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Draft Prospectus
Dated: November 21, 2024
Please read section 26 & 32 of the
Companies Act, 2013
This Draft Prospectus will be
updated upon filing with RoC
Fixed Price Issue

SPINAROO COMMERCIAL LIMITED
(formerly SPINAROO COMMERCIAL PRIVATE LIMITED)
CIN: U74999WB2012PLC184812

| Registered Office | Contact Person | Email and Telephone | Website |
|---|--|--|--|
| Jalan Industrial Complex Gate-1, Right Lane-6, P.O. Jangalpur, Begri Gram Panchayat, Howrah- 711 411, West Bengal, India | Ms. Ankita Periwal Company Secretary & Compliance Officer | Email ID: compliance@spino.co.in Tel No: +91 96747 03249 | www.spino.co.in |

NAMES OF PROMOTERS OF THE COMPANY

(i) Mr. Amit Sultania, (ii) Mr. Aditya Todi, and (iii) Mrs. Mridula Todi

DETAILS OF OFFER TO PUBLIC, PROMOTERS/SELLING SHAREHOLDERS

| Type | Fresh Issue Size | OFS Size | Total Issue Size | Eligibility – 229(1) / 229(2) & Share Reservation amount QIB, NII & RII |
|-------------|--|----------|---|--|
| Fresh Issue | Upto 19,94,000 Equity Shares aggregating to ₹ 1,016.94 Lakhs | Nil | Upto 19,94,000 Equity Shares aggregating to ₹ 1,016.94 Lakhs | The Issue is being made pursuant to Regulation 229(1) of SEBI ICDR Regulations, as the Company's post issue Paid-up capital would be less than ₹10.00 Crores (Rupees Ten Crores). For more information, please refer section “Issue Structure” beginning on Page 239 of this Draft Prospectus. |

OFS: Offer for Sale

Details of OFS by Promoter(s)/Promoter Group/Other Selling Shareholders: - NIL -

RISKS IN RELATION TO THE FIRST ISSUE – The face value of the Equity Shares is ₹10/- each. The Issue Price of ₹51/- per equity share (determined and justified by our Company in consultation with the Lead Manager as stated in **“Basis for Issue Price”** on page 79 of this draft prospectus) should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL 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 Prospectus. Specific attention of the investors is invited to the section **“Risk Factors”** beginning on page 22 of this Draft Prospectus.

ISSUER’S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares of our company issued through this Draft Prospectus are proposed to be listed on the **SME Platform of BSE Limited (“BSE SME”)**.

LEAD MANAGER TO THE ISSUE

REGISTRAR TO THE ISSUE

 **FINSHORE**
Creating Enterprise Managing Values
FINSHORE MANAGEMENT SERVICES LIMITED
Anandlok Building, Block-A, 2nd Floor, Room No. 207,
227 A.J.C Bose Road, Kolkata-700020, West Bengal, India
Contact Person: Mr. S. Ramakrishna Iyengar
Telephone: 033 – 2289 5101 / 4603 2561
Email: info@finshoregroup.com

 **CAMEO**
CAMEO CORPORATE SERVICES LIMITED
“Subramanian Building”, No. 1, Club House Road,
Chennai -600002, India
Contact Person: Ms. K. Sreepriya
Telephone: +91-44-40020700 / 28460390
Email: ipo@cameoindia.com

ISSUE PROGRAMME

ISSUE OPENS ON: [●]

ISSUE CLOSES ON: [●]



Draft Prospectus
Dated: November 21, 2024
Please read section 26 & 32 of the
Companies Act, 2013
This Draft Prospectus will be
updated upon filing with RoC
Fixed Price Issue

SPINAROO COMMERCIAL LIMITED
(formerly SPINAROO COMMERCIAL PRIVATE LIMITED)

Our company was originally incorporated as a Private Limited Company under the name "*Spinaroo Commercial Private Limited*" on August 17, 2012, in accordance with the Companies Act, 1956. We received a fresh certificate of incorporation, bearing the corporate identification number U74999WB2012PTC184812, from the Registrar of Companies, West Bengal. Subsequently, our company converted into a public limited company, resulting in a name change to "*Spinaroo Commercial Limited*." This alteration was formally recorded in a new Certificate of Incorporation dated August 22, 2024, with the Corporate Identification Number U74999WB2012PLC184812, issued by the Registrar of Companies, Central Processing Centre. For further details of change in name and registered office of our company, please refer to section titled "*Our History and Certain Corporate Matters*" beginning on page no 140 of the Draft Prospectus.

Registered Office: Jalan Industrial Complex Gate-1, Right Lane-6, P.O. Jangalpur, Begri Gram Panchayat, Howrah- 711 411, West Bengal, India
Contact Person: Ms. Ankita Periwal, Company Secretary & Compliance Officer; **Tel No.** +91 96747 03249, **E-Mail ID:** compliance@spino.co.in
Website: www.spino.co.in ; **CIN:** U74999WB2012PLC184812

OUR PROMOTERS: (I) MR. AMIT SULTANIA, (II) MR. ADITYA TODI, AND (III) MRS. MRIDULA TODI

THE ISSUE

INITIAL PUBLIC OFFER OF 19,94,000 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH ("EQUITY SHARES") OF SPINAROO COMMERCIAL LIMITED (THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹51/- PER EQUITY SHARE, INCLUDING A SHARE PREMIUM OF ₹41/- PER EQUITY SHARE (THE "ISSUE PRICE"), AGGREGATING TO ₹ 1,016.94 LAKHS ("THE ISSUE"), OF WHICH 1,00,000 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH FOR CASH AT A PRICE OF ₹51/- PER EQUITY SHARE, AGGREGATING TO ₹ 51.00 LAKHS WILL BE RESERVED FOR SUBSCRIPTIONS BY THE MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 18,94,000 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH FOR CASH AT A PRICE OF ₹51/- PER EQUITY SHARE, AGGREGATING TO ₹ 965.94 LAKHS IS HERE IN AFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 28.51% AND 27.08% RESPECTIVELY OF THE POST ISSUE PAIDUP EQUITY SHARE CAPITAL OF THE COMPANY.

THE FACE VALUE OF THE EQUITY SHARE IS ₹10/- EACH AND THE ISSUE PRICE IS ₹ 51/- EACH i.e., 5.10 TIMES OF THE FACE VALUE OF THE EQUITY SHARES. THE MINIMUM LOT SIZE IS 2,000 EQUITY SHARES

THIS OFFER IS BEING MADE IN TERMS OF CHAPTER IX OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIRMENT) REGULATIONS, 2018 (THE "SEBI ICDR REGULATIONS") READ WITH RULE 19(2)(b)(i) OF SCRR AS AMENDED. THIS ISSUE IS A FIXED PRICE ISSUE AND ALLOCATION IN THE NET OFFER TO THE PUBLIC WILL BE MADE IN TERMS OF REGULATION 253(2) OF THE SEBI (ICDR) REGULATIONS, 2018. (For further details please see "*The Issue*" beginning on page no. 47 of this Draft Prospectus.) A copy will be delivered for filing to the Registrar of Companies as required under sub-section 4 of Section 26 of the Companies Act, 2013.

In terms of Regulation 256 of SEBI ICDR Regulations read with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, and Unified Payments Interface (UPI) introduced vide SEBI Circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 all the potential investors shall participate in the issue only through an Application Supported by Blocked Amount ("ASBA") process providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, Retail Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) process or UPI payment mechanism by providing UPI ID in the Application Form which is linked from Bank Account of the investor. (For details in this regard, specific attention is invited to "*Issue Procedure*" beginning on page no. 241 of this Draft Prospectus.)

RISK IN RELATION TO THE FIRST ISSUE

This being the first issue of the issuer, there has been no formal market for the securities of the issuer. The face value of the equity shares is ₹10/- each and the issue price is 5.10 times of face value of the equity share. The issue price should not be taken to be indicative of the market price of the equity shares after the equity shares are listed. No assurance can be given regarding an active or sustained trading in the equity shares of our company or regarding the price at which the equity shares will be traded after listing.

GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of the issuer and the offer including the risks involved. The securities have not been recommended or approved by the Securities and Exchange Board of India (SEBI) nor does SEBI guarantee the accuracy or adequacy of this document. Specific attention of investors is invited to the statement of "*Risk factors*" beginning on page no. 22 of this Draft Prospectus.

ISSUER'S ABSOLUTE RESPONSIBILITY

The issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this offer document contains all information with regard to the issuer and the issue which is material in the context of the issue, that the information contained in the offer document 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 make this document 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 of our company issued through this Draft Prospectus are proposed to be listed on the **SME Platform of BSE Limited**. In terms of Chapter IX of the SEBI ICDR Regulations, as amended from time to time, our company has received an "**in-principal**" approval letter dated [●] from BSE for using its name in this offer document for listing of our shares on the BSE SME. For the purposes of the issue, the **Designated Stock Exchange** will be **BSE Limited ("BSE")**.

LEAD MANAGER TO THE ISSUE

REGISTRAR TO THE ISSUE

 **FINSHORE**
Creating Enterprise Managing Values
FINSHORE MANAGEMENT SERVICES LIMITED
Anandlok Building, Block-A, 2nd Floor, Room No. 207,
227 A.J.C Bose Road, Kolkata-700020, West Bengal, India
Telephone: 033 – 2289 5101 / 4603 2561
Email: info@finshoregroup.com
Contact Person: Mr. S. Ramakrishna Iyengar
Website: www.finshoregroup.com
Investor Grievance Email: investors@finshoregroup.com
SEBI Registration No: INM000012185
CIN No: U74900WB2011PLC169377

 **CAMEO**
CAMEO CORPORATE SERVICES LIMITED
"Subramanian Building", No. 1, Club House Road,
Chennai - 600 002, India
Telephone: +91-44-40020700 / 28460390
Email: ipo@cameoindia.com
Contact Person: Ms. K. Sreepriya
Website: www.cameoindia.com
Investor Grievance Email: investor@cameoindia.com
SEBI Registration Number: INR000003753
CIN No: U67120TN1998PLC041613

ISSUE PROGRAMME

ISSUE OPENS ON: [●]

ISSUE CLOSES ON: [●]

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SECTION I: DEFINITIONS AND ABBREVIATIONS

DEFINITIONS AND ABBREVIATIONS

This draft prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the respective meanings given below. References to statutes, regulations, rules, guidelines and policies will be deemed to include all amendments and modifications thereto as amended from time to time.

Unless the context otherwise indicates or implies, the following terms shall have the meanings provided below in this draft prospectus, and references to any statute or regulations or policies will include any amendments or re-enactments thereto, from time to time. In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.

General Terms

| TERMS | DESCRIPTIONS |
|---|---|
| “Spinaroo Commercial Limited”, “Spinaroo”, “SCL” “The Company”, “Our Company”, “Issuer Company” or “Issuer” | Unless the context otherwise indicates or implies, <i>Spinaroo Commercial Limited</i> a public limited company incorporated under the provision of Companies Act, 1956 and having its Registered Office at Jalan Industrial Complex Gate-1, Right Lane-6, P.O. Jangalpur, Begri Gram Panchayat, Howrah- 711411, West Bengal, India. |
| “we”, “our” or “us” | Unless the context otherwise indicates or implies, refers to our Company together with our Subsidiaries, Associates and Group Companies. |
| “You”, “Your”, or “Yours” | Prospective Investors in the Issue |
| Our Promoters or Promoters of the Company | The promoters of our company being <i>Mr. Amit Sultania, Mr. Aditya Todi and Mrs. Mridula Todi</i> |
| Promoter Group | Includes such persons and entities constituting the promoter group of our Company in terms of Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018 and as disclosed under Section titled “ <i>Our Promoters and Promoter Group</i> ” on page no. 157 of this Draft Prospectus. |

Company Related Terms

| TERMS | DESCRIPTIONS |
|--|---|
| “Articles” or “Articles of Association” or “AOA” | The Articles of Association of our Company, as amended from time to time. |
| Audit Committee | Audit Committee of our Company constituted in accordance with Companies Act, 2013 as disclosed in the Section titled “ <i>Our Management</i> ” on page no. 144 of this draft prospectus. |
| “Board of Director(s)” or “the/our Board” | Unless otherwise specified, The Board of Directors of our Company, as duly constituted from time to time, including any committee(s) thereof. |
| “CFO” or Chief Financial Officer | The Chief Financial Officer of our company being “ <i>Mr. Amit Sultania</i> ”. |
| CIN | Corporate Identification Number |
| Companies Act | The Companies Act, 2013 and amendments thereto. The Companies Act, 1956, to the extent of such of the provisions that are in force. |
| Company Secretary & Compliance Officer | The Company Secretary & Compliance Officer of our company being “ <i>Ms. Ankita Perwal</i> ”. |
| Corporate Social Responsibility committee | Corporate Social Responsibility committee in accordance with the Companies Act, 2013 as disclosed in the Section titled “ <i>Our Management</i> ” on page no. 144 of this draft prospectus. |
| DIN | Directors Identification Number. |
| Director/Director(s) | The directors of our Company, unless otherwise specified |
| ED | Executive Director |
| Equity Shares | The Equity Shares of our Company of face value of ₹10/- each, fully paid-up, unless otherwise specified in the context thereof. |
| Equity Shareholders | Persons/Entities holding Equity Shares of our Company. |
| Export | Export means taking goods out of India to a place outside India. |
| Group Companies/Entities | Such companies with which there were related party transactions, during the period for which financial information is disclosed in this draft prospectus, which are covered |

| TERMS | DESCRIPTIONS |
|---|--|
| | under the applicable accounting standards and other companies as considered material by our Board, as identified in “Our Group Companies” |
| HUF | Hindu Undivided Family. |
| IBC | The Insolvency and Bankruptcy Code, 2016 |
| IFRS | International Financial Reporting Standards |
| Ind AS | Indian Accounting Standard |
| Ind GAAP | Generally Accepted Accounting Principles in India. |
| Import | Import means bringing goods into India from a place outside India |
| Independent Director | Non-executive & Independent Director as per the Companies Act, 2013 |
| IT Act | The Income Tax Act, 1961 as amended till date |
| JV / Joint Venture | A commercial enterprise undertaken jointly by two or more parties which otherwise retain their distinct identities. |
| ISIN | International Securities Identification Number In this case being “INE10XX01012” |
| KMP / Key Managerial Personnel | Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations 2018, Section 2(51) of the Companies Act, 2013 and as disclosed in the chapter titled “Our Management” on page no. 144 of this draft prospectus. |
| MD | Managing Director |
| Materiality Policy | The policy on identification of group companies, material creditors and material litigation, adopted by our Board in accordance with the requirements of the SEBI (ICDR) Regulations |
| Memorandum/Memorandum of Association/MoA | The Memorandum of Association of our Company, as amended from time to time. |
| Nomination and Remuneration Committee | Nomination and Remuneration committee of our Company constituted in accordance with the Companies Act, 2013 as disclosed in the Section titled “Our Management” on page no. 144 of this draft prospectus. |
| Non-Residents | A person resident outside India, as defined under FEMA Regulations, 2000 |
| Peer Review/Statutory Auditor | The Statutory Auditors of our Company having a valid Peer Review certificate in our case being M/s. R. K. Banka & Co., Chartered Accountants, 21, Hemant Basu Sarani, Room no. 319, 3rd floor, Kolkata-700001, West Bengal, India |
| Promoters | Shall mean promoters of our Company as mentioned in this draft prospectus. |
| Promoter Group | Includes such Persons and entities constituting our promoter group covered under Regulation 2(1)(pp) of the SEBI (ICDR) Regulations as enlisted in the section titled “Our Promoter and Promoter Group” beginning on page no. 157 of this draft prospectus. |
| Registered Office and Factory (Unit I) | Jalan Industrial Complex Gate-1, Right Lane-6, P.O. Jangalpur, Begri Gram Panchayat, Howrah- 711411, West Bengal, India. |
| Factory (Unit II) | Jalan Industrial Complex Gate-1, Right Lane-3, P.O. Jangalpur, Begri Gram Panchayat, Howrah- 711 411, West Bengal, India |
| Restated Financial Statement | Audited Financial Statements for six months ended on September 30, 2024 and for the financial years ended on 31 st March 2024, 31 st March 2023 and 31 st March 2022, as restated in accordance with SEBI (ICDR) Regulations, comprises of (i) Financial Information as per Restated Summary Financial Statements and (ii) Other Financial Information. |
| RoC/Registrar of Companies | The Registrar of Companies, Kolkata |
| SEBI | Securities and Exchange Board of India constituted under the SEBI Act, 1992. |
| Senior Management | Senior Management means the officers and personnel of the issuer as defined in Regulation 2(1)(bbbb) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. For details, please refer to section titled “Our Management” on page no. 144 of this draft prospectus. |
| Shareholders | Shareholders of our Company |
| Subscriber to MOA / Initial Promoters | Initial Subscriber to MOA |
| WTD | Whole Time Director |
| Stakeholders Relationship Committee | Stakeholder’s relationship committee of our Company constituted in accordance with the Companies Act, 2013 as disclosed in the Section titled “Our Management” on page no. 144 of this draft prospectus. |
| Wilful Defaulter(s) or Fraudulent Borrower(s) | A person or an issuer who or which is categorized as a wilful defaulter or fraudulent borrower by any bank or financial institution (as defined under the Companies Act, |

| TERMS | DESCRIPTIONS |
|-------|---|
| | 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by the Reserve Bank of India, as defined under Regulation 2(1)(III) of SEBI ICDR Regulations 2018. |

Issue Related Terms

| TERMS | DESCRIPTIONS |
|---|--|
| Acknowledgement Slip | The slip or document issued by the Designated Intermediary to an Applicant as proof of having accepted the Application Form. |
| Allot/Allotment of/ Allotted Equity Shares | Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Issue of Equity Shares to the successful Applicants. |
| Allotment Advice | Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange. |
| Allottee(s) | A successful Applicant (s) to whom the Equity Shares are being/have been issued/allotted. |
| Applicant/Investor | Any prospective investor who makes an application pursuant to the terms of the draft prospectus and the Application Form. |
| Application | An indication to make an offer during the Issue Period by an Applicant, pursuant to submission of Application Form, to subscribe for or purchase our Equity Shares at the Issue Price including all revisions and modifications thereto, to the extent permissible under the SEBI (ICDR) Regulations. |
| Application Amount | The number of Equity Shares applied for and as indicated in the Application Form multiplied by the price per Equity Share payable by the Applicants on submission of the Application Form. |
| Application Form | The form in terms of which an Applicant shall make an Application and which shall be considered as the application for the Allotment pursuant to the terms of this draft prospectus. |
| Application Supported by Blocked Amount/ASBA or UPI | An application, whether physical or electronic, used by ASBA Bidders, to make a Bid authorizing a SCSB to block the Bid Amount in the ASBA Account including the bank account linked with UPI ID. Pursuant to SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, Retail Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) process or UPI payment mechanism by providing UPI ID in the Application Form which is linked from Bank Account of the investor. |
| ASBA Account | A bank account linked with or without UPI ID, maintained with an SCSB and specified in the ASBA Form submitted by Applicants for blocking the Bid Amount mentioned in the ASBA Form |
| ASBA Applicant(s) | Any prospective investors in this Issue who apply for Equity Shares of our Company through the ASBA process in terms of this draft prospectus. |
| ASBA Forms | An application form (with or without the use of UPI, as may be applicable), whether physical or electronic, used by ASBA Applicants, which will be considered as the application for Allotment in terms of the draft prospectus. |
| ASBA Application Location(s)/Specified Cities | Such Branches of the SCSBs which shall collect the Application Forms used by the Applicants applying through the ASBA process 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 |
| Banker to the Issue | Bank which are clearing members and registered with SEBI as banker to an issue and with whom the Public Issue Account will be opened, in this case being “[●]” |
| Banker to the Issue Agreement | Agreement dated [●] entered into amongst the Company, Lead Manager, the Registrar and the Banker of the Issue. |
| Basis of Allotment | The basis on which the Equity Shares will be Allotted to successful Applicants under the Issue, as described in the Section titled, “ <i>Issue Procedure, - Basis of Allotment</i> ” beginning on page no. 241 of this draft prospectus. |
| Broker Centers | Broker centers notified by the Stock Exchanges, where the Applicants can submit the Application Forms to a Registered Broker. The details of such broker centers, along with |

| TERMS | DESCRIPTIONS |
|--|---|
| | the names and contact details of the Registered Brokers, are available on the website of the BSE i.e., www.bseindia.com |
| Broker to the Issue | All recognized members of the stock exchange of BSE would be eligible to act as the Broker to the Issue. |
| CAN or Confirmation of Allocation Note | The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which will be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange. |
| Client ID | Client Identification Number maintained with one of the Depositories in relation to demat account. |
| Collection Centers | Centers at which the Designated Intermediaries shall accept the ASBA Forms. |
| Collecting Depository Participant or CDP | A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI. |
| Controlling Branches of SCSBs | Such branches of the SCSBs which coordinate Applications under this Issue made by the Applicants with the Lead Manager, the Registrar to the Issue and the Stock Exchanges, a list of which is provided on http://www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time. |
| Demographic Details | The demographic details of the Applicants such as their Address, PAN, Occupation and Bank Account details. |
| Depository/Depositories | A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996, as amended from time to time, being NSDL and CDSL. |
| Depository Participant/DP | A depository participant as defined under the Depositories Act, 1966. |
| Designated CDP Locations | Such locations of the CDPs where Applicant can submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange i.e., www.bseindia.com |
| Designated Date | The date on which the funds are transferred by the Escrow Collection Bank from the Escrow Account(s) or the instructions are given to the SCSBs to unblock the ASBA Accounts including the accounts linked with UPI ID and transfer the amounts blocked by SCSBs as the case may be, to the Public Issue Account, as appropriate in terms of the draft prospectus and the aforesaid transfer and instructions shall be issued only after finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange. |
| Designated Intermediaries/Collecting Agent | An SCSB with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Registered Broker, Designated CDP Locations for CDP, a registrar to an issue and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity). |
| Designated RTA Locations | Such locations of the RTAs where Applicant can submit the Application Forms to RTAs. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. www.bseindia.com |
| Designated Stock Exchange | BSE Limited |
| Draft prospectus | The Draft prospectus dated November 21, 2024 issued in accordance with Section 26 & 32 of the Companies Act, 2013 filed with BSE Limited under SEBI (ICDR) Regulations. |
| DP | Depository Participant. |
| DP ID | Depository Participant's Identity number. |
| Eligible NRI(s) | NRI(s) from such jurisdiction outside India where it is not unlawful to make an Issue or invitation under the Issue and in relation to whom this draft prospectus constitutes an invitation to subscribe for the Equity Shares Issued herein on the basis of the terms thereof. |
| Eligible QFIs | Qualified Foreign Investors from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the draft prospectus constitutes an invitation to purchase the Equity Shares Issued thereby and who have opened demat accounts with SEBI registered qualified depository participants. |

| TERMS | DESCRIPTIONS |
|--|---|
| Electronic Transfer of Funds | Refunds through ECS, NEFT, Direct Credit or RTGS as applicable. |
| Equity Shares | Equity Shares of our Company of face value ₹10/- each. |
| FII/Foreign Institutional Investors | Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India. |
| First/Sole Applicant | The Applicant whose name appears first in the Application Form or Revision Form. |
| Foreign Venture Capital Investors | Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000. |
| FPI / Foreign Portfolio Investor | A Foreign Portfolio Investor who has been registered pursuant to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended |
| General Information Document / GID | The General Information Document for investing in public issues prepared and issued in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars, as amended from time to time. |
| GIR Number | General Index Registry Number. |
| IPO | Initial Public Offering |
| Issue/Public Issue/Issue Size Initial Public Issue/IPO | Public issue of 19,94,000 Equity Shares of face value of ₹10/- each of our Company for cash at a price of ₹51/- per Equity Share aggregating to ₹ 1,016.94 Lakhs by our Company, in terms of this draft prospectus. |
| Issue Agreement | The Issue Agreement dated November 15, 2024 between our Company and Lead Manager. |
| Issue Closing Date | The date on which Issue Closes for Subscription. |
| Issue Opening Date | The date on which Issue Opens for Subscription. |
| Issue Period | The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which prospective Investors may submit their application. |
| Issue Price | The price at which the Equity Shares are being issued by our Company being ₹51/- per Equity Share. |
| Issue Proceeds | The proceeds of the Issue as stipulated by the Company. For further information about the use of the Issue Proceeds please refer to Section titled “ <i>Objects of the Issue</i> ” beginning on page no. 73 of this draft prospectus. |
| Lead Manager/LM | means a merchant banker registered with the SEBI and appointed by the issuer to manage the issue and in case of a book-built issue, the lead manager(s) appointed by the issuer shall act as the book running lead manager(s) for the purposes of book building. Lead Manager to the Issue, in this case being “ <i>M/s. Finshore Management Services Limited</i> ”. |
| Listing Agreement | Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and the BSE Limited. |
| Market Maker | Market Maker appointed by our Company from time to time, in this case being “ <i>Black Fox Financial Private Limited</i> ” who has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for any other period as may be notified by SEBI from time to time. |
| Market Making Agreement | The Market Making Agreement dated November 15, 2024 between our Company, Lead Manager and Market Maker. |
| Market Maker Reservation Portion | Up to 1,00,000 Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of ₹51/- per Equity Share aggregating to ₹ 51.00 Lakhs only. |
| Mutual Fund(s) | Mutual fund (s) registered with SEBI pursuant to the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time. |
| Net Issue | The Issue (excluding the Market Maker Reservation Portion) of up to 18,94,000 Equity Shares of face value ₹10/- each for cash at an Issue price of ₹51/- per Equity Share (the “Issue Price”), aggregating to ₹ 965.94 Lakhs Only. |
| Net Proceeds | The Issue Proceeds, less the Issue related expenses, received by the Company. |
| NPCI | National Payments Corporation of India (NPCI), a Reserve Bank of India (RBI) initiative, is an umbrella organization for all retail payments in India. It has been set up with the guidance and support of the Reserve Bank of India (RBI) and Indian Banks Association (IBA) |
| Non-Institutional Investors or NIIs | Non-Institutional Investor means an investor other than a retail individual investor and qualified institutional buyers. |

| TERMS | DESCRIPTIONS |
|--|---|
| BSE | BSE Limited |
| BSE SME | SME Platform of BSE Limited as per the Rules and Regulations laid down by SEBI for listing of equity shares |
| Offer Document | Offer Document means Draft Prospectus or Prospectus as applicable |
| Other Investor | Investors other than Retail Individual Investors. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for. |
| Overseas Corporate Body/OCB | Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue. |
| Other Investors | Investors other than Retail Individual Investors. These include individual Applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for. |
| Person/ Persons | Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust, or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires. |
| Prospectus | The prospectus dated [●] registered with the RoC in accordance with the provisions of Section 26 & 32 of the Companies Act, 2013 and SEBI ICDR Regulations. |
| Public Issue Account | The Bank Account opened with the Banker(s) to this Issue under Section 40 of the Companies Act, 2013 to receive monies from the SCSBs from the bank accounts of the ASBA Accounts on the Designated Date. |
| Qualified Institutional Buyers or QIBs | A qualified institutional buyer as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations. |
| Registered Brokers | Stockbrokers registered with the stock exchanges having nationwide terminals, other than the Members of the Syndicate. |
| Registrar and Share Transfer Agents or RTAs | Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI. |
| Registrar/Registrar to this Issue/RTI | Registrar to the Issue in our case being " M/s. Cameo Corporate Services Limited ". |
| Registrar Agreement | The agreement dated October 29, 2024 entered into between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar pertaining to the Issue. |
| Regulations | SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 as amended from time to time. |
| Reserved Category/ Categories | Categories of persons eligible for making application under reservation portion. |
| Retail Individual Bidder(s) or RIB(s) or Retail Individual Investor(s) or RII(s) | Individual Bidders, who have Bid for the Equity Shares for an amount not more than ₹200,000 in any of the bidding options in the Offer (including HUFs applying through their Karta and Eligible NRIs) |
| Revision Form | The form used by the Applicants to modify the quantity of Equity Shares or the Application Amount in any of their Application Forms or any previous Revision Form(s), as applicable. |
| Self-Certified Syndicate Bank(s) or SCSB(s) | Banks registered with SEBI, Issuing Services in relation to ASBA, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes |
| SME Exchange | "SME exchange" means a trading platform of a recognised stock exchange having nationwide trading terminals permitted by the SEBI to list the specified securities issued in accordance with Chapter IX of SEBI ICDR and includes a stock exchange granted recognition for this purpose but does not include the Main Board; |
| Specified Locations | Collection Centres where the SCSBs shall accept application forms, a list of which is available on the website of the SEBI (www.sebi.gov.in) and updated from time to time. |
| Sponsor Bank | Sponsor Bank means a Banker to the Issue registered with SEBI which is appointed by the Issuer to act as a conduit between the Stock Exchanges and NPCI in order to push |

| TERMS | DESCRIPTIONS |
|---|--|
| | the mandate collect requests and / or payment instructions of the retail investors into the UPI |
| SEBI (ICDR) Regulations / ICDR Regulation / Regulation | SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 issued by SEBI on September 11, 2018, as amended from time to time, including instructions and clarifications issued by SEBI from time to time. |
| SEBI Insider Trading Regulations | The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time. |
| SEBI Takeover Regulations or SEBI (SAST) Regulations | Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time. |
| SEBI Listing Regulations, 2015/ SEBI Listing Regulations/ SEBI (LODR) | Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 / Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2020 and as amended thereto, including instructions and clarifications issued by SEBI from time to time. |
| Transaction Registration Slip /TRS | The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the applicants, as proof of registration of the Application |
| UPI | Unified Payments Interface (UPI) is an instant payment system developed by the NPCI. It enables merging several banking features, seamless fund routing & merchant payments into one hood. UPI allows instant transfer of money between any two persons' bank accounts using a payment address which uniquely identifies a person's bank a/c. |
| UPI Circulars | SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL2/OW/P/2021/2481/1/M dated March 16, 2021, SEBI circular number SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 05, 2022, SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, 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 Unified Payment Interface (UPI) for single window mobile payment system developed by the National Payment Corporation of India (NPCI). |
| UPI Mandate Request | A request (intimating the RIB by way of a notification on the UPI linked mobile application and by way of an SMS on directing the RIB to such UPI linked mobile application) to the RIB initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment. In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Retail Individual Investors Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI(https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=43) respectively, as updated from time to time |
| UPI Mechanism | The mechanism that was used by an RIB to make a Bid in the Offer in accordance with the UPI Circulars on Streamlining of Public Issues |
| UPI PIN | Password to authenticate UPI transaction |
| Underwriters | M/s. Finshore Management Services Limited |
| Underwriting Agreement | The Underwriting Agreement dated November 15, 2024 entered into between our Company and the Underwriters. |
| U.S. Securities Act | U.S. Securities Act of 1933, as amended |
| Working Days | “Working day” means all days on which commercial banks in Mumbai are open for business. However, till issue period, working day shall mean all days, excluding |

| TERMS | DESCRIPTIONS |
|-------|--|
| | Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business. The time period between the bid/issue closing date and the listing of the specified securities on the stock exchanges, working day shall mean all trading days of the stock exchanges, excluding Sundays and bank holidays, as per circulars issued by the SEBI, as per the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 and in terms of regulation 2(1)(mmm) of SEBI ICDR Regulations 2018. |

Conventional and General Terms

| TERMS | DESCRIPTIONS |
|--|--|
| ACIT | Assistant Commissioner of Income Tax. |
| AIF(s) | The alternative investment funds, as defined in, and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012. |
| Air Act, 1981 | Air (Prevention and Control of Pollution) Act, 1981. |
| Category I Foreign Portfolio Investor(s) | FPIs who are registered as “Category I foreign portfolio investor” under the SEBI FPI Regulations. |
| Category II Foreign Portfolio Investor(s) | FPIs who are registered as “Category II foreign portfolio investor” under the SEBI FPI Regulations. |
| Category III Foreign Portfolio Investor(s) | FPIs who are registered as “Category III foreign portfolio investor” under the SEBI FPI Regulations. |
| Companies Act, 1956 | Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the sections of the Companies Act, 2013) along with the relevant rules made there under. |
| Companies Act/Companies Act, 2013 | Companies Act, 2013, to the extent in force pursuant to the notification of sections of the Companies Act, 2013, along with the relevant rules made there under. |
| Competition Act | The Competition Act, 2002. |
| Consolidated FDI Policy | Consolidated FDI Policy dated October 15, 2020, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time. |
| CST Act | Central Sales Tax Act, 1956. |
| FCNR Account | Foreign currency non-resident account. |
| FEMA | Foreign Exchange Management Act, 1999, read with rules and regulations there under. |
| FEMA Regulations | Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations 2000. |
| FII(s) | Foreign Institutional Investors as defined under the SEBI FPI Regulations. |
| Financial Year/ Fiscal/ Fiscal Year/F.Y. | Period of twelve (12) months ended March 31 of that particular year, unless otherwise stated. |
| Foreign Portfolio Investor or FPI | Foreign Portfolio Investors, as defined under the SEBI FPI Regulations and registered with SEBI under applicable laws in India. |
| Fugitive economic offender | “Fugitive economic offender” shall mean an individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018) |
| FVCI | Foreign Venture Capital Investor, registered under the FVCI Regulations. |
| FVCI Regulations | Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000. |
| Hazardous Waste Rules, 2008 | Hazardous Wastes (Management, Handling and Trans boundary Movement) Rules, 2008. |
| Income Tax Act or the I.T. Act | The Income Tax Act, 1961. |
| Ind AS | New Indian Accounting Standards notified by Ministry of Corporate Affairs on February 16, 2015, applicable from Financial Year commencing April 1, 2016, as amended. |
| LLP Act | The Limited Liability Partnership Act, 2008. |
| Notified Sections | The sections of the Companies Act, 2013, that have been notified by the Government as having come into effect prior to the date of this draft prospectus. |
| NRE Account | Non-resident external account. |
| NRO Account | Non-resident ordinary account. |
| RBI Act | Reserve Bank of India Act, 1934. |

| TERMS | DESCRIPTIONS |
|--|--|
| SCRA | Securities Contracts (Regulation) Act, 1956. |
| SCRR | Securities Contracts (Regulation) Rules, 1957. |
| SEBI | The 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 Investment Funds) Regulations, 2012. |
| SEBI FII Regulations | Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995. |
| SEBI FPI Regulations | Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014. |
| SEBI FVCI Regulations | Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000. |
| SEBI (ICDR) Regulations | Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time. |
| SEBI (LODR) Regulations/ SEBI Listing Regulations | SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. |
| SEBI Takeover Regulations | Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. |
| SEBI VCF Regulations | The erstwhile Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996. |
| Securities Act | U.S. Securities Act of 1933, as amended. |
| State Government | The government of a state of the Union of India. |
| STT | Securities Transaction Tax. |
| Sub-account | Sub-accounts registered with SEBI under the SEBI FII Regulations other than sub-accounts which are foreign corporate or foreign individuals. |
| VCFs | Venture Capital Funds as defined and registered with SEBI under the SEBI VCF Regulations. |
| Water Act, 1974 | Water (Prevention and Control of Pollution) Act, 1974. |

Technical and Industry related terms

| TERMS | DESCRIPTIONS |
|---------|---|
| BPM | Business Process Management |
| BU | Billion Units |
| CAGR | Compounding Annual Growth Rate |
| CPI | Consumer Price Index |
| CSO | Central Statistics Office's |
| DGGI | Director General of Goods & Services Tax Intelligence |
| DIPP | Department of Industrial Policy and Promotion |
| DPIIT | Department for Promotion Industry and Internal Trade |
| DPR | Detailed Project Report |
| EDP | Electronic Data Processing |
| EPFO | Employees' Provident Fund Organisation |
| ESI | Employee State Insurance |
| EU | European Union |
| FCNR | Foreign Currency Non-Resident |
| FDI | Foreign Direct Investment |
| FY | Financial Year |
| GDP | Gross Domestic Product |
| GSM | Grams per Square Meter |
| GST | Goods and Service Tax |
| GVA | Gross Value Added |
| G-sec | Government Securities |
| IBEF | India Brand Equity Foundation |
| IDDB | Independent Director's Data Bank |
| IICA | Indian Institute of Corporate Affairs |
| IMF | International Monetary Fund |
| IMP/HRS | Impression per Hour |

| TERMS | DESCRIPTIONS |
|------------|---|
| INR | Indian Rupee Rates |
| MNC | Multinational Corporation |
| MOU | Memorandum of Understanding |
| MSMEs | Micro, Small and Medium Enterprises |
| MYEA | Mid-Year Economic Analysis |
| NH | National Highway |
| NITI Aayog | National Institution for transforming India |
| NMP | National Manufacturing Policy |
| OMR | Optical Marking Recognition |
| OSA | Out Sourcing Agent |
| PMA | Preferential Market Access |
| PSUs | Public Sector Undertaking |
| RIMS | Records and Information Management Services |
| RBI | Reserve Bank of India |
| R & D | Research and Development |
| SED | Strategic Engineering Division |
| SEZ | Special Economic Zone |
| SMB | Server Message Block |
| TFA | Trade Facilitation Agreement |
| UPS | Uninterrupted Power Supply |
| US | United States |
| VDP | Variable Data Printing |
| WPI | Wholesale Price Index |

Abbreviations

| TERMS | DESCRIPTIONS |
|-------------------------|---|
| ₹ or ₹ or Rupees or INR | Indian Rupees. |
| AGM | Annual General Meeting. |
| AS/Accounting Standards | Accounting Standards issued by the Institute of Chartered Accountants of India. |
| A.Y. | Assessment year. |
| BC | Before Christ. |
| BIFMA | Business and Institutional Furniture Manufacturers Associations |
| BPLR | Bank Prime Lending Rate. |
| BSE | BSE Limited |
| CARO | Companies (Auditor's Report) Order, 2016 & 2020, as amended |
| CDSL | Central Depository Services (India) Limited. |
| CEO | Chief Executive Officer. |
| CIN | Corporate Identity Number. |
| CLB | Company Law Board. |
| CrPC | Criminal Procedure Code, 1973, as amended. |
| CSR | Corporate Social Responsibility. |
| DIN | Director Identification Number. |
| DP ID | Depository participant's identification. |
| ECS | Electronic Clearing System. |
| EBITDA | Earnings before Interest, Tax Depreciation and Amortisation. |
| EOGM/EGM | Extraordinary General Meeting of the Shareholders of the Company. |
| EPS | Earnings Per Share. |
| ESOS | Employee Stock Option Scheme. |
| FDI | Foreign direct investment. |
| FIPB | Foreign Investment Promotion Board. |
| GAAR | General anti avoidance rules. |
| GBP | Great Britain Pound. |
| GIR | General index register. |
| GoI/Government | Government of India. |
| GST | Goods & Service Tax |
| HNI | High Net Worth Individual. |
| HUF | Hindu Undivided Family. |

| TERMS | DESCRIPTIONS |
|---------------------|---|
| ICAI | Institute of Chartered Accountants of India. |
| IFRS | International Financial Reporting Standards. |
| Indian GAAP | Generally Accepted Accounting Principles in India. |
| ISO | International Organization for Standardization. |
| IT Act | The Income Tax Act, 1961, as amended. |
| IT Rules | The Income Tax Rules, 1962, as amended. |
| JV | Joint Venture. |
| MCA | Ministry of Corporate Affairs, Government of India. |
| MoU | Memorandum of Understanding. |
| N.A. | Not Applicable. |
| NAV/Net Asset Value | Net asset value being paid up equity share capital plus free reserves (excluding reserves created out of revaluation) less deferred expenditure not written off (including miscellaneous expenses not written off) and debit balance of profit and loss account, divided by number of issued Equity Shares. |
| NECS | National Electronic Clearing Services. |
| NEFT | National Electronic Fund Transfer. |
| NoC | No Objection Certificate. |
| No. | Number. |
| NR | Non-Resident. |
| NSDL | National Securities Depository Limited. |
| NTA | Net Tangible Assets. |
| p.a. | Per annum. |
| PAN | Permanent Account Number. |
| PAT | Profit After Tax. |
| PBT | Profit Before Tax. |
| PCB | Pollution Control Board. |
| P/E Ratio | Price per Earnings Ratio. |
| Pvt. | Private. |
| RBI | Reserve Bank of India. |
| RoC | Registrar of Companies. |
| RONW | Return on Net Worth. |
| RTGS | Real Time Gross Settlement. |
| SCN | Show Cause Notice. |
| SCSB | Self-Certified Syndicate Bank. |
| SME | Small and Medium Enterprises |
| STT | Securities Transaction Tax |
| TAN | Tax Deduction Account Number |
| TIN | Taxpayers Identification Number |
| UIN | Unique Identification Number. |
| US | United States. |
| VAT | Value Added Tax. |
| w.e.f. | With effect from |
| YoY | Year on Year. |

The words and expressions used but not defined in this draft prospectus will have the same meaning as assigned to such terms under the Companies Act, the Securities and Exchange Board of India Act, 1992 (the “SEBI Act”), the SCRA, the Depositories Act and the rules and regulations made thereunder.

