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 BSE.

The Executive Director/ Managing Director of BSE - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI ICDR Regulations.

DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

1. **Designated Date:** On the Designated Date, the Registrar to the Issue shall instruct the SCSBs or Sponsor Bank to unblock funds represented by Allocation of Equity Shares from ASBA Accounts into the Public Issue Account.
2. **Issuance of Allotment Advice:** Upon approval of the basis of allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the 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 Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue.
3. Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Bidders who have been allotted Equity Shares in the Issue.
4. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.

INSTRUCTION FOR COMPLETING THE BID CUM APPLICATION FORM

The Bid 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. Bid 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 Form should bear the stamp of the Designated Intermediaries. ASBA Bid cum Application Form, 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 issues using the REGISTERED BROKERS network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centres is available on the websites of BSE i.e., www.bseindia.com and NSE i.e., www.nseindia.com. With a view to broad base the reach of investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid cum Application Forms in Public Issue with effect front January 01, 2016. The list of ETA and DPs centres for collecting the Bid shall be disclosed is available on the websites of BSE i.e., www.bseindia.com and NSE i.e., 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 Bids 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 Issue will obtain front the Depository the 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 Issue.

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 Issue, the required Demographic Details as available on its records.

SUBMISSION OF BID CUM APPLICATION FORM

All Bid cum Application Form duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of the Bid cum Application Form, give an acknowledgement to investor, by giving the counter foil or specifying the Bid number to the investor, as a proof of having accepted the Bid cum Application Form, in physical or electronic mode, respectively.

DISPOSAL OF BID AND BID AMOUNT 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 BSE SME where the Equity Shares are proposed to be listed are taken within 3 (Three) working days from Bid/Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI ICDR Regulations, the Company further undertakes that:

1. Allotment and listing of Equity Shares shall be made within 3 (Three) days of the Bid/Issue Closing Date;
2. Giving of instructions for refund by unblocking of amount via ASBA not later than 2 (Two) working days of the Issue Closing Date, would be ensured; and
3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such Bid Amount, with interest as prescribed under SEBI ICDR Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

RIGHT TO REJECT BIDS

In case of QIB Bidders, the Company in consultation with the BRLM may reject Bids provided that the reasons for rejecting the same shall be provided to such Bidder in writing. In case of Non-Institutional Bidders, Retail Individual Bidders who applied, the Company has a right to reject Bids based on technical grounds.

EQUITY SHARES IN DEMATERIALIZED FORM WITH NSDL OR CDSL

To enable all Shareholders of our Company to have their shareholding in electronic form, the Company has signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

1. Tripartite Agreement dated February 21, 2024 amongst NSDL, our Company, and the Registrar to the Issue; and
2. Tripartite Agreement dated February 12, 2024 amongst CDSL, our Company, and the Registrar to the Issue.

COMMUNICATION

All future communications in connection with Bids made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Bidder, Bid cum Application Form number, Bidder Depository account details, number of Equity Shares applied for, date of Bid form, name and address of the Banker to the Issue where the Bid was submitted and a copy of the acknowledgement slip.

Investors can contact the Company Secretary and Compliance Officer of our Company or the Registrar to the Issue in case of any pre-issue or post-issue related problems such as non-receipt of letters of allotment, credit of Allotted shares in the respective beneficiary accounts, etc. at below mentioned addresses:

To the Company Secretary of Astonea Labs limited

Contact Person: Ms. Avneet Kaur

Address: SCO 331, Second Floor Sector 9,
Panchkula, Haryana – 134113

Telephone No: +91- 9888302323

Email: cs@astonea.org

Investor Grievance Email:

investorgrievance@astonea.org

To the Registrar to the Issue, KFin Technologies Limited

SEBI Registration Number: INR000000221

Contact Person: M Murli Krishna

Address: Selenium Tower B, Plot No-31 & 32 ,
Financial District, Nanakramguda ,
Serilingampally Hyderabad Rangareddi TG
500032

Telephone No: +91-40-67162222/18003094001

Email: astonea.ipo@kfintech.com

Investor Grievance Id:

einward.ris@kfintech.com

Website: www.kfintech.com

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy 1991, the FDI Policy, FEMA and rules and regulations made thereunder. While the Industrial Policy, 1991 prescribes the limits and 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 1991, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The Government bodies responsible for granting foreign investment approvals are the RBI and Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (“**DPIIT**”).