Notwithstanding the foregoing, the terms defined -

- In the section titled “*Description of Equity Shares and Terms of the Articles of Association*” beginning on page 262 of this draft prospectus, shall have the meaning given to such terms in that section;
- In the chapter titled “*Financial Statements as Restated*” beginning on page 169 of this draft prospectus, shall have the meaning given to such terms in that chapter;
- In the section titled “*Risk Factors*” beginning on page 22 of this draft prospectus, shall have the meaning given to such terms in that section;
- In the chapter titled “*Statement of Possible Tax Benefits*” beginning on page 85 of this draft prospectus, shall have the meaning given to such terms in that chapter; and
- In the chapter titled “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page 200 of this draft prospectus, shall have the meaning given to such terms in that chapter.

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

Certain Conventions

Unless otherwise specified or the context otherwise requires, all references to “India” in this draft prospectus are to the Republic of India.

Unless stated otherwise, all references to page numbers in this draft prospectus are to the page numbers of this draft prospectus.

In this draft prospectus, the terms “the Company”, “our Company”, “Issuer”, “Issuer Company”, “Spinaroo Commercial Limited”, “Spinaroo” and “SCL” unless the context otherwise indicates or implies, refers to “*Spinaroo Commercial Limited*”.

In this draft prospectus, the terms “we”, “us”, “our”, unless the context otherwise indicates or implies, refers to our Company together with our Subsidiaries, Associates and Group Companies, if any.

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

Financial Data

Unless stated otherwise, the financial information in this draft prospectus are extracted from the restated Financial Statements of our Company for the six months ended September 30, 2024 and for the financial years ended on 31st March 2024, 31st March 2023 and 31st March 2022, prepared in accordance with Ind AS and the Companies Act, and restated in accordance with the SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditor, set out in the section titled “*Financial Statements as Restated*” beginning on page no 169 of this draft prospectus. Our restated financial statements are derived from our audited financial statements prepared in accordance with Ind AS and the Companies Act and have been restated in accordance with the SEBI (ICDR) Regulations.

Our fiscal year commences on 1st April of each year and ends on 31st March of the next year. All references to a particular fiscal year are to the 12 months period ended 31st March of that year. In this draft prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding-off. All decimals have been rounded off to two decimal points.

There are significant differences between Indian GAAP, Ind AS, IFRS and U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included herein, and the investors should consult their own advisors regarding such differences and their impact on the financial data. Accordingly, the degree to which the restated financial statements included in the draft prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in the draft prospectus should accordingly be limited.

Unless otherwise indicated, any percentage amounts, as set forth in this draft prospectus, including in the Sections titled “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page no. 22, 104, and 200 respectively, have been calculated on the basis of the restated audited financial statements of our Company included in this draft prospectus.

Currency and Units of Presentation

All references to “Rupees”, “Rs.”, “INR” or “₹” are to Indian Rupees, the official currency of the Republic of India. All references to “£” or “GBP” are to Great Britain Pound, the official currency of the United Kingdom. All references to “\$”, “US\$”, “USD”, “U.S. \$” or “U.S. Dollars” are to United States Dollars, the official currency of the United States of America

Our Company has presented certain numerical information in this draft prospectus in “Lakh” units. One lakh represents 1,00,000. In this draft prospectus, any discrepancies in any table between the total and the sums of the amounts listed therein are due to rounding-off.

All references to ‘million’ / ‘Million’ / ‘Mn’ refer to one million, which is equivalent to ‘ten lacs’ or ‘ten lakhs’, the word ‘Lacs / Lakhs / Lac’ means ‘one hundred thousand’ and ‘Crore’ means ‘ten million and ‘billion / bn./ Billions’ means ‘one hundred crores’

Industry and Market Data

Unless stated otherwise, industry and market data used throughout this draft prospectus has been derived from Ministry of Statistics and Programme Implementation (MOSPI), RBI, Press Information Bureau, Department of Industrial Policy & Promotion, Department for Promotion of Industry and Internal Trade, India Brand Equity Foundation (IBEF) and industry publications etc. 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, we believe that the industry and market data used in this draft prospectus is reliable, neither we nor the Lead Manager nor any of their respective affiliates or advisors have prepared or verified it independently. The extent to which the market and industry data used in this draft prospectus is meaningful depends on the reader’s familiarity with and understanding of the methodologies used in compiling such data.

Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the Section titled **“Risk Factors”** beginning on page no. 22 of this draft prospectus. Accordingly, investment decisions should not be based on such information.

Exchange Rates

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

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Indian Rupee and other foreign currencies:

| Currency# | As on September 30, 2024 | As on March 28, 2024* | As on March 31, 2023 | As on March 31, 2022 |
|-----------|-----------------------------|--------------------------|-------------------------|-------------------------|
| 1 USD | 83.79 | 83.37 | 82.22 | 75.81 |

Source: www.fbil.org.in

*Data for March 29, 30 and 31, 2024 is not available.

All figures are rounded up to two decimals

FORWARD-LOOKING STATEMENTS

The Company has included statements in this draft prospectus which contain words or phrases such as “may”, “will”, “aim”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “potential” and similar expressions or variations of such expressions, that are or may be deemed to be forward looking statements.

All statements regarding the expected financial condition and results of operations, business, plans and prospects are forward-looking statements. These forward-looking statements include statements as to the business strategy, the revenue, profitability, planned initiatives. These forward-looking statements and any other projections contained in this draft prospectus (whether made by us or any third party) are predictions and involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections. Important factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed under the Section titled “*Risk Factors*”; “*Industry Overview*”; “*Our Business*”; and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*”; beginning on page no. 22, 85, 104 and 200, respectively, of this draft prospectus.

The forward-looking statements contained in this draft prospectus are based on the beliefs of our management, as well as the assumptions made by and information currently available to our management. Although we believe that the expectations reflected in such forward-looking statements are reasonable at this time, we cannot assure investors that such expectations will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements. If any of these risks and uncertainties materializes, or if any of the underlying assumptions prove to be incorrect, the actual results of operations or financial condition could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent written and oral forward-looking statements attributable to us are expressly qualified in their entirety by reference to these cautionary statements.

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

- Changes in laws and regulations relating to the Sectors in which we operate;
- Emergence of alternate products which may be technologically advanced and our inability to keep pace with the change
- Political instability or changes in the Government in India or in the government of the states where we operate could cause us significant adverse effects;
- Our dependence on limited number of customers/suppliers/brands for a significant portion of our revenues;
- Any failure to comply with the financial and restrictive covenants under our financing arrangements;
- Our ability to retain and hire key employees or maintain good relations with our workforce;
- Impact of any reduction in sales of our products;
- Increased competition in industries/sector in which we operate;
- Our ability to expand our geographical area of operation;
- General economic and business conditions in India and in the markets in which we operate and in the local, regional and national economies;
- Failure to obtain any applicable approvals, licenses, registrations and permits in a timely manner;
- Occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition;
- Our inability to successfully diversify our product offerings may adversely affect our growth and negatively impact our profitability; and
- COVID-19 pandemic and similar circumstances

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. Our Company, the Lead Manager, or their respective affiliates do not have any obligation to, and do not intend to, update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company and the Lead Manager will ensure that investors are informed of material developments until the time of the grant of final listing and trading permissions with respect to Equity Shares being issued in this Issue, by the Stock Exchanges. Our Company will ensure that investors are informed of material developments in relation to statements about our Company in this draft prospectus until the Equity Shares are allotted to the investors.

SECTION II: SUMMARY OF DRAFT PROSPECTUS

SUMMARY OF DRAFT PROSPECTUS

(A) PRIMARY BUSINESS OF OUR COMPANY AND THE INDUSTRY IN WHICH IT OPERATES:

❖ Primary Business of Our Company:

Our Company is engaged in manufacturing of Aluminium Foil Container, Aluminium Home Foil, Paper Cups, Paper Plates, Paper Bowls, Semi Processed Material for Paper Cups viz. paper coating, printing, blanking etc. We also deal in wide range of Paper Cup related Machinery like High-Speed Paper Cup Making Machine, Flexo Printing Machine, Automatic Roll Die Cutting Machine etc. with full end to end support.

facility is situated at Gate-1, Right Lane-6, P.O. Jangalpur, Begri Gram Panchayat, Kolkata, Howrah – 711411, and also serves as our registered office. The second facility is located at Gate-1, Right Lane-3, within the same industrial complex. Having both manufacturing units in close proximity within the same complex is highly advantageous, providing us with significant cost-efficiencies both logistically and commercially. This setup allows for streamlined operations and effective resource management.

(For Detailed information on our business, please refer to chapter titled “Our Business” beginning from page no. 104 of this draft prospectus.)

❖ Summary of the industry in which our Company operates:

Manufacturing is emerging as an integral pillar in the country’s economic growth, thanks to the performance of key sectors like automotive, engineering, chemicals, pharmaceuticals, and consumer durables. The Indian manufacturing industry generated 16-17% of India’s GDP pre-pandemic and is projected to be one of the fastest growing sectors.

The India paper cups market size reached 22.7 billion Units in 2023. The market is projected to reach 28.7 billion Units by 2032, exhibiting a growth rate (CAGR) of 2.64% during 2023-2032. The rising application in social and public gatherings, increasing demand for cost-effective and sustainable solutions, and the growing environmental concerns represent some of the key factors driving the market.

At present, the rising consumption of beverages among consumers represents one of the key factors supporting the growth of the market in India. Besides this, the growing demand for disposable packaging in quick service restaurants (QSRs) and fast-food chains to reduce leakage and spillage of beverages is offering a positive market outlook in the country. Additionally, there is a rise in the need for sustainable and environment friendly solutions among the masses. This, coupled with the increasing demand for paper cups as they easily decompose in the environment and do not add to landfill wastes or pollute water bodies, is propelling the growth of the market. Apart from this, the wide availability of paper cups through various distribution channels, such as supermarkets, convenience, specialty and online stores, is offering lucrative growth opportunities to industry investors. Moreover, the increasing demand for fancy graphics, attractive designs, and customized paper cups among the masses is positively influencing the market in the country. In addition, the Government of India is encouraging the adoption of paper cups as they are sustainable and do not affect the environment, which is contributing to the market growth. Furthermore, the rising demand for paper cups in hospitals to prevent the spread of germs is strengthening the market growth in India.

The global disposable plates market is expected to expand its roots at an average CAGR of 6.2% during the forecast period. The market is likely to hold a revenue of US\$ 5.12 billion in 2023 while it is anticipated to cross a value of US\$ 9.35 billion by 2033.

The disposable plates market saw lucrative growth in 2023. A new forecast by FMI estimates that the market is likely to create an incremental opportunity of US\$ 4.23 billion during the forecasted period.

The disposable plates market revenue totalled US\$ 4.5 billion for 2021, according to FMI. The overall market is likely to expand 1.3x the current market value by the end of 2027.

(For further detailed information, please refer to chapter titled “Industry Overview” beginning from page no. 85 of this draft prospectus.)

(B) NAME OF THE PROMOTER OF OUR COMPANY:

Mr. Amit Sultania, Mr. Aditya Todi, and Mrs. Mridula Todi are the promoters of our company.

(For further details, please refer chapter “Our Promoters and Promoters Group” beginning from page no. 157 of this draft prospectus.)

(C) SIZE OF THE ISSUE:

Initial Public Issue of **19,94,000** equity shares of face value of ₹10/- each (“Equity Shares”) of **Spinaroo Commercial Limited** (“The Company” or “The Issuer”) for cash at a price of ₹51/- per equity share (“The Issue Price”), aggregating to ₹ **1,016.94 Lakhs** (“The Issue”), of which 1,00,000 equity shares of face value of ₹10/- for cash at a price of ₹51/- per equity share aggregating to ₹ **51.00 Lakhs** will be reserved for subscriptions by the Market Maker to the issue (The “**Market Maker Reservation Portion**”). The issue less market maker reservation portion i.e., Issue of **18,94,000** equity shares of face value of ₹10/- each for cash at a price of ₹51/- per equity share, aggregating to ₹**965.94 Lakhs** is here-in after referred to as the “**Net Issue**”. The issue and the net issue will constitute 28.51% and 27.08% respectively of the post issue paid up equity share capital of the company.

(For further details, please refer chapter “Terms of the Issue” beginning from page no. 233 of this draft prospectus.)

(D) OBJECTS OF THE ISSUE:

Our Company proposes to utilize the funds which are being raised through this Issue towards the below mentioned objects:

₹ in lakhs

| Sr. No. | Particulars | Estimated Amount | % of total issue size | Amount to be financed from Issue Proceeds |
|---------|-----------------------------|------------------|-----------------------|---|
| A | Working Capital Requirement | 712.84 | 70.10% | 712.84 |
| B | General Corporate Expenses | 200.00 | 19.67% | 200.00 |
| | Net IPO Proceeds | 912.84 | 89.77% | 912.84 |

(For further details, please refer chapter “Objects of the Issue” beginning from page no. 73 of this draft prospectus.)

(E) PRE-ISSUE SHAREHOLDING OF OUR PROMOTERS AND PROMOTERS GROUP AS ON THE DATE OF THIS DRAFT PROSPECTUS:

| Particulars | Pre-Issue Shareholding | |
|--|------------------------|--------------------|
| | Number of Shares | Percentage holding |
| Promoters | | |
| Amit Sultania | 12,54,160 | 25.08% |
| Aditya Todi | 8,18,000 | 16.36% |
| Mridula Todi | 8,25,000 | 16.50% |
| Total Promoters Shareholding (A) | 28,97,160 | 57.94% |
| Promoter Group | | |
| Amit Sultania & (HUF) | 4,12,500 | 8.25% |
| Aditya Todi (HUF) | 23,680 | 0.47% |
| Total Promoters Group Shareholding (B) | 4,36,180 | 8.72% |
| Total Promoters & Promoters Group (A+B) | 33,33,340 | 66.67% |

(For further details, please refer chapter “Capital Structure” beginning from page no. 59 of this draft prospectus.)

(F) SUMMARY OF RESTATED FINANCIAL STATEMENTS:

(₹ in Lakhs)

| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|--|-----------------|-----------------|-----------------|-----------------|
| Total Share Capital | 500.00 | 100.00 | 100.00 | 100.00 |
| Total Net Worth | 664.40 | 602.92 | 462.86 | 369.81 |
| Total Revenue | 2,101.50 | 4,083.68 | 5,312.50 | 4,744.43 |
| Profit After Tax | 61.48 | 140.05 | 93.06 | 51.89 |
| Face Value per equity shares | 10/- | 10/- | 10/- | 10/- |
| Earnings Per Share (Basic & Diluted) (As per Restated financials) | 1.23 | 14.01 | 9.31 | 5.19 |
| Earnings Per Share (Basic & Diluted) (after giving retrospective effect of Bonus) | 1.23 | 2.80 | 1.86 | 1.04 |
| Net Asset Value per equity share (As per Restated financials) | 13.29 | 60.29 | 46.29 | 36.98 |
| Net Asset Value per equity share (after giving retrospective effect of Bonus) | 13.29 | 12.06 | 9.26 | 7.40 |
| Total Borrowings | 742.98 | 751.74 | 843.48 | 899.43 |

(For further details, please refer chapter “**Capital Structure**” and “**Financial statement as Restated**” beginning from page no. 59 and 169 respectively of this draft prospectus.)

(G) AUDITOR QUALIFICATIONS WHICH HAVE NOT BEEN GIVEN EFFECT TO IN THE RESTATED FINANCIAL STATEMENT:

The auditor report of Restated Financial information of Spinaroo Commercial Limited, for the six months ended September 30, 2024 and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 does not contain any qualifications which have not been given effect in the restated financial statement.

(For further details, please refer chapter “**Financial statement as Restated**” beginning from page no. 169 of this draft prospectus.)

(H) SUMMARY OF OUTSTANDING LITIGATIONS:

A summary of legal and other proceedings is given below:

| Name of Entity | Criminal Proceedings | Tax Proceedings | Statutory or Regulatory Proceedings | Disciplinary actions by the SEBI or Stock Exchanges against our Promoters | Material Civil Litigations | Other Pending Litigations/ Actions | Aggregate amount involved (₹ in lakhs) |
|-----------------------------|----------------------|-----------------|-------------------------------------|---|----------------------------|------------------------------------|--|
| Company | | | | | | | |
| By the Company | 3 | - | - | - | - | - | 4.50 |
| Against the Company | 1 | - | - | - | - | 1 | - |
| Promoters/Directors | | | | | | | |
| By Promoters/Directors | - | - | - | - | - | - | - |
| Against Promoters/Directors | - | 1 | - | - | - | - | 1.02 |
| Group Companies | | | | | | | |
| By the Group Companies | 1 | - | - | - | - | - | 4.69 |
| Against Group Companies | - | 3 | - | - | - | - | 9.81 |

(For further details, please refer chapter “**Outstanding Litigation and Material Development**” beginning from page no. 209 of this draft prospectus.)

(I) CROSS REFERENCE TO THE SECTION TITLED RISK FACTORS:

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 prospectus.

(For the details pertaining to the internal and external risk factors relating to the Company, kindly refer to the chapter titled “Risk Factors” beginning on page no. 22 of this draft prospectus.)

(J) SUMMARY OF CONTINGENT LIABILITIES:

As on September 30, 2024, there are no contingent liability of our company.

(For further details, please refer chapter “Financial Statements as Restated” beginning from page no. 169 of this draft prospectus.)

(K) SUMMARY OF RELATED PARTY TRANSACTIONS FOR LAST 3 YEARS:

(₹ in Lakhs)

| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|--|---------------|--------------|--------------|--------------|
| Remuneration paid to Directors | | | | |
| Aditya Todi | 6.00 | 10.00 | 30.00 | 17.23 |
| Amit Sultania | 4.80 | 6.30 | 12.60 | 11.90 |
| Total | 10.80 | 16.30 | 42.60 | 29.13 |
| Purchase of Goods | | | | |
| Todi Infrastructure Private Limited | - | - | 1.18 | - |
| Spino Poly Products Pvt Ltd | - | - | 0.17 | - |
| Spino Paper Products Pvt Ltd | - | - | 44.48 | 40.04 |
| | - | - | 45.83 | 40.04 |
| Sale of Goods | | | | |
| Spino Paper Products Pvt Ltd | 35.34 | 78.37 | 79.90 | 66.66 |
| Total | 35.34 | 78.37 | 79.90 | 66.66 |
| Sale of Services | | | | |
| Spino Paper Products Pvt Ltd | - | - | 2.26 | 3.02 |
| Total | - | - | 2.26 | 3.02 |
| Salary to other related parties | | | | |
| Lata Sultania | 4.50 | 6.30 | 12.60 | 11.90 |
| Bijay Kumar Sultania | - | 0.30 | - | - |
| Manjari Sultania | 2.40 | - | - | - |
| Total | 6.90 | 6.60 | 12.60 | 11.90 |
| Rent paid | | | | |
| Todi Infrastructure Private Limited | 16.50 | 33.01 | 37.52 | 30.72 |
| Sultania & Sons | 4.93 | 9.86 | 9.86 | 9.32 |
| Total | 21.43 | 42.86 | 47.38 | 40.04 |
| Unsecured Loans Received/(Paid) | | | | |
| Lata Sultania | (9.87) | 10.00 | - | - |
| Aditya Todi | (1.00) | - | - | - |
| Aditya Todi (HUF) | 4.00 | - | - | - |
| Amit Sultania | (2.00) | - | - | 12.00 |
| Total | (8.87) | 10.00 | - | 12.00 |
| Interest on Unsecured Loans Received/(Paid) | | | | |
| Aditya Todi | (0.03) | (0.10) | (0.09) | (0.08) |
| Aditya Todi (HUF) | (0.48) | (0.46) | - | (0.11) |
| Amit Sultania | (0.07) | (0.24) | (0.23) | (0.33) |

| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|---|---------------|---------------|---------------|---------------|
| Amit Sultania (HUF) | (0.67) | (1.24) | - | (0.78) |
| Mridula Todi | (0.04) | (0.14) | (0.13) | (0.12) |
| Prashan Deep Rungta | (0.18) | (0.09) | - | (0.08) |
| Pushp Deep Rungta | (0.06) | (0.10) | - | (0.16) |
| Lata Sultania | (0.25) | (0.22) | - | - |
| Total | (1.77) | (2.60) | (0.45) | (1.67) |
| Closing Balance of Related Parties | | | | |
| Unsecured Loan Taken | | | | |
| Amit Sultania | 0.06 | 2.93 | 3.66 | 2.51 |
| Amit Sultania (HUF) | 15.45 | 14.84 | 13.73 | 12.70 |
| Aditya Todi | 0.02 | 1.16 | 2.97 | 0.99 |
| Aditya Todi (HUF) | 6.19 | 15.37 | 1.46 | 1.35 |
| Lata Sultania | 0.55 | 10.20 | 0.95 | - |
| Mridula Todi | 0.04 | 1.73 | 1.60 | 1.48 |
| Prashan Deep Rungta | 3.78 | 1.11 | 1.03 | 0.95 |
| Pushp Deep Rungta | 1.29 | 1.24 | 1.14 | 1.06 |
| Total | 27.37 | 48.58 | 26.54 | 21.04 |
| Advance for Goods | | | | |
| Spino Paper Products Pvt Ltd | 78.02 | 78.02 | 78.06 | 77.89 |
| Total | 78.02 | 78.02 | 78.06 | 77.89 |
| Investments | | | | |
| Spino Paper Products Pvt Ltd | 9.45 | 9.45 | 24.00 | 24.00 |
| Total | 9.45 | 9.45 | 24.00 | 24.00 |
| Directors Remuneration/ Salary Payable | | | | |
| Amit Sultania | 0.75 | 2.85 | 0.95 | 1.00 |
| Aditya Todi | 0.90 | 3.80 | 1.90 | - |
| Total | 1.65 | 6.65 | 2.85 | 1.00 |
| Rent outstanding | | | | |
| Todi Infrastructure Private Limited | 2.97 | 2.97 | 2.97 | 2.97 |
| Total | 2.97 | 2.97 | 2.97 | 2.97 |

For details pertaining to Related Party Transactions, kindly refer to the chapter titled “Financial Statements as Restated – Related Party Transactions” beginning on page no. 195 of this draft prospectus

(L) DETAILS OF FINANCING ARRANGEMENT:

There are no financing arrangements whereby the promoters, member of promoter group, the directors of the company which is a promoter of the issuer, the 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 the financing entity during the period of six months immediately preceding the date of filing of this draft prospectus.

(M) WEIGHTED AVERAGE PRICE AT WHICH EQUITY SHARES WAS ACQUIRED BY OUR PROMOTERS IN THE LAST ONE YEAR FROM THE DATE OF THIS DRAFT PROSPECTUS:

| Sl. No. | Name of the Promoter | No. of Shares Acquired during last one Year | Consideration (in ₹) | Weighted Average Price (In ₹ per Equity Share) |
|---------|----------------------|---|----------------------|--|
| 1 | Amit Sultania | 10,03,328 | Nil | Nil |
| 2 | Aditya Todi | 6,54,400 | Nil | Nil |
| 3 | Mridula Todi | 6,60,000 | Nil | Nil |

(The Equity Shares of the Company as mentioned above were acquired by way of bonus issue)

(N) AVERAGE COST OF ACQUISITION OF EQUITY SHARES FOR PROMOTERS:

| Sl. No. | Name of the Promoter | No. of Equity Shares Held | Avg. Cost of Acquisition (In ₹ per Equity Share) |
|---------|----------------------|---------------------------|--|
| 1 | Amit Sultania | 12,54,160 | 2.43 |
| 2 | Aditya Todi | 8,18,000 | 3.20 |
| 3 | Mridula Todi | 8,25,000 | 3.20 |

The average cost of acquisition of Equity Shares by our Promoters has been calculated by taking into account the amount paid by them to acquire, by way of fresh issuance or transfer or bonus issue etc. less amount received by them for the sale of Equity Shares through transfer, if any and the net cost of acquisition has been divided by total number of shares held as on date of the draft prospectus.

(O) DETAILS OF PRE-IPO PLACEMENT:

Our Company has not proposed any Pre-IPO placement from the date of this draft prospectus till the listing of the Equity Shares.

(P) DETAILS OF ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH IN THE LAST ONE YEAR FROM THE DATE OF THIS DRAFT PROSPECTUS:

| Date of Allotment | Number of Equity Shares allotted | Issue Price (In ₹) | Consideration | Reason for Allotment | Name of the Allottee | Benefit accruing to the company |
|-------------------|----------------------------------|--------------------|---------------|----------------------|----------------------|---------------------------------|
| 20-09-2024 | 40,00,000 | N.A. | Nil | Bonus Share | # | Capitalization of reserves |

For further details pertaining to Issue of Equity Shares for consideration other than cash, kindly refer to the chapter titled “Capital Structure” beginning on page no. 59 of this draft prospectus.

(Q) DETAILS OF SPLIT/CONSOLIDATION OF OUR EQUITY SHARES IN THE LAST ONE YEAR FROM THE DATE OF THIS DRAFT PROSPECTUS:

Our Company has not undertaken any split or consolidation of Equity Shares in the last one year till the date of this draft prospectus.

(R) EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS, IF ANY, GRANTED BY SEBI

The Company has not sought for any exemptions from complying with any provisions of securities laws.

SECTION III: RISK FACTORS

RISK FACTORS

Any investment in equity securities involves a high degree of risk. Investor should carefully consider all the information in this Draft Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. To obtain a more complete understanding, you should read this section together with Sections titled, **Our Business**, and **Management's Discussion and Analysis of Financial Condition and Results of Operations** beginning on page no. 104 and 200 respectively, as well as the other financial and statistical information contained in this Draft Prospectus.

Any of the following risks, as well as the other risks and uncertainties discussed in this Draft Prospectus, could have an adverse effect on our business, financial condition, results of operations and prospects and could cause the trading price of our Equity Shares to decline, which could result in the loss of all or a part of your investment. The risks and uncertainties described in this section are not the only risks that we may face. Additional risks and uncertainties not known to us or that we currently believe to be immaterial may also have an adverse effect on our business, results of operations, financial condition and prospects.

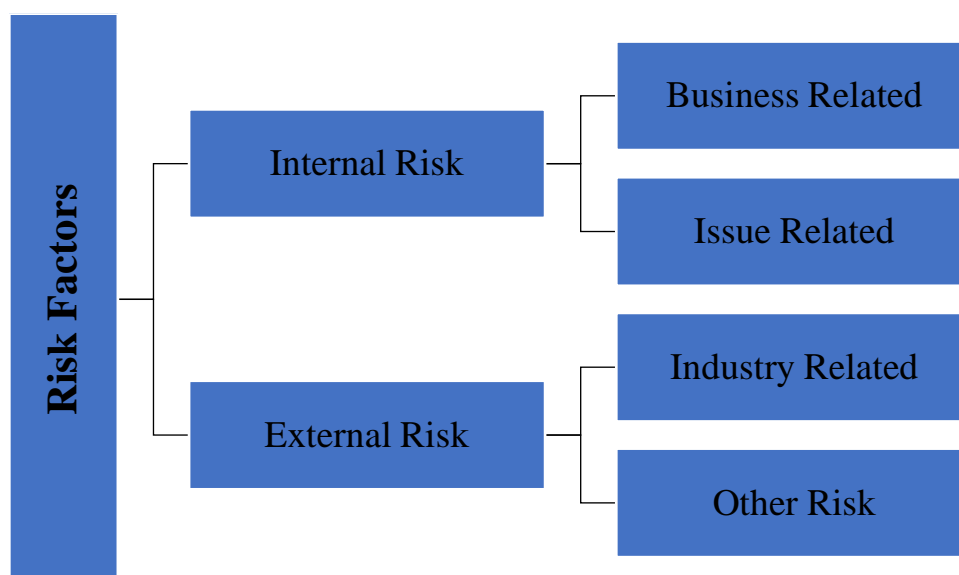
This Draft Prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements because of certain factors, including the considerations described below and elsewhere in this Draft Prospectus.

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the effect is not quantifiable and hence has not been disclosed in such risk factors. You should not invest in this Issue unless you are prepared to accept the risk of losing all or part of your investment, and you should consult your tax, financial and legal advisors about the consequences to you of an investment in the Equity Shares.

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

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

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



INTERNAL RISK FACTORS

A. Business Related Risks

1. *Our Directors, Promoters and Group Companies are parties to certain legal proceedings. Any adverse decision in such proceedings may have a material adverse effect on our business, results of operations and financial condition.*

Our Company, Directors, Promoters and Group Companies are parties to certain legal proceedings. These legal proceedings are pending at different levels of adjudication before various courts and forums. Mentioned below are the details of the proceedings involving our Company, Directors, Promoters and Group Companies as on the date of this Draft Prospectus along with the amount involved, to the extent quantifiable.

| Name of Entity | Criminal Proceedings | Tax Proceedings | Statutory or Regulatory Proceedings | Disciplinary actions by the SEBI or Stock Exchanges against our Promoters | Material Civil Litigations | Other Pending Litigations/ Actions | Aggregate amount involved (₹ in lakhs) |
|-----------------------------|----------------------|-----------------|-------------------------------------|---|----------------------------|------------------------------------|--|
| Company | | | | | | | |
| By the Company | 3 | - | - | - | - | - | 4.50 |
| Against the Company | 1 | - | - | - | - | 1 | - |
| Promoters/Directors | | | | | | | |
| By Promoters/Directors | - | - | - | - | - | - | - |
| Against Promoters/Directors | - | 1 | - | - | - | - | 1.02 |
| Group Companies | | | | | | | |
| By the Group Companies | 1 | - | - | - | - | - | 4.69 |
| Against Group Companies | - | 3 | - | - | - | - | 9.81 |

* to the extent quantifiable

Note: The amount mentioned above may be subject to additional interest, rates or Penalties being levied by the concerned authorities for delay in making payment or otherwise.

For further details, please refer chapter “**Outstanding Litigation and Material Development**” beginning from page no. 209 of this Draft Prospectus. Further, in addition to that, there could be other litigations & claims filed against the Company, Directors & Promoters which the Company may not be aware of as on the date of this Draft Prospectus.

There can be no assurance that these litigations will be decided in favour of our Directors, Promoters and Group Companies, respectively, and consequently it may divert the attention of our management and Promoter and waste our corporate resources and we may incur significant expenses in such proceedings and may have to make provisions in our financial statements, which could increase our expenses and liabilities. If such claims are determined against us, there could be a material adverse effect on our reputation, business, financial condition and results of operations. For the details of the cases please refer the chapter titled “**Outstanding Litigations and Material Developments**” on page 209 of this Draft Prospectus.

2. *Risks in the Procurement and Storage of Aluminium Reels.*

Our company majorly import aluminium reels from Thailand. In the past, our company has faced notable challenges in the procurement of aluminium reels from China due to Anti-Dumping Duty, which serve as essential raw material for the production of our aluminium home foils and containers. Unlike paper rolls or reels, aluminium reels are significantly more expensive. Additionally, aluminium is highly reactive with air, leading to oxidation when exposed for extended periods. This oxidation process causes aluminium to turn black, rendering it unsuitable for production purposes. As a result, the inability to stockpile aluminium reels without proper protection has substantially reduced the sale of our aluminium products over the past two years.

To address these challenges, we plan to utilize a portion of the proceeds from this IPO to procure aluminium reels from countries i.e. Thailand and also from other countries wherever we find a competitive pricing. Sourcing the materials from overseas countries offers a cost-effective alternative to domestic suppliers, reducing raw material costs and improving profit margins. Furthermore, we intend to allocate resources towards establishing a protective storage facility specifically designed to safeguard these aluminium reels from oxidation. By creating a controlled environment for storage, we can prevent degradation of the material and ensure its long-term usability, thus enhancing the production and sale of our aluminium home foils and containers moving forward.