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The DPIIT has issued a consolidated FDI Policy, which with effect from October 15, 2020 consolidates and supersedes all previous press notes, press releases, and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020. The Government has also enacted Foreign Exchange Management (Non-debt Instruments) Rules, 2019 (“**FEMA Rules**”) and Foreign Exchange Management (Debt Instruments) Regulations, 2019 in supersession of Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 and the Foreign Exchange Management (Acquisition and Transfer of Immovable Property in India) Regulations, 2018. Consequent to the FEMA Rules, the Reserve Bank of India has issued Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instrument) Regulations, 2019 which governs the mode of payment and reporting requirements for investment in India by a person resident outside India. The FDI Policy will be valid until the DPIIT issues an updated circular.

In terms of the FEMA Rules and the FDI Policy, foreign investment in companies engaged in the manufacturing sector is currently permitted up to 100% of the paid-up share capital of such company under the automatic route.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue. For further details, see the chapter titled “*Issue Procedure*” beginning on page 309 of this Draft Red Herring Prospectus.

Investment by Foreign Portfolio Investors (“FPIs”)

FPIs are permitted to subscribe to equity shares of an Indian company in a public issue without the prior approval of the RBI, so long as the price of the equity shares to be issued is not less than the price at which the equity shares are issued to residents. SEBI-registered FPIs have been permitted to purchase shares of an Indian company through issue, subject to total FPI investment being within the individual FPI investment limit of below 10% of the total paid-up equity capital of the Indian company on a fully diluted basis, or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together, including any other direct and indirect foreign investments in the Indian company by the FPIs permitted under FEMA Rules shall not exceed 24% of the paid-up equity capital of the Indian company on a fully diluted basis. However, this aggregate limit of 24% may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body.

With effect from April 01, 2020, the aggregate limit shall be the sectoral caps applicable to the Indian company as laid out in sub-paragraph (b) of paragraph 3 of Schedule I of the FEMA Rules, with respect to its paid-up equity capital on a fully diluted basis or such same sectoral cap percentage of paid-up value of each series of debentures or preference shares or share warrants. The aggregate limit as provided above may be decreased by the Indian company concerned to a lower threshold limit of 24% or 49% or 74% as deemed fit, with the approval of its Board of Directors and its general body through a resolution and a special resolution, respectively before March 31, 2020. The Indian company which has decreased its aggregate limit to 24% or 49% or 74%, may increase such aggregate limit to 49% or 74% or the sectoral cap or statutory ceiling respectively as deemed fit, with the approval of its Board of Directors and its general body through a resolution and a special resolution, respectively; however, once the aggregate limit has been increased to a higher threshold, the Indian company cannot reduce the same to a lower threshold.

Subscription by Non-Resident Indians (“NRI”) or Overseas Citizen of India (“OCI”) on Repatriation Basis

As per Schedule III of the FEMA Rules, a NRI or OCI may purchase or sell shares of a listed Indian company on repatriation basis, on a recognised stock exchange in India, subject to the conditions that NRIs or OCIs may purchase and sell shares through a branch designated by an authorised dealer for the purpose; and the total holding by any individual NRI or OCI shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants. The aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the company.

Investment by NRI or OCI on Non-Repatriation Basis

As per Schedule IV of the FEMA Rules, purchase by an NRI/ OCI, including a company, a trust and a partnership firm incorporated outside India and owned and controlled by NRIs/OCIs, on non-repatriation basis of shares and convertible debentures or warrants issued by a company without any limit either on the stock exchange or outside, will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions. However, NRI/ OCI, including a company, a trust and a partnership firm incorporated outside India and owned and controlled by NRIs/OCIs, is prohibited from making any investment, under Schedule IV, in capital instruments or units of a Nidhi company or a company engaged in agricultural/ plantation activities or real estate business or construction of farmhouses or dealing in transfer of development rights.