3. ***Our ability to anticipate changes in consumer preference, and industry trends and to meet customers' demands is a significant factor to remain competitive, any failure to identify and understand the trends may materially adversely affect our business.***

Changes in consumer preferences, regulatory or industry requirements, or competitive technologies may render certain of our products obsolete or less attractive. Our ability to anticipate changes in technology and regulatory standards and to successfully introduce new and enhanced products on a timely basis is a significant factor to remain competitive. If we are unable to obtain such knowledge in a timely manner, or at all, we may be unable to effectively implement our strategies, and our business and our results of operations may be adversely affected. We are also subject to the risks generally associated with new products and applications, including lack of market acceptance and failure of products to operate properly. Customer preferences in the markets we operate are difficult to predict and changes in those preferences or the introduction of new products by our competitors could put our products at a competitive disadvantage. To compete effectively in the industry, we must be able to produce new products to meet our customers' demands in a timely manner. Our failure to successfully produce new products could materially and adversely affect our results of operations.

4. ***Our Company had negative cash flow in recent fiscals, details of which are given below. Sustained negative cash flow could adversely impact our business, financial condition and results of operations.***

The detailed break up of cash flows is summarized in below mentioned table and our Company has reported negative cash flow in certain financial years:

| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|--|------------|------------|------------|------------|
| Net cash generated/(used) from operating activities | 38.80 | 86.39 | 180.75 | 122.91 |
| Net Cash generated/(used) from investing activities | (1.82) | 74.01 | (10.79) | (33.37) |
| Net Cash generated/(used) from financing activities | (44.56) | (164.90) | (132.88) | (125.83) |
| Net increase/(decrease) in cash and cash equivalents | (7.59) | (4.50) | 37.07 | (36.28) |

There can be no assurance that our net cash flows shall be positive in the future. Any negative cash flows in the future 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 cash flows, business, future financial performance and results of operations could be materially and adversely affected. For further details, see "**Financial Statements as Restated**" beginning on page 169 of this Draft Prospectus.

5. ***We have issued Equity Shares in the last 12 (twelve) months at a price which is lower than the Issue Price.***

During the last 12 (twelve) months, we have issued Equity Shares at a price that is lower than the Issue Price, as set forth below.

| Date of Issue | No. of Equity Shares | Face Value (₹) | Issue Price (₹) | Nature of Allotment |
|---------------|----------------------|----------------|-----------------|---------------------|
| 20-09-2024 | 40,00,000 | 10/- | Nil | Bonus Issue |

The price at which Equity Shares have been issued by our Company in the immediately preceding one year is not indicative of the Issue Price at which the Equity Shares shall be issued and traded (subsequent to listing). For further details regarding such allotments, see "**Capital Structure**" on page 59 of this Draft Prospectus.

6. ***The average cost of acquisition of Equity Shares by our Promoters is lower than the Issue Price.***

Our Promoters average cost of acquisition of Equity Shares in our Company is lower than the Issue Price of the shares proposed to be offered through this draft prospectus. For Details regarding average cost of acquisition of Equity Shares by our Promoters in our Company, please refer the table below:

| Name of the Promoter | No. of Equity Shares Held | Avg. Cost of Acquisition (In ₹ per Equity Share) |
|----------------------|---------------------------|--|
| Amit Sultania | 12,54,160 | 2.43 |
| Aditya Todi | 8,18,000 | 3.20 |
| Mridula Todi | 8,25,000 | 3.20 |

7. *Fluctuating Nature of Machinery Trading Segment of Our Business*

Our business segment of "Trading," as detailed in the business chapter beginning on page no. 104 of this draft prospectus, specifically focuses on trading machinery related to our industry. Since the purchase of such machinery represents a significant capital expenditure for our clients, typically for setting up or expanding their own factories, these transactions are infrequent. Over the past three financial years, the trading of machinery has contributed only a small portion of our total revenue, reflecting the nature of this segment as a specialized and less frequent part of our overall operations.

This segment of our business is inherently irregular, with demand fluctuating based on our clients' capital investment cycles and their plans for new factory setups or expansions. As a result, revenue generation from machinery trading is expected to remain variable, with periods of high activity followed by quieter phases. Moving forward, we anticipate that this volatility will continue, with revenue from this segment fluctuating depending on market conditions and client needs.

8. *Our Company maintains high level of inventory for uninterrupted production activities.*

Our inventory for the six months period September 30, 2024 and for the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022 were ₹ 1213.26 lakhs, ₹ 1110.78 lakhs, ₹ 961.49 lakhs and ₹ 788.73 lakhs respectively. While our Revenue from Operations during the Fiscal 2023-24 was ₹ 4083.68 Lakhs implying an inventory turnover ratio of 4.58. Our requirement of maintaining inventory is high when compared to other companies in the same industry. Maintaining such high level of inventory requires extensive investments in working capital and strains our financial resources. Further, stocking high inventory may also lead to risks of scrapping of raw material, decay due to time, wear and tear. While we believe, we do maintain optimum level of inventory in consideration to our production level, our major portion of inventory is towards stocking of Raw Material and Finished Goods. We continue to assess and maintain inventory level strategically giving importance to both operational and financial performance.

The results of operations of our business are also dependent on our ability to effectively manage our inventory and stocks. To effectively manage our inventory, we must be able to accurately estimate customer demand and supply requirements and manufacture new inventory accordingly. If our management has miscalculated expected customer demand it could adversely impact the results by causing either a shortage of products or an accumulation of excess inventory. Further, if we fail to sell the inventory we manufacture, we may be required to write-down our inventory or pay our suppliers without new purchases or create additional vendor financing, which could have an adverse impact on our income and cash flows.

9. *Our Company has entered into certain related party transactions and may continue to do so in the future.*

Our Company has entered into related party transactions with our Promoters, Directors and Group Entities. While our Company believes that all such transactions have been conducted on the arm's length basis and are in compliance with the applicable provisions of Companies, 2013 and other applicable law, there can be no assurance that it could not have been achieved on more favourable terms had such transactions not been entered into with related parties. Furthermore, it is likely that our Company will enter into related party transactions in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operation. For details, please refer to "**Related Party Transactions**" under section titled "**Financial Statements as Restated**" on page no. 169 of this Draft Prospectus.

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

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

11. *We may face significant competition in our business. An inability to compete effectively may lead to a lower market share or reduced operating margins.*

We operate in the highly competitive industry. There are no entry barriers in our industry which puts us to the threat of competition from new entrants. There are numerous players operating in the industry. We face tough competition in our business from a large number of unorganized and a few organized players. Our aim is to provide the standardized and uniform quality products at competitive prices to our consumers. We compete with our competitors on a regional or product line basis. Many of our competitors have substantially large capital base and resources than we do and offer broader range products. We believe that the principal factors affecting competition in our business include client relationships, reputation, the abilities of employees, market focus and the relative quality and price of the products. We believe that our ability to compete effectively is primarily dependent on ensuring consistent product quality and timely delivery at competitive prices, thereby strengthening our brand over the years. We believe that our cost effective and integrated offerings, our focus on customer satisfaction and our reliability combined with our quality consciousness provides competitive advantage in our business. We believe that our technical capabilities, experience in this business and quality assurance will be key to overcome competition posed by such organized and unorganized players. However, there can be no assurance that we will be able to compete successfully with the competitors and implement our future strategies in a way that will mitigate the effects of increased competition from our competitors.

12. *Our Factory Premises (Unit II) is not owned by us and we have only leave and license rights over them. In the event we lose such rights, our business, financial condition and results of operations, and cash flows could be adversely affected.*

Our Factory premises (Unit II) used by our Company have been obtained on a leave and license basis from M/s. Todi Infrastructure Pvt Ltd & M/s. Sultania & Sons. We cannot assure you that we will be able to renew our lease agreement or leave and license agreements or enter into new agreements in the future, on terms favourable to us, or at all. In the event that any lease agreement or leave and license agreement is not renewed, we will be required to expend time and financial resources to locate suitable land or building to set up our operations. Also, we may be unable to relocate to an appropriate location in a timely manner, or at all, and we cannot assure you that a relocated office will be as commercially viable. If a lease agreement or the leave and license agreement are terminated, prior to its tenure or if it is not renewed, or if we are required to cease business operations at a property, for any reason whatsoever, our business, financial condition, and results of operations may be adversely affected. Further, if the vacated property is leased or sold to a competitor, we may also face increased competition in that geographic area, which could adversely affect our market share. For further information on our properties, see **“Our Business – Property”** on page 104 of this Draft Prospectus.

13. *Substantial portion of our revenues has been dependent upon few customers. The loss of any one or more of our major customers would have a material effect on our business operations and profitability.*

Substantial portion of the Company’s revenues has been dependent upon a few customers. For the six months period ended September 30, 2024 and for the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022, our top ten customers accounted for approximately 44.41%, 35.64%, 35.43% and 40.53% of our revenue from operations. However, the loss of any significant customer would have a material effect on our financial results.

Our business from customers is dependent on our continuing relationship with such customers, the quality of our products and our ability to deliver on their orders, and there can be no assurance that such customers will continue to do business with us in the future on commercially acceptable terms or at all. However, in case of any change in the buying pattern of our end users or disassociation of major customers can adversely affect our business or if our customers do not continue to purchase products from us, or reduce the volume of products purchased from us, our business prospects, results of operations and financial condition may be adversely affected. Further, loss of or interruption of work by, a significant customer or a number of significant customers or the inability to procure new orders on a regular basis or at all may have an adverse effect on our revenues, cash flows and operations.

While we are constantly striving to increase our customer base and reduce dependence on any particular customer, there is no assurance that we will be able to broaden our customer base in any future periods or that our business or results of operations will not be adversely affected by a reduction in demand or cessation of our relationship with any of our major customers.

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

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

15. *The company's business is dependent on certain suppliers and the loss of one or more of them would have a material adverse effect on the business.*

A substantial portion of the company's purchases has been dependent upon a few suppliers. Our inability to obtain raw material in a timely manner, in sufficient quantities could adversely affect our operations, financial condition and/or profitability. For the six months period ended September 30, 2024 and for the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022, top ten suppliers accounted for 96.40%, 91.28%, 80.27% and 91.44% of our total purchases respectively. We have not entered into long term contracts with our suppliers and prices for raw materials are normally based on the quotes we receive from various suppliers. Inadequate and timely unavailability substandard quality of the raw materials used in the manufacture of our products, could have a material adverse effect our business. Further, any discontinuation of production by these suppliers or a failure of these suppliers to adhere to the delivery schedule or the required quality and quantity could hamper our manufacturing schedule. There can be no assurance that strong demand, capacity limitations or other problems experienced by our suppliers will not result in occasional shortages or delays in their supply of raw materials to us. Further, we cannot assure you that our suppliers will continue to be associated with us on reasonable terms, or at all. Since our suppliers are not contractually bound to deal with us exclusively, we may face the risk of our competitors offering better terms to such suppliers, which may cause them to cater to our competitors alongside. In the event that we fail to secure sufficient quantities of such raw materials from our suppliers at acceptable quality and prices in a timely manner, our business, financial performance and cash flows may be adversely affected.

16. *Labour-Intensive Operations and the Potential Risks of Workforce Disruptions.*

As a labour-intensive business, we depend heavily on our workforce to ensure smooth production and manufacturing processes. Any disruptions, such as strikes, lockouts, or industrial action, could have a considerable negative impact on our financial health, operational efficiency, and reputation. While we have not encountered such issues in the past, the risk remains significant. A strike or lockout could halt production, delay deliveries, disrupt supply chains, and hinder our ability to meet customer demands, leading to revenue losses and increased operational costs.

Prolonged workforce disruptions can also harm employee morale, lower productivity, and damage our reputation. Clients may perceive delays or quality issues as a result of labour disputes, which could erode the trust we've built with stakeholders. In a highly competitive market, maintaining strong client relationships and delivering on time is critical, and any labour unrest may weaken our standing in the industry.

To address this potential risk, we prioritize open communication with our employees and work to ensure a positive working environment. We focus on fair and transparent management to prevent disputes, while preparing contingency plans, such as maintaining reserves of key materials and products. Recognizing this risk is crucial to safeguarding our operations and ensuring the continued growth of our company.

17. *Our business operations are majorly concentrated in certain geographical regions and any adverse developments affecting our operations in these regions could have a significant impact on our revenue and results of operations.*

We carry our manufacturing operations from our manufacturing facility located at West Bengal. Due to the geographical concentration of our manufacturing operations in these locations, our operations are susceptible to local, regional and environmental factors, such as social and civil unrest, regional conflicts, civil disturbances, economic and weather conditions, natural disasters, demographic and population changes, and other unforeseen events and circumstances. Such disruptions could result in the damage or destruction of a significant portion of our manufacturing abilities, significant delays in the transport of our products and raw materials, loss of key managerial personnel, and/or otherwise adversely affect our business, financial condition and results of operations.

In addition, we generate major domestic sales to our customers situated in West Bengal. For the six months period ended September 30, 2024 and for the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022, our sales generated from West Bengal accounted for approximately 65.39%, 62.12%, 62.91% and 77.80% of our revenue from operations. Such geographical concentration of our business in these regions heightens our exposure to adverse developments related to competition, as well as economic and demographic changes in this region, which may adversely affect our business prospects, financial conditions and results of operations.

Further, as we enter into new markets and geographical areas, we are likely to compete with not only with national and international players, but also with the local players, who might have an established presence, and are more familiar with business practices and have stronger relationships with customers, relevant government authorities, suppliers or are in a stronger financial position than us, all of which may give them a competitive advantage over us. Our inability to expand into other areas may adversely affect our business prospects, financial conditions and results of operations. While our management believes that the Company has requisite expertise and vision to grow and mark its presence in other markets going forward, investors should consider our business and prospects in light of the risks, losses and challenges that we face and should not rely on our results of operations for any prior periods as an indication of our future performance.

18. *As we continue to grow, we may not be able to effectively manage our growth and the increased complexity of our business, which could negatively impact our brand and financial performance.*

Continued growth of our business and user base requires us to expand our product portfolio, strengthen our brand recognition, expand and enhance our sales channels, better manage our supply chain, upgrade our information systems and technologies, secure more space for our expanding workforce, and devote other resources to our business expansions, among others. As we continue to grow, managing our business will become more complicated as we develop a wider product mix, some of which we may have less experience in. In addition, as we increase our product offerings, we will need to work with a larger number of business partners and maintain and expand mutually beneficial relationships with our existing and new business partners. Our inability to manage the expansion of our products range, customer base and manufacturing capacities, and execute our growth strategy in a timely manner or within budget estimates, or our inability to meet the expectations to track the changing preferences of our customers or other stakeholders could have an adverse effect on our business, results of operations and financial condition.

We cannot assure you that we will be able to effectively manage our growth, that our current personnel, infrastructure, systems, procedures and controls or any measures to enhance them will be adequate and successful to support our expanding operations or that our strategies and new business initiatives will be executed successfully. If we are not able to manage our growth or execute our strategies effectively, our expansion may not be successful and our business and prospects may be materially and adversely affected. We have experienced certain operating/distribution/manufacturing difficulties in the past in ramping up certain production/delivery/ in a timely manner to meet the increasing demand and purchase orders from our customers. As we continue to expand, we may experience similar difficulties if we are unable to manage our growth, which may adversely affect our reputation and results of operations.

19. *Any increase in the cost of our raw material or other purchases or a shortfall in the supply of our raw materials, may adversely affect the pricing and supply of our products and have an adverse effect on our business, results of operations and financial condition.*

The success of our operations depends on a variety of factors, including our ability to source raw materials at competitive prices. Raw material supply and pricing can be volatile due to a number of factors beyond our control, including demand and supply, general economic and political conditions, transportation and labour costs, natural disasters, pandemic, competition and there are inherent uncertainties in estimating such variables, regardless of the methodologies and assumptions that we may use.

We seek to source our raw materials from our suppliers and typically seek quotations from multiple suppliers. We may be required to track the supply demand dynamics and regularly negotiate prices with our suppliers in case of significant fluctuations in raw material prices or foreign currency fluctuations. Further, we procure a large portion of our raw materials from a few suppliers, any disruption of supply of raw materials from such suppliers could adversely impact our operations and business if we are unable to replace such suppliers in a timely manner. However, we have not entered into any definitive agreements with any of our suppliers. We cannot assure you that we will be able to enter into new arrangements with suppliers on terms acceptable to us, which could have an adverse effect on our ability to source raw materials in a commercially viable and timely manner, if at all, which may impact our business and profitability. 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. Additionally, there can be no assurance that 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 were to experience a significant or prolonged shortage of raw materials from any of our suppliers, and we cannot procure the raw materials from other sources, we would be unable to meet our production schedules for our products and to deliver such products to our customers in a timely manner, which would adversely affect our sales, margins and customer relations. Therefore, we cannot assure you that we will be able to procure adequate supplies of raw materials in the future, as and when we need them and on commercially acceptable terms.

For further details about business of our Company, please refer chapter titled **“Our Business”** beginning on Page 104 of this Draft Prospectus.

20. *Our Company has availed certain unsecured loan which can be recalled at any time.*

Our Company has availed certain unsecured loan amounting to ₹ 66.88 lakhs as on September 30, 2024. The unsecured loan taken by our Company may be recalled at any time. Though our Company intends to repay the loan amount in near future, sudden recall may disrupt our operations and also may force us to find alternative sources of financing, which may not be available on commercial reasonable terms or at all. opt for funding at higher interest rates, resulting in higher financial burden. We may not have adequate working capital to meet business requirements of our Company, and, as a result, any such demand by the lenders may affect our business, cash flows, financial condition and results of operations. Further, in respect of such unsecured loan, no proper agreement has been executed between the parties. For further details, please refer to the section **“Financial Indebtedness”** beginning on page no. 198 of this Draft Prospectus.

21. *Our continued success is dependent on our senior management and skilled manpower. Our inability to attract and retain key personnel may have an adverse effect on our business prospects.*

Our experienced senior management and Directors have had a significant contribution to the growth of our business, and our future success is dependent on the continued service of our senior management team. An inability to retain any key management personnel may have an adverse effect on our operations. Our ability to execute orders and to obtain new clients also depends on our ability to attract, train, motivate and retain highly skilled professionals, particularly at managerial levels. We continue to face challenges in recruiting suitably skilled personnel, particularly as we continue to grow and diversify our operations. In particular, we may be unable to compete with other larger companies for suitably skilled personnel due to their ability to provide more competitive compensation and benefits. The loss of any of the members of our senior management team, our whole-time directors, or other key personnel or an inability to manage the attrition levels in different employee categories may materially and adversely impact our business, results of operations, financial condition, and growth prospects.

The success of our business is also dependent upon our ability to hire, retain, and utilize qualified personnel, including designers, and corporate management professionals who have the required experience and expertise. We also place extensive reliance on our design and production department which is critical to our business as they design the products which are reviewed by our customers. From time to time, it may be difficult to attract and retain qualified individuals with the expertise and in the timeframe demanded by our clients, and we may not be able to satisfy the demand for our services because of our inability to successfully hire and retain qualified personnel. We may be unable to compete with our competitors for such qualified personnel because of more competitive salaries and benefits provided by them.

For every new product we expand into, we require suitably skilled personnel. Such skilled personnel may not be available in the market or we may not be able to compete with competitors for such qualified personnel because of more competitive salaries and benefits packages provided by them. If we cannot attract and retain qualified personnel or effectively implement appropriate succession plans, it could have a material adverse impact on our business, financial condition, and the results of operations. Moreover, we may be unable to manage knowledge developed internally, which may be lost in the event of our inability to retain employees.

22. *Any failure on our part to effectively manage our inventory may result in an adverse effect on our business, revenue from manufacturing operations and financial condition.*

We are a manufacturing company, and, at all points of time, a certain portion of our assets comprises of an inventory of raw materials, work in progress products and finished products. Maintaining sufficient inventory of raw materials is critical for our operations including as a buffer against any supply disruptions. Any failure on our part to effectively manage our inventory of raw materials and finished products in response to changing market scenario may have an adverse effect on our financial condition and may even lead to loss of business and increase the costs of our operations.

In the event we overestimate our requirements for raw materials as compared to the demand for our products, it may lead to situations that require us to block more capital and increase our operating costs in connection with inventories and further expose us to variations in raw materials risk. Equally, if we underestimate our requirements for raw materials, it may adversely affect our ability to manufacture the required quantity of products for our customers' requirements in a timely and cost-efficient manner which may lead to loss of business and / or the opportunity to service customers which could adversely affect our business, results of operations and financial condition. Further, we may also lose opportunities to acquire raw materials in a cost-effective manner, thereby increasing costs of operations and adversely affecting our working capital requirements.

Additionally, if our inventory of finished products is not dispatched on time or if there is any unanticipated delay in the delivery of our finished products or if the finished products are not properly maintained or are damaged or destroyed, we could lose such inventory which could have an adverse impact on our production cycle, results of operation and financial condition.

23. *Our business is subject to seasonal and other fluctuations that may affect our cash flows and business operations.*

Our business and operations may be affected by seasonal factors which may restrict our ability to carry on activities related to our projects and fully utilize our resources. Heavy or sustained rainfalls or other extreme weather conditions such as cyclones could result in delays or disruptions to our operations during the critical periods of our projects and cause severe damages to our premises and equipment. This may result in delays in execution of projects and also reduce our productivity. During periods of curtailed activity due to adverse weather conditions, we may continue to incur operating expenses and our project related activities may be delayed or reduced. Adverse seasonal developments may also require the evacuation of personnel, suspension or curtailment of operations, resulting in damage to construction sites or delays in the delivery of materials.

24. *Delays or defaults in customer payments could adversely affect our financial condition.*

We are exposed to payment delays and/or defaults by our customers and our financial position and financial performance are dependent on the creditworthiness of our customers. Further, we may not receive advance payment from our customers after signing the purchase orders. Delays in customers' payments may require us to make a working capital investment. If a customer defaults in making payments where we have devoted significant resources or where we have invested significant resources is delayed, cancelled, or does not proceed to completion, it could have an adverse effect on our operating results. For the six months period ending September 30, 2024 and for the financial year ending March 31, 2024, March 31, 2023 and March 31, 2022, our trade receivables were ₹ 534.15 lakhs, ₹ 375.51 lakhs, ₹ 464.20 lakhs and ₹ 384.81 lakhs, respectively. However, in the past, our Company has not faced any such instance of default but there is no guarantee that the timeliness of all or any part of our customers' payments and whether they will be able to fulfil their obligations, which may arise from their financial difficulties, cash flow difficulties, deterioration in their business performance, or a downturn in the global economy. If such events or circumstances occur, our financial performance and our operating cash flows may be adversely affected.

25. *We may not be successful in implementing our business strategies.*

The success of our business depends substantially on our ability to implement our business strategies effectively. Even though we have successfully executed our business strategies in the past, there is no guarantee that we can implement the same on time and within the estimated budget going forward, or that we will be able to meet the expectations of our targeted clients. Changes in regulations applicable to us may also make it difficult to implement our business strategies. Failure to implement our business strategies would have a material adverse effect on our business and results of operations.

26. ***Our Company has significant portion of Property Plant and Equipment. Any destruction, breakdown, theft of our major plants or equipment or failures to repair or maintain the same may adversely affect our business, cash flows, financial condition and results of operations.***

One of the objects of Issue is to fund the purchase of additional equipment. We are planning to invest significantly on plant and machinery of latest technology and higher capacity and efficiency for our manufacturing facility. We own a number of equipment and machinery used in our operations. To maintain our capability to undertake projects, we may have to purchase additional machines and equipment built with the latest technologies and knowhow. We cannot assure you that we will be immune from the associated operational risks such as the obsolescence of our plants or equipment, destruction, theft or major equipment breakdowns or failures to repair our major plants or equipment, which may result in their unavailability, project delays, cost overruns and even defaults in our order book.

The latest technologies used in newer models of equipment may improve productivity significantly and render our older equipment obsolete. Obsolescence, destruction, theft or breakdowns of our major plants or equipment may significantly increase our equipment purchase cost and the depreciation of our plants and equipment, as well as change the way our management estimates the useful life of our plants and equipment. We may have to incur high cost when our plants or equipment are not readily available from the market or requires services from original equipment manufacturers. We may experience significant price increases due to supply shortages, inflation, transportation difficulties or unavailability of bulk discounts. Such replacement, repair or maintenance failures or price increases may not be adequately covered by the insurance policies availed by our Company and may have an adverse effect on our business, cash flows, financial condition and results of operations.

27. ***We have not entered into any long-term contracts with any of our clients.***

We do not have any long-term contracts with our clients and any change in the business pattern of our existing clients could adversely affect the business of our Company. As a result, our customers can terminate their relationships with us due to a change in preference or any other reason on immediate basis, which could materially and adversely impact our business. Consequently, our revenue may be subject to variability because of fluctuations in demand for our products and services. Our Company's customers have no obligation to work with us and may either cancel, reduce, or delay the business. The business by our Company's customers is dependent on factors such as the customer satisfaction with the level of service that our Company provides, fluctuation in demand for our Company's products, customer's inventory management, amongst others. Although we have satisfactory business relations with our clients and have received continued business from them in the past, there is no certainty that the same will continue in the years to come and may affect our profitability. Although, we have a strong emphasis on quality, timely delivery of our products and raw materials and personal interaction by the senior management with the customers and suppliers, any change in the buying pattern of buyers and preferences of suppliers can adversely affect the business and the profitability of our Company.

28. ***Orders placed by customers may be delayed, modified, cancelled or not fully paid for by our customers, which may have an adverse effect on our business, financial condition and results of operations.***

We may encounter problems in executing the orders in relation to our products, or executing it on a timely basis. Moreover, factors beyond our control or the control of our customers may postpone the delivery of such products or cause its cancellation, including delays or failure to obtain necessary permits, authorizations, permissions and other types of difficulties or obstructions. Due to the possibility of cancellations or changes in scope and schedule of delivery of such products, resulting from our customer's discretion or problems we encounter in the delivery of such products or reasons outside our control or the control of our customers, we cannot predict with certainty when, if or to what extent we may be able to deliver the orders placed. Additionally, delays in the delivery of such products can lead to customers delaying or refusing to pay the amount, in part or full, that we expect to be paid in respect of such products. In addition, even where a delivery proceeds as scheduled, it is possible that the contracting parties may default or otherwise fail to pay amounts owed. While we have not yet experienced any material delay, reduction in scope, cancellation, execution difficulty, payment postponement or payment default with regard to the orders placed with us, or disputes with customers in respect of any of the foregoing, any such adverse event in the future could materially harm our cash flow position and income. Further, we operate in highly competitive markets in relation to our products where it is difficult to predict whether and when we will receive such awards. As a result, our results of operations can fluctuate from quarter to quarter and year to year depending on whether and when such orders are awarded to us and the commencement and progress of work under the orders placed. For further details of our business, please refer chapter titled "***Our Business***" beginning on Page 104 of this Draft Prospectus.

29. *General economic and market conditions in India and globally could have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects.*


Our business is highly dependent on economic and market conditions in India and overseas jurisdictions where we operate. General economic and political conditions in India and abroad, such as macroeconomic and monetary policies, industry-specific trends, mergers and acquisitions activity, legislation and regulations relating to the financial and securities industries, household savings rate, investment in alternative financial instruments, upward and downward trends in the market, business and financial sectors, volatility in security prices, perceived lack of attractiveness of the Indian capital markets, inflation, foreign direct investment, consumer confidence, currency and interest rate fluctuations, availability of short-term and long-term market funding sources and cost of funding, could affect our business. Global economic and political conditions may also adversely affect the Indian economic conditions. Market conditions may change rapidly and the Indian capital markets have experienced significant volatility in the past. The Indian economy has had sustained periods of high inflation in the recent past. If inflation or real interest rates were to rise significantly, the trends towards increased financial savings might slow down or reverse, our employee costs may increase and the sales of many of our products and services may decline.

30. *Our business requires us to obtain and renew certain licenses and permits from government, regulatory authorities and other national/ international corporations and the failure to obtain or renew them in a timely manner may adversely affect our business operations.*

Our business requires us to obtain and renew from time to time, certain approvals, licenses, registrations and permits. In addition, we require certain approvals, licenses, registrations and permissions under various regulations, guidelines, circulars and statutes regulated by authorities such as the Government of India, the State Governments and certain other regulatory and government authorities, for operating our business. In particular, we are required to obtain certificate of registrations for carrying on certain of our business activities from the Government of India, the State Governments and other such regulatory authorities that are subject to numerous conditions. If we fail to maintain such registrations and licenses or comply with applicable conditions, our certificate of registration for carrying on a particular activity may be suspended and/or cancelled and we will not then be able to carry on such activity. This could materially and adversely affect our business, financial condition and results of operations.

We and our customers, may require various regulatory approvals, sanctions, licenses, registrations and permissions in connection with our operations and the various development activities involved in such orders. We or our customers may face significant uncertainties due to various factors in obtaining or maintaining such approvals. If such approvals are not obtained in a timely manner or at all, there may be a material adverse effect on various development activities, including our operations, thereby adversely affecting our results of operations and financial condition. Furthermore, our government approvals and licenses are subject to numerous conditions, some of which are onerous and require us to incur substantial expenditures. If we fail to comply or a regulator alleges that we have not complied with these conditions, our business, prospects, financial condition and results of operations may be adversely affected. While we typically apply for the renewal of any existing regulatory approvals prior to their expiry dates, there can be no assurance that we will receive such renewal in time or at all.

31. *The intellectual Property Rights used by our company are registered in the name of our company, but any infringement of third-party intellectual property rights or failure to protect our intellectual property rights may adversely affect our business*

As on the date of this Draft Prospectus, our Company is using trademark i.e.  and which is registered under Trademarks Act, 1999. However, Infringement of third-party intellectual property rights or failure to protect our own intellectual property can have negative consequences. In addition, infringement claims can damage our reputation and discourage potential investors, partners, or customers. Additionally, if we fail to protect our own intellectual property, our competitors or other third parties may copy, steal, or misuse our ideas, products, or services. This can lead to lost revenues, decreased market share, or erosion of our competitive advantage. Moreover, any unauthorized use, reproduction, or distribution of our copyrighted material without our permission will result in legal action and may lead to financial penalties or damage to our brand reputation. It is essential for us to protect our copyrighted material and ensure that it is used only with our permission, to avoid any negative impact on our business operations. Defending our intellectual property rights can be expensive and time-consuming, and we may not be able to prevent others from infringing or challenging our rights.

32. *Some of the approvals are required to be updated consequent to the change in the name of our Company.*

Our company converted into a public limited company, resulting in a name change from “Spinaroo Commercial Private Limited to "Spinaroo Commercial Limited." This alteration was formally recorded in a new Certificate of Incorporation dated August 22, 2024, with the Corporate Identification Number U74999WB2012PLC184812, issued by the Registrar of Companies, Central Processing Centre. Due to such change, our Company is required to change its name in all approvals, licenses, registrations and permits in the name of Spinaroo Commercial Limited. While we have updated our name in some of the registrations, permits or approvals, we are still required to update our name in some of the remaining registrations, permits or approvals.

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

We maintain several insurance policies, including National Bharat Sookshma Udyam Suraksha Plus, Burglary Insurance, United Bharat Laghu Udyam Suraksha Policy. While it is believed that the insurance coverage maintained by the company would reasonably be adequate to cover all normal risks associated with the operation of our business, there can be no assurance that any claim under the insurance policies maintained by the company will be honoured fully, in part or on time, nor that we have taken out sufficient insurance to cover all material losses. If we were to suffer loss or damage resulting from not obtaining or maintaining insurance or exceeding our insurance coverage, the loss would have to be borne by us and it could have a material adverse effect on our results of operations and financial condition.

34. *Our Directors and certain Key Management Personnel hold Equity Shares in our Company and are therefore interested in the Company's performance in addition to their remuneration and reimbursement of expenses.*

Certain of our Directors and Key Management Personnel are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding in our Company. There can be no assurance that our Key Management Personnel will exercise their rights as shareholders to the benefit and best interest of our Company. Our Promoters will continue to exercise significant control over us, including being able to control the composition of our Board of Directors and determine decisions requiring simple or special majority voting of shareholders, and our other shareholders may be unable to affect the outcome of such voting. Our Directors and our Key Management Personnel may take or block actions with respect to our business which may conflict with the best interests of the Company or that of minority shareholders. For details, see the section titled “*Capital Structure*” on Page 59 of this Draft Prospectus. There is no assurance that our Directors and/or our key management personnel will not provide competitive services or otherwise compete in business lines in which we are already present or will enter into in the future.

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

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

36. *Brand recognition is important to the success of our business, and our inability to build and maintain our brand names will harm our business, financial condition and results of operation.*

Brand recognition is important to the success of our business. Establishing and maintaining our brand name in the industry or for people relying on product and services is critical to the success of the customer acquisition process of our business. Although, we expect to allocate significant number of resources, financial and otherwise, on establishing and maintaining our brands, no assurance can be given that our brand names will be effective in attracting and growing user and client base for our businesses or that such efforts will be cost-effective, which may negatively affect our business, financial condition and results of operations.

37. *An inability to manage our growth could disrupt our business and reduce our profitability.*

We have experienced continuous growth in the preceding years. We expect our business to grow as a result of our plans to expand further. We expect any growth in our business to place additional demands on us and require us to continuously evolve and improve our operational, financial, and internal controls across the organization. In particular, continued expansion increases the challenges involved in:

- (i) maintaining high levels of client satisfaction;
- (ii) recruiting, training, and retaining sufficient skilled management, technical and marketing personnel;
- (iii) adhering to health, safety and environment and quality and process execution standards that meet client expectations;
- (iv) preserving a uniform culture, values, and work environment in operations; and
- (v) developing and improving our internal administrative infrastructure, particularly our financial, operational, communications and other internal systems.

Our ability to implement our business plans depend on, inter alia, global economic conditions, our capital resources, our R&D capabilities for new products and technology solutions, our ability to commercially realise the R&D results, our ability to obtain any necessary government or regulatory approval or licenses, and the availability of management, financial and other resources.

The success of our business will depend greatly on our ability to implement our business and strategies effectively. Even if we have successfully executed our business strategies in the past, there can be no assurance that we will be able to execute our strategies on time and within the estimated budget, or that we will meet the expectations of targeted customers. We expect our strategies to place significant demands on our management and other resources and require us to continue developing and improving our financial, operating, and other internal controls. Our inability to manage our business and strategies could have an adverse effect on our business, financial condition, and profitability.

38. *Our management will have broad discretion in how we apply the Net Proceeds of the Issue and there is no assurance that the Objects of the Offer will be achieved within the time frame expected, or at all, or that the deployment of Net Proceeds in the manner intended by us will result in an increase in the value of your investment.*

We intend to use the Net Proceeds for the purposes described under the “*Objects of the Issue*” on page 73 of this Draft Prospectus. The Objects of the Issue comprise (a) funding incremental working capital requirements of our Company, and (b) for general corporate purposes (the amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds). Further, our Objects of the Issue have not been appraised by any bank, financial institution or other independent agency. Our management will have broad discretion to revise our business plans, estimates and budgets from time to time. Consequently, our funding requirements and deployment of funds may change, which may result in the rescheduling of the proposed utilization of Net Proceeds and increasing or decreasing expenditure for a particular activity, subject to compliance with applicable law and the investment policies approved by our management. Further, pursuant to Section 27 of the Companies Act, 2013, any variation in the Objects of the Issue would require a special resolution of the shareholders, and the promoter or controlling shareholders will be required to provide an exit opportunity to the shareholders who do not agree to such proposal to vary the Objects of the Issue, in accordance with applicable law.

In case of an increase in actual expenses or shortfall in requisite funds, additional funds for a particular activity will be met by any means available to us, including internal accruals and additional equity and/or debt arrangements. If actual utilization towards the Objects of the Issue is lower than the proposed deployment, such balance will be used for future growth opportunities, including funding other existing objects, if required. If the estimated utilization of the Net Proceeds is not completely met in a fiscal year, it shall be carried forward.

39. *We are subject to risks arising from interest rate fluctuations, which could adversely affect our business, financial condition and results of operations.*

Interest rates for borrowings have been volatile in India in recent periods. Our operations are funded to a significant extent by working capital debt facilities and increases in interest rate (and consequent increase in the cost of servicing such debt) may have an adverse effect on our results of operations and financial condition. Our current debt facilities carry interest at variable rates as well as fixed rates. Although we may in the future engage in interest rate hedging transactions from time to time, there can be no assurance that these agreements will protect us adequately against interest rate risks.