Investment by other Non-Resident Investors

As per Schedule I of the FEMA Rules, a person resident outside India may purchase capital instruments of a listed Indian company on a stock exchange in India provided the person resident outside India making the investment has already acquired control of such company in accordance with SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and continues to hold such control and the amount of consideration may be paid as per the mode of payment as prescribed by RBI i.e. Regulation 3 of Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instrument) Regulation 2019 under or out of the dividend payable by Indian investee company in which

the person resident outside India has acquired and continues to hold the control in accordance with SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 provided the right to receive dividend is established and the dividend amount has been credited to a specially designated non-interest bearing rupee account for acquisition of shares on the recognised stock exchange.

Investors are advised to refer to the exact text of the relevant statutory provisions of the law before investing and/or subsequent purchase or sale transaction in the Equity Shares of Our Company.

No person shall make an application in the Issue, unless such person is eligible to acquire Equity Shares of our Company in accordance with applicable laws, rules, regulations, guidelines and approvals.

The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act and may not be issued or sold within U.S., except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and other applicable U.S. state securities laws. Accordingly, the Equity Shares are being issued and sold (i) within U.S. to persons reasonably believed to be “qualified institutional buyers” (as defined in Section 230.144A of Part 230, Chapter II, Title 17 of the Code of Federal Regulations) in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act, and (ii) outside U.S. in offshore transactions in reliance on Regulation S, under the U.S. Securities Act and the applicable laws of the jurisdictions where such issues and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, 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 modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations, seek independent legal advice about its ability to participate in the Issue and ensure that the Applications are not in violation of laws or regulations applicable to them.

Investment by Non-Resident Entities in India under FDI Policy:

The FDI Policy provides that a non-resident entity can invest in India, subject to the FDI Policy except in those sectors/activities which are prohibited. However, an entity of a country, which shares a 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, can invest only under the Government route. Further, a citizen of Pakistan or an entity incorporated in Pakistan can invest, only under the Government route, in sectors/activities other than defence, space, atomic energy and sectors/activities prohibited for foreign investment. In the event of the transfer of ownership of any existing or future FDI in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the restriction/purview as mentioned herein, such subsequent change in beneficial ownership will also require Government approval.

MAIN PROVISIONS OF THE ARTICLE OF ASSOCIATION

Pursuant to Table F in Schedule I of the Companies Act, 2013, the SEBI ICDR Regulations and the main provisions of the Articles of Association relating to voting rights, dividend, lien, forfeiture, restrictions on transfer and transmission of Equity Shares or debentures and/or on their consolidation/splitting are detailed below. Please note that each provision herein below is numbered as per the corresponding article number in the Articles of Association. Certain defined terms used in the Articles of Association are set forth below. All other defined terms used in this section have the meaning given to them in the Articles of Association.

These Articles of Association were adopted by the Company in their EGM held on May 27,2024

The Authorized Capital of our Company is Rs. 11,50,00,000 (Eleven Crore Fifty Lakhs) divided into 1,15,00,000 (One Crore Fifteen Lakhs) Equity Shares of Rs. 10/- (ten) each.

**THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
*ARTICLES OF ASSOCIATION OF
ASTONEA LABS LIMITED.

Sr. No.	Particulars	Description
INTERPRETATION		
I	(1) In these regulations --	
	“The Act” means the Companies Act, 2013.	Act
	“The seal” means the common seal of the company.	Seal
	Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.	Expression in the Act to bear the same meaning in Articles.
	(2) The Company is a “public company” within the meaning of Section 2 (71) of the Companies Act, 2013 means a company which- (a) is not a private company; (b) has a minimum paid-up share capital of five lakh rupees or such higher paid-up capital as may be prescribed , provided that a company which is a subsidiary of a company, not being a private company, shall be deemed to be a public company for the purposes of this Act even where such subsidiary company continues to be a private company in its articles;	Public Company
SHARE CAPITAL AND VARIATION OF RIGHTS		