40. *The Promoter and Promoter Group will continue to exercise control post completion of the Issue and will have considerable influence over the outcome of matters.*

Upon completion of this Issue, our Promoter and Promoter Group will continue to own a majority of our Equity Shares. As a result, our Promoters will have the ability to exercise significant influence over all matters requiring shareholders' approval. Our Promoters will also be in a position to influence any shareholder action or approval requiring a majority vote, except where they may be required by the applicable law to abstain from voting. This control could also delay, defer or prevent a change in control of our Company, impede a merger, consolidation, takeover or other business combination involving our Company, or discourage a potential acquirer from obtaining control of our Company even if it is in the best interests of our Company. The interests of our Promoters could conflict with the interests of our other equity shareholders, and the Promoters could make decisions that materially and adversely affect your investment in the Equity Shares.

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

The company's operating results may fluctuate or adversely vary from past performances in the future due to a number of factors, many of which are beyond the company's control. The results of operations during any financial year or from period to period may differ from one another or from the expected results operation. Its business, results of operations and financial conditions may be adversely affected by, inter alia, a decrease in the growth and demand for the products and services offered by us or any strategic alliances which may subsequently become a liability or non-profitable. Due to various reasons including the above, the future performance may fluctuate or adversely vary from our past performances and may not be predictable. For further details of our operating results, section titled "**Financial Information as Restated**" beginning on Page 169 of this Draft Prospectus.

42. *Portion of our Issue Proceeds are proposed to be utilized for general corporate purposes amounting to ₹ 200.00 lakhs which constitute 19.67% of the total Issue Proceeds.*

As on date we have not identified the use of such funds. Portion of our Issue Proceeds are proposed to be utilized for general corporate purposes amounting to ₹ 200.00 lakhs which constitute 19.67% of the total Issue Proceeds. As on the date of this Draft Prospectus, we have not identified the general corporate purposes for which these funds may be utilized. The deployment of such funds is entirely at the discretion of our management in accordance with policies established by our Board of Directors from time to time and subject to compliance with the necessary provisions of the Companies Act wherever applicable. For details, please refer the chapter titled "**Objects of the Issue**" beginning on Page No. 73 of this Draft Prospectus.

43. *In addition to our existing indebtedness for our operations, we may be required to obtain further loan during the course of business. There can be no assurance that we would be able to service our existing and/or additional indebtedness.*

In addition to our existing indebtedness for our existing operations we may be required to raise further debt in the form of term loans and working capital loans in the course of business. Increased borrowings, if any, would adversely affect our debt-equity ratio and our ability to further borrow at competitive rates. Any failure to service our indebtedness or otherwise perform our obligations under our financing agreements could lead to a termination of one or more of our credit facilities, trigger cross default provisions, penalties and acceleration of amounts due under such facilities which may adversely affect our business, financial condition and results of operations. For further details of our indebtedness, please refer to the chapter titled "**Financial Indebtedness**" on page 198 of this Draft Prospectus.

44. *Our lenders have charge over our movable properties, book debts, stocks in respect of finance availed by us.*

We have secured our lenders by creating a charge over our movable properties, book debts, stocks in respect of loans / facilities availed by us from State Bank of India. The total amounts outstanding and payable by us as secured loans were ₹ 676.10 Lakhs as on September 30, 2024. In the event we default in repayment of the loans / facilities availed by us and any interest thereof, our assets may be forfeited by lenders, which in turn could have significant adverse effect on business, financial condition or results of operations. For further information on the "**Financial Indebtedness**" please refer to page 198 of this Draft Prospectus.

45. Excessive dependence on ICICI Bank Limited in respect of Loan facilities obtained by our Company.

Our company has been sanctioned significant portion of credit facilities by ICICI Bank Limited. The Company is dependent on such facility for its fund and non-fund based limits and other funding requirement and any default under such arrangement with such lender may create problem for operation of the Company, which may affect the financial stability of the Company. At the same time this may result into difficulty in arranging for funds for re-payment and may also adversely affect the financial position of the Company.

46. Our debt financing agreements contain certain restrictive covenants that may adversely affect our Company's business, credit ratings, prospects, results of operations and financial condition.

Certain debt financing agreements that our Company has entered into contain restrictive covenants that limit our ability to undertake certain types of transactions. Under our debt financing agreements our Company is required to maintain certain financial covenants. Even though in the past, our company has not faced any instances that adversely affected the Company's business, credit ratings, prospects, results of operations and financial condition, due to restrictive covenants of the debt financing agreements, there can be no assurance that our Company has complied with all such restrictive covenants in a timely manner or at all or that we will be able to observe compliance with all such restrictive covenants in the future. A failure to observe the restrictive covenants under our debt financing agreements may result in termination of our financing agreements, levy of default interest, acceleration of all amounts due under such facilities and the enforcement of any security provided in relation thereto. Any acceleration of amounts due under such debt financing agreements may trigger cross-default or cross-acceleration provisions under other debt financing agreements, which may compel us to dedicate a substantial portion of our cash flow from operations or sell certain assets to make such payments thereby reducing the availability of cash for our working capital requirements and other general corporate purposes. Further, in the event of any of the circumstances coming into effect our business, prospects, results of operations and financial condition may be adversely affected.

47. We have not made any alternate arrangements for meeting our regular working capital requirements. If we are unable to manage/arrange funds (including at short notice) to meet our working capital requirements, there may be an adverse effect on our results of operations and financial performance.

As on date, we have not made any alternate arrangements for meeting our working capital requirements, other than the existing sanctioned limits. Our business requires a significant amount of working capital to finance the purchase of raw materials before payments are received from customers. We cannot assure you that the budgeting of our working capital requirements for a particular year will be accurate. There may be situations where we may under budget for our working capital requirements, in which case there may be delays in arranging the additional working capital requirements, which may delay the execution of projects leading to loss of reputation, levy of liquidated damages, and an adverse effect on the cash flows. If we experience insufficient cash flows or are unable to borrow funds on a timely basis or at all to meet the working capital requirements, there may be an adverse effect on our results of operations. We may also be subject to fluctuations of interest rates for our financing. If we are unable to secure financing at favourable rates for this purpose, our ability to secure larger-scale projects will be impeded and our growth and expansion plans will be materially and adversely affected which in turn will materially and adversely affect our future financial performance.

Our indebtedness is secured by charges over Immovable Property, Stocks, Book Debts etc. If we are unable to repay or refinance our outstanding indebtedness, or if we are unable to obtain additional financing on terms acceptable to us, we may be unable to implement our growth strategy, and our business, prospects, financial condition, and results of operations may be adversely affected.

48. Our operations are subject to high working capital requirements. If we are unable to generate sufficient cash flows to allow us to make required payments, there may be an adverse effect on our results of operations.

Our business requires significant amount of working capital and major portion of our working capital is utilized towards debtors and inventories. Our Trade Receivables for the six months period ended September 30, 2024 and for the financial period ended March 31, 2024, March 31, 2023, March 31, 2022 were ₹ 534.15 lakhs, ₹ 375.51 lakhs, ₹ 464.20 lakhs and ₹ 384.81 lakhs respectively and our inventories for the six months period ended September 30, 2024 and for the period ended March 31, 2024, March 31, 2023, March 31, 2022 were ₹ 1213.26 lakhs, ₹ 1110.78 lakhs, ₹ 961.49 lakhs and ₹ 788.73 lakhs respectively.

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

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

For further details of working capital requirements, please refer to the chapter titled “*Objects of the Issue*” on page 73 of the Draft Prospectus.

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

Our Promoters and Directors have provided personal guarantees to secure a significant portion of our existing borrowings, and may post listing continue to provide such guarantees and other security. In case of a default under our loan agreements, any of the personal guarantees provided by our Promoter and Directors may be invoked, which could negatively impact the reputation of our Company. Also, we may face certain impediments in taking decisions in relation to our Company, which in turn would result in a material adverse effect on our financial condition, business, results of operations and prospects and would negatively impact our reputation. In addition, our Promoters and Directors may be required to liquidate their shareholding in our Company to settle the claims of the lenders, thereby diluting their shareholding in our Company. Also, if our Promoters and Directors revoke their personal guarantees and we may not be successful in procuring alternate guarantees and property satisfactory to the lenders, as a result we may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could affect our financial condition and cash flows. For further details regarding loans availed by our Company, please refer “*Financial Indebtedness*” on page no. 198 of this Draft Prospectus.

50. *Major fraud, lapses of internal control or system failures could adversely impact the company’s business.*

Our Company is vulnerable to risk arising from the failure of employees to adhere to approved procedures, system controls, fraud, system failures, information system disruptions, communication systems failure and interception during transmission through external communication channels or networks. Failure to protect fraud or breach in security may adversely affect our Company’s operations and financial performance. Our reputation could also be adversely affected by significant fraud committed by our employees, agents, customers or third parties.

51. *One of our KMPs is associated with our Company for less than one year.*

Our Company Secretary is associated with the Company for a period of less than one year therefore she may not have been accustomed to the company affairs till date. For details of Key Management Personnel and their appointment, please refer to chapter “*Our Management*” beginning on page 146 of this Draft Prospectus.

52. *There are certain instances of delays in the past with ROC/Statutory Authorities.*

Our Company also in the past have made delay in filings of some RoC forms as per the stipulated timelines prescribed under the Companies Act, 2013. Our Company has paid requisite late fees for such filings, and no show cause notice in respect of the same has been received by our Company till date. The details of ROC Late Filings are as follows:

| Forms | Purpose | Date of Event | Date of Filing | Due Dates | Nos. of Days delayed |
|-------|--|---------------|----------------|------------|----------------------|
| AOC-4 | Form for filing of financial statement and other documents with Registrar for the period from 01.04.2014 to 31.03.2015 | 30.09.2015 | 09.06.2016 | 29.10.2015 | 223 |

| Forms | Purpose | Date of Event | Date of Filing | Due Dates | Nos. of Days delayed |
|--------|--|---------------|----------------|------------|----------------------|
| MGT-7 | Form for filing of annual return with Registrar for the period from 01.04.2014 to 31.03.2015 | 30.09.2015 | 15.06.2016 | 29.11.2015 | 198 |
| AOC-4 | Form for filing of financial statement and other documents with Registrar for the period from 01.04.2018 to 31.03.2019 | 30.09.2019 | 28.11.2019 | 29.10.2019 | 30 |
| MGT-7 | Form for filing of annual return with Registrar for the period from 01.04.2018 to 31.03.2019 | 30.09.2019 | 03.12.2019 | 29.11.2019 | 4 |
| AOC-4 | Form for filing of financial statement and other documents with Registrar for the period from 01.04.2021 to 31.03.2022 | 27.09.2022 | 05.11.2022 | 29.10.2022 | 7 |
| PAS-3 | Return of Allotment | 31.03.2015 | 31.05.2016 | 30.04.2015 | 31 |
| DIR-12 | DIR-12 for appointment of Directors | 06.03.2014 | 12.08.2014 | 05.04.2014 | 129 |
| CHG-1 | Creation of charge | 12.06.2017 | 30.10.2017 | 12.07.2017 | 110 |
| CHG-1 | Creation of charge | 03.12.2018 | 15.01.2019 | 02.01.2019 | 13 |
| CHG-1 | Modification of charge | 25.06.2020 | 18.08.2020 | 25.07.2020 | 23 |
| CHG-1 | Creation of charge | 11.07.2023 | 23.08.2023 | 10.08.2023 | 13 |
| CHG-1 | Modification of charge | 08.11.2023 | 11.12.2023 | 07.12.2023 | 4 |
| DPT-3 | Return of deposits for the year ending 31.03.2023 | 30.06.2023 | 14.09.2023 | 30.06.2023 | 76 |
| MGT-14 | Board's Approval for Financials and Director's Report for the financial year ended 31.03.2024 | 02.09.2024 | 16.11.2024 | 01.10.2024 | 45 |

It is pertinent to note here that all the forms are approved by ROC. Further, if any such action is initiated by the regulatory authority, then the Company will have to abide by the order of such regulatory authority or pay any penalty that may be imposed by any regulatory authorities in future for non-compliance with provisions of corporate and other law which could impact the financial position of the Company to that extent. To streamline our compliance processes and prevent delays, our company has taken several corrective measures i.e. enhancement of internal monitoring systems, dedicated compliance personnel and engagement of compliance professionals.

53. *There have been some instances of delayed filing of returns and depositing of statutory dues with regulatory authorities*

In the past, our company has at several instances, delayed in filing GST returns, EPF returns and deposit of statutory dues, as a result of which, we have been required to pay the late filing fees along with interest on delayed deposit of due taxes and statutory dues. Although the late filing fees levied are not significant but if we continue this practice, the accumulated amounts of each delay may adversely affect our cash flows. In the event of any cognizance being taken by the concerned authorities in respect of above, actions may be taken against our Company and our directors, in which event the financials of our Company and our directors may be affected. For further details of certain material legal proceedings involving our Company, our Promoters, our directors, see ***“Outstanding Litigation and Material Developments”*** beginning on page 209 of this Draft Prospectus.

54. *Information in relation to our installed capacity and capacity utilization of our manufacturing facility included in this Draft Prospectus is based on various assumptions and estimates, and future production and capacity utilization may vary.*

Information relating to our installed capacities and the capacity utilization of our manufacturing facility included in this Draft Prospectus is based on various assumptions and estimates of our management, including proposed operations, assumptions relating to availability and quality of raw materials, actual product mix vis-à-vis the products mix envisaged for computation of our installed capacity and assumptions relating to potential utilization levels and operational efficiencies. While we have obtained a certificate dated November 07, 2024 from Shyama Pada Nandi, Independent Chartered Engineer actual capacities and utilization rates may differ significantly from the estimated installed capacities or estimated capacity utilization information of our facilities. Undue reliance should therefore not be placed on our installed capacity or estimated capacity utilization information for our existing facility included in this Draft Prospectus.

55. ***We are dependent on third party transportation providers for procuring raw material from our suppliers and delivery of products to our clients. Any failure on the part of such service providers to meet their obligations could have a material adverse effect on our business, financial condition and results of operation.***

We are dependent on third party transportation for raw material and Products Manufactured by us. As Manufacturing is our main activities, our success depends on the smooth supply and transportation of the Raw Material from our suppliers and transportation of our trading materials from our suppliers to us/ or our buyers/clients, both of which are subject to various uncertainties and risks. Though our business has not experienced any disruptions due to transportation strikes in the past, any future transportation strikes may have an adverse effect on our business.

In addition, materials may be lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. There may also be delay in delivery of materials which may also affect our business and our results of operation negatively. A failure to maintain a continuous supply of materials to us as well as to our clients in an efficient and reliable manner could have a material and adverse effect on our business, financial condition and results of operations.

56. ***Any reduction in the demand for our products could lead to underutilisation of our manufacturing capacity.***

We face the risk that our customers might not place any order or might even cancel existing orders. Cancellations, of orders by our customers could adversely affect our results of operations by reducing our sales volume leading to a reduced utilization of our existing manufacturing capacity. Further, we make significant decisions, including determining the levels of business that we will seek and accept, production schedules, personnel requirements and other resource requirements, based on our estimates of customer orders. The changes in demand of our products could reduce our ability to estimate accurately future customer requirements, make it difficult to schedule production and lead to over production and utilization of our manufacturing capacity for a particular product. The requirements of our customers are not restricted to one type of product and therefore variations in demand for certain types of products also requires us to make customizations. This may lead to over production of certain products and under production of some other products resulting in a complete mismatch of capacity and capacity utilization. Any such mismatch leading to over or under utilization of our manufacturing facilities could adversely affect our business, results of operations, financial condition and cash flows.

57. ***Our Company does not have any listed peer companies for comparison of performance and therefore, investors must rely on their own examination of accounting ratios of our Company for the purposes of investment in the Issue.***

Business models of some of the listed companies which undertake certain business, which may be considered similar to our business are not comparable to our business model based on (i) percentage of contribution made by their business activities to the total revenue of these listed companies; and (ii) nature and extent of activities in diverse sectors undertaken by these listed companies. Therefore, there are no listed companies that may be considered as the peer group of our Company. Therefore, investors must rely on their own examination of accounting ratios of our Company for the purposes of investment in the Issue.

For Details of our financial ratios, please refer chapter titled “*Financial Statements as Restated*” beginning on Page 169 of this Draft Prospectus.

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

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

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

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

60. ***The deployment of funds raised through this Issue shall not be subject to any Monitoring Agency and shall be purely dependent on the discretion of the management of our Company.***

Since the Issue size is less than Rs. 10,000.00 Lakh there is no mandatory requirement of appointing an independent monitoring agency for overseeing the deployment of utilization of funds raised through this Issue. The deployment of these funds raised through this Issue, is hence, at the discretion of the management and the Board of Directors of our Company and will not be subject to monitoring by any independent agency. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials.

B. Issue Related Risks

61. ***In the event there is any delay in the completion of the Issue, there would be a corresponding delay in the completion of the objects of this Issue which would in turn affect our revenues and results of operations.***

The funds that we receive would be utilized for the Objects of the Issue as has been stated in the Chapter “**Objects of the Issue**” on page 73 of this Draft Prospectus. The proposed schedule of implementation of the objects of the Issue is based on our management’s estimates. If the schedule of implementation is delayed for any other reason whatsoever, including any delay in the completion of the Issue, we may have to revise our business, development and working capital plans resulting in unprecedented financial mismatch and this may adversely affect our revenues and results of operations.

62. ***There is no guarantee that our Equity Shares will be listed on the SME Platform of BSE Limited in a timely manner or at all.***

In accordance with Indian law and practice, permission for listing and trading of our Equity Shares will not be granted until after certain actions have been completed in relation to this Issue and until Allotment of Equity Shares pursuant to this Issue. In accordance with current regulations and circulars issued of SEBI, our Equity Shares are required to be listed on the SME Platform of BSE Limited within such time as mandated under UPI Circulars, subject to any change in the prescribed timeline in this regard. However, we cannot assure you that the trading in our Equity Shares will commence in a timely manner or at all. Any failure or delay in obtaining final listing and trading approvals may restrict your ability to dispose of your Equity Shares.

63. ***The Issue Price of our Equity Shares may not be indicative of the market price of our Equity Shares after the Issue.***

The Issue price is based on numerous factors and may not be indicative of the market price for our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. There can be no assurance that you will be able to resell your Shares at or above the Issue Price. Among the factors that could affect our Share price are: variations in the rate of growth of our financial indicators, such as earnings per share, net profit and income; changes in income or earnings estimates or publication of research reports by analysts; speculation in the press or investment community; general market conditions; and domestic and international economic, legal and regulatory factors unrelated to our performance.

64. *After this Issue, the price of our Equity Shares may be volatile, or an active trading market for our Equity Shares may not be sustained.*

Prior to this Issue, there has been no public market for our Equity Shares, and an active trading market may not develop or be sustained upon the completion of this Issue. The initial public offering price of the Equity Shares offered hereby was determined through our negotiations with the LM and may not be indicative of the market price of the Equity Shares after this Issue. The market price of our Equity Shares after this Issue will be subject to significant fluctuations in response to, among other factors:

- variations in our operating results and the performance of our business;
- regulatory developments in our target markets affecting us, our customers, or our competitors;
- changes in financial estimates by securities research analysts;
- addition or loss of executive officers or key employees;
- loss of one or more significant customers;
- the performance of the Indian and global economy;
- significant developments in India's economic liberalization and deregulation policies, and the fiscal regime;
- volatility in the Indian and global securities markets;
- performance of our competitors and perception in the Indian market about investment in our industry; and
- adverse media reports, if any, on our Company, or the industry.

Many of these factors are beyond our control. There has been recent volatility in the Indian stock markets and our share price could fluctuate significantly as a result of such volatility in the future. There can be no assurance that an active trading market for our Equity Shares will develop or be sustained after this Issue, or that the price at which our Equity Shares are initially offered will correspond to the prices at which they will trade in the market subsequent to this Issue.

65. *The investors will not be able to sell immediately on an Indian stock exchange any of the Equity Shares they purchase in the Issue.*

We have applied to BSE Limited to use its name as the Stock Exchange in this offer document for listing our shares on the SME Platform of BSE Limited. In accordance with Indian law and practice, permission for listing and trading of the Equity Shares issued pursuant to the Offer will not be granted until after the Equity Shares have been issued and allotted. Approval for listing and trading will require all relevant documents authorizing the issuing of Equity Shares to be submitted. There could be a delay in listing the Equity Shares on the SME Platform of BSE Limited. Any delay in obtaining the approval would restrict your ability to dispose of your Equity Shares.

66. *There are restrictions on daily movements in the price of the Equity Shares, which may adversely affect a shareholder's ability to sell, or the price at which it can sell, Equity Shares at a particular point in time.*

Once listed, we would be subject to circuit breakers imposed by stock exchange, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on circuit breakers is set by the stock exchanges based on the historical volatility in the price and trading volume of the Equity Shares. This circuit breaker limits the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, no assurance may be given regarding your ability to sell your Equity Shares or the price at which you may be able to sell your Equity Shares at any particular time.

67. *Any future issuance of Equity Shares may dilute the investors' shareholdings or sales of our Equity Shares by our Promoters or Promoter Group may adversely affect the trading price of our Equity Shares.*

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

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

Under the current Indian Income Tax provisions, all transactions of purchase and sales of securities on Indian stock exchanges are subject to levy of securities transaction tax (STT) which will be collected by respective stock exchange on which the securities are transacted. Accordingly, the Indian Income Tax Act has special capital gains tax provisions for all transactions of purchase and sale of equity shares carried out on the Indian Stock Exchanges. Under the current Indian Income Tax provisions, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India.

69. *Applicants to this Issue are not allowed to withdraw their Applications after the Issue Closing Date.*

In terms of the SEBI (ICDR) Regulations, Applicants in this Issue are not allowed to withdraw their Applications after the Issue Closing Date. The Allotment in this Issue and the credit of such Equity Shares to the Applicant's demat account with its depository participant shall be completed within such period as prescribed under the applicable laws. There is no assurance, however, that material adverse changes in the international or national monetary, financial, political or economic conditions or other events in the nature of force majeure, material adverse changes in our business, results of operation or financial condition, or other events affecting the Applicant's decision to invest in the Equity Shares, would not arise between the Issue Closing Date and the date of Allotment in this Issue. Occurrence of any such events after the Issue Closing Date could also impact the market price of our Equity Shares. The Applicants shall not have the right to withdraw their applications in the event of any such occurrence. We cannot assure you that the market price of the Equity Shares will not decline below the Issue Price. To the extent the market price for the Equity Shares declines below the Issue Price after the Issue Closing Date, the shareholder will be required to purchase Equity Shares at a price that will be higher than the actual market price of the Equity Shares at that time. Should that occur, the shareholder will suffer an immediate unrealized loss as a result. We may complete the Allotment even if such events may limit the Applicants' ability to sell our Equity Shares after this Issue or cause the trading price of our Equity Shares to decline.

70. *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.*

We have never declared or paid any cash dividends in the past three years. Our ability to pay dividends in the future will depend on our earnings, financial condition, cash flow, working capital requirements, capital expenditure and restrictive covenants of our financing arrangements. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and in accordance with the dividend distribution policy adopted by our Board and will depend on factors that our Board deems relevant, including among others, our future earnings, financial condition, cash requirements, business prospects and any other financing arrangements. We cannot assure you that we will be able to pay dividends in the future. Please refer to the chapter titled "*Dividend Policy*" beginning on page 192 of this Draft Prospectus.

71. *The investors may be restricted in their ability to exercise pre-emptive rights under Indian law and may be adversely affected by future dilution of their ownership position.*

Under the Companies Act, 2013, a Company incorporated in India must offer its holders of shares pre-emptive rights to subscribe and pay for a proportionate number of shares to maintain their existing ownership percentages before the issuance of any new shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the shares which are voted on the resolution. However, if the law of the jurisdiction the investors are in does not permit them to exercise their pre-emptive rights without us filing an offering document or registration statement with the applicable authority in the jurisdiction they are in, they will not be able to exercise their pre-emptive rights unless we make such a filing. If we elect not to make such a filing, the new securities may be issued to a custodian, who may sell the securities for the investors' benefit. The value such custodian would receive upon the sale of such securities if any, and the related transaction costs cannot be predicted. To the extent that the investors' are unable to exercise pre-emptive rights granted in respect of the Equity Shares, their proportional interest in us would be reduced.

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

The Companies Act and related regulations, the Articles of Association, and the Listing Agreements to be entered into with the Stock Exchange govern the corporate affairs of the Company. The Legal principles relating to these matters and the validity of corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as a shareholder than as a shareholder of a corporation in another jurisdiction.

73. *Our Equity Shares are quoted in Indian Rupees in India, and therefore investors may be subject to potential losses arising out of exchange rate risk on the Indian Rupee and risks associated with the conversion of Indian Rupee proceeds into foreign currency.*

Investors are subject to currency fluctuation risk and convertibility risk since the Equity Shares are quoted in Indian Rupees on the Indian stock exchanges on which they are listed. Dividends on the Equity Shares will also be paid in Indian Rupees. The volatility of the Indian Rupee against the U.S. dollar and other currencies subjects investors who convert funds into Indian Rupees to purchase our Equity Shares to currency fluctuation risks.

EXTERNAL RISK FACTORS

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

In late 2019, COVID-19 emerged and by March 11, 2020 was declared a global pandemic by The World Health Organization. Governments and municipalities around the world instituted measures in an effort to control the spread of COVID-19, including quarantines, shelter-in-place orders, school closings, travel restrictions, lock down of cities and closure of non-essential businesses. By the end of March, the macroeconomic impacts became significant, exhibited by, among other things, a rise in unemployment and market volatility. The outbreak of COVID-19 in many countries, including India, the United Kingdom and the United States, has significantly and adversely impacted economic activity and has contributed to significant volatility and negative pressure in financial markets, and it is possible that the outbreak of COVID-19 will cause a prolonged global economic crisis, recession or depression, despite monetary and fiscal interventions by governments and central banks globally. On March 24, 2020, the Government of India ordered a national lockdown in response to the spread of COVID-19. Although some governments are beginning to ease or lift these restrictions, the impacts from the severe disruptions caused by the effective shutdown of large segments of the global economy remain unknown and no prediction can be made of when any of the restrictions currently in place will be relaxed or expire, or whether or when further restrictions will be announced.

The outbreak, or threatened outbreak, of any severe communicable disease (particularly COVID-19) could materially adversely affect overall business sentiment and environment, particularly if such outbreak is inadequately controlled. The spread of any severe communicable disease may also adversely affect the operations of our clients and service providers, which could adversely affect our business, financial condition and results of operations. The outbreak of COVID-19 has resulted in authorities implementing several measures such as travel bans and restrictions, quarantines, shelter in place orders, and shutdowns. These measures have impacted and may further impact our workforce and operations, the operations of our clients, and those of our respective service providers. There is currently substantial medical uncertainty regarding COVID-19. A rapid increase in severe cases and deaths where measures taken by governments fail or are lifted prematurely, may cause significant economic disruption in India and in the rest of the world. The scope, duration and frequency of such measures and the adverse effects of COVID-19 remain uncertain and could be severe. If any of our employees were suspected of contracting COVID-19 or any other epidemic disease, this could require us to quarantine some or all of these employees or disinfect the facilities used for our operations. In addition, our revenue and profitability could be impacted to the extent that a natural disaster, health epidemic or other outbreak harms the Indian and global economy in general.

The outbreak has significantly increased economic uncertainty. It is likely that the current outbreak or continued spread of COVID-19 will cause an economic slowdown and it is possible that it could cause a global recession. The spread of COVID-19 has caused us to modify our business practices (including employee travel, employee work locations, and cancellation of physical participation in meetings, events and conferences), and we may take further actions as may be required by government authorities or that we determine are in the best interests of our employees, customers, partners, and suppliers. There is no certainty that such measures will be sufficient to mitigate the risks

posed by the outbreak, and our ability to perform critical functions could be harmed. The extent to which the COVID-19 further impacts our results will depend on future developments, which are highly uncertain and cannot be predicted, including new information which may emerge concerning the severity of the coronavirus and the actions taken globally to contain the coronavirus or treat its impact, among others. Existing insurance coverage may not provide protection for all costs that may arise from all such possible events. The degree to which COVID-19 impacts our results will depend on future developments, which are highly uncertain and cannot be predicted, including, but not limited to, the duration and spread of the outbreak, its severity, the actions taken to contain the outbreak or treat its impact, and how quickly and to what extent normal economic and operating conditions can resume. The above risks can threaten the safe operation of our facilities and cause disruption of operational activities, environmental harm, loss of life, injuries and impact the wellbeing of our people.

Further in case the lockdown is extended, it could result in muted economic growth or give rise to a recessionary economic scenario, in India and globally, which could adversely affect the business, prospects, results of operations and financial condition of our Company. The full extent to which the COVID-19 pandemic, or any future pandemic or widespread public health emergency impacts our business, operations and financial results will depend on numerous evolving factors that we may not be able to accurately predict, including: the scope, severity, and duration of the pandemic; actions taken by governments, business and individuals in response to the pandemic; the effect on customer demand for and ability to pay for our products; the impact on our capital expenditure; disruptions or restrictions on our employees' and suppliers' ability to work and travel; any extended period of remote work arrangements; and strain on our or our customers' business continuity plans, and resultant operational risk.

75. *A slowdown in economic growth in India could adversely affect our business, results of operations, financial condition and cash flows.*

We are dependent on domestic, regional and global economic and market conditions. Our performance, growth and market price of our Equity Shares are and will be dependent to a large extent on the health of the economy in which we operate. There have been periods of slowdown in the economic growth of India. Demand for our products may be adversely affected by an economic downturn in domestic, regional and global economies. Economic growth in the country in which we operate is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports of materials, global economic uncertainty and liquidity crisis, volatility in exchange currency rates, and annual rainfall which affects agricultural production. Consequently, any future slowdown in the Indian economy could harm our business, results of operations, financial condition and cash flows. Also, a change in the government or a change in the economic and deregulation policies could adversely affect economic conditions prevalent in the areas in which we operate in general and our business in particular and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margin.

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

Our business and financial performance could be adversely affected by unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations applicable to us and our business. Please refer to "**Key Industry Regulations and Policies**" on page 127 of this Draft Prospectus for details of the laws currently applicable to us.

There can be no assurance that the Government of India may not implement new regulations and policies which will require us to obtain approvals and licenses from the Government of India and other regulatory bodies or impose onerous requirements and conditions on our operations. Our Company will comply with relevant regulations as and when applicable. However, any such changes and the related uncertainties with respect to the applicability, interpretation and implementation of any amendment to, or change to governing laws, regulation or policy in the jurisdictions in which we operate may have a material adverse effect on our business, financial condition and results of operations. In addition, we may have to incur expenditures to comply with the requirements of any new regulations, which may also materially harm our results of operations. Any unfavourable changes to the laws and regulations applicable to us could also subject us to additional liabilities.

GST has been implemented with effect from July 1, 2017 and has replaced the indirect taxes on goods and services such as central excise duty, service tax, central sales tax, state VAT and surcharge being collected by the central and state governments. The GST has led to increase tax incidence and administrative compliance. Any future amendments may affect our overall tax efficiency, and may result in significant additional taxes becoming payable.

Further, the general anti avoidance rules (“GAAR”) provisions have been made effective from assessment year 2018-19 onwards, i.e.; financial Year 2017-18 onwards and the same may get triggered once transactions are undertaken to avoid tax. The consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefit amongst other consequences. In the absence of any precedents on the subject, the application of these provisions is uncertain.

The application of various Indian tax laws, rules and regulations to our business, currently or in the future, is subject to interpretation by the applicable taxation authorities. If such tax laws, rules and regulations are amended, new adverse laws, rules or regulations are adopted or current laws are interpreted adversely to our interests, the results could increase our tax payments (prospectively or retrospectively) and/or subject us to penalties. Further, changes in capital gains tax or tax on capital market transactions or sale of shares could affect investor returns. As a result, any such changes or interpretations could have an adverse effect on our business and financial performance.

77. *Inflation in India could have an adverse effect on our profitability and if significant, on our financial condition.*

Inflation is typically impacted by factors such as governmental policies, regulations, commodity prices, liquidity and global economic environment. Any change in the government or a change in the economic and deregulation policies could adversely affect the inflation rates. Continued high rates of inflation may increase our costs such as salaries, travel costs and related allowances, which are typically linked to general price levels. There can be no assurance that we will be able to pass on any additional costs to our clients or that our revenue will increase proportionately corresponding to such inflation. Accordingly, high rates of inflation in India could have an adverse effect on our profitability and, if significant, on our financial condition.

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

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

79. *Any downgrading of India's debt 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 domestic or international rating agencies may adversely affect our ability to raise additional financing and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our capital expenditure plans, business and financial performance and the price of our Equity Shares.

80. *We have not prepared, and currently do not intend to prepare, our financial statements in accordance with the International Financial Reporting Standards (“IFRS”). Our transition to IFRS reporting could have a material adverse effect on our reported results of operations or financial condition.*

Public companies in India, including us, may be required to prepare annual and interim financial statements under IFRS in accordance with the roadmap for convergence with IFRS announced by the Ministry of Corporate Affairs, Government of India through a press note dated January 22, 2010 (the “IFRS Convergence Note”). The Ministry of Corporate Affairs by a press release dated February 25, 2011 has notified that 35 Indian Accounting Standards are to be converged with IFRS. The date of implementation of such converged Indian accounting standards has not yet been determined. Our financial condition, results of operations, cash flows or changes in shareholders’ equity may appear materially different under IFRS than under Indian GAAP or our adoption of converged Indian Accounting Standards may adversely affect our reported results of operations or financial condition. This may have a material adverse effect on the amount of income recognized during that period and in the corresponding (restated) period in the comparative Fiscal/period.

81. *Financial difficulty and other problems in certain long-term lending institutions and investment institutions in India could have a negative impact on our business.*

We are exposed to the risks of the Indian financial system which may be affected by the financial difficulties faced by certain Indian financial institutions because the commercial soundness of many financial institutions may be closely related as a result of credit, trading, clearing or other relationships. This risk, which is referred to as “systemic risk,” may adversely affect financial intermediaries, such as clearing agencies, banks, securities firms and exchanges with whom we interact on a daily basis. Our transactions with these financial institutions expose us to credit risk in the event of default by the counter party, which can be exacerbated during periods of market illiquidity. As the Indian financial system operates within an emerging market, we face risks of a nature and extent not typically faced in more developed economies, including the risk of deposit runs notwithstanding the existence of a national deposit insurance scheme. The problems faced by individual Indian financial institutions and any instability in or difficulties faced by the Indian financial system generally could create adverse market perception about Indian financial institutions and banks. This in turn could adversely affect our business, financial condition, results of operations and cash flows.

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

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

83. *Political instability or changes in the Government could adversely affect economic conditions in India generally and our business in particular.*

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. Elimination or substantial change of policies or the introduction of policies that negatively affect the Company’s business could cause its results of operations to suffer. Any significant change in India’s economic policies could disrupt business and economic conditions in India generally and the Company’s business in particular.

SECTION IV: INTRODUCTION

THE ISSUE

This Initial Public Offer has been authorized pursuant to a resolution of our Board of Directors held on October 10, 2024 and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013, at the Extra Ordinary General Meeting of the members held on October 14, 2024.

The following is the summary of the Issue:

| PARTICULARS | DETAILS |
|---|--|
| Present Issue ⁽¹⁾ | Up to 19,94,000 Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of ₹51/- per Equity Share aggregating to ₹ 1,016.94 Lakhs . |
| <i>Out of which:</i> | |
| Market Maker Reservation Portion | 1,00,000 Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of ₹51/- per Equity Share aggregating to ₹ 51.00 Lakhs . |
| Net Issue to the Public ⁽²⁾ | Up to 18,94,000 Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of ₹51/- per Equity Share aggregating to ₹ 965.94 Lakhs . |
| <i>Out of which:</i> | |
| Allocation to Retail Individual Investors for up to Rs. 2.00 lakh | Up to 9,48,000 Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of ₹51/- per Equity Share aggregating to ₹ 483.48 Lakhs . |
| Allocation to other investors for above Rs. 2.00 lakh | Up to 9,46,000 Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of ₹51/- per Equity Share aggregating to ₹ 482.46 Lakhs . |
| <i>Pre and Post-Issue Equity Shares</i> | |
| Equity Shares outstanding prior to the Issue | 50,00,000 Equity Shares having face value of ₹10/- each |
| Equity Shares outstanding after the Issue* | 69,94,000 Equity Shares having face value of ₹10/- each |
| Objects of the Issue | Please refer to the section titled “ Objects of the issue ” beginning on page no. 73 of this draft prospectus. |
| Issue Opens on | [•] |
| Issue Closes on | [•] |

*Assuming Full Allotment

⁽¹⁾ The present Issue is being made by our Company in terms of Regulation 229(1) 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

⁽²⁾ This Issue is being made in terms of Section IX of the SEBI (ICDR) Regulations 2018, as amended from time to time. The Issue is being made through the Fixed Price method and hence, as per Regulation 253, sub regulation (2) of SEBI (ICDR) Regulations 2018, the allocation in the net issue to public category shall be made as follow:

(a) Minimum 50% to the Retail individual investors; and

(b) remaining to:

- i. individual applicants other than retail individual investors; and
- ii. other investors including corporate bodies or institutions; irrespective of the number of specified securities applied for;

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

Explanation: For the purpose of Regulation 253, sub-Regulation (2), if the retail individual investor category is entitled to more than fifty percent of the issue size on proportionate basis, the retail individual investors shall be allocated that higher percentage.

For further details, kindly refer the chapter titled “**Terms of the Issue**” beginning on page 233 of this draft prospectus.

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|---|
| SUMMARY OF FINANCIAL INFORMATION |
|---|

STATEMENT OF STANDALONE ASSETS & LIABILITIES, AS RESTATED

| Particulars | As on (Rs. In Lakhs) | | | |
|---|----------------------|-----------------|-----------------|-----------------|
| | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
| I. EQUITY & LIABILITIES | | | | |
| (1) Shareholders Fund | | | | |
| a) Share capital | 500.00 | 100.00 | 100.00 | 100.00 |
| b) Reserves and surplus | 164.40 | 502.92 | 362.86 | 269.81 |
| c) Money received against share warrants | - | - | - | - |
| Total Shareholder's Fund | 664.40 | 602.92 | 462.86 | 369.81 |
| (2) Share application money pending allotment | - | - | - | - |
| (3) Non-Current Liabilities | | | | |
| a) Long-Term Borrowings | 66.88 | 81.68 | 169.45 | 144.46 |
| b) Deferred Tax Liability (Net) | - | - | - | - |
| c) Other Long Term Liabilities | - | - | - | - |
| d) Long Term provisions | 6.26 | 5.01 | 4.01 | 3.03 |
| Total Non Current Liabilities | 73.15 | 86.69 | 173.46 | 147.49 |
| (4) Current Liabilities | | | | |
| a) Short Term Borrowings | 676.10 | 658.06 | 632.53 | 719.98 |
| b) Current Maturity of Long Term Borrowings | - | 12.00 | 41.50 | 35.00 |
| b) Trade Payables | | | | |
| - total outstanding dues of MSME; and | 462.75 | 301.86 | - | - |
| - total outstanding dues of creditors other than MSME | 174.86 | 111.32 | 525.08 | 372.47 |
| c) Other Current Liabilities | 75.88 | 86.34 | 85.77 | 89.15 |
| d) Short Term Provisions | 67.24 | 46.09 | 26.42 | 48.56 |
| Total Current Liabilities | 1,456.84 | 1,215.67 | 1,311.31 | 1,265.15 |
| Total Equity & Liability | 2,194.39 | 1,905.28 | 1,947.62 | 1,782.45 |
| II. ASSETS | | | | |
| (1) Non-Current Assets | | | | |
| a) Fixed Assets | | | | |
| (i) Property, Plant and Equipments | 164.49 | 177.25 | 245.35 | 284.88 |
| (ii) Intangible Assets | 0.07 | 0.20 | 0.10 | 0.10 |
| (iii) Capital Work-In-Progress | - | - | - | - |
| (iv) Intangible assets under development | - | - | - | - |
| Total Fixed Assets | 164.55 | 177.45 | 245.45 | 284.98 |
| b) Non - current Investments | 9.45 | 9.45 | 24.00 | 24.00 |
| c) Deferred Tax Assets (Net) | 11.83 | 11.88 | 12.25 | 11.18 |
| d) Long Term Loans and Advances | 31.33 | 31.33 | 29.70 | 28.86 |
| e) Other Non- current Assets | 11.48 | 11.28 | 11.28 | 11.28 |
| Total Non Current Assets | 64.08 | 63.94 | 77.23 | 75.32 |
| (2) Current assets | | | | |
| a) Current investments | - | - | - | - |
| b) Inventories | 1,213.26 | 1,110.78 | 961.49 | 788.73 |
| c) Trade Receivables | 534.15 | 375.51 | 464.20 | 384.81 |
| d) Cash and Cash Equivalents balances | 52.12 | 59.71 | 64.20 | 27.14 |
| e) Short Term Loans and advances | 166.22 | 117.90 | 135.05 | 221.47 |
| f) Other Current Assets | - | - | - | - |
| Total Current Assets | 1,965.75 | 1,663.90 | 1,624.94 | 1,422.15 |
| Total Assets | 2,194.39 | 1,905.28 | 1,947.62 | 1,782.45 |

For further details, kindly refer the chapter titled “Financial statement as Restated” beginning on page 169 of this Draft prospectus.

STATEMENT OF STANDALONE PROFIT & LOSS, AS RESTATED

| Particulars | For the Period/Year ended on (Rs. In lakhs) | | | |
|---|---|-----------------|-----------------|-----------------|
| | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
| Income | | | | |
| Revenue from Operations | 2,101.50 | 4,083.68 | 5,312.50 | 4,744.43 |
| Other Income | 0.15 | 37.63 | 6.80 | 13.17 |
| Total Income | 2,101.65 | 4,121.31 | 5,319.30 | 4,757.60 |
| | | | | |
| Expenditure | | | | |
| Cost of Material Consumed | 1,925.58 | 3,419.87 | 4,759.00 | 3,895.57 |
| Purchase of Stock-in-Trade | - | 16.15 | 27.51 | 154.51 |
| Change in Inventories | (147.36) | (27.65) | (172.94) | (80.97) |
| Employee Benefit Expenses | 26.57 | 42.84 | 88.71 | 95.65 |
| Other Expenses | 163.93 | 367.98 | 391.00 | 462.83 |
| Total Expenses | 1,968.72 | 3,819.18 | 5,093.28 | 4,527.58 |
| | | | | |
| Profit Before Interest, Depreciation and Tax | 132.93 | 302.13 | 226.02 | 230.01 |
| Depreciation & Amortisation Expenses | 14.51 | 42.94 | 51.21 | 64.07 |
| | | | | |
| Profit Before Interest and Tax | 118.41 | 259.18 | 174.81 | 165.94 |
| Financial Charges | 35.80 | 73.17 | 76.93 | 73.11 |
| | | | | |
| Profit before Taxation | 82.61 | 186.02 | 97.88 | 92.84 |
| Provision for Taxation | 21.07 | 45.60 | 26.41 | 27.76 |
| Earlier year taxes | - | - | (20.51) | 15.50 |
| Provision for Deferred Tax | 0.06 | 0.37 | (1.07) | (2.30) |
| Total | 21.13 | 45.96 | 4.82 | 40.95 |
| Profit After Tax but Before Extra ordinary Items | 61.48 | 140.05 | 93.06 | 51.89 |
| Extraordinary Items | - | - | - | - |
| Profit Attributable to Minority Shareholders | - | - | - | - |
| Net Profit after adjustments | 61.48 | 140.05 | 93.06 | 51.89 |
| Net Profit Transferred to Balance Sheet | 61.48 | 140.05 | 93.06 | 51.89 |

For further details, kindly refer the chapter titled “Financial statement as Restated” beginning on page 169 of this Draft prospectus.

STATEMENT OF STANDALONE CASH FLOW, AS RESTATED

| PARTICULARS | For the Period/Year ended on (Rs. In lakhs) | | | |
|---|---|-----------------|-----------------|-----------------|
| | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
| A. CASH FLOW FROM OPERATING ACTIVITIES | | | | |
| Profit Before Tax as per Profit & Loss A/c | 82.61 | 186.02 | 97.88 | 92.84 |
| Adjusted for : | | | | |
| a. Depreciation | 14.51 | 42.94 | 51.21 | 64.07 |
| b. Interest Expenses & Finance Cost | 35.80 | 73.17 | 76.93 | 73.11 |
| c. Interest & Other Income | - | (1.92) | (1.73) | (1.38) |
| d. Profit/Loss on Sale of Fixed Assets | - | (10.10) | - | (3.71) |
| e. Profit/Loss on Sale of Investments | - | (24.01) | - | - |
| f. Provision for gratuity | 1.33 | 1.49 | 0.98 | 3.04 |
| Operating profit before working capital changes | 134.26 | 267.60 | 225.27 | 227.96 |
| Adjusted for Change in Working Capital: | | | | |
| a. Decrease /(Increase) in Inventories | (102.48) | (149.29) | (172.76) | (85.14) |
| b. Decrease / (Increase) in trade receivable | (158.65) | 88.69 | (79.38) | 90.16 |
| b. Decrease / (Increase) in Current Investments | - | - | - | - |
| c. (Increase) / Decrease in short term loans and advances | (48.31) | 17.15 | 86.42 | (21.66) |
| d. Increase / (Decrease) in Trade Payables | 224.44 | (111.90) | 152.61 | 32.49 |
| f. Increase / (Decrease) in other current liabilities | (10.45) | 0.57 | (3.37) | (71.27) |
| g. (Increase) / Decrease in Other Current Assets | - | - | - | - |
| | | | | |
| Cash generated from operations | (95.46) | (154.79) | (16.49) | (55.42) |
| Net Income Tax (Paid)/Refund | - | (26.42) | (28.03) | (49.63) |
| Net Cash Generated/(Used) From Operating Activities (A) | 38.80 | 86.39 | 180.75 | 122.91 |
| | | | | |
| B. CASH FLOW FROM INVESTING ACTIVITIES | | | | |
| a. (Purchase) of Fixed Assets | (1.62) | (4.84) | (11.68) | (17.27) |
| b. Sale of Fixed Assets | | 40.00 | | 4.50 |
| c.(Purchase) / Sale of non-current investment | | 38.56 | - | - |
| d. (Increase) / Decrease in Other Non Current Assets | (0.20) | - | - | - |
| f. Interest & Other Income | - | 1.92 | 1.73 | 1.38 |
| g. (Increase) / Decrease in Long term loans and advances | - | (1.62) | (0.85) | (21.98) |
| Net Cash Generated/(Used) From Investing Activities (B) | (1.82) | 74.01 | (10.79) | (33.37) |
| | | | | |
| C. CASH FLOW FROM FINANCING ACTIVITIES | | | | |
| a. Interest & Finance Cost | (35.80) | (73.17) | (76.93) | (73.11) |
| b. (Repayments) / proceeds of long term borrowings | (14.80) | (87.77) | 24.99 | (168.57) |
| c. (Repayments) / proceeds of short term borrowings | 6.03 | (3.97) | (80.94) | 115.84 |
| Net Cash Generated/(Used) From Financing Activities (C) | (44.56) | (164.90) | (132.88) | (125.83) |
| | | | | |
| Net Increase / (Decrease) in cash and cash equivalents (A+B+C) | (7.59) | (4.50) | 37.07 | (36.28) |
| Cash and cash equivalents at the beginning of the year | 59.71 | 64.20 | 27.14 | 63.42 |
| Cash and cash equivalents at the end of the year | 52.12 | 59.70 | 64.21 | 27.14 |

For further details, kindly refer the chapter titled “Financial statement as Restated” beginning on page 169 of this Draft prospectus.

SECTION V: GENERAL INFORMATION

GENERAL INFORMATION

Our company was originally incorporated as a Private Limited Company under the name "*Spinaroo Commercial Private Limited*" on August 17, 2012, in accordance with the Companies Act, 1956. We received a fresh certificate of incorporation, bearing the corporate identification number U74999WB2012PTC184812, from the Registrar of Companies, West Bengal. Subsequently, our company converted into a public limited company, resulting in a name change to "*Spinaroo Commercial Limited*" This alteration was formally recorded in a new Certificate of Incorporation dated August 22, 2024, with the Corporate Identification Number U74999WB2012PLC184812, issued by the Registrar of Companies, Central Processing Centre. For further details of change in name and registered office of our company, please refer to section titled "*Our History and Certain Corporate Matters*" beginning on page no 140 of the Draft Prospectus.

| Brief of Company and Issue Information | |
|---|--|
| Registered Office and Factory (Unit I) | Spinaroo Commercial Limited Jalan Industrial Complex Gate-1, Right Lane-6, P.O. Jangalpur, Begri Gram Panchayat, Howrah- 711 411, West Bengal, India Contact Person: Mr. Amit Sultania Contact No: +91-8420645159 Email ID: enquiry@spino.co.in Website: www.spino.co.in |
| Factory (Unit II) | Spinaroo Commercial Limited Jalan Industrial Complex Gate-1, Right Lane-3, P.O. Jangalpur, Begri Gram Panchayat, Howrah- 711 411, West Bengal, India Contact Person: Mr. Rajesh Kumar Contact No: +91-7890975602 Email ID: enquiry@spino.co.in Website: www.spino.co.in |
| Date of Incorporation | August 17, 2012 |
| Corporate Identification Number | U74999WB2012PLC184812 |
| Company Category | Company Limited by Shares |
| Company Subcategory | Indian Non-Government Company |
| Address of Registrar of Companies | Registrar Of Companies, Kolkata Nizam Palace, 2 nd MSO Building, 2nd Floor, 234/4, A.J.C.B. Road, Kolkata - 700020, West Bengal |
| Designated Stock Exchange[^] | BSE Limited, SME Platform of BSE Limited ("BSE SME") P.J. Towers, Dalal Street, Mumbai – 400 001 |
| Company Secretary and Compliance Officer | Ms. Ankita Periwal Spinaroo Commercial Limited Jalan Industrial Complex Gate-1, Right Lane-6, P.O. Jangalpur, Begri Gram Panchayat, Howrah- 711 411, West Bengal, India Contact No: +91 96747 03249 Email ID: compliance@spino.co.in Website: www.spino.co.in |
| Chief Financial Officer | Mr. Amit Sultania Spinaroo Commercial Limited Jalan Industrial Complex Gate-1, Right Lane-6, P.O. Jangalpur, Begri Gram Panchayat, Howrah- 711 411, West Bengal, India Contact No: +91-8420645159 Email ID: cfo@spino.co.in Website: www.spino.co.in |

| Brief of Company and Issue Information | |
|--|--|
| Peer Review / Statutory Auditor of the company | M/s. R. K. Banka & Co., Chartered Accountants 21, Hemant Basu Sarani, Room no. 319, 3 rd Floor, Kolkata-700001, West Bengal, India Contact Person: CA Ratan Kumar Banka Email ID: caratankol@gmail.com Contact No.: +91-9051272838 Designation: Proprietor Membership No.: 055654 Firm Registration No: 320314E Peer Review Certificate No: 017213, Valid upto June 30, 2027 |

^ In compliance with Regulation 230(1)(a) of SEBI (ICDR) Regulation, 2018, we have made an application to SME Platform of BSE Limited for listing of our equity shares.

Board of Directors of Our Company

Our Company's Board comprises of the following Directors:

| Sl. No. | Name of the Director | DIN | Current Designation | Address |
|---------|----------------------|----------|--------------------------|--|
| 1 | Aditya Todi | 01914193 | Managing Director | 49/51, Price Gulam Md. Shah Road, Tollygunge, Kolkata – 700033, West Bengal, India |
| 2 | Amit Sultania | 00548098 | Executive Director & CFO | Active Acres, BL-3, Floor-2, Flat No. 2C, 54/10 D.C. Dey Road, Dhapa Bazar, Tangra, Kolkata – 700015, West Bengal, India |
| 3 | Pushp Deep Rungta | 10637697 | Non-Executive Director | Mani Karn, Flat 9SB, 3B R.M.M, Garden Lane, Belehata, Kolkata - 700 010, West Bengal, India |
| 4 | Rajesh Kumar Murarka | 10670428 | Independent Director | Chameli Apartment, Flat -1B, 22 Narayan Tala West Deshbandhu Nagar, Baguiati, Kolkata-700059, West Bengal, India |
| 5 | Shikha Gupta | 10654047 | Independent Director | Sunrise Towers, Tower-2. 8th Floor, Flat 8G. 134-B, Beliaghata Road. Tangra, Kolkata- 700015, West Bengal, India |

For further details of the Board of Directors, please refer to the Section titled **“Our Management”** on page no. 144 of this draft prospectus.

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

| LEAD MANAGER | REGISTRAR TO THE ISSUE |
|---|--|
| FINSHORE MANAGEMENT SERVICES LIMITED ‘Anandlok’, Block-A, 2 nd Floor, Room No. 207, 227 A.J.C Bose Road, Kolkata-700020, West Bengal Telephone: 033 – 2289 5101 / 4603 2561 Email: info@finshoregroup.com Website: www.finshoregroup.com Investor Grievance Email: investors@finshoregroup.com Contact Person: Mr. S. Ramakrishna Iyengar SEBI Registration No: INM000012185 CIN: U74900WB2011PLC169377 | CAMEO CORPORATE SERVICES LIMITED "Subramanian Building", No. 1, Club House Road, Chennai - 600 002, India Telephone: +91-44-40020700 / 28460390 Email: ipo@cameoindia.com Contact Person: Ms. K. Sreepriya Website: www.cameoindia.com Investor Grievance Email: investor@cameoindia.com SEBI Registration Number: INR000003753 CIN: U67120TN1998PLC041613 |
| BANKER TO THE ISSUE AND SPONSOR BANK | LEGAL ADVISOR TO THE ISSUE |
| [•] | J. MUKHERJEE & ASSOCIATES D-1, MMS Chambers, 1st Floor, 4A Council House Street, Kolkata-700001, West Bengal, India Telephone: +91 9830640366 Email ID: jmukherjeeandassociates@gmail.com Contact Person: Mr. Jayabrata Mukherjee |

Note: Investors may contact our Company Secretary and Compliance Officer and/or the Registrar to the Issue and/or the Lead Manager, in case of any pre-issue or post-issue related problems, such as non-receipt of letters of allotment, credit of allotted Equity Shares in the respective beneficiary account or refund orders, etc. For all Issue related queries and for redressal of complaints, Applicants may also write to the Lead Manager. All complaints, queries or comments received by Stock Exchange/SEBI shall be forwarded to the Lead Manager, who shall respond to the same.

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

Statement of Inter Se Allocation of Responsibilities

Finshore Management Services Limited is the sole Lead Manager to this Issue and all the responsibilities relating to coordination 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.

Self-Certified Syndicate Banks (“SCSBs”)

The lists of banks that have been notified by SEBI to act as SCSB for the ASBA process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>. For details of the Designated Branches which shall collect Application Forms, please refer to the above-mentioned SEBI link.

Issuer Banks for UPI

The list of Self Certified Syndicate Banks that have been notified by SEBI to act as Issuer Bank for UPI mechanism are provide on the website of SEBI on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>. For details on Designated Branches of SCSBs collecting the Bid Cum Application Forms, please refer to the above-mentioned SEBI link.

The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the website of the Stock Exchange, at BSE Limited at http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?expandable=3 as updated from time to time.

Brokers to This Issue

All brokers registered with SEBI and members of the Recognised Stock Exchange can act as brokers to the Offer.

Registrar to Issue and Share Transfer Agents

The list of the RTAs eligible to accept Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the website of Stock Exchange at BSE Limited, as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the website of Stock Exchange at BSE Limited, as updated from time to time. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Application Forms from the Designated Intermediaries will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

Credit Rating

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

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Trustees

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

Debenture Trustees

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

IPO Grading

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

Monitoring Agency

As per regulation 262(1) of the SEBI ICDR Regulations 2018, the requirement of Monitoring Agency is not mandatory if the Issue size is below Rs.10,000 Lakhs. Since the Issue size is only of ₹ 1,016.94 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.

Appraising Entity

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

Filing of Draft Prospectus/Prospectus with the SEBI/ROC

In terms of Regulation 246(1) of the SEBI (ICDR) Regulations, 2018, a copy of the Prospectus shall be filed with the Board (SEBI) through the Lead Manager, immediately upon filing of the offer document with the Registrar of Companies. However, as per Regulation 246(2) of the SEBI (ICDR) Regulations, 2018, the Board (SEBI) shall not issue any observation on the offer document.

In terms of Regulation 246(5) of the SEBI (ICDR) Regulations, 2018, a copy of the Prospectus shall also be furnished to the Board in a soft copy.

A copy of the Prospectus shall be filed electronically with the SEBI through the SEBI intermediary portal at <https://siportal.sebi.gov.in> in terms of the circular (No. SEBI/HO/CFD/DIL1/CIR/P/2018/011) dated January 19, 2018 issued by the SEBI and with the Designated Stock Exchanges. Further, in light of the SEBI notification dated March 27, 2020, a copy of the Prospectus will be mailed at the e-mail address: cfddil@sebi.gov.in

A copy of the Prospectus, along with the documents required to be filed under Section 26 & 32 of the Companies Act, 2013 would be delivered for filing to the **Registrar of Companies – Kolkata**.

Issue Programme

| | |
|--|-----|
| Issue Opening Date | [•] |
| Issue Closing Date | [•] |
| Finalisation of Basis of Allotment with BSE SME | [•] |
| Initiation of Allotment / Refunds/ unblocking of ASBA Accounts | [•] |
| Credit of Equity Shares to demat accounts of the Allottees | [•] |
| Commencement of trading of the Equity Shares on BSE SME | [•] |

Expert Opinion

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

Change in Auditors during the last three (3) years

There has been no change in the Auditor during the last three (3) years of the Company.

Underwriter

In terms of Regulation 260 (1) of the SEBI (ICDR) Regulations, 2018, the initial public offer shall be underwritten for hundred per cent (100%) of the offer and shall not be restricted up to the minimum subscription level and as per sub regulation (2) The lead manager(s) shall underwrite at least fifteen per cent of the issue size on their own account(s).

Our Company and Lead Manager to the Issue hereby confirm that the Issue is 100% Underwritten. The underwriting agreement is dated November 15, 2024 and pursuant to the terms of the underwriting agreement, obligations of the underwriter are subject to certain conditions specified therein. The underwriter has indicated their intention to underwrite following number of specified securities being offered through this Issue.

| Name, Address, Telephone, and Email of the Underwriter | Indicated number of Equity Shares to be Underwritten | Amount Underwritten | % of the total Issue Size Underwritten |
|---|--|---------------------|--|
| Finshore Management Services Limited Anandlok, Block-A, 2 nd Floor, Room No. 207, 227 A.J.C. Bose Road, Kolkata-700020, West Bengal, India Tel No: 033 – 2289 5101 / 4603 2561 Website: www.finshoregroup.com Email: info@finshoregroup.com Investor Grievance Email: investors@finshoregroup.com Contact Person: Mr. S. Ramakrishna Iyengar SEBI Registration No: INM000012185 | 19,94,000 Equity Shares* | ₹ 1,016.94 Lakhs | 100.00% |

*Includes 1,00,000 Equity shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker vide their agreement dated November 15, 2024 in order to comply with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, as amended.

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

Details of Market Making Arrangement for This Issue

Our Company and the Lead Manager has entered into Market Making Agreement dated November 15, 2024 with the following Market Maker to fulfil the obligations of Market Making for this Issue:

| | |
|-----------------------------|--|
| Name | Black Fox Financial Private Limited |
| Address | M-55, M Block Market, Greater Kailash-2, 3rd Floor, New Delhi – 110048, India |
| Contact Person | Mr. Suresh Bohra |
| Telephone | +91 11 41611745 |
| E-mail | suresh@blackfoxindia.com |
| Website | www.blackfoxindia.com |
| SEBI Registration No | INZ000207033 |
| CIN | U74999DL1992PTC048924 |
| MM Registration No | SMEMM0631011102013 |

M/s. Black Fox Financial Private Limited, registered with BSE Limited, will act as the market maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified in SEBI (ICDR) Regulations as amended from time to time.

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

- *In terms of regulation 261(1) of SEBI ICDR Regulations 2018, the Market Making arrangement through the Market Maker will be in place for a period of three years from the date of listing of our Equity Shares and shall be carried out in accordance with SEBI ICDR Regulations and the circulars issued by the BSE and SEBI regarding this matter from time to time.*
- *In terms of regulation 261(2) of SEBI ICDR Regulations 2018, The market maker or issuer, in consultation with the lead manager(s) may enter into agreements with the nominated investors for receiving or delivering the specified securities in market making, subject to the prior approval of the BSE SME.*
- *In terms of regulation 261(3) of SEBI ICDR Regulations 2018, Following is a summary of the key details pertaining to the Market Making arrangement*
 1. The Market Maker “M/s. Black Fox Financial Private Limited” 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. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).
 2. The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of BSE SME and SEBI from time to time.
 3. The Market Maker is required to comply with SEBI Circular No. CIR/MRD/DSA/31/2012 dated November 27, 2012 and SEBI ICDR Regulations and relevant Exchange Circulars requirement for Market Makers on SME platform.
 4. The minimum depth of the quote shall be Rs.1.00 Lakh. However, the investors with holdings of value less than Rs. 1.00 Lakh shall be allowed to offer their holding to the Market Maker 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.
 5. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, BSE may intimate the same to SEBI after due verification.
 6. The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on BSE SME (in this case currently the minimum trading lot size is **2,000** equity shares; however, the same may be changed by the BSE SME from time to time).
 7. The shares of the Company will be traded in Trade for Trade Segment for the first 10 days from commencement of trading (as per SEBI Circular no: CIR/MRD/DP/ 02/2012 dated January 20, 2012) on SME Platform of BSE Limited and market maker will remain present as per the guidelines mentioned under BSE and SEBI circulars.
 8. The Market Maker shall start providing quotes from the day of the listing / the day when designated as the Market Maker for the respective scrip and shall be subject to the guidelines laid down for market making by the BSE.
 9. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
 10. In terms of regulation 261(6) of SEBI ICDR Regulations 2018, Market Maker shall not buy the Equity Shares from the Promoters or Persons belonging to promoter group of **Spinaroo Commercial Limited** or any person who has acquired shares from such promoter or person belonging to promoter group, during the compulsory market making period.
 11. In terms of regulation 261(7) of SEBI ICDR Regulations 2018, The Promoters’ holding of **Spinaroo Commercial Limited** shall not be eligible for offering to the Market Maker during the Compulsory Market Making Period. However, the promoters’ holding of **Spinaroo Commercial Limited** which is not locked-in as per the SEBI (ICDR) Regulations, 2018 as amended, can be traded with prior permission of the SME Platform of BSE Limited, in the manner specified by SEBI from time to time.

12. The Lead Manager may be represented on the Board of the Issuer Company in compliance with Regulation 261 (8) of SEBI (ICDR) Regulations, 2018.
13. The Market Maker shall not be responsible to maintain the price of the Equity Shares of the Issuer Company at any particular level and is purely supposed to facilitate liquidity on the counter of **Spinaroo Commercial Limited** via its 2-way quotes. The price of the Equity Shares shall be determined and be subject to market forces.
14. **Risk containment measures and monitoring for Market Maker:** BSE SME will have all margins which are applicable on the BSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.
15. **Punitive Action in case of default by Market Maker(s):** BSE SME Exchange will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case they are not present in the market (offering two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.

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

The Market Maker(s) shall have the right to terminate said arrangement by giving 3 (three) months' notice or on mutually acceptable terms to the 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 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 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 relevant laws and regulations applicable at that particular point of time.

16. 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
17. Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for market makers during market making process has been made applicable, based on the issue size and as follows:

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

18. 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.
19. **Price Band and Spreads:** SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for issue size up to ₹250 crores, the applicable price bands for the first day shall be:
 - i. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.

- ii. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the issue price. Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The price band shall be 20% and the market maker spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.
- *In terms of regulation 261(4) of SEBI ICDR Regulations 2018, The specified securities being bought or sold in the process of market making may be transferred to or from the nominated investors with whom the lead manager(s) and the issuer have entered into an agreement for market making: Provided that the inventory of the market maker, as on the date of allotment of the specified securities, shall be at least five per cent. of the specified securities proposed to be listed on BSE SME.*
- *In terms of regulation 261(5) of SEBI ICDR Regulations 2018, 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 the BSE SME: Provided that market maker shall not sell in lots less than the minimum contract size allowed for trading on the BSE SME.*

SECTION VI: CAPITAL STRUCTURE

CAPITAL STRUCTURE

Our Equity Share capital before the Issue and after giving effect to the Issue, as at the date of this draft prospectus, is set forth below:

(₹ in Lakhs except share data)

| No. | Particulars | Aggregate Nominal Value | Aggregate Value at Issue Price |
|---------------------------|---|-------------------------|--------------------------------|
| A. | Authorized Share Capital | | |
| | 70,00,000 Equity Shares of ₹10/- each | 700.00 | -- |
| B. | Issued, Subscribed & Paid-up Share Capital prior to the Offer ⁽¹⁾ | | |
| | 50,00,000 Equity Shares of ₹10/- each | 500.00 | -- |
| C. | Present issue in terms of the draft prospectus ⁽²⁾ | | |
| | 19,94,000 Equity Shares of ₹10/- each for cash at a price of ₹51/- per share aggregating to ₹ 1,016.94 lakhs | 199.40 | 1,016.94 |
| Which Comprises of | | | |
| D. | Reservation for Market Maker portion | | |
| | 1,00,000 Shares of ₹10/- each for cash at a price a ₹51/- per Equity Share aggregating to ₹ 51.00 lakhs | 10.00 | 51.00 |
| E. | Net Issue to the Public | | |
| | 18,94,000 Equity Shares of ₹10/- each for cash at a price a ₹51/- per Equity Share aggregating to ₹ 965.94 lakhs, out of which: | 189.40 | 965.94 |
| | 9,48,000 Equity Shares of ₹10/- each for cash at a price a ₹51/- per Equity Share aggregating to ₹ 483.48 lakhs will be available for allocation for allotment to Retail Individual Investors of up to ₹2.00 lakhs | 94.80 | 483.48 |
| | 9,46,000 Equity Shares of ₹10/- each for cash at a price a ₹51/- per Equity Share aggregating to ₹ 482.46 lakhs will be available for allocation for allotment to Other Investors of above ₹2.00 lakhs | 94.60 | 482.46 |
| F. | Paid up Equity capital after the Issue | | |
| | 69,94,000 Equity Shares of ₹10/- each | 699.40 | |
| G. | Securities Premium Account | | |
| | Before the Issue | 60.00 | |
| | After the Issue | 877.54 | |

⁽¹⁾ Our Company has only one class of share, i.e., Equity Shares having face value of ₹10/- each and there are no partly paid-up Equity Shares or preference shares or convertible securities outstanding for conversion as on the date of this draft prospectus.

⁽²⁾ This Initial Public Offer has been authorized pursuant to a resolution of our Board of Directors dated **October 10, 2024** and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General Meeting of the members held on **October 14, 2024**.

Details of changes in Authorized Share Capital of our Company since incorporation:

| Date of Shareholders approval | EGM/AGM/ Postal Ballot | Authorized Share Capital (₹) | Details of change |
|-------------------------------|------------------------|------------------------------|--|
| 17-08-2012 | On Incorporation | 1,00,000 | Incorporated with an Authorized Share Capital of ₹1,00,000 comprising of 10,000 Equity Shares of Face Value of ₹ 10/- each |
| 20-08-2014 | EGM | 25,00,000 | Increase in Authorized Share Capital from ₹1,00,000 comprising of 10,000 Equity Shares of Face Value of ₹ 10/- each to ₹25,00,000 comprising of 2,50,000 Equity Shares of Face Value of ₹10/- each |

| Date of Shareholders approval | EGM/AGM/ Postal Ballot | Authorized Share Capital (₹) | Details of change |
|-------------------------------|------------------------|------------------------------|---|
| 26-09-2017 | AGM | 50,00,000 | Increase in Authorized Share Capital from ₹25,00,000 comprising of 2,50,000 Equity Shares of Face Value of ₹10/- each to ₹ 50,00,000 comprising of 5,00,000 Equity Shares of Face Value of ₹10/- each |
| 29-09-2018 | AGM | 1,00,00,000 | Increase in Authorized Share Capital from ₹50,00,000 comprising of 5,00,000 Equity Shares of Face Value of ₹10/- each to ₹ 1,00,00,000 comprising of 10,00,000 Equity Shares of Face Value of ₹10/- each |
| 31-05-2024 | EGM | 7,00,00,000 | Increase in Authorized Share Capital from ₹1,00,00,000 comprising of 10,00,000 Equity Shares of Face Value of ₹10/- each to ₹ 7,00,00,000 comprising of 70,00,000 Equity Shares of Face Value of ₹10/- each |

Notes to Capital Structure

Share capital history of our Company

(a) Equity shares capital history of our Company:

The following is the history of the equity share capital of our Company:

| Date of Allotment | No. of Equity Shares | Face Value (In ₹) | Issue Price (In ₹) | Nature of Consideration | Nature of Allotment | Cumulative No. of Equity Shares | Cumulative Paid-up Capital (in ₹) |
|---------------------------|----------------------|-------------------|--------------------|-------------------------|---------------------|---------------------------------|-----------------------------------|
| 17-08-2012 ⁽¹⁾ | 10,000 | 10.00 | 10.00 | Cash | Subscription to MOA | 10,000 | 1,00,000 |
| 31-03-2015 ⁽²⁾ | 2,40,000 | 10.00 | 10.00 | Cash | Rights Issue | 2,50,000 | 25,00,000 |
| 02-11-2018 ⁽³⁾ | 7,50,000 | 10.00 | 18.00 | Cash | Rights Issue | 10,00,000 | 1,00,00,000 |
| 20-09-2024 ⁽⁴⁾ | 40,00,000 | 10.00 | - | - | Bonus Issue | 50,00,000 | 5,00,00,000 |

(1) Allotment of 10,000 Equity Shares on Initial subscription to the Memorandum of Association dated 17-08-2012:

| Sl. No. | Name of the allottee | Face Value (₹) | Issue Price (₹) | Nature of Allotment | Number of Equity Shares allotted |
|--------------|----------------------|----------------|-----------------|---------------------|----------------------------------|
| 1 | Akshay Dalai | 10.00 | 10.00 | Subscription to MOA | 3,300 |
| 2 | Priya Ranjan Bhoi | 10.00 | 10.00 | Subscription to MOA | 3,400 |
| 3 | Ashim Kumar Das | 10.00 | 10.00 | Subscription to MOA | 3,300 |
| Total | | | | | 10,000 |

(2) Further on 31-03-2015, Company has allotted 2,40,000 Equity Shares of Face Value Rs. 10/- each as per details given below:

| Sl. No. | Name of the allottee | Face Value (₹) | Issue Price (₹) | Nature of Allotment | Number of Equity Shares allotted |
|--------------|------------------------|----------------|-----------------|---------------------|----------------------------------|
| 1 | Amit Sultania | 10.00 | 10.00 | Rights Issue | 20,625 |
| 2 | Amit Sultania &(HUF) | 10.00 | 10.00 | Rights Issue | 20,625 |
| 3 | Sumit Sultania | 10.00 | 10.00 | Rights Issue | 20,625 |
| 4 | Sumit Sultania & (HUF) | 10.00 | 10.00 | Rights Issue | 20,625 |
| 5 | Aditya Todi | 10.00 | 10.00 | Rights Issue | 37,500 |
| 6 | Aditya Todi (HUF) | 10.00 | 10.00 | Rights Issue | 37,500 |
| 7 | Mridula Todi | 10.00 | 10.00 | Rights Issue | 41,250 |
| 8 | Ankit Kumar Agarwal | 10.00 | 10.00 | Rights Issue | 41,250 |
| Total | | | | | 2,40,000 |

(3) Further on 02-11-2018, Company has allotted 7,50,000 Equity Shares of Face Value Rs. 10/- each as per details given below:

| Sl. No. | Name of the allottee | Face Value (₹) | Issue Price (₹) | Nature of Allotment | Number of Equity Shares allotted |
|--------------|---------------------------|----------------|-----------------|---------------------|----------------------------------|
| 1 | Amit Sultania | 10.00 | 18.00 | Rights Issue | 64,374 |
| 2 | Amit Sultania & (HUF) | 10.00 | 18.00 | Rights Issue | 61,875 |
| 3 | Sumit Sultania | 10.00 | 18.00 | Rights Issue | 61,875 |
| 4 | Sumit Sultania & (HUF) | 10.00 | 18.00 | Rights Issue | 61,875 |
| 5 | Aditya Todi | 10.00 | 18.00 | Rights Issue | 1,22,700 |
| 6 | Aditya Todi (HUF) | 10.00 | 18.00 | Rights Issue | 3,552 |
| 7 | Mridula Todi | 10.00 | 18.00 | Rights Issue | 1,23,750 |
| 8 | P D Rungta and Others HUF | 10.00 | 18.00 | Rights Issue | 69,999 |
| 9 | Puja Rungta | 10.00 | 18.00 | Rights Issue | 60,000 |
| 10 | Pushp Deep Rungta | 10.00 | 18.00 | Rights Issue | 60,000 |
| 11 | Prashan Deep Rungta | 10.00 | 18.00 | Rights Issue | 60,000 |
| Total | | | | | 7,50,000 |

(4) Further on 20-09-2024, Company has allotted 40,00,000 Equity Shares as Bonus Share in the ratio 4:1 i.e., Four Equity Shares for every One fully paid-up equity share held by existing shareholder of Face Value Rs. 10/- each as per details given below:

| Sl. No. | Name of the allottee | Face Value (₹) | Issue Price (₹) | Nature of Allotment | Number of Equity Shares allotted |
|--------------|---------------------------|----------------|-----------------|---------------------|----------------------------------|
| 1 | Amit Sultania | 10.00 | - | Bonus Issue | 10,03,328 |
| 2 | Amit Sultania & (HUF) | 10.00 | - | Bonus Issue | 3,30,000 |
| 3 | Aditya Todi | 10.00 | - | Bonus Issue | 6,54,400 |
| 4 | Aditya Todi (HUF) | 10.00 | - | Bonus Issue | 18,944 |
| 5 | Mridula Todi | 10.00 | - | Bonus Issue | 6,60,000 |
| 6 | P D Rungta and Others HUF | 10.00 | - | Bonus Issue | 3,73,328 |
| 7 | Puja Rungta | 10.00 | - | Bonus Issue | 3,20,000 |
| 8 | Pushp Deep Rungta | 10.00 | - | Bonus Issue | 3,20,000 |
| 9 | Prashan Deep Rungta | 10.00 | - | Bonus Issue | 3,20,000 |
| Total | | | | | 40,00,000 |

As on the date of this draft prospectus, our Company does not have any preference share capital.