<p>II. 1.</p>	<p>Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.</p>	<p>Shares to be under control of Directors</p>
<p>2.</p>	<p>(i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,</p> <p>(a) one certificate for all his shares without payment of any charges; or</p> <p>(b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.</p> <p>(ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.</p> <p>(iii) In respect of any 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 for a share to one of several joint holders shall be sufficient delivery to all such holders.</p>	<p>Share Certificates</p>
<p>3.</p>	<p>(i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back 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 is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.</p> <p>(ii) The provisions of Articles (2) and (3) shall <i>mutatis mutandis</i> apply to debentures of the company.</p>	<p>Issue of new certificates in place of those defaced, lost or destroyed.</p>
<p>4.</p>	<p>Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any</p>	<p>Company not bound to recognise any interest in share other than that of registered holders.</p>

	share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.	
5.	<p>(i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.</p> <p>(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.</p> <p>(iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.</p>	Commission Payable
6.	<p>(i) 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, 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.</p> <p>(ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall <i>mutatis mutandis</i> apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.</p>	Modification of rights
7.	The rights conferred upon the holders of the shares of any class issued with preferred 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 by the creation or issue of further shares ranking <i>pari passu</i> therewith.	New Issue of Shares not to affect rights attached to existing shares of that class.
8.	Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.	Issue and redemption of preference shares
LIEN		
9.	<p>(i) The company shall have a first and paramount lien-</p> <p>(a) on every share (not being a fully paid share), for all monies (whether presently payable or not)</p>	Company to have lien on shares

	<p>called, or payable at a fixed time, in respect of that share; and</p> <p>(b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company.</p> <p>Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.</p> <p>(ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.</p>	
10.	<p>The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien.</p> <p>Provided that no sale shall be made -</p> <p>(a) unless a sum in respect of which the lien exists is presently payable; or</p> <p>(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.</p>	As to enforcing lien by sale.
11.	<p>(i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.</p> <p>(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.</p> <p>(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.</p>	Purchaser of the shares so transferred through enforcing lien by sale.
12.	<p>(i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.</p> <p>(ii) 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 person entitled to the shares at the date of the sale.</p>	Application of proceeds of sale.
CALLS ON SHARES		
13.	<p>(i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the</p>	Directors may make calls

	<p>conditions of allotment thereof made payable at fixed times.</p> <p>Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.</p> <p>(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.</p> <p>(iii) A call may be revoked or postponed at the discretion of the Board.</p>	
14.	A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.	Calls to date from resolution
15.	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.	Liability of joint holders to pay on call of shares
16.	<p>(i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.</p> <p>(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.</p>	Calls to carry interest
17.	<p>(i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.</p> <p>(ii) In case of non-payment of such sum, all the relevant provisions of these regulations 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.</p>	Sums deemed to be calls
18.	<p>The Board --</p> <p>(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and</p> <p>(b) upon all or any of the monies so advanced, may (until the same would, but for such advance,</p>	Payments in Anticipation of calls may carry interest

	become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.	
TRANSFER OF SHARES		
19.	(i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee. (ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.	Execution of the instrument of shares.
20.	The Board may, subject to the right of appeal conferred by section 58 decline to register- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or (b) any transfer of shares on which the company has a lien.	Directors may refuse to register transfer.
21.	The Board may decline to recognise any instrument of transfer unless -- (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56; (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and (c) the instrument of transfer is in respect of only one class of shares.	Board to decline recognition of instrument of transfer.
22.	On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine: Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.	Notice for suspension of registration
TRANSMISSION OF SHARES		
23.	(i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares. (ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of	Recognition of legal representative

	any share which had been jointly held by him with other persons.	
24.	<p>(i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either-</p> <p>(a) to be registered himself as holder of the share; or</p> <p>(b) to make such transfer of the share as the deceased or insolvent member could have made.</p> <p>(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.</p>	Registration of persons entitled to share.
25.	<p>(i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.</p> <p>(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.</p> <p>(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.</p>	Notice to get registered as holder
26.	<p>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:</p> <p>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.</p>	Advantages accruing to person becoming shareholder by reason of the death or insolvency of the holder
27.	In case of a One Person Company on the death of the sole member the person nominated by such member shall be the person recognised by the company as having title to all	One Person Company

	the shares of the member the nominee on becoming entitled to such shares in case of the members death shall be informed of such event by the Board of the company such nominee shall be entitled to the same dividends and other rights and liabilities to which such sole member of the company was entitled or liable on becoming member such nominee shall nominate any other person with the prior written consent of such person who shall in the event of the death of the member become the member of the company.	
FORFEITURE OF SHARES		
28.	If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.	If call or instalment not paid, notice may be given
29.	The notice aforesaid shall - (a) Name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and (b) State that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.	Terms of notice
30.	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.	On default of payment, shares to be forfeited.
31.	(i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit. (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.	Forfeited shares may be sold or otherwise disposed
32.	(i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.	Members still liable to pay money owing at time of forfeiture.

	(ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.	
33.	<p>(i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share 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.</p> <p>(ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of.</p> <p>(iii) The transferee shall thereupon be registered as the holder of the share; and</p> <p>(iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.</p>	Evidence of Forfeiture and Title of transferee.
34.	The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.	Applicability of forfeiture
ALTERATION OF CAPITAL		
35.	The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.	Increase in Share Capital
36.	<p>Subject to the provisions of section 61, the company may, by ordinary resolution,-</p> <p>(a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares,</p> <p>(b) Convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination,</p> <p>(c) Sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum,</p> <p>(d) Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.</p>	Consolidation, Sub-Division and Cancellation

<p>37.</p>	<p>Where shares are converted into stock,-</p> <p>(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:</p> <p>Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.</p> <p>(b) The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.</p> <p>(c) Such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stockholder” respectively.</p>	<p>Conversion of shares into stocks.</p>
<p>38.</p>	<p>The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,-</p> <p>(a) its share capital,</p> <p>(b) any capital redemption reserve account or any share premium account.</p>	<p>Reduction of Share Capital</p>
<p>CAPITALISATION OF PROFITS</p>		
<p>39.</p>	<p>(i) The company in general meeting may, upon the recommendation of the Board, resolve-</p> <p>(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and</p> <p>(b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.</p>	<p>Capitalisation</p>

	<p>(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards-</p> <p>(A) paying up any amounts for the time being unpaid on any shares held by such members respectively;</p> <p>(B) 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;</p> <p>(C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);</p> <p>(D) 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;</p> <p>(E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.</p>	
<p>40.</p>	<p>(i) Whenever such a resolution as aforesaid shall have been passed, the Board shall-</p> <p>(a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any and</p> <p>(b) generally, do all acts and things required to give effect thereto.</p> <p>(ii) The Board shall have power-</p> <p>(a) 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; and</p> <p>(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;</p> <p>(iii) Any agreement made under such authority shall be effective and binding on such members.</p>	<p>Fractional Certificates</p>

BUY-BACK OF SHARES		
41.	Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.	Buy back of shares
GENERAL MEETINGS		
42.	All general meetings other than annual general meeting shall be called extraordinary general meeting.	Distinction between AGM & EGM.
43.	(i) The Board may, whenever it thinks fit, call an extraordinary general meeting. (ii) 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 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.	Extra-Ordinary General Meeting by Board
PROCEEDINGS AT GENERAL MEETINGS		
44.	(i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.	Quorum for general meeting
45.	The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.	Chairperson
46.	If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.	Director present and elected shall be the Chairperson
47.	If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.	Chairperson other than as mentioned in Article 45 and 46
48.	In case of a One Person Company the resolution required to be passed at the general meetings of the company shall be deemed to have been passed if the resolution is agreed upon by the sole member and communicated to the company and entered in the minutes book maintained under section 118 such minutes book shall be signed and dated by the member the resolution shall become effective from the date of signing such minutes by the sole member.	
ADJOURNMENT OF MEETING		
49.	(i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so,	Adjournment of meetings

	<p>directed by the meeting, adjourn the meeting from time to time and from place to place.</p> <p>(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.</p> <p>(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.</p> <p>(iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.</p>	
VOTING RIGHTS		
50.	<p>Subject to any rights or restrictions for the time being attached to any class or classes of shares,-</p> <p>(a) on a show of hands, every member present in person shall have one vote; and</p> <p>(b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.</p>	Vote of members
51.	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.	E-Voting
52.	<p>(i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.(ii)For this purpose, seniority shall be determined by the order in which the names stand in the register of members.</p>	Votes of joint members
53.	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 a poll, vote by proxy.	When holder is a person of unsound mind
54.	Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.	Other Business may be proceeded pending the poll
55.	No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.	Pre-condition of voting right
56.	(i) 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.	Objections