(b) **Equity shares issued for consideration other than cash:**

As on the date of this draft prospectus, Our Company has not issued Equity shares for consideration other than cash except as mentioned below.

| Date of Allotment | Number of Equity Shares allotted | Issue Price (In ₹) | Consideration | Reason for Allotment | Name of the Allottee | Benefit accruing to the company |
|-------------------|----------------------------------|--------------------|---------------|----------------------|----------------------|---------------------------------|
| 20-09-2024 | 40,00,000 | Nil | Nil | Bonus Issue | # | Capitalization of reserves |

#For list of allottees, see note 4 of paragraph titled "Equity Share Capital History of our Company" mentioned above.

(c) **Revaluation of our assets:**

We have not revalued our assets since inception and have not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.

(d) If shares have been issued in terms of any scheme approved under section 230-234 of the Companies Act, 2013:

Our Company has not issued any Equity Shares in terms of any scheme approved under section 230-234 of the Companies Act, 2013.

(e) If shares have been issued under one or more employee stock option schemes:

Our Company has not granted any options or allotted any Equity Shares under the ESOP Scheme as on the date of this draft prospectus.

(f) Issue of Equity Shares in the last one year below the Issue Price:

Except as mentioned above, our company has not issued equity shares at a price lower than the issue price of ₹ 51/- each during the preceding one year from the date of this draft prospectus.

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(g) Shareholding Pattern of our Company:

The table below presents the current shareholding pattern of our Company as on the date of this draft prospectus.

| Category (I) | Category of shareholder (II) | Nos. Of shareholders (III) | No. of fully paid-up equity shares held (IV) | No. of Partly paid-up equity shares held (V) | No. of shares underlying Depository Receipts (VI) | Total nos. shares held (VII) = (IV)+(V)+(VI) | Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2) | Number of Voting Rights held in each class of securities (IX) | | | | No. of Shares Underlying Outstanding convertible securities (including Warrants) (X) | Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) As a % of (A+B+C2) | Number of Locked in shares (XII) | | Number of Shares pledged or otherwise encumbered (XIII) | | Number of equity shares held in dematerialized form (XIV) |
|--------------|--------------------------------|----------------------------|--|--|---|--|---|---|----------|------------------|-------------------------|--|--|----------------------------------|---------------------------------|---|----------------------------------|---|
| | | | | | | | | 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 (Sb) | |
| | | | | | | | | Class: X | Class: Y | Total | | | | | | | | |
| A1 | Promoter | 3 | 28,97,160 | - | - | 28,97,160 | 57.94% | 28,97,160 | - | 28,97,160 | 57.94% | - | 57.94% | - | - | - | - | 28,97,160 |
| A2 | Promoter Group | 2 | 4,36,180 | - | - | 4,36,180 | 8.72% | 4,36,180 | - | 4,36,180 | 8.72% | - | 8.72% | - | - | - | - | 4,36,180 |
| B | Public | 4 | 16,66,660 | - | - | 16,66,660 | 33.33% | 16,66,660 | - | 16,66,660 | 33.33% | - | 33.33% | - | - | - | - | 16,66,660 |
| C | Non-Promoter-Non-Public | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| C1 | Shares underlying DRs | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| C2 | Shares held by Employee Trusts | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | | 9 | 50,00,000 | - | - | 50,00,000 | 100.00% | 50,00,000 | - | 50,00,000 | 100.00% | - | 100.00% | - | - | - | - | 50,00,000 |

As on date of this draft prospectus, 1 Equity share holds 1 vote.

As on date, we have only one class of Equity Shares of face value of Rs. 10/- each.

All Pre-IPO equity shares of our company will be locked-in as per regulations of SEBI ICDR prior to listing of shares on SME Platform of BSE Limited.

In terms of regulation 230(1)(d) of SEBI ICDR Regulation 2018, all specified securities held by promoters are dematerialized.

Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the Listing Regulation, one day prior to the listing of the Equity shares. The Shareholding pattern will be uploaded on the website of BSE before commencement of trading of such Equity Share.

- (i) *List of Major Shareholders holding 1% or more of the paid-up equity share capital aggregating to at least 80% of capital of our Company as on the date of the draft prospectus:*

| <i>Sl. No.</i> | <i>Name of Shareholders</i> | <i>Number of Equity Shares</i> | <i>% of the Pre-Issue paid-up capital</i> |
|----------------|-----------------------------|--------------------------------|---|
| 1 | Amit Sultania | 12,54,160 | 25.08% |
| 2 | Aditya Todi | 8,18,000 | 16.36% |
| 3 | Mridula Todi | 8,25,000 | 16.50% |
| 4 | Pushp Deep Rungta | 4,00,000 | 8.00% |
| 5 | Prashan Deep Rungta | 4,00,000 | 8.00% |
| 6 | Puja Rungta | 4,00,000 | 8.00% |
| 7 | Amit Sultania &(HUF) | 4,12,500 | 8.25% |
| 8 | P D Rungta and Others HUF | 4,66,660 | 9.33% |
| Total | | 49,76,320 | 99.52% |

- (ii) *List of Major Shareholders holding 1% or more of the paid-up equity share capital aggregating to at least 80% of capital of our Company as on a date 10 days before the date of the draft prospectus:*

| <i>Sl. No.</i> | <i>Name of Shareholders</i> | <i>Number of Equity Shares</i> | <i>% of the Pre-Issue paid-up capital</i> |
|----------------|-----------------------------|--------------------------------|---|
| 1 | Amit Sultania | 12,54,160 | 25.08% |
| 2 | Aditya Todi | 8,18,000 | 16.36% |
| 3 | Mridula Todi | 8,25,000 | 16.50% |
| 4 | Pushp Deep Rungta | 4,00,000 | 8.00% |
| 5 | Prashan Deep Rungta | 4,00,000 | 8.00% |
| 6 | Puja Rungta | 4,00,000 | 8.00% |
| 7 | Amit Sultania &(HUF) | 4,12,500 | 8.25% |
| 8 | P D Rungta and Others HUF | 4,66,660 | 9.33% |
| Total | | 49,76,320 | 99.52% |

- (iii) *List of Major Shareholders holding 1% or more of the paid-up equity share capital aggregating to at least 80% of capital of our Company as on a date 1 (one) year before the date of the draft prospectus:*

| <i>Sl. No.</i> | <i>Name of Shareholders</i> | <i>Number of Equity Shares</i> | <i>% of the Pre-Issue paid-up capital</i> |
|----------------|-----------------------------|--------------------------------|---|
| 1 | Amit Sultania | 12,54,160 | 25.08% |
| 2 | Aditya Todi | 8,18,000 | 16.36% |
| 3 | Mridula Todi | 8,25,000 | 16.50% |
| 4 | Pushp Deep Rungta | 4,00,000 | 8.00% |
| 5 | Prashan Deep Rungta | 4,00,000 | 8.00% |
| 6 | Puja Rungta | 4,00,000 | 8.00% |
| 7 | Amit Sultania &(HUF) | 4,12,500 | 8.25% |
| 8 | P D Rungta and Others HUF | 4,66,660 | 9.33% |
| Total | | 49,76,320 | 99.52% |

(iv) **List of Major Shareholders holding 1% or more of the paid-up equity share capital aggregating to at least 80% of capital of our Company as on a date 2 (two) year before the date of the draft prospectus:**

| Sl. No | Name of Shareholders | Number of Equity Shares | % of the Pre-Issue paid-up capital |
|--------------|---------------------------|-------------------------|------------------------------------|
| 1 | Amit Sultania | 12,54,160 | 25.08% |
| 2 | Aditya Todi | 8,18,000 | 16.36% |
| 3 | Mridula Todi | 8,25,000 | 16.50% |
| 4 | Pushp Deep Rungta | 4,00,000 | 8.00% |
| 5 | Prashan Deep Rungta | 4,00,000 | 8.00% |
| 6 | Puja Rungta | 4,00,000 | 8.00% |
| 7 | Amit Sultania &(HUF) | 4,12,500 | 8.25% |
| 8 | P D Rungta and Others HUF | 4,66,660 | 9.33% |
| Total | | 49,76,320 | 99.52% |

(h) **Proposal or intention to alter our capital structure within a period of 6 months from the date of opening of the Issue:**

Our Company does not have any intention or proposal to alter our capital structure within a period of 6 months from the date of opening of the Issue by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether preferential or bonus, rights, further public issue or qualified institutions placement or otherwise. However, our Company may further issue Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the opening of the Issue 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 its Board of Directors to be in the interest of our Company after obtaining relevant approvals.

(i) **The Details of Shareholding of Promoter of Our Company;**

Capital Build-up of our Promoter in our Company: The current promoters of our Company are Mr. Amit Sultania, Mr. Aditya Todi, and Mrs. Mridula Todi.

Pursuant to Regulation 236 of SEBI (ICDR) Regulations 2018, minimum promoters' contribution should be not less than 20% of the post Issue equity share capital of our Company. As on the date of this draft prospectus, our Promoters collectively hold 28,97,160 Equity Shares, which constitutes approximately 57.94% of the pre-IPO issued, subscribed and paid-up Equity Share capital of our Company and approximately 41.42% of the post-IPO issued, subscribed and paid-up Equity Share capital assuming full allotment of the shares offered in IPO. The Details are as under:

| Particulars | Pre-Issue Shareholding | | Post-Issue Shareholding | |
|-------------------------------------|------------------------|--------------------|-------------------------|--------------------|
| | Number of Shares | Percentage holding | Number of Shares | Percentage holding |
| Promoter | | | | |
| Amit Sultania | 12,54,160 | 25.08% | 12,54,160 | 17.93% |
| Aditya Todi | 8,18,000 | 16.36% | 8,18,000 | 11.70% |
| Mridula Todi | 8,25,000 | 16.50% | 8,25,000 | 11.80% |
| Total Promoters Shareholding | 28,97,160 | 57.94% | 28,97,160 | 41.42% |

All the Equity Shares allotted and held by our Promoter were fully paid at the time of allotment itself. Further, none of the Equity Shares held by our Promoters are subject to any pledge.

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

i) *Amit Sultania*

| Date of Allotment/ Acquisition/ Sale | Number of Equity Shares | Face Value (₹) | Issue/ Transfer Price per Equity Share (₹) | Nature of Consideration | Nature of transaction | Pre-issue Share Holding% | Post-issue Share Holding% | Pledge |
|--------------------------------------|-------------------------|----------------|--|-------------------------|--------------------------------------|--------------------------|---------------------------|--------|
| 05-03-2014 | 3,300 | 10.00 | 10.00 | Cash | Transfer from Akshay Dalai | 0.07% | 0.05% | No |
| 31-03-2015 | 20,625 | 10.00 | 10.00 | Cash | Rights Issue | 0.41% | 0.29% | No |
| 31-03-2015 | 20,625 | 10.00 | 10.00 | Cash | Transfer from Sumit Sultania | 0.41% | 0.29% | No |
| 31-03-2015 | 20,625 | 10.00 | 10.00 | Cash | Transfer from Sumit Sultania & (HUF) | 0.41% | 0.29% | No |
| 15-02-2018 | -2,467 | 10.00 | 10.00 | Cash | Transfer to P D Rungta & Ors HUF | -0.05% | -0.04% | No |
| 02-11-2018 | 64,374 | 10.00 | 18.00 | Cash | Rights Issue | 1.29% | 0.92% | No |
| 02-11-2018 | 61,875 | 10.00 | 10.00 | Cash | Transfer from Sumit Sultania | 1.24% | 0.88% | No |
| 02-11-2018 | 61,875 | 10.00 | 10.00 | Cash | Transfer from Sumit Sultania & (HUF) | 1.24% | 0.88% | No |
| 20-09-2024 | 10,03,328 | 10.00 | - | Nil | Bonus Issue | 20.07 | 14.35% | No |
| Total | 12,54,160 | | | | | 25.08% | 17.93% | |

ii) *Aditya Todi*

| Date of Allotment/ Acquisition/ Sale | Number of Equity Shares | Face Value (₹) | Issue/ Transfer Price per Equity Share (₹) | Nature of Consideration | Nature of transaction | Pre-issue Share Holding% | Post-issue Share Holding% | Pledge |
|--------------------------------------|-------------------------|----------------|--|-------------------------|---------------------------------|--------------------------|---------------------------|--------|
| 05-03-2014 | 3,400 | 10.00 | 10.00 | Cash | Transfer from Priya Ranjan Bhoi | 0.07% | 0.05% | No |
| 31-03-2015 | 37,500 | 10.00 | 10.00 | Cash | Rights Issue | 0.75% | 0.54% | No |
| 02-11-2018 | 1,22,700 | 10.00 | 18.00 | Cash | Rights Issue | 2.45% | 1.75% | No |
| 20-09-2024 | 6,54,400 | 10.00 | - | Nil | Bonus Issue | 13.09% | 9.36% | No |
| Total | 8,18,000 | | | | | 16.36% | 11.70% | |

iii) *Mridula Todi*

| Date of Allotment/ Acquisition/ Sale | Number of Equity Shares | Face Value (₹) | Issue/ Transfer Price per Equity Share (₹) | Nature of Consideration | Nature of transaction | Pre-issue Share Holding% | Post-issue Share Holding% | Pledge |
|--------------------------------------|-------------------------|----------------|--|-------------------------|-----------------------|--------------------------|---------------------------|--------|
| 31-03-2015 | 41,250 | 10.00 | 10.00 | Cash | Rights Issue | 0.83% | 0.59% | No |
| 02-11-2018 | 1,23,750 | 10.00 | 18.00 | Cash | Rights Issue | 2.48% | 1.77% | No |
| 20-09-2024 | 6,60,000 | 10.00 | - | Nil | Bonus Issue | 13.20% | 9.44% | No |
| Total | 8,25,000 | | | | | 16.50% | 11.80% | |

Note: All the Equity Shares held by our Promoter were fully paid up as on the respective dates of acquisition of such Equity Shares and there are no partly paid-up Equity Shares as on the date of filing of this draft prospectus.

(j) *As on date of this draft prospectus, our Company has 9 (Nine) shareholders.*

(k) *The aggregate shareholding of the Promoter and Promoter Group and of the directors of the promoter, where the promoter is a body corporate:*

The Aggregate shareholding of the Promoters & Promoter Group is as under:

| Particulars | Pre-Issue Shareholding | | Post-Issue Shareholding | |
|--|------------------------|--------------------|-------------------------|--------------------|
| | Number of Shares | Percentage holding | Number of Shares | Percentage holding |
| Promoters | | | | |
| Amit Sultania | 12,54,160 | 25.08% | 12,54,160 | 17.93% |
| Aditya Todi | 8,18,000 | 16.36% | 8,18,000 | 11.70% |
| Mridula Todi | 8,25,000 | 16.50% | 8,25,000 | 11.80% |
| Total Promoters Shareholding | 28,97,160 | 57.94% | 28,97,160 | 41.42% |
| Promoter Group | | | | |
| Amit Sultania &(HUF) | 4,12,500 | 8.25% | 4,12,500 | 5.90% |
| Aditya Todi (HUF) | 23,680 | 0.47% | 23,680 | 0.34% |
| Total Promoters Group Shareholding (B) | 4,36,180 | 8.72% | 4,36,180 | 6.24% |
| Total Promoters & Promoters Group (A+B) | 33,33,340 | 66.67% | 33,33,340 | 47.66% |

(l) *The aggregate number of specified securities purchased or sold by the promoter group and/or by the directors of the company and their relatives in the preceding six months:*

| Name of Shareholder | Promoters/ Promoter Group/ Directors | Date of Transaction | Number of Equity Shares Subscribed to/ Acquired | Number of Equity Shares Sold/ Transferred | Nature of Transaction |
|----------------------|---------------------------------------|---------------------|---|---|-----------------------|
| Amit Sultania | Promoter & Executive Director cum CFO | 20-09-2024 | 10,03,328 | - | Bonus Issue |
| Aditya Todi | Promoter & Managing Director | 20-09-2024 | 6,54,400 | - | Bonus Issue |
| Pushp Deep Rungta | Non-Executive Director | 20-09-2024 | 3,20,000 | - | Bonus Issue |
| Mridula Todi | Promoter | 20-09-2024 | 6,60,000 | - | Bonus Issue |
| Amit Sultania &(HUF) | Promoter Group | 20-09-2024 | 3,30,000 | - | Bonus Issue |
| Aditya Todi (HUF) | Promoter Group | 20-09-2024 | 18,944 | - | Bonus Issue |

(m) *There are no financing arrangements whereby the promoter group, the directors of the company which is a promoter of the issuer, the directors of the issuer and their relatives have financed the purchase by any other person of securities of the issuer other than in the normal course of the business of the financing entity in the six months immediately preceding the date of filing of the offer document.*

(n) **Promoter's Contribution:**

(i) Details of Promoter's Contribution Locked-in of Equity Shares for Three (3) Years

Pursuant to Regulation 236 of SEBI (ICDR) Regulations 2018, minimum promoters' contribution should be not less than 20% of the post Issue equity share capital of our Company.

Further, in terms of Regulation 238(a) of SEBI ICDR Regulations, minimum promoter's contribution will be locked-in for a period of three years from the date of Allotment or date of commencement of commercial production, whichever is later and the Equity Shares held by Promoter of our Company in excess of minimum promoter's contribution will be locked-in for a period of one year from the date of Allotment.

As on the date of this draft prospectus, our Promoters collectively hold 28,97,160 Equity Shares constituting 41.42% of the Post offer issued, subscribed and paid-up Equity Share capital of our Company, out of which 13,98,800 equity shares being 20.00% of the post Issue equity share capital of our Company are eligible for the Promoters' Contribution margin.

An aggregate of minimum 20.00% of the post-issue capital, held by our Promoters shall be considered as Promoters' Contribution ("Minimum Promoters' Contribution") and locked-in for a period of three years from the date of allotment. The lock-in of the Promoters' 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 Promoters have granted their consents to include such number of Equity Shares held by them as may constitute minimum 20.00% of the post-issue Equity Share Capital of our Company as Promoters' Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters' Contribution from the date of filing of this draft prospectus until the completion of the lock-in period specified above.

The details of lock-in of shares for 3 (three) years are as under:

| Date of Allotment / Acquisition | Date when made fully paid up | Nature of Allotment / Transfer | No. of Equity Shares | Face Value | Issue Price/ Transfer price | % of Pre Issue Equity Share Capital | % of Post Issue Equity Share Capital | Lock in Period |
|---------------------------------|------------------------------|--------------------------------|----------------------|------------|-----------------------------|-------------------------------------|--------------------------------------|----------------|
| Amit Sultania | | | | | | | | |
| 20-09-2024 | 20-09-2024 | Bonus Issue | 6,99,400 | ₹10.00 | Nil | 13.99% | 10.00% | 3 Years |
| Aditya Todi | | | | | | | | |
| 20-09-2024 | 20-09-2024 | Bonus Issue | 6,99,400 | ₹10.00 | Nil | 13.99% | 10.00% | 3 Years |
| Total | | | 13,98,800 | | | 27.98% | 20.00% | |

13,98,800 Pre-IPO equity shares of our company held by Our Promoters will be locked-in for 3 (three) years as mentioned above prior to listing of shares.

In terms of Regulation 237 of SEBI ICDR Regulations, our Company confirms that none of the Equity Shares forming part of minimum promoter's contribution –

- Are acquired by our Promoter during preceding three financial years;
 - For consideration other than cash and where revaluation of assets or capitalization of intangible assets was involved; or
 - Through bonus issue of Equity Shares made by utilizing the revaluation reserves or unrealized gain or through bonus issue against equity shares which are ineligible for minimum promoter's contribution;
- Are pledged by our Promoter with any creditor;
- Consist of Equity Shares acquired by our Promoter during preceding one year at a price lower than the Issue Price.

Our Company was incorporated under the Companies Act, 2013 and was not incorporated by converting the partnership firm(s) or LLP(s).

The Promoters have severally confirmed that the Equity Shares are eligible in terms of Regulation 237 of SEBI (ICDR) Regulations and that they have not been prohibited from dealings in securities market and the Equity Shares are free from any lien, encumbrance or third-party rights. The Promoters have also severally confirmed that they are the legal and beneficial owners of the Equity.

All the Equity Shares held by our Promoters were fully paid up as on the respective dates of acquisition of such Equity Shares. Our Promoters have confirmed to our Company and the Lead Manager that the Equity Shares held by our Promoters have been financed from their personal funds, as the case may be, and no loans or financial assistance from any bank or financial institution has been availed of by them for such purpose.

(ii) Details of Equity Shares Locked-in for one (1) year

In excess of minimum 20% of the post-Issue shareholding of our Company held by the Promoter (locked in for three years as specified above), the balance pre-issue share capital of our Company held by promoters shall be locked in for a period of one year from the date of Allotment in this Issue as provided in clause 238(b) of SEBI (ICDR) Regulations 2018.

Further, in terms of Regulation 239 of SEBI ICDR Regulations, entire pre-Issue equity shares capital of our Company held by persons other than our Promoter will be locked-in for a period of one year from the date of Allotment in the Issue.

The details of lock-in of shares for 1 (one) year are as under:

| <i>Name of Shareholders</i> | <i>Category</i> | <i>No of Shares Held</i> | <i>Lock-in for 3 Years</i> | <i>Lock-in for 1 Year</i> |
|-----------------------------|-----------------|--------------------------|----------------------------|---------------------------|
| Amit Sultania | Promoter | 12,54,160 | 6,99,400 | 5,54,760 |
| Aditya Todi | Promoter | 8,18,000 | 6,99,400 | 1,18,600 |
| Mridula Todi | Promoter | 8,25,000 | - | 8,25,000 |
| Amit Sultania &(HUF) | Promoter Group | 4,12,500 | - | 4,12,500 |
| Aditya Todi (HUF) | Promoter Group | 23,680 | - | 23,680 |
| Pushp Deep Rungta | Public | 4,00,000 | - | 4,00,000 |
| Prashan Deep Rungta | Public | 4,00,000 | - | 4,00,000 |
| Puja Rungta | Public | 4,00,000 | - | 4,00,000 |
| P D Rungta and Others HUF | Public | 4,66,660 | - | 4,66,660 |
| Total | | 50,00,000 | 13,98,800 | 36,01,200 |

(iii) Other requirements in respect of lock-in

➤ **Inscription or recording of non-transferability:**

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

➤ **Pledge of Locked-in Equity Shares**

Pursuant to Regulation 242 of the SEBI ICDR Regulations, the locked-in Equity Shares held by the Promoter, as specified above, can be pledged with any scheduled commercial banks or public financial institutions or systemically important non-banking finance company or housing finance company as collateral security for loans granted by such scheduled commercial banks or public financial institutions or systemically important non-banking finance company or housing finance company, subject to fulfilment of following conditions:

- i. In respect of Equity Shares which are locked in for a period of one year, the pledge of the Equity Shares is one of the terms of the sanction of the loan;
- ii. In respect of Equity Shares which are locked in for a period of three years, the loan has been granted by such scheduled commercial bank or public financial institution or systemically important non-banking finance company or housing finance company to our Company or our Subsidiary (ies) for the purpose of financing one or more of the objects of the Issue and the pledge of the Equity Shares is one of the terms of the sanction of the loan.

➤ **Transfer of Locked-in Equity Shares**

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

- a) The Equity Shares held by our Promoters and locked in as per Regulation 238 of the SEBI (ICDR) Regulations, 2018 may be transferred to another Promoters or any person of the Promoters' Group or to a new promoter(s) or persons in control of our Company, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.
- b) The equity shares held by persons other than promoters and locked in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018 may be transferred to any other person (including Promoter and Promoters' Group) holding the equity shares which are locked-in along with the equity shares proposed to be transferred, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.

(iv) Sale/Purchase by Promoter Group and/or by directors of Company which is promoter of our company and/or by the director of our company and their immediate relatives during six months preceding the date of this draft prospectus:

There is no other Sale/Purchase by Promoter Group and/or by directors of Company which is promoter of our company and/or by the director of our company and their immediate relatives during six months preceding the date of this draft prospectus except as mentioned in this chapter and draft prospectus.

- (o) Our Company, its Directors, Promoters or the Lead Manager have not entered into any buy-back or standby arrangements for the purchase of the Equity Shares of our Company.
- (p) Our Company is in compliance with the Companies Act, 2013 with respect to issuance of securities since inception till the date of filing of Draft Prospectus except as otherwise mentioned in "**Risk Factors**" beginning on Page 22 of Draft Prospectus, if any.
- (q) The Equity Shares issued pursuant to this Issue shall be fully paid-up.
- (r) The Lead Manager and its associates do not hold any Equity Shares in our Company as on the date of filing this draft prospectus.
- (s) There are no options granted or equity shares issued under any scheme of employee stock option or employee stock purchase of issuer, in the preceding three years (separately for each year) and on a cumulative basis for all options or equity shares issued prior to the date of the draft prospectus.
- (t) There are no outstanding warrants, options or rights to convert debentures, loans or other instruments into Equity Shares as on the date of this draft prospectus.

Other miscellaneous disclosures:

1. None of the Equity Shares of our Company are subject to any pledge as on the date of this draft prospectus.
2. None of the shareholding of the Promoters & Promoter Group is subject to lock-in as on date of this draft prospectus.
3. Except as disclosed in the chapter titled "**Our Management**" on page no. 144 of this draft prospectus, none of our directors or Key Managerial Personnel or Senior Management holds any Equity Shares in our Company.
4. None of our Promoters, Promoter Group, our directors and their relatives has entered into any financing arrangements or financed the purchase of the Equity shares of our Company by any other person during the period of six (6) months immediately preceding the date of filing of the draft prospectus.
5. We hereby confirm that there will be no further issue of capital whether by the way of issue of bonus shares, preferential allotment, right issue or in any other manner during the period commencing from the date of the draft prospectus until the Equity shares offered have been listed or application money unblocked on account of failure of issue.

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6. Our Company undertakes that there shall be only one (1) denomination for the Equity Shares of our Company, unless otherwise permitted by law. Our Company shall comply with such disclosure and accounting norms as specified by SEBI from time to time.
7. Our Company has not issued Equity Shares out of Revaluation Reserves.
8. Our Company shall comply with such disclosures and accounting norms as may be specified by BSE, SEBI and other regulatory authorities from time to time.
9. Our Company has not made any public issue of any kind or class of securities of our Company within the immediately preceding two (2) years prior to filing this draft prospectus.
10. Our Company has not raised any bridge loan against the proceeds of this issue.
11. Our Company, Directors, Promoters or members of our Promoter Group shall not make any payments, direct or indirect, discounts, commissions, allowances or otherwise under this Issue except as disclosed in this draft prospectus.
12. Our Company has not revalued its assets since incorporation.
13. An over-subscription to the extent of 10% of the Net Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 10% of the Net Issue, as a result of which, the post-issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoter and subject to three (3) years lock- in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
14. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be effected in accordance with applicable laws, rules, regulations and guidelines.
15. In case of over-subscription in all categories the allocation in the issue shall be as per the requirements of SEBI (ICDR) Regulations.
16. The unsubscribed portion in any reserved category (if any) may be added to any other reserved category.
17. The unsubscribed portion if any, after such inter se adjustments among the reserved categories shall be added back to the net offer to the public portion.
18. There are no Equity Shares against which depository receipts have been issued.
19. Other than the Equity Shares, there is no other class of securities issued by our Company.
20. This issue is being made through Fixed Price method.
21. This Issue is being made in terms of Section IX of the SEBI (ICDR) Regulations 2018, as amended from time to time. The Issue is being made through the Fixed Price method and hence, as per Regulation 253, sub regulation (2) of SEBI (ICDR) Regulations 2018, the allocation in the net issue to public category shall be made as follow:
 - (a) Minimum 50% to the Retail individual investors; and
 - (b) remaining to:
 - i. individual applicants other than retail individual investors; and
 - ii. other investors including corporate bodies or institutions; irrespective of the number of specified securities applied for;

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

Explanation: For the purpose of Regulation 253, sub-Regulation (2), if the retail individual investor category is entitled to more than fifty percent of the issue size on proportionate basis, the retail individual investors shall be allocated that higher percentage.

22. None of the members of our Promoters and Promoter Group will participate in the Issue.

SECTION VII: PARTICULARS OF THE ISSUE

OBJECT OF THE ISSUE

The Issue includes a fresh Issue of **19,94,000** Equity Shares of our Company having face value of Rs. 10/- each at an Issue Price of ₹51/- per Equity Share aggregating to ₹ **1,016.94** Lakhs. Our Company proposes to utilize the funds which are being raised through this Issue towards the below mentioned objects and gain benefits of listing on Stock Exchange.

The Objects of the Issue are:

- A. To meet the Working Capital Requirements
- B. General Corporate Purposes

Our Company believes that listing will enhance our Company's corporate image, brand name and create a public market for its Equity Shares in India. It will also make future financing easier and affordable in case of expansion or diversification of the business. Further, listing attracts interest of institutional investors as well as foreign institutional investors.

The main objects clause of our Memorandum enables our Company to undertake the activities for which funds are being raised in the Issue. The existing activities of our Company are within the objects clause of our Memorandum. The fund requirement and deployment are based on internal management estimates and has not been appraised by any bank or financial institution.

Issue Proceeds and Net Proceeds

The details of the proceeds of the Issue are set out in the following table:

| Particulars | Amount |
|-------------------------------|---------------|
| Gross Proceeds from the Issue | 1,016.94 |
| (Less) Issue related expenses | 104.10 |
| Net Proceeds | 912.84 |

(₹ in Lakhs)

Utilization of Funds

The following table summarizes the requirement of funds:

| Sr. No. | Particulars | Estimated Amount | % of total issue size | Amount to be financed from Issue Proceeds |
|---------|------------------------------|------------------|-----------------------|---|
| A | Working Capital Requirements | 712.84 | 70.10% | 712.84 |
| B | General Corporate Expenses | 200.00 | 19.67% | 200.00 |
| | Net Issue Proceeds | 912.84 | 89.77% | 912.84 |

(₹ in Lakhs)

The issue proceeds are estimated to be utilized in the FY 2024-25 & FY 2025-26.

A. Working Capital Requirement and basis of estimation:

Our business is highly working capital intensive and Our company funds a majority of our working capital requirement through internal accruals and short-term borrowings. Our working capital requirement and source of their funding for last three financial year and stub period as on September 30, 2024 was as under:

| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|---|------------------------------|-----------------|---------------|---------------|
| | As per Restated (₹ in lakhs) | | | |
| Working Capital Gap | 1,185.01 | 1,118.28 | 987.66 | 911.97 |
| Source of Working Capital | | | | |
| Short Term Borrowings | 676.10 | 658.06 | 632.53 | 719.98 |
| Internal Accrual (Capital + Long Term Borrowings) | 508.91 | 460.22 | 355.13 | 192.00 |
| Total | 1,185.01 | 1,118.28 | 987.66 | 911.97 |

As on September 30, 2024, the Company had total sanctioned limit of fund based working capital facilities of ₹700.00 lakhs and has utilized ₹ 676.45 lakhs. The major working capital are required for procuring the raw materials and products we deal in, Work in Progress for Finished Goods, and Sundry Debtors etc. as the money gets blocked in them.

Further, in recent financial year, the company has increased the annual production capacity of manufacturing of Paper Plate & Bowl from 510 MTPA in FY 2022-23 to 1400 MTPA. They are also having paper cup manufacturing facility of upto 540 MTPA and Aluminium Container and Home Foil manufacturing capacity of 252 MTPA. The company has paper coating facility of upto 6000 MTPA, paper printing facility of 3600 MTPA and die cutting & slitting facility of upto 7200 MTPA. The company now wants to increase the actual production of their Aluminium Container and Home Foil production unit which is much underutilized (only 24.80% in Mar-24 and 20.48% in Sep-24 due to shortage of working capital) due to which their working capital requirement is expected to increase as well as other products also.

As per our management estimation, the working capital requirement for FY 2024-25 and FY 2025-26 is expected to be ₹1434.47 Lakhs and ₹1755.84 Lakhs respectively, based on the current demand and market scenario, for funding future growth requirements of our Company and for other strategic, business and corporate purposes. The major capital will be invested in the procuring of the raw materials for the products we deal in, maintaining stocks, advance to suppliers and Sundry Debtors as the money gets blocked in them resulting in additional working capital requirements.