	(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.	
PROXY		
57.	The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.	Appointment of a Proxy
58.	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.	Form of proxy
59.	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.	Validity of votes given by proxy notwithstanding death of a member.
BOARD OF DIRECTORS		
60.	The company shall have not less than three (3) Directors and not more than fifteen (15) Directors on the board	First Directors
61.	(i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day. (ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or (b) in connection with the business of the company.	Remuneration and travelling & other expenses incurred by Director on Company's business.
62.	The Board may pay all expenses incurred in getting up and registering the company.	Incorporation Expenses
63.	The company may exercise the powers conferred on it by Section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that	Foreign register

	section) make and vary such regulations as it may think fit respecting the keeping of any such register.	
64.	All cheques, promissory notes, drafts, <i>hundis</i> , bills of exchange and other negotiable instruments, and all receipts for monies 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 shall from time to time by resolution determine.	Issuance of Negotiable Instruments
65.	Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.	Book in meeting to be signed by directors.
66.	(i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles. (ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.	Appointment of Additional Director.
PROCEEDINGS OF THE BOARD		
67.	(i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit. (ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.	Meetings of Directors.
68.	(i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes. (ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.	Questions at Board meeting how decided
69.	The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.	Continuing directors may act notwithstanding any vacancy in the Board
70.	(i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office. (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes	Chairperson

	after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.	
71.	(i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit. (ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.	Directors may appoint committee.
72.	(i) A committee may elect a Chairperson of its meetings. (ii) 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.	Chairperson of Committee Meeting
73.	(i) A committee may meet and adjourn as it thinks fit. (ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.	Meetings of the Committee
74.	All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.	Acts of Board or Committee shall be valid notwithstanding defect in appointment.
75.	Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.	Validity of resolution
76.	In case of a One Person Company where the company is having only one director all the businesses to be transacted at the meeting of the Board shall be entered into minutes book maintained under section 118 such minutes book shall be signed and dated by the director the resolution shall become effective from the date of signing such minutes by the director.	

CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER		
77.	Subject to the provisions of the Act,- (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board. (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.	Appointment of Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer
78.	A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.	No deemed authorization to same person holding two distinct position.
THE SEAL		
79.	(i) The Board shall provide for the safe custody of the seal. (ii) 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 authorised 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.	Seal of the Company
DIVIDENDS AND RESERVE		
80.	The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.	Declaration of dividends
81.	Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.	Interim Dividends
82.	(i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion,	Transfer to reserves

	<p>either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit.</p> <p>(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.</p>	
83.	<p>(i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.</p> <p>(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.</p> <p>(iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.</p>	Division of profits
84.	The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.	Payables on account of calls or otherwise may be deducted
85.	<p>(i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.</p> <p>(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.</p>	Dividends may be paid by cheque or warrants
86.	Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.	Joint holders to give effective receipt
87.	Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.	Notice of dividends by the Company

88.	No dividend shall bear interest against the company.	Dividends to not bear interest
ACCOUNTS		
89.	<p>(i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.</p> <p>(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.</p>	Accounts and Books to be open for inspection
WINDING UP		
90.	<p>Subject to the provisions of Chapter XX of the Act and rules made thereunder;-</p> <p>(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.</p> <p>(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.</p> <p>(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.</p>	Winding up of company
INDEMNITY		
91.	Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.	Right to Indemnify
BORROWINGS POWERS		
92.	(1) The directors shall have the power, from time to time and add their discretion to borrow, raise or secure payment of any sum of money for the purpose of company in such manner and upon such terms and conditions as all respects as they think fit and in particular by the issue of debentures	Borrowing Powers of the Directors

	<p>or bonds of the company or by mortgage charged upon all or any of the properties of the company both present and future including its uncalled capital for the time being.</p> <p>(2) Any debenture, stock, bonds or other securities may be issued at discount, premium or otherwise and with special privileges as to redemption, surrender, drawing, attending and voting general meeting of the company, appointment of directors and otherwise.</p>	
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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 this Draft Red Herring Prospectus), which are or may be deemed material have been entered or to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Draft Red Herring Prospectus, delivered to the Registrar of Companies for filing and also the documents for inspection referred to hereunder, may be inspected at our Corporate Office from 10.00 am to 5.00 pm on Working Days from the date of the Draft Red Herring Prospectus until the Bid/Issue Closing Date, except for such contracts and documents that will be executed subsequent to the completion of the Bid/Issue Closing Date.

Any of the contracts or documents mentioned in this Draft Red Herring 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, without reference to the Shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable law.

MATERIAL CONTRACTS TO THE ISSUE

- 1) Issue Agreement dated August 9, 2024 entered into between our Company and the BRLM to the Issue.
- 2) Agreement dated January 9, 2024 entered into between our Company and the Registrar to the Issue.
- 3) Underwriting Agreement dated [●] entered into between our Company, BRLM and Underwriter.
- 4) Market Making Agreement dated [●] between our Company, BRLM and Market Maker.
- 5) Bankers to the Issue Agreement dated [●] amongst our Company, BRLM, Banker(s) to the Issue, Sponsor Bank and the Registrar to the Issue;
- 6) Tripartite agreement among the NSDL, our Company and the Registrar to the Issue dated February 21, 2024.
- 7) Tripartite agreement among the CDSL, our Company and the Registrar to the Issue dated February 12, 2024.
- 8) Syndicate Agreement dated [●] between our Company, Book Running Lead Manager and Registrar to the Issue and Syndicate Members.

MATERIAL DOCUMENTS IN RELATION TO THE ISSUE

- 1) Certified copies of the updated Memorandum of Association and Articles of Association of our Company along with certificates of incorporation as amended from time to time.
- 2) Our Certificate of Incorporation dated April 11, 2017 and Certificate of Incorporation dated February 26, 2019 consequent upon change of name of our Company pursuant to its name change

from AHU Laboratories Private Limited to Astonea Labs Private Limited. Fresh Certificate of Incorporation dated January 11, 2024 issued by the Registrar of Companies, Chandigarh consequent upon conversion from private company to public company.

- 3) Resolutions of the Board of Directors dated May 31, 2024 in relation to the authorization of the Issue and other related matters.
- 4) Shareholder's resolution passed at the Extra Ordinary General meeting dated June 22, 2024 authorizing the Issue and other related matter.
- 5) Report of the Statutory Auditor, Chartered Accountants, dated July 04, 2024 on the Restated Financial Statements for the financial year ended March 31, 2024, 2023 and 2022 of our Company.
- 6) Statement of Special Tax Benefits available to our Company and its shareholders under direct and indirect tax laws in India dated August 6, 2024 issued by our statutory Auditor, Chartered Accountants.
- 7) Certificate on KPIs issued by Statutory Auditor dated August 9, 2024
- 8) Copy of In-principal approval dated [●], to use its name in this Issue document for listing of Equity Shares on SME Platform of BSE.
- 9) Copy of Board Resolution dated April 27, 2022 for appointment and remuneration of our Managing Director
- 10) Copy of Audited Financials for the financial year ended March 31, 2024, 2023 and 2022 of our Company.
- 11) Consents of the Book Running Lead Manager to the Issue, Legal Advisor to the Issue, Registrar to the Issue, Market Maker, Underwriter, Banker to the Issue/ Sponsor Bank, Statutory Auditor of the Company, Bankers to our Company, Lenders, Directors, Promoters, Company Secretary and Compliance Officer and Chief Financial Officer, as referred to, in their respective capacities.
- 12) Board Resolution dated August 16, 2024 for approval of Draft Red Herring Prospectus.
- 13) Due Diligence Certificate from Book Running Lead Manager dated August 16, 2024.

DECLARATION

We hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. We further certify that all the statements made in this Draft Red Herring Prospectus are true and correct.

Signed by all Directors of the Company

Name and Designation	Signature
Ashish Gulati Managing Director DIN: 07419339	Sd/-
Pardeep Singh Executive Director DIN: 10345015	Sd/-
Pooja Singh Additional Executive Director DIN: 10547745	Sd/-
Salina Chalana Independent Director DIN: 10556802	Sd/-
Karan Vir Bindra Independent Director DIN: 09283623	Sd/-

Signed by the Chief Financial Officer and Company Secretary & Compliance Officer of the Company.

Sd/-

Sumit Kumar
Chief Financial Officer
PAN: AYUPK8020G

Sd/-

Avneet Kaur
Company Secretary and Compliance Officer
PAN: CJDPK9821P

Place: Haryana

Date: 16.08.2024