Basis of estimation of Working Capital Requirements

Details of Company's working capital for the period ended September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 and the source of funding, on the basis of Restated Financial Information of our Company as set out in the table below:

| Particulars | 31-03-2026 | 31-03-2025 | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|----------------------------------|------------------------|-----------------|-----------------------|-----------------|-----------------|-----------------|
| | Estimated (₹ in lakhs) | | Restated (₹ in lakhs) | | | |
| Cash & Bank Balance | 78.38 | 70.17 | 52.12 | 59.71 | 64.20 | 27.14 |
| Sundry Debtors | 500.00 | 416.67 | 534.15 | 375.51 | 464.20 | 384.81 |
| Inventory | 1,500.00 | 1,250.00 | 1,213.26 | 1,110.78 | 961.49 | 788.73 |
| Short Term Loans and Advances | 250.00 | 175.00 | 166.22 | 117.90 | 135.05 | 221.47 |
| Other Current Assets | - | - | - | - | - | - |
| Total Current Assets | 2,328.38 | 1,911.84 | 1,965.75 | 1,663.90 | 1,624.94 | 1,422.15 |
| Sundry Creditors | 390.00 | 321.00 | 637.62 | 413.18 | 525.08 | 372.47 |
| Other Current Liabilities | 182.54 | 156.37 | 143.13 | 132.43 | 112.19 | 137.70 |
| Total Current Liabilities | 572.54 | 477.37 | 780.75 | 545.61 | 637.28 | 510.18 |
| Working Capital Gap | 1,755.84 | 1,434.47 | 1,185.01 | 1,118.28 | 987.66 | 911.97 |
| Source of Working Capital | | | | | | |
| Proceeds from IPO | 300.00 | 412.84 | - | - | - | - |
| Short Term Borrowings | 550.00 | 400.00 | 676.10 | 658.06 | 632.53 | 719.98 |
| Internal Accrual | 905.84 | 621.63 | 508.91 | 460.22 | 355.13 | 192.00 |
| Total | 1,755.84 | 1,434.47 | 1,185.01 | 1,118.28 | 987.66 | 911.97 |

Assumption on working capital requirement:

We have estimated our working capital requirement based on the following holding periods which are as per industry standard:

| Particulars | 31-03-2026 | 31-03-2025 | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|--|------------------------|------------|-----------------------|------------|------------|------------|
| | Estimated (₹ in lakhs) | | Restated (₹ in lakhs) | | | |
| Sundry Debtors Holding period (In Days) | 30 | 30 | 46 | 34 | 32 | 30 |
| Inventory Holding Period (In Days) | 91 | 91 | 105 | 100 | 66 | 61 |
| Sundry Creditor Holding Period (In Days) | 29 | 28 | 65 | 45 | 42 | 36 |

Justification for Holding Period:

| Particulars | Details |
|--|--|
| Sundry Debtors | The sundry debtor holding periods depends on lots of factor like prevailing market condition, customers demand, our trust to capture market etc. Sometimes, we have to also offer extra credit period to boost the topline and retained the clients or to get new clients. In Fiscal 2022, 2023 and 2024 our average Sundry Debtor holding period was 30 days, 32 days and 34 days respectively. Going forward, we are estimating to maintain the Debtor holding period at levels of 30 days from Fiscal 2025 onwards as per our affordability to increase the top line as well to retain present & future customers as per the demand and market practice. |
| Inventories | Our inventory mainly consists of Raw Materials, Work in progress, finished goods and Packing material. Being the nature of our business, we required material in large quantity to stores. Inventory levels are maintained by our Company depending upon the demand. In Fiscal 2022, 2023 and 2024 our average Inventory holding period was 61 days, 66 days and 100 days respectively. Going forward, we are estimating to maintain the Inventory holding period at levels of 91 days for Fiscal 2025 onwards as per the prevailing market condition and estimated topline growth in future. By carrying inventory of our components, we will be able to acquire and service more customers which will have a positive impact on our topline and bottom line. |
| Sundry Creditors | The Creditors holding periods depends upon the demand and prevailing market condition. In Fiscal 2022, 2023 and 2024 our average Sundry Creditor holding period was 36 days, 42 days and 45 days respectively. Going forward, we are estimating to maintain the Creditors holding period at levels of 28-30 days from Fiscal 2025 as per the demand, our market practice and due to better expected cash flow and more bargaining power from our suppliers. |
| Cash and Cash Equivalents | The Key items under this head are Cash-in-hand and Bank Balance in current account. The increase in amount of Cash and Cash Equivalent is considered on account of increase in operations and turnover, and such amounts will be required to meet the day-to-day expenses and to take advantage of situations of price fluctuations, etc. |
| Short Term Loans and Advances and Other Current Assets | The key items under this head are advance to suppliers/employees etc, balance with government authorities etc. Going forward, we are expecting to more advance payment to our suppliers for reservations and getting better margin from them and accordingly its expected to be increased in near future |
| Other Current Liabilities and Short Term Provisions | Other current liabilities include advance from customers, provisions, statutory dues, expenses payable, etc. However, going forward, we do not foresee any major change and expected to get proportionally increased due to increase in operations and turnover |

B. General Corporate Purpose:

The Net Proceeds will be first utilized towards the Objects as mentioned above. The balance is proposed to be utilized for general corporate purposes, subject to such utilization not exceeding 25% of the amount being raised by our Company through this issue, in compliance with the Chapter IX, Regulation 230 (2) of SEBI ICDR Regulations, 2018. Our Company intends to deploy the balance Net Proceeds i.e., ₹ 200.00 Lakhs, which is 19.67% of the amount being raised by our company through this issue, towards general corporate purposes, subject to above mentioned limit, as may be approved by our management, including but not restricted to, the following:

- (i) Strategic initiatives, partnerships, joint ventures and acquisitions;
- (ii) Brand building, promotional & marketing activities and advisory;
- (iii) Meeting exigencies and contingencies which our company in the ordinary course of business may not foresee; and
- (iv) Any other purposes as approved by the Board subject to compliance with the necessary regulatory provisions.

The quantum of utilization of funds towards each of the above purposes will be determined by our Board of Directors based on the permissible amount actually available under the head “General Corporate Purposes” and the business requirements of our Company, from time to time. We, in accordance with the policies of our Board, will have flexibility in utilizing the balance Net Proceeds for general corporate purposes, as mentioned above.

C. Issue Related Expense:

The expenses for this Issue include issue management fees, underwriting fees, selling commission, registrar fees, legal advisor fees, printing and distribution expenses, issue related advertisement expenses, depository charges and listing fees, statutory expenses etc. All the Issue related expenses shall be met out of the proceeds of the Issue and the break-up of the same is as follows:

| Activity | Estimated Expenses (₹ In Lakhs) | % of Total Issue Expenses | % of the Total Issue Size |
|--|------------------------------------|---------------------------|---------------------------|
| Lead Manager Fees, Underwriting commission, including other intermediaries Fees, Printing and distribution of Issue Stationary | 37.50 | 36.02% | 3.69% |
| Regulators Including Stock Exchanges | 15.75 | 15.13% | 1.55% |
| Advertising, Selling, Marketing Expenses | 50.85 | 48.85% | 5.00% |
| Total | 104.10 | 100.00% | 10.24% |

Note:

- **ASBA Bankers:** The SCSBs will be entitled to selling commission of 0.03% (plus GST) of the amount allotted (product of the no. of equity shares allotted and the issue price) for the forms directly procured by them and uploaded on the electronic system of the stock exchange by them on the portion of Retail Individual Bidders and Non-Institutional Bidders. No other fees/commission shall be payable on the application forms directly procured by them.
- The SCSBs would be entitled to processing fees of 0.03% (plus GST) of the amount allotted (product of the no. of equity shares allotted and the issue price), for processing the application forms procured by other intermediaries and submitted to SCSBs for processing.
- **SYNDICATE ASBA:** Other intermediaries (syndicate/sub-syndicate/registered broker/CRTAs/CDPs or for using 3-in-1 type account i.e. linked online trading, demat and bank account provided by some of the registered brokers) will be entitled to selling commission of ₹10/- (plus GST) per valid application form wherein the shares has been allotted for the forms directly procured by them and submitted to SCSBs for processing by them on the portion of Retail Individual Bidders and Non-Institutional Bidders.
- **Sponsor banks for UPI Mechanism** as registered with SEBI would be entitled to a processing fee of ₹7/- (plus GST) (or mutually decided and agreed) per valid application form wherein the shares have been allotted, using the UPI mechanism for processing. The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars and other applicable laws.
- The terminal from which the application has been uploaded will be taken into account in order to determine the total processing fees payable to the relevant registered broker and other intermediaries.
- Any expenses incurred towards IPO related expenses will be reimbursed/recouped out of the gross proceeds of the Issue.
- The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and such payment of processing fees to the SCSBs shall be made in compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

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- Further, in terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs/LM, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

Proposed Schedule of Implementation:

| Particulars | Amount to be deployed and utilized in FY 2024-25 & 2025-26* |
|------------------------------|---|
| Working Capital Requirements | 712.84 |
| General Corporate Purposes | 200.00 |
| Net Issue Proceeds | 912.84 |

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

Means of Finance:

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

The fund requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in light of changes in external circumstances or costs, other financial conditions, business or strategy, as discussed further below. In case of variations in the actual utilization of funds allocated for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Issue. If surplus funds are unavailable, the required financing will be through our internal accruals and/or debt.

We may have to revise our fund requirements and deployment as a result of changes in commercial and other external factors, which may not be within the control of our management. This may entail re-scheduling, revising or cancelling the fund requirements and increasing or decreasing the fund requirements for a particular purpose from its fund requirements mentioned below, at the discretion of our management. In case of any shortfall or cost overruns, we intend to meet our estimated expenditure from internal accruals and/or debt. In case of any such re-scheduling, it shall be made by compliance of the relevant provisions of the Companies Act, 2013 / Companies Act, 1956.

Appraisal by Appraising Fund:

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.

Shortfall of Funds

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

Bridge Financing Facilities

As on the date of this draft prospectus, we have not raised any bridge loans which are proposed to be repaid from the Net Proceeds. However, we may draw down such amounts, as may be required, from an overdraft arrangement/cash credit facility with our lenders, to finance additional working capital needs until the completion of the Issue.

Interim Use of Proceeds

Pending utilization for the purposes described above, our Company intends to invest the funds in with scheduled commercial banks included in the second schedule of Reserve Bank of India Act, 1934. Our management, in accordance with the policies established by our Board of Directors from time to time, will deploy the Net Proceeds. Further, our Board of Directors hereby undertake that full recovery of the said interim investments shall be made without any sort of delay as and when need arises for utilization of process for the objects of the issue.

Monitoring Utilization of Funds

As the Issue size is less than Rs. 10,000 Lakh, under the SEBI (ICDR) Regulations it is not mandatory for us to appoint a monitoring agency.

Our Board and the management will monitor the utilization of the Net Proceeds through its audit committee. Pursuant to Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company shall on half-yearly basis disclose to the Audit Committee the applications of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this draft prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full. The statement will be certified by the Statutory Auditors of our Company.

No part of the Issue Proceeds will be paid by our Company as consideration to our Promoters, our Directors, Key Managerial Personnel or Senior Management or companies promoted by the Promoters, except as may be required in the usual course of business and for working capital requirements.

Variation in Objects

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Initial Public Issue without our Company being authorized to do so by the Shareholders by way of a special resolution through a postal ballot. Further, pursuant to Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company shall on half-yearly basis disclose to the Audit Committee the applications of the proceeds of the Issue. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution ("Postal Ballot Notice") shall specify the prescribed details as required under the Companies Act. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in Hindi, the vernacular language of the jurisdiction where our Registered Office is situated. Our Promoters will be required to provide an exit opportunity to such shareholders who do not agree to the above stated proposal, at a price as may be prescribed by SEBI, in this regard.

Other Confirmations

There are no material existing or anticipated transactions with our Promoters, our Directors, our Company's Key Managerial Personnel or Senior Management, in relation to the utilization of the Net Proceeds. No part of the Net Proceeds will be paid by us as consideration to our Promoters, our directors or Key Managerial Personnel or Senior Management, except in the normal course of business and in compliance with the applicable laws.

BASIS FOR ISSUE PRICE

The Issue Price of ₹51/- per Equity Share has been determined by our Company, in consultation with the Lead Manager and justified by our Company, on the basis of an assessment of market demand for the Equity Shares through the Fixed Price Process and on the basis of the following qualitative and quantitative factors. The face value of the Equity Share of our Company is ₹10/- and Issue Price is ₹51/- which is 5.1 times of the face value. Investors should also refer “**Our Business**”, “**Risk Factors**” and “**Financial Statements as Restated**” beginning on page no. 104, 22 and 169 respectively, of this draft prospectus, to have an informed view before making an investment decision.

QUALITATIVE FACTORS:

Some of the qualitative factors, which form the basis for computing the price, are –

- Established and proven track record;
- Leveraging the experience of our Promoters;
- Experienced management team and a motivated and efficient work force;
- Cordial relations with our customers
- Quality Assurance & Control

For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to Section titled, “**Our Business**”, beginning on page no. 104 of this draft prospectus.

QUANTITATIVE FACTORS:

The information presented in this section is derived from our Company’s restated financial statements for the six months period ended 30th September 2024 and for the financial year ended on 31st March 2024, 31st March 2023 and 31st March 2022 prepared in accordance with Indian GAAP, the Companies Act and Restated in accordance with SEBI (ICDR) Regulations. For further details on financial information, refer chapter titled “**Financial Statements as Restated**” beginning on page no 169 of this draft prospectus.

Investors should evaluate our Company taking into consideration its earnings and based on its growth strategy. Some of the quantitative factors, which form the basis for computing the price, are as follows:

1. Basic & Diluted Earnings per share (EPS) as adjusted for changes in capital for last 3 years:

Earnings Per Share as per the Company’s Restated Financial Information

| Particulars | Basic & Diluted EPS (Rs.) | | Weight |
|---|-------------------------------------|------------------------------|--------|
| | With Retrospective Effect of Bonus# | As per Restated (Book Value) | |
| Year ended March 31, 2022 | 1.04 | 5.19 | 1 |
| Year ended March 31, 2023 | 1.86 | 9.31 | 2 |
| Year ended March 31, 2024 | 2.80 | 14.01 | 3 |
| Weighted Average* | 2.19 | 10.97 | |
| For six months period ended on September 30, 2024 (Not annualized) | 1.23 | 1.23 | |

a. **Basic & Diluted EPS:** EPS has been calculated as PAT/Weighted average no. of shares outstanding for particular period/year in accordance with Accounting Standard 20 (AS-20) 'Earnings per Share' issued by ICAI.

b. **Weighted average:** Aggregate of weights i.e. [(EPS x Weight) for each year] / [Total of weights]

On September 20, 2024, Company has allotted 40,00,000 Equity Shares as Bonus Share in the ratio of 4:1 i.e. Four Equity Shares for every One equity share. The EPS has been shown separately giving retrospective effect of Bonus allotment.

(For further details, please refer chapter “**Capital Structure**” and “**Financial statement as Restated**” beginning from page no. 59 and 169 respectively of this draft prospectus)

2. Price to Earning (P/E) Ratio in relation to the Issue Price of ₹51/- per equity share of face value of Rs. 10/- each

| Particulars | P/E Ratio | |
|--|-------------------------------------|------------------------------|
| | With Retrospective Effect of Bonus# | As per Restated (Book Value) |
| P/E ratio based on the Basic & Diluted EPS as on March 31, 2024 | 18.21 | 3.64 |
| P/E ratio based on the Weighted Average EPS | 23.29 | 4.65 |
| P/E ratio based on the Basic & Diluted EPS for six months period ended September 30, 2024 (Not annualized) | 41.46 | 41.46 |

3. Average Return on Net Worth (RoNW) for last 3 years as per the Company's Restated Financial Information

| Particulars | RoNW in % | Weight |
|---|---------------|--------|
| Year ended March 31, 2022 | 14.03% | 1 |
| Year ended March 31, 2023 | 20.10% | 2 |
| Year ended March 31, 2024 | 23.23% | 3 |
| Weighted Average | 20.65% | |
| <i>For six months period ended on September 30, 2024 (Not annualized)</i> | 9.25% | |

Weighted average: Aggregate of year-wise weighted Return on Net Worth divided by the aggregate of weights i.e. $[(Return\ on\ Net\ Worth\ \times\ Weight)\ for\ each\ year] / [Total\ of\ weights]$

Note: Net worth has been computed by aggregating share capital and reserves and surplus as per the audited restated financial information. Revaluation reserve or miscellaneous expenditure (to the extent not written off) is not considered for calculating Reserve & Surplus.

4. Net Assets Value:

| Particulars | With Retrospective Effect of Bonus# | As per Restated (Book Value) |
|---|-------------------------------------|------------------------------|
| Net Asset Value per Equity Share as of March 31, 2024 | 12.06 | 60.29 |
| <i>For six months period ended on September 30, 2024 (Not annualized)</i> | 13.29 | |
| Net Asset Value per Equity Share after the Issue | 24.04 | |
| Issue Price per equity share | 51.00 | |

Note: Net Asset Value per equity share represents "total assets less total liability as per the restated financial information as divided by the number of equities shares outstanding as at the end of year/period."

5. Comparison with other listed companies/Industry peers:

There are no publicly listed companies in India with a business model exclusively similar to ours. Therefore, we have not included an industry comparison for our company.

For further details, please refer to the section titled "Risk Factors", and chapters titled "Our Business" and "Restated Financial Information" beginning on page no. 22, 104 and 169 respectively of this Draft Prospectus.

6. Key Operational and Financial Performance Indicators:

Our company considers that KPIs included herein below have a bearing for arriving at the basis for Offer Price. The KPIs disclosed below have been used historically by the 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 of our Audit Committee dated 14/11/2024 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 Prospectus. Further, the KPIs herein have been certified by our statutory auditor having peer review certificate M/s. R. K. Banka & Co., Chartered Accountant vide their examination report dated 14/11/2024.

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

Key metrics like revenue growth, EBIDTA Margin, PAT Margin and few balance sheet ratio are monitored on a periodic basis for evaluating the overall performance of our Company

Financial KPIs of Issuer Company:

₹ in lakhs except percentage and ratios

| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|---|------------|------------|------------|------------|
| Total Income | 2,101.65 | 4,121.31 | 5,319.30 | 4,757.60 |
| Growth (%) | (49.01) | (22.52) | 11.81 | - |
| Revenue from Operation | 2,101.50 | 4,083.68 | 5,312.50 | 4,744.43 |
| EBITDA (Operating Profit) | 132.78 | 264.50 | 219.22 | 216.85 |
| EBITDA Margin (%) | 6.32% | 6.48% | 4.13% | 4.57% |
| PAT | 61.48 | 140.05 | 93.06 | 51.89 |
| Growth (%) | -56.10% | 50.51% | 79.34% | - |
| PAT Margin (%) | 2.93% | 3.40% | 1.75% | 1.09% |
| EPS (Basic & Diluted) | 1.23 | 2.80 | 1.86 | 1.04 |
| Total Borrowings | 742.98 | 751.74 | 843.48 | 899.43 |
| Total Net Worth (TNW) | 664.40 | 602.92 | 462.86 | 369.81 |
| RONW (%) | 9.25% | 23.23% | 20.10% | 14.03% |
| Debt Equity Ratio (Total Borrowing/TNW) | 1.12 | 1.25 | 1.82 | 2.43 |

As certified by our statutory auditor having peer review certificate M/s. R. K. Banka & Co., Chartered Accountant vide their examination report dated 14/11/2024.

The above KPIs of our Company have also been disclosed, along with other key financial and operating metrics, in **“Our Business”** and **“Management’s Discussion and Analysis of Financial Condition and Results of Operations”** beginning on page 104 and 200 respectively of Draft Prospectus. All such KPIs have been defined consistently and precisely in **“Definitions and Abbreviations”** on page 2 of Draft Prospectus.

Explanation for the Key Performance Indicators

1. Total Income means Revenue from Operations and Other Incomes as appeared in the Restated Financial Statements;
2. Total Income Growth (%) is calculated as a percentage of Total Income of the relevant period minus Total Income of the preceding period, divided by Total Income of the preceding period.
3. Revenue from operations means Revenue from Operations as appearing in the Restated Financial Statements;
4. EBITDA (operating profit) means Earnings before interest, taxes, depreciation and amortisation expense, which has been arrived at by obtaining the profit before tax/ (loss) for the year / period and adding back finance costs, depreciation and amortisation and impairment expense and reducing other income;
5. EBITDA Margin is calculated as EBITDA as a percentage of revenue from operations;

6. PAT represents total profit after tax for the year / period;
7. PAT Growth (%) is calculated as a percentage of PAT of the relevant period minus PAT of the preceding period, divided by PAT of the preceding period.
8. PAT Margin is calculated as PAT divided by total income;
9. Basic and Diluted EPS = PAT divided by weighted average no. of equity shares outstanding during the year / period, as adjusted for changes in capital due to Bonus/sub-division of equity shares; For Diluted EPS, the weighted no. of shares shall include the impact of potential convertible securities;
10. Total Borrowings are calculated as total of current and non-current borrowings;
11. "Net worth" means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, capital reserve, write-back of depreciation and amalgamation as per SEBI ICDR Regulations;
12. "RONW" is calculated Profit after Tax for the period / Net Worth
13. Debt Equity Ratio: This is defined as total debt divided by total equity. Total debt is the sum of total current & noncurrent borrowings; total equity means sum of equity share capital and other equity;

Explanation for Key Performance Indicators metrics

Set out below are explanations for how the KPIs listed above have been used by the management historically to analyse, track or monitor the operational and/or financial performance of issuer Company:

| KPI | Explanation |
|---------------------------|---|
| Total Income | Total income is used by the management to track revenue from operations and other income. |
| Total Income Growth (%) | Total Income growth provides information regarding the growth of the Total Income for the respective period |
| Revenue from Operations | Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business |
| EBITDA (Operating Profit) | 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 (PAT) for the year / period provides information regarding the overall profitability of the business |
| PAT Growth (%) | Profit after tax growth provides information regarding the growth of the operational performance for the respective period |
| PAT Margin (%) | PAT Margin is an indicator of the overall profitability and financial performance of our business |
| EPS (Basic & Diluted) (%) | EPS provide information on per share profitability of our Company which helps us in taking key corporate finance decisions |
| Total Borrowings | Total Borrowings is used by us to track our leverage position on time to time |
| Net Worth | Net worth is used to track the book value and overall value of shareholders' equity |
| RONW | RONW provides how efficiently our Company generates earnings for the equity shareholders of the Company. |
| Debt Equity Ratio | Debt to Equity Ratio is used to measure the financial leverage of our Company and provides comparison benchmark against peers |

Set forth the description of historic use of the KPIs by our Company to analyse, track or monitor the operational and/or financial performance of our Company.

For evaluation of our business, we consider that the KPIs, as presented above, as additional measures to review and assess our financial and operating performance. These KPIs have limitations as analytical tools and presentation of these KPIs should not be considered in isolation or as a substitute for the Restated Consolidated Financial Information. Further, these KPIs may differ from the similar information used by other companies, including peer 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 our operating results and trends and in comparing our financial results with other companies in our industry as it provides consistency and comparability with past financial performance.

7. Weighted Average Cost of Acquisition:

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

There have been no issuance of Equity Shares or convertible securities, excluding shares issued under ESOP/ESOS and issuance of bonus shares, during the 18 months preceding the date of this Draft 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)), in a single transaction or multiple transactions combined together over a span of 30 days.

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

There have been no secondary sale/ acquisitions of Equity Shares, 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 certificate, 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) The price per share of our Company based on the secondary sale / acquisition of shares (equity / convertible securities)

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 Promoters / Promoter Group members 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 irrespective of the size of transactions, is as below:

Primary Transaction:

| Date of Allotment | No. of Equity Shares | Face Value (in ₹) | Issue Price (in ₹) | Nature/Reason of Allotment | Nature of Consideration | Total Consideration (in ₹) |
|---|----------------------|-------------------|--------------------|----------------------------|-------------------------|----------------------------|
| 20-09-2024 | 40,00,000* | 10.00 | -- | Bonus Issue | Other than Cash | - |
| Total | 40,00,000 | | | | | - |
| Weighted Average Cost of Acquisition (WACA) per Equity Share | | | | | | - |

* Company has issued Bonus Share in the ratio of (4:1) i.e., Five Equity Shares for every One fully paid-up equity share held by existing shareholders of Face Value Rs. 10/- each.

Secondary Transaction:

| Date of Allotment/ Transfer | No. of Equity Shares | Face Value (in ₹) | Issue Price /Acquisition Price / Transfer price per Equity Share (in ₹) | Nature of acquisition (Allotment/ Acquired/ transfer) | Nature of Consideration | Percentage of Pre-Issue Equity Share Capital (%) |
|-----------------------------|----------------------|-------------------|---|---|-------------------------|--|
| Nil | | | | | | |

(d) Weighted Average Cost of Acquisition and Offer Price

| Type of Transactions | Weighted average cost of acquisition (₹ per Equity Shares) | Offer Price (i.e. ₹ 51/-) |
|---|---|------------------------------|
| Weighted average cost of acquisition of primary / new issue as per paragraph 7(a) above. | -- | -- |
| Weighted average cost of acquisition for secondary sale / acquisition as per paragraph 7(b) above. | -- | -- |
| Weighted average cost of acquisition of primary issuances /secondary transactions as per paragraph 8(c) above | -- | -- |

8. The face value of Equity Shares of our Company is ₹ 10/- per Equity Share and the Issue Price of ₹ 51/- per Equity Share is 5.1 times of the face value.
9. The Issue Price of ₹ 51/- is determined by our Company in consultation with the Lead Manager and is justified based on the above accounting ratios. For further details, please refer to the section titled **“Risk Factors”**, and chapters titled **“Our Business”** and **“Financial Statements as Restated”** beginning on page no. 22, 104 and 169, respectively of this Draft Prospectus.

STATEMENT OF POSSIBLE TAX BENEFITS

To,
The Board of Directors
Spinaroo Commercial Limited
(*Erstwhile known as Spinaroo Commercial Private Limited*)
Jalan Industrial Complex Gate-1, Right Lane-6,
P.O. Jangalpur, Begri Gram Panchayat,
Howrah- 711 411, West Bengal, India

Dear Sirs,

Ref: Proposed Initial Public Offering (“IPO”) of Equity Shares by Spinaroo Commercial Limited (“The Issuer”)

Sub: Statement of possible Special tax benefit (“the Statement”) available to Spinaroo Commercial Limited and its shareholders prepared in accordance with the requirements under Schedule VI-Clause 9L of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the ‘Regulations’)

We hereby confirm that the enclosed annexure, prepared by **Spinaroo Commercial Limited (“the Company or the Issuer”)** states the possible special tax benefits available to the Company and the shareholders of the Company under the Income – tax Act, 1961 (‘Act’) as amended time to time, the Gift Tax Act, 1958, presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the company may or may not choose to fulfil.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and its Shareholders and do not cover any general tax benefits. Further, these benefits are neither exhaustive nor conclusive and the preparation of the contents stated is the responsibility of the Company’s management. We are informed that this statement is only intended to provide general information to the investors and hence is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement.

Our views are based on the existing provisions of the Act and its interpretations, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. Any such change, which could also be retroactive, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein.

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

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

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

No assurance is given that the revenue authorities / courts will concur with the views expressed herein. The views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We would not assume responsibility to update the view, consequence to such change.

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

The enclosed Annexure is intended solely for your information and for inclusion in the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus (“Draft Offer Document/Offer Document”) or any other issue related material in connection with the proposed issue of equity shares and is not to be used, referred to or distributed for any other purpose without our prior written consent.

Signed in terms of our separate report of even date.

Thanking You,
For, R.K. Banka & Co
Chartered Accountants
Firm Reg. No: 320314E
PRC No: 017213

Sd/-

(CA Ratan Kumar Banka)
Proprietor
Membership No: 055654
Place: Kolkata
Date: 14/11/2024
UDIN: 24055654BKFERE9237

Annexure to the statement of possible Tax Benefits

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

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

1. Special Tax Benefits available to the Company under the Act:

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

2. Special Tax Benefits available to the shareholders of the Company

The Shareholders of the company are not entitled to any Special tax benefits under the Act.

Notes:

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

No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

Signed in terms of our separate report of even date.

Thanking You,
For, R.K. Banka & Co
Chartered Accountants
Firm Reg. No: 320314E
PRC No: 017213

Sd/-

(CA Ratan Kumar Banka)
Proprietor
Membership No: 055654
Place: Kolkata
Date: 14/11/2024
UDIN: 24055654BKFERE9237

SECTION VIII: ABOUT THE COMPANY AND THE INDUSTRY

INDUSTRY OVERVIEW

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

INDIAN ECONOMY

India, a South Asian nation, is the seventh-largest country by area, the second-most populous country with over 1.44 billion people, and the most populous democracy in the world. India boasts of an immensely rich cultural heritage, including numerous languages, traditions, and people. The country holds its uniqueness in its diversity and hence has adapted itself to international changes with poise and comfort. While the economy has welcomed international companies to invest in it with open arms since liberalisation in the 1990s, Indians have been prudent and proactive in adopting global approaches and skills. Indian villagers have proudly taken up farming, advanced agriculture, and unique handicrafts as their profession on one hand, while the modern industries and professional services sectors are coming up in a big way on the other.

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.

A rise in domestic investments has been one of the most significant contributors to the growth story of India. Domestic investments in India are divided into two parts - public investments and private investments. Private investments are further divided into two parts, which are household investments and corporate investments. Private domestic investments depend on a slew of factors - macroeconomic stability, high household savings, productivity, access to credit, resolution of non-performing assets, clearing up of balance sheets, etc.

Domestic investments and foreign investments in India work hand-in-hand to help the growth of the country. Growth in emerging economies like India results mainly from innovations that allow domestic sectors to catch up with innovative technology. The process of catching up with the leader in any sector requires the cooperation of a foreign investor who is familiar with the leading technology and a domestic entrepreneur/investor who is familiar with the local conditions.

The Indian private investing space has also been showcasing signs of maturity over the past few years. The market has revealed that new investments accounted for about 50% of VC transactions. The VC-to-PE pipeline has also become robust and consistent.

The concept of 'Make in India' - Aatmanirbhar Bharat, various PLI schemes, and financial incentives provided by the government are a few examples of investor-friendly programmes that domestic companies are utilising to increase their production base and create new capacities, which leads to increasing domestic investments. There are multiple investors driving domestic investments in the country:

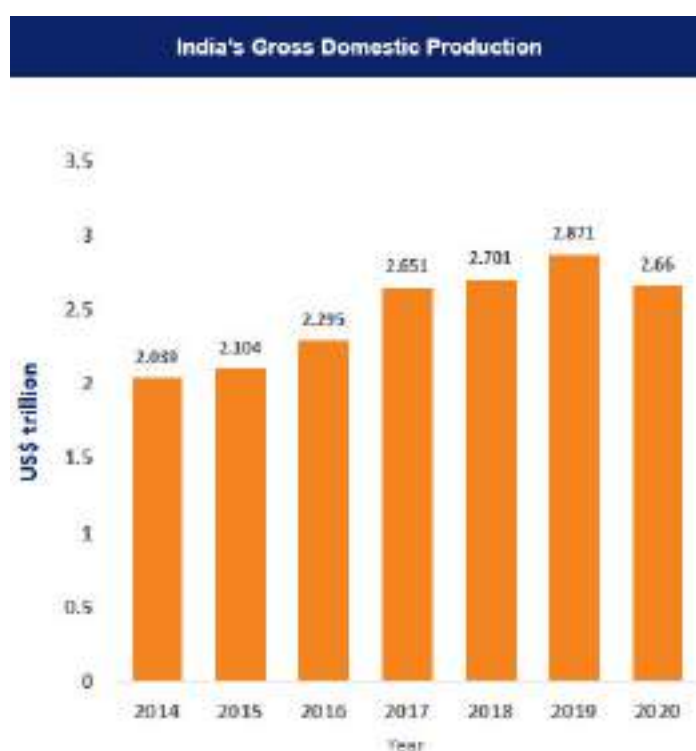
- Government/Public Sector Enterprises
- Private Sector Enterprises
- Banks/Financial Institutions/Domestic Institutional Investors
- Retail Investors

MARKET SIZE

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 period. 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.



RECENT DEVELOPMENTS

India is primarily a domestic demand-driven economy, with consumption and investments contributing to 70% of the economic activity. With an improvement in the economic scenario and the Indian economy recovering from the Covid-19 pandemic shock, several investments and developments have been made across various sectors of the economy. According to World Bank, India must continue to prioritise lowering inequality while also putting growth-oriented policies into place to boost the economy. In view of this, there have been some developments that have taken place in the recent past. Some of them are mentioned below.

- According to HSBC Flash India PMI report, business activity surged in April to its highest level in about 14 years as well as sustained robust demand. The composite index reached 62.2, indicating continuous expansion since August 2021, alongside positive job growth and decreased input inflation, affirming India's status as the fastest-growing major economy.
- As of July 5, 2024, India's foreign exchange reserves stood at US\$ 657.15 billion.
- In May 2024, India saw a total of US\$ 6.9 billion in PE-VC investments.
- Merchandise exports in June 2024 stood at US\$ 35.20 billion, with total merchandise exports of US\$ 109.96 billion during the period of April 2024 to June 2024.
- India was also named as the 48th most innovative country among the top 50 countries, securing 40th position out of 132 economies in the Global Innovation Index 2023. India rose from 81st position in 2015 to 40th position in 2023. India ranks 3rd position in the global number of scientific publications.
- In June 2024, the gross Goods and Services Tax (GST) stood at highest monthly revenue collection at Rs. 1.74 lakh crore (US\$ 20.83 billion) vs Rs. 1.73 lakh crore (US\$ 20.71 billion)
- Between April 2000–March 2024, cumulative FDI equity inflows to India stood at US\$ 97 billion.
- In May 2024, the overall IIP (Index of Industrial Production) stood at 154.2. The Indices of Industrial Production for the mining, manufacturing and electricity sectors stood at 136.5, 149.7 and 229.3, respectively, in May 2024.
- According to data released by the Ministry of Statistics & Programme Implementation (MoSPI), India's Consumer Price Index (CPI) based retail inflation reached 5.08% (Provisional) for June 2024.
- Foreign Institutional Investors (FII) inflows between April-July (2023-24) were close to Rs. 80,500 crore (US\$ 9.67 billion), while Domestic Institutional Investors (DII) sold Rs. 4,500 crore (US\$ 540.56 million) in the same period. As per depository data, Foreign Portfolio Investors (FPIs) invested (US\$ 13.89 billion) in India during January- (up to 15th July) 2024.
- The wheat procurement during Rabi Marketing Season (RMS) 2024-25 (till May) was estimated to be 266 lakh metric tonnes (LMT) and the rice procured in Kharif Marketing Season (KMS) 2024-25 was 400 LMT.

GOVERNMENT INITIATIVES

Over the years, the Indian government has introduced many initiatives to strengthen the nation's economy. The Indian government has been effective in developing policies and programmes that are not only beneficial for citizens to improve their financial stability but also for the overall growth of the economy. Over recent decades, India's rapid economic growth has led to a substantial increase in its demand for exports. Besides this, a number of the government's flagship programmes, including Make in India, Start-up India, Digital India, the Smart City Mission, and the Atal Mission for Rejuvenation and Urban Transformation, is aimed at creating immense opportunities in India. In this regard, some of the initiatives taken by the government to improve the economic condition of the country are mentioned below:

- 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).
- On January 22, 2024, Prime Minister Mr. Narendra Modi announced the 'Pradhan Mantri Suryodaya Yojana'. Under this scheme, 1 crore households will receive rooftop solar installations.

- On September 17, 2023, Prime Minister Mr. Narendra Modi launched the Central Sector Scheme PM-VISHWAKARMA in New Delhi. The new scheme aims to provide recognition and comprehensive support to traditional artisans & craftsmen who work with their hands and basic tools. This initiative is designed to enhance the quality, scale, and reach of their products, as well as to integrate them with MSME value chains.
- On August 6, 2023, Amrit Bharat Station Scheme was launched to transform and revitalize 1309 railway stations across the nation. This scheme envisages development of stations on a continuous basis with a long-term vision.
- On June 28, 2023, the Ministry of Environment, Forests, and Climate Change introduced the 'Draft Carbon Credit Trading Scheme, 2023'.
- From April 1, 2023, Foreign Trade Policy 2023 was unveiled to create an enabling ecosystem to support the philosophy of 'Aatmanirbhar Bharat' and 'Local goes Global'.
- To enhance India's manufacturing capabilities by increasing investment and production in the sector, the government of India has introduced the Production Linked Incentive Scheme (PLI) for Pharmaceuticals.
- Prime Minister's Development Initiative for North-East Region (PM-DevINE) was announced in the Union Budget 2022-23 with a financial outlay of Rs. 1,500 crore (US\$ 182.35 million).
- Prime Minister Mr Narendra Modi has inaugurated a new food security scheme for providing free food grains to Antyodaya Ann Yojna (AAY) & Primary Household (PHH) beneficiaries, called Pradhan Mantri Garib Kalyan Ann Yojana (PMGKAY) from January 1, 2023.
- The Amrit Bharat Station scheme for Indian Railways envisages the development of stations on a continuous basis with a long-term vision, formulated on December 29, 2022, by the Ministry of Railways.
- On October 7, 2022, the Department for Promotion of Industry, and Internal Trade (DPIIT) launched Credit Guarantee Scheme for Start-ups (CGSS) aiming to provide credit guarantees up to a specified limit by start-ups, facilitated by Scheduled Commercial Banks, Non-Banking Financial Companies and Securities and Exchange Board of India (SEBI) registered Alternative Investment Funds (AIFs).
- Telecom Technology Development Fund (TTDF) Scheme was launched in October 2022 by the Universal Service Obligation Fund (USOF), a body under the Department of Telecommunications. The objective is to fund R&D in rural-specific communication technology applications and form synergies among academia, start-ups, research institutes, and the industry to build and develop the telecom ecosystem.
- Home & Cooperation Minister Mr. Amit Shah laid the foundation stone and performed Bhoomi Pujan of Tanot Mandir Complex Project under Border Tourism Development Programme in Jaisalmer in September 2022.
- In August 2022, Mr. Narendra Singh Tomar, Minister of Agriculture and Farmers Welfare inaugurated four new facilities at the Central Arid Zone Research Institute (CAZRI), which has been rendering excellent services for more than 60 years under the Indian Council of Agricultural Research (ICAR).
- In August 2022, a Special Food Processing Fund of Rs. 2,000 crore (US\$ 242.72 million) was set up with National Bank for Agriculture and Rural Development (NABARD) to provide affordable credit for investments in setting up Mega Food Parks (MFP) as well as processing units in the MFPs.
- In July 2022, Deendayal Port Authority (DPA) announced plans to develop two Mega Cargo Handling Terminals on a Build-Operate-Transfer (BOT) basis under Public-Private Partnership (PPP) Mode at an estimated cost of Rs. 5,963 crore (US\$ 747.64 million).
- In July 2022, the Union Cabinet chaired by Prime Minister Mr. Narendra Modi, approved the signing of the Memorandum of Understanding (MoU) between India & Maldives. This MoU will provide a platform to tap the benefits of information technology for court digitization and can be a potential growth area for IT companies and start-ups in both countries.
- India and Namibia entered a Memorandum of Understanding (MoU) on wildlife conservation and sustainable biodiversity utilization on July 20, 2022, for establishing the cheetah into the historical range in India.

- In July 2022, the Reserve Bank of India (RBI) approved international trade settlements in Indian rupees (Rs.) to promote the growth of global trade with emphasis on exports from India and to support the increasing interest of the global trading community.
- The Agnipath Scheme aims to develop a young and skilled armed force backed by an advanced warfare technology scheme by providing youth with an opportunity to serve Indian Army for a 4-year period. It is introduced by the Government of India on June 14, 2022.
- In June 2022, Prime Minister Mr. Narendra Modi inaugurated and laid the foundation stone of development projects worth Rs. 21,000 crore (US\$ 2.63 billion) at Gujarat Gaurav Abhiyan at Vadodara.
- Rajnath Singh, Minister of Defence, launched 75 newly developed Artificial Intelligence (AI) products/technologies during the first-ever 'AI in Defence' (AIDef) symposium and exhibition organized by the Ministry of Defence in New Delhi on July 11, 2022.
- In June 2022, Prime Minister Mr. Narendra Modi laid the foundation stone of 1,406 projects worth more than Rs. 80,000 crore (US\$ 10.01 billion) at the ground-breaking ceremony of the UP Investors Summit in Lucknow. The Projects encompass diverse sectors like Agriculture and Allied industries, IT and Electronics, MSME, Manufacturing, Renewable Energy, Pharma, Tourism, Defence & Aerospace, and Handloom & Textiles.
- The Indian Institute of Spices Research (IISR) under the Indian Council for Agricultural Research (ICAR) inked a Memorandum of Understanding (MoU) with Lysterra LLC, a Russia-based company for the commercialization of bio capsule, an encapsulation technology for bio-fertilization on June 30, 2022.
- As of April 2022, India signed 13 Free Trade Agreements (FTAs) with its trading partners including major trade agreements like the India-UAE Comprehensive Partnership Agreement (CEPA) and the India-Australia Economic Cooperation and Trade Agreement (IndAus ECTA).
- 'Mission Shakti' was applicable with effect from April 1, 2022, aimed at strengthening interventions for women's safety, security, and empowerment.
- The Union Budget of 2022-23 was presented on February 1, 2022, by the Minister for Finance & Corporate Affairs, Ms. Nirmala Sitharaman. The budget had four priorities PM GatiShakti, Inclusive Development, Productivity Enhancement and Investment, and Financing of Investments. In the Union Budget 2022-23, effective capital expenditure is expected to increase by 27% at Rs. 10.68 trillion (US\$ 142.93 billion) to boost the economy. This will be 4.1% of the total Gross Domestic Production (GDP).
- Strengthening of Pharmaceutical Industry (SPI) was launched in March 2022 by the Ministry of Chemicals & Fertilisers to provide credit linked capital and interest subsidy for Technology Upgradation of MSME units in pharmaceutical sector, as well as support of up to Rs. 20 crore (US\$ 2.4 million) each for common facilities including Research centre, testing labs and ETPs (Effluent Treatment Plant) in Pharma Clusters, to enhance the role of MSMEs.
- Under PM GatiShakti Master Plan, the National Highway Network will develop 25,000 km of new highways network, which will be worth Rs. 20,000 crore (US\$ 2.67 billion). In 2022-23. Increased government expenditure is expected to attract private investments, with a production-linked incentive scheme providing excellent opportunities. Consistently proactive, graded, and measured policy support is anticipated to boost the Indian economy.
- In February 2022, The Ministry of Social Justice & Empowerment launched the Scheme for Economic Empowerment of Denotified/Nomadic/SemiNomadic tribal communities (DNTs) (SEED) to provide basic facilities like good quality coaching, and health insurance. livelihoods initiative at a community level and financial assistance for the construction of houses.
- In February 2022, Minister for Finance and Corporate Affairs Ms. Nirmala Sitharaman said that productivity linked incentive (PLI) schemes would be extended to 14 sectors to achieve the mission of Aatmanirbhar Bharat and create 60 lakh jobs with an additional production capacity of Rs. 30 trillion (US\$ 401.49 billion) in the next five years.
- In the Union Budget of 2022-23, the government announced funding for the production-linked incentive (PLI) scheme for domestic solar cells and module manufacturing of Rs. 24,000 crore (US\$ 3.21 billion).

- In the Union Budget of 2022-23, the government announced a production-linked incentive (PLI) scheme for Bulk Drugs which was an investment of Rs. 2,500 crore (US\$ 334.60 million).
- In the Union Budget of 2022, Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman announced that a scheme for design-led manufacturing in 5G would be launched as part of the PLI scheme.
- In September 2021, Union Cabinet approved major reforms in the telecom sector, which are expected to boost employment, growth, competition, and consumer interests. Key reforms include rationalization of adjusted gross revenue, rationalization of bank guarantees (BGs), and encouragement of spectrum sharing.
- In the Union Budget of 2022-23, the government has allocated Rs. 44,720 crore (US\$ 5.98 billion) to Bharat Sanchar Nigam Limited (BSNL) for capital investments in the 4G spectrum.
- Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman allocated Rs. 650 crore (US\$ 86.69 million) for the Deep Ocean mission that seeks to explore vast marine living and non-living resources. Department of Space (DoS) has got Rs. 13,700 crore (US\$ 1.83 billion) in 2022-23 for several key space missions like Gaganyaan, Chandrayaan-3, and Aditya L-1 (sun).
- In May 2021, the government approved the production-linked incentive (PLI) scheme for manufacturing advanced chemistry cell (ACC) batteries at an estimated outlay of Rs. 18,100 crore (US\$ 2.44 billion); this move is expected to attract domestic and foreign investments worth Rs. 45,000 crore (US\$ 6.07 billion).
- Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman announced in the Union Budget of 2022-23 that the Reserve Bank of India (RBI) would issue Digital Rupee using blockchain and other technologies.
- In the Union Budget of 2022-23, Railway got an investment of Rs. 2.38 trillion (US\$ 31.88 billion) and over 400 new high-speed trains were announced. The concept of "One Station, One Product" was also introduced.
- To boost competitiveness, Budget 2022-23 has announced reforming the 16-year-old Special Economic Zone (SEZ) act.
- In June 2021, the RBI (Reserve Bank of India) announced that the investment limit for FPI (foreign portfolio investors) in the State Development Loans (SDLs) and government securities (G-secs) would persist unaffected at 2% and 6%, respectively, in FY22.
- In November 2020, the Government of India announced Rs. 2.65 trillion (US\$ 36 billion) stimulus package to generate job opportunities and provide liquidity support to various sectors such as tourism, aviation, construction, and housing. Also, India's cabinet approved the production-linked incentives (PLI) scheme to provide ~Rs. 2 trillion (US\$ 27 billion) over five years to create jobs and boost production in the country.
- Numerous foreign companies are setting up their facilities in India on account of various Government initiatives like Make in India and Digital India. Prime Minister of India Mr. Narendra Modi launched the Make in India initiative with an aim to boost the country's manufacturing sector and increase the purchasing power of the average Indian consumer, which would further drive demand and spur development, thus benefiting investors. The Government of India, under its Make in India initiative, is trying to boost the contribution made by the manufacturing sector with an aim to take it to 25% of the GDP from the current 17%. Besides, the government has also come up with the Digital India initiative, which focuses on three core components: the creation of digital infrastructure, delivering services digitally, and increasing digital literacy.
- On January 29, 2022, the National Asset Reconstruction Company Ltd (NARCL) will acquire bad loans worth up to Rs. 50,000 crore (US\$ 6.69 billion) about 15 accounts by March 31, 2022. India Debt Resolution Co. Ltd (IDRCL) will control the resolution process. This will clean up India's financial system, help fuel liquidity, and boost the Indian economy.
- National Bank for Financing Infrastructure and Development (NaBFID) is a bank that will provide non-recourse infrastructure financing and is expected to support projects from the first quarter of FY23; it is expected to raise Rs. 4 trillion (US\$ 53.58 billion) in the next three years.
- By November 1, 2021, India, and the United Kingdom hope to begin negotiations on a free trade agreement. The proposed FTA between these two countries is likely to unlock business opportunities and generate jobs. Both sides have renewed their commitment to boost trade in a manner that benefits all.

- In August 2021, Prime Minister Mr. Narendra Modi announced an initiative to start a national mission to reach the US\$ 400 billion merchandise export target by FY22.
- In August 2021, Prime Minister Mr. Narendra Modi launched a digital payment solution, e-RUPI, a contactless and cashless instrument for digital payments.
- In April 2021, Dr. Ahmed Abdul Rahman AlBanna, Ambassador of the UAE to India and Founding Patron of IFIICC, stated that trilateral trade between India, the UAE and Israel is expected to reach US\$ 110 billion by 2030.
- India is expected to attract investment of around US\$ 100 billion in developing the oil and gas infrastructure during 2019-23.
- The Government of India is expected to increase public health spending to 2.5% of the GDP by 2025

ROAD AHEAD

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.

Note: Conversion rate used for January 2024 is Rs.1 = US\$ 0.012

MANUFACTURING SECTOR IN INDIA

INTRODUCTION

Manufacturing is emerging as an integral pillar in the country's economic growth, thanks to the performance of key sectors like automotive, engineering, chemicals, pharmaceuticals, and consumer durables. The Indian manufacturing industry generated 16-17% of India's GDP pre-pandemic and is projected to be one of the fastest growing sectors.

The machine tool industry was literally the nuts and bolts of the manufacturing industry in India. Today, technology has stimulated innovation with digital transformation a key aspect in gaining an edge in this highly competitive market.

Technology has today encouraged creativity, with digital transformation being a critical element in gaining an advantage in this increasingly competitive industry. The Indian manufacturing sector is steadily moving toward more automated and process-driven manufacturing, which is projected to improve efficiency and enhance productivity.

India has the capacity to export goods worth US\$ 1 trillion by 2030 and is on the road to becoming a major global manufacturing hub.

With 17% of the nation's GDP and over 27.3 million workers, the manufacturing sector plays a significant role in the Indian economy. Through the implementation of different programmes and policies, the Indian government hopes to have 25% of the economy's output come from manufacturing by 2025.

India now has the physical and digital infrastructure to raise the share of the manufacturing sector in the economy and make a realistic bid to be an important player in global supply chains.

A globally competitive manufacturing sector is India's greatest potential to drive economic growth and job creation this decade. Due to factors like power growth, long-term employment prospects, and skill routes for millions of people, India has a significant potential to engage in international markets. Several factors contribute to their potential. First off, these value chains are well positioned to benefit from India's advantages in terms of raw materials, industrial expertise, and entrepreneurship.

Second, they can take advantage of four market opportunities: expanding exports, localising imports, internal demand, and contract manufacturing. With digital transformation being a crucial component in achieving an advantage in this fiercely competitive industry, technology has today sparked creativity. Manufacturing sector in India is gradually shifting to a more automated and process driven manufacturing which is expected to increase the efficiency and boost production of the manufacturing industry.

India is gradually progressing on the road to Industry 4.0 through the Government of India's initiatives like the National Manufacturing Policy which aims to increase the share of manufacturing in GDP to 25 percent by 2025 and the PLI scheme for manufacturing which was launched in 2022 to develop the core manufacturing sector at par with global manufacturing standards.

India is planning to offer incentives of up to Rs. 18,000 crore (US\$ 2.2 billion) to spur local manufacturing in six new sectors including chemicals, shipping containers, and inputs for vaccines.

India's mobile phone manufacturing industry anticipates creating 150,000 to 250,000 direct and indirect jobs within the next 12-16 months, driven by government incentives, and increased global demand. Major players like Apple and its contract manufacturers, along with Dixon Technologies, are expanding their workforce to meet growing production needs.

MARKET SIZE

Manufacturing exports have registered their highest ever annual exports of US\$ 447.46 billion with 6.03% growth during FY23 surpassing the previous year (FY22) record exports of US\$ 422 billion. By 2030, Indian middle class is expected to have the second-largest share in global consumption at 17%.

India's gross value added (GVA) at current prices was estimated at US\$ 770.08 billion as per the quarterly estimates of the first quarter of FY24.

India's e-commerce exports are projected to grow from US\$ 1 billion to US\$ 400 billion annually by 2030, aiding in achieving US\$ 2 trillion in total exports.

India's GDP surged by 8.4% in the October-December quarter, surpassing expectations. GDP growth was driven by robust performances in the manufacturing and construction sectors, with the manufacturing sector expanding by 11.6% annually and the construction sector growing by 9.5%.

The manufacturing sector of India has the potential to reach US\$ 1 trillion by 2025-26.

India has potential to become a global manufacturing hub and by 2030, it can add more than US\$ 500 billion annually to the global economy.

As per the economic survey reports, estimated employment in manufacturing sector in India was 5.7 crore in 2017-18, 6.12 crore in 2018-19 which was further increased to 6.24 crore in 2019-20. India's display panel market is estimated to grow from ~US\$ 7 billion in 2021 to US\$ 15 billion in 2025.

The manufacturing GVA at current prices was estimated at US\$ 110.48 billion in the first quarter of FY24.

Investment

Some of the major investments and developments in this sector in the recent past are:

- According to the Department for Promotion of Industry and Internal Trade (DPIIT), India received a total foreign direct investment (FDI) inflow of US\$ 48.03 billion in FY23.
- Between April 2000-March 2024:
 - The automobile sector received FDI inflows of US\$ 36.26 billion.
 - The chemical manufacturing sector (excluding fertilisers) received FDI inflows worth US\$ 22.14 billion.
 - The drug and pharmaceutical manufacturing sector received FDI inflows worth US\$ 22.52 billion.
 - The Food Processing Industries received FDI inflows worth US\$ 12.58 billion.
- India's manufacturing sector activity continued to expand in November 2023, with the S&P Global Purchasing Managers' Index (PMI) reaching 56.
- During the financial year 2022-23, around 1.39 crore net members were added by EPFO with an increase of 13.22% compared to the previous financial year 2021-22 wherein EPFO had added approximately 1.22 crore net members.
- Mobile phone exports from India nearly doubled to reach US\$ 5.5 billion, by August in FY24, with the government anticipating mobile phone exports worth Rs. 1 trillion (US\$ 12 billion) this year.
- In February 2024, the Manufacturing Purchasing Managers' Index (PMI) in India stood at 56.9.
- In FY23, the Manufacturing Purchasing Managers' Index (PMI) in India stood at 55.6.
- For the month of January 2024, the Quick Estimates of Index of Industrial Production (IIP) with base 2011-12 stands at 153.0. The Indices of Industrial Production for the Mining, Manufacturing and Electricity sectors for the month of January 2024 stand at 144.1, 150.1 and 197.1, respectively.
- The Index of Industrial Production (IIP) from April-January 2024 stood at 143.4.
- The combined index of eight core industries stood at 150.3 for April-November 2023 against 139.4 for April-November 2022.
- The cumulative index of eight core industries increased by 8.6% during April-October 2023-24 over the corresponding period of the previous year.
- India's manufacturing sector, driven by pharmaceuticals, motor vehicles, and cement, demonstrated resilience despite weak global demand in July-August 2023. PMI remained robust, reflecting domestic economic strength. Capacity utilization in manufacturing trended upwards, signalling positive investment prospects. RBI MPC maintained policy repo rate to control inflation.

- India aims for US\$ 100 billion annual foreign direct investment (FDI) in the coming years, according to Union Minister of Information and Broadcasting Mr. Ashwini Vaishnaw, as part of the government's strategy focused on infrastructure investment, social upliftment, manufacturing growth, and simplification of business processes, amidst projections of consistent 6-8% economic growth over the next decade.
- At the aggregate level, the capacity utilization (CU) in the manufacturing sector increased to 74.0% in Q2:2023-24 from 73.6% in the previous quarter.
- In FY23, the export of the top 6 major commodities (Engineering goods, Petroleum products, Gems and Jewellery, Organic and Inorganic chemicals, and Drugs and Pharmaceuticals) stood at US\$ 295.21 billion.
- In FY24, the Manufacturing Purchasing Managers' Index (PMI) in India stood at 59.1.
- India's manufacturing industry witnessed its fastest expansion in 16 years in March, with the HSBC final India Manufacturing Purchasing Managers' Index (PMI) soaring to 59.1, the highest since February 2008. This surge was fuelled by increased demand, resulting in notable improvements in new orders, output, input stocks, and job creation, as reported by S&P Global.
- In May 2024, the Manufacturing Purchasing Managers' Index (PMI) in India stood at 57.5.
- India's overall exports during the April-February period of 2023-24 are estimated to be US\$ 709.81 billion, reflecting a marginal positive growth of 0.83% over the April-February period of 2022-23. In February 2024 alone, exports stood at US\$ 73.55 billion, showing a growth of 14.20% compared to the same month in the previous year.
- The Employees' Provident Fund Organization (EPFO) added 8.41 lakh people in December 2023.
- The latest payroll data shows a significant increase in female workforce participation. Out of 8.41 lakh new members, around 2.09 lakh are female, the highest in three months. This marks a 7.57% increase from November 2023. Additionally, the net female member addition stood at approximately 2.90 lakh, up by about 3.54% from the previous month.
- Amazon Inc's cloud computing division, Amazon Web Services, became the latest company to invest in India. The company has planned to invest US\$13 billion (over Rs 1 lakh crore) in India by 2030 to build its cloud infrastructure and create thousands of jobs.
- For the month of April 2024, the Quick Estimates of Index of Industrial Production (IIP) with base 2011-12 stands at 147.7. The Indices of Industrial Production for the Mining, Manufacturing and Electricity sectors for the month of January 2024 stand at 130.8, 144.2, and 212.0, respectively.
- On February 29, 2024, India approved the construction of three semiconductor plants with investments exceeding \$15 billion. These plants aim to establish India as a major chip hub, with Tata Electronics, Tata Semiconductor Assembly and Test Pvt Ltd, and CG Power spearheading the projects in Gujarat and Assam. This initiative aligns with India's goal to bolster its semiconductor ecosystem and create numerous advanced technology jobs.
- In October 2021, information technology major Zoho, announced that it will invest Rs. 50–100 crore (US\$ 6.7-13.4 million) and form a new company, that will focus on research and development (R&D) in the manufacturing sector.
- India's GDP surged in the January-March quarter, growing 7.8%, exceeding the 6.7% forecast. Manufacturing rebounded by 9.9%, contrasting with last year's contraction. GDP for the fiscal year hit 8.2%. IMF projects India as the world's fourth-largest economy by 2025.
- India's gross value added (GVA) at current prices was estimated at US\$ 506.35 billion as per the quarterly estimates of the fourth quarter of FY24.
- In August 2021, Wistron Corp. collaborated with India's Optimus Electronics to manufacture products such as laptops and smartphones, giving a major boost to the 'Make in India' initiative and electronics manufacturing in the country.
- In April 2021, Samsung started manufacturing mobile display panels at its Noida plant and plans to ramp up manufacturing IT display panels soon.

- Samsung Display Noida, which has invested Rs. 4,825 crore (US\$ 650.42 million) to move its mobile and IT display manufacturing plant from China to Uttar Pradesh, has received special incentives from the state government.
- In April 2021, Bharti Enterprises Ltd., and Dixon Technologies (India) Ltd., formed a joint venture to take advantage of the government's PLI scheme for the manufacturing of telecom and networking products.

ROAD AHEAD

India is an attractive hub for foreign investments in the manufacturing sector. Several mobile phone, luxury, and automobile brands, among others, have set up or are looking to establish their manufacturing bases in the country. The manufacturing sector of India has the potential to reach US\$ 1 trillion by 2025. The implementation of the Goods and Services Tax (GST) will make India a common market with a GDP of US\$ 3.4 trillion along with a population of 1.48 billion people, which will be a big draw for investors. The Indian Cellular and Electronics Association (ICEA) predicts that India has the potential to scale up its cumulative laptop and tablet manufacturing capacity to US\$ 100 billion by 2025 through policy interventions.

One of the initiatives by the Government of India's Ministry for Heavy Industries & Public Enterprises is SAMARTH Udyog Bharat 4.0, or SAMARTH Advanced Manufacturing and Rapid Transformation Hubs. This is expected to increase competitiveness of the manufacturing sector in the capital goods market. With impetus on developing industrial corridors and smart cities, the Government aims to ensure holistic development of the nation.

The corridors would further assist in integrating, monitoring, and developing a conducive environment for the industrial development and will promote advance practices in manufacturing.

***References:** Central Statistics Office, FICCI, Economic Survey of India, DPIIT, Media sources, Ministry of Skill Development and Entrepreneurship, Economic Survey 2022-23, Union Budget 2023-24, Press Information Bureau, News Articles*

PAPER & PACKAGING INDUSTRY OF INDIA

INTRODUCTION

Packaging currently stands as the fifth largest sector in the Indian economy, reflecting its pivotal role in driving industrial growth and innovation. With an annual growth rate of 22-25%, the industry has become a preferred hub for packaging solutions, bolstered by advancements in technology and infrastructure. Notably, the industry boasts a robust structural framework, comprising over 900 paper units with an installed capacity of nearly 4,990 thousand tons. Furthermore, India is home to 861 paper mills, with 526 operational units, showcasing the nation's significant capacity for paper and paperboard production.

Foreign Direct Investment (FDI) and Innovations

The government's progressive policies, including permitting 100% FDI through the automatic route, have stimulated foreign investments in the packaging sector. FDI inflows in the Paper and Pulp industry totalled US\$ 1.71 billion from April 2000 to March 2024, highlighting investor confidence in India's packaging landscape. Innovative ventures, such as SIG's establishment of the first aseptic carton packs in Ahmedabad, underscore the industry's commitment to technological advancements and sustainability. With plans to invest Rs. 880 crores (US\$ 106.02 million) between 2023 and 2025, SIG exemplifies the industry's drive towards pioneering solutions.

Sustainability Initiatives and Market Trends

In response to global sustainability imperatives, the packaging industry in India is undergoing a paradigm shift towards eco-friendly practices and materials. Government initiatives aimed at minimizing plastic packaging and promoting sustainable manufacturing methods are driving industry-wide transformation. Additionally, the industry's focus on food safety and quality aligns with the burgeoning food processing sector, amplifying demand for innovative packaging solutions.

Market Dynamics and Future Projections

The expansion of the middle class, enhancements in supply chain infrastructure, and the rise of e-commerce platforms are primary factors driving the packaging industry's growth trajectory. Furthermore, the increasing market size of packed food products, projected to reach US\$ 3.4 billion by 2027, underscores the industry's pivotal role in supporting diverse sectors. As the industry continues to evolve, leveraging technological innovations and sustainable practices, it is poised to contribute significantly to India's economic landscape.

RECENT DEVELOPMENTS

- February 2023: Cosmetics and hair care brand Revlon developed a new package for its 'Top Speed' hair color range exclusively for the Indian market. The brand unveiled a new visual identity for products across India in the coming years.
- September 2022 - WestRock Company, a sustainable paper and packaging solutions provider, acquired an HP PageWide T1190 Press to complement and expand its portfolio of corrugated printing capabilities. The HP PageWide T1190 Press is expected to enable WestRock to disrupt the corrugated packaging supply chain and offer superior value to its customers.
- May 2022: Huhtamaki set up its first recycling plant in Maharashtra, India, as part of its CloseTheLoop initiative. The site is spread across 2,000 square meters and has recyclers around 1,600 kg of post-consumer-used flexible plastic waste daily since it became fully operational. The recycling plant was set up with an investment of US\$ 1.18 million as part of the Huhtamaki Foundation's CloseTheLoop initiative to tackle post-consumer waste and deliver a valuable secondary resource material. It was expected to process post-consumer waste to create resin to produce refined compounds for use in household products for consumers in India.
- SIG, a Swiss based packaging company, laid the foundation of first aseptic carton packs in Ahmedabad in 2023 and plan to invest a sum of Rs. 880 crores (US\$ 106.02 million) over the period of 2023-2025.

GOVERNMENT INITIATIVES

The government has launched the National Packaging initiative which focuses on the following measures to promote the sector:

- Set up guidelines and certain requirements for design and material of packaging used
- Promote the process of moving in bulk quantities
- Focus on promotion of centralized industrial activity by encouraging application of necessary and sophisticated infrastructure such as specialized logistic parks with appropriate facilities as well as packaging labs to work on designs and carry out tests
- Encourage processes to reduce packaging waste by establishing material recovery facilities (MRFs)
- Support domestic business to manufacture sophisticated packaging materials
- Develop training facilities and certified programs of the highest order to maintain availability of skilled labour

ROAD AHEAD

The outlook for the paper and packaging industry in India is optimistic, driven by several factors including the country's growing population, increasing urbanization, and rising disposable incomes. The rapid expansion of e-commerce is fueling demand for packaging materials, while a growing focus on sustainability is prompting the industry to innovate greener solutions. Government initiatives like "Make in India" and infrastructure development projects are expected to boost manufacturing activities and streamline supply chains.

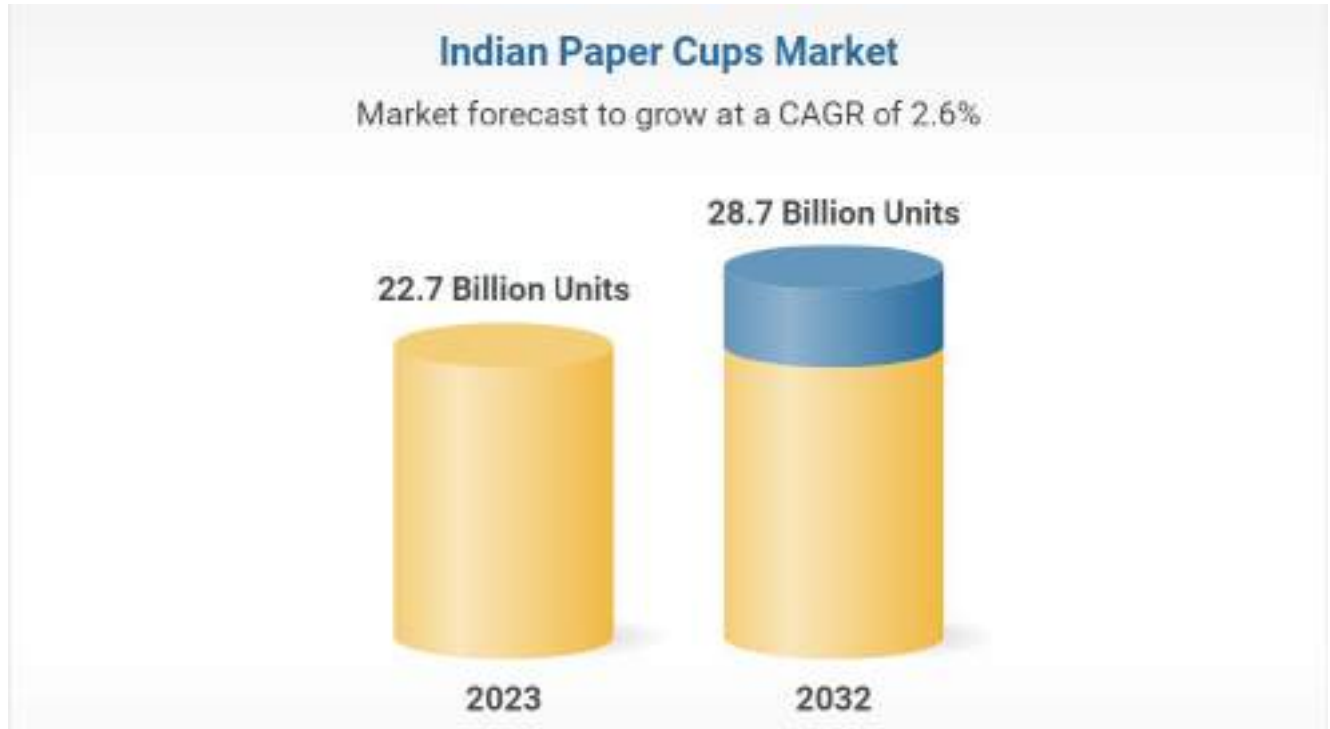
Technological advancements are enhancing productivity and quality, while rising export potential offers opportunities for market expansion. Despite challenges such as fluctuating raw material prices and competition from alternative materials, strategic investments and a commitment to sustainability can help the industry capitalize on opportunities and strengthen its position in the global market.

Note: Conversion rate used in April 2024, Rs. 1 = US\$ 0.012

(Source: www.ibef.org)

INDIAN PAPER CUP INDUSTRY OVERVIEW

The India paper cups market size reached 22.7 billion Units in 2023. The market is projected to reach 28.7 billion Units by 2032, exhibiting a growth rate (CAGR) of 2.64% during 2023-2032. The rising application in social and public gatherings, increasing demand for cost-effective and sustainable solutions, and the growing environmental concerns represent some of the key factors driving the market.



Paper cups, also known as disposable cups, are made from bleached virgin paper pulp and coated with plastic and wax to prevent liquid from soaking through the paper and leaking. They are also coated with polyethylene, which aids in enhancing their durability and performance by controlling the condensed moisture from absorbing in and retaining the original flavor of the product. They are eco-friendly and biodegradable and help in saving time and effort as paper cups do not require cleaning and can be easily discarded after a single use. As a result, paper cups are widely used in India for consuming beverages like tea, coffee, soup, and soft drinks at social gatherings, celebrations, and special occasions. They are also used in hospitals, cafes, restaurants, hotels, and public buildings to prevent the spread of contagious diseases.

INDIA PAPER CUPS MARKET TRENDS

At present, the rising consumption of beverages among consumers represents one of the key factors supporting the growth of the market in India. Besides this, the growing demand for disposable packaging in quick service restaurants (QSRs) and fast-food chains to reduce leakage and spillage of beverages is offering a positive market outlook in the country. Additionally, there is a rise in the need for sustainable and environment friendly solutions among the masses. This, coupled with the increasing demand for paper cups as they easily decompose in the environment and do not add to landfill wastes or pollute water bodies, is propelling the growth of the market. Apart from this, the wide availability of paper cups through various distribution channels, such as hypermarkets, supermarkets, and convenience, specialty and online stores, is offering lucrative growth opportunities to industry investors. Moreover, the increasing demand for fancy graphics, attractive designs, and customized paper cups among the masses is positively influencing the market in the country. In addition, the Government of India is encouraging the adoption of paper cups as they are sustainable and do not affect the environment, which is contributing to the market growth. Furthermore, the rising demand for paper cups in hospitals to prevent the spread of germs is strengthening the market growth in India.

(Source: <https://www.researchandmarkets.com/report/india-disposable-paper-cup-market#:~:text=The%20India%20paper%20cups%20market,2.64%25%20during%202023%2D2032.>)

INDIA PAPER CUP MARKET DYNAMICS

This section deals with understanding the market drivers, opportunities, challenges, and restraints. All of this is discussed in detail below:

Drivers

- Stringent Government Regulations and Initiatives Aimed at Reducing Use of Plastics

Restrictions on the production and use of single-use plastics create an atmosphere favorable for alternative eco-friendly items such as paper cups as the government adopts a proactive approach to address environmental problems.

Introducing bans or restrictions on specific plastic items, particularly those linked with food and beverage packaging, encourages firms to look for more sustainable alternatives. Because they are biodegradable and recyclable, paper cups align with regulatory goals of reducing plastic waste and environmental effects. Compliance with these restrictions has become a strategic necessity for businesses, driving them to switch to paper cups to fulfil environmental requirements and avoid penalties.

- Growing Food and Beverage Industry with Rising Number of QSRS

As the need for quick and convenient meal options grows, using disposable and convenient packaging solutions, such as paper cups, becomes increasingly important. India's booming food and beverage industry and an increasing number of Quick Service Restaurants (QSRs) are significant drivers of the paper cup market's expansion.

Businesses in the food and beverage industry are increasingly understanding the necessity of sustainable practices as the industry grows. Paper cups not only match customer expectations for environmentally friendly packaging, but they also align with the company's social responsibility objectives. This dual benefit encourages using paper cups in food and beverage facilities, boosting market growth.

(Source: <https://www.databridgemarketresearch.com/reports/india-paper-cup-market>)

GLOBAL DISPOSABLE PLATE MARKET OUTLOOK

The disposable plates market is expected to expand its roots at an average CAGR of 6.2% during the forecast period. The market is likely to hold a revenue of US\$ 5.12 billion in 2023 while it is anticipated to cross a value of US\$ 9.35 billion by 2033.

The disposable plates market saw lucrative growth in 2023. A new forecast by FMI estimates that the market is likely to create an incremental opportunity of US\$ 4.23 billion during the forecasted period.

The disposable plates market revenue totaled US\$ 4.5 billion for 2021, according to FMI. The overall market is likely to expand 1.3x the current market value by the end of 2027.

In terms of product type, the plastic segment held the leading market share of 62% in 2022 in the global market. In terms of design, the plain design segment is likely to expand 1.3x by 2027. North America and the Asia Pacific are estimated to hold around a half portion of the global market by the end of 2027.

Household is the sector that has shown a high demand for disposable plates during the pandemic as disposable plates help from the avoidance of the spread of coronavirus. Consumer awareness regarding health has encouraged them to adopt disposable tableware amid the pandemic.

Many manufacturers are making innovations to attract new consumers and influence them to opt for biodegradable plates. On a broader level, the demand for disposable plates has been an upsurge in the past few years.

HISTORIC AND FORECAST MARKET OUTLOOK

Disposable plates are single-serving food plates that can be recycled and disposed of once used. These plates are used conveniently for serving eatables during any event. Disposable plates are made prominently from plastic, aluminium, paper, and other non-conventional materials. The rising influence of Westernization and increasing fast food consumption in developing regions is escalating the demand for disposable plates for packaged foods.

The future demand for disposable plates is improving due to their high biodegradability and sustainable packaging outlook and their increasing applications in food packaging. Furthermore, the need for disposable plates is estimated to rise as their adoption is consistently increasing in takeaway food chains, fast-food consumption, small commercial eateries, events, and even roadside vendors.

The global market foresees an incremental opportunity of US\$ 1.6 billion in the next five years. The market is probable to grow at a CAGR of 5.9% over the forecasted period compared to its growth of 5.4% during its historical period.

(Source: <https://www.futuremarketinsights.com/reports/disposable-plates-market>)

OUR BUSINESS

The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Draft Prospectus, including the information contained in the section titled “Risk Factors”, beginning on page 22 of this Draft Prospectus.

This section should be read in conjunction with, and is qualified in its entirety by, the more detailed information about our Company and its financial statements, including the notes thereto, in the section title “Risk Factors” and the chapters titled “Restated Financial Statements” and “Management Discussion and Analysis of Financial Conditions and Results of Operations” beginning on page 22, 169 and 200 respectively of this Draft Prospectus.

Unless the context otherwise requires, in relation to business operations, in this section of this Draft Prospectus, all references to “we”, “us”, “our” and “our Company” are to “Spinaroo Commercial Limited”. Unless stated otherwise, the financial data in this section is as per our Restated Financial Statements prepared in accordance with Indian Accounting Policies set forth in the Draft Prospectus.

OVERVIEW

Our company was originally incorporated as a Private Limited Company under the name and style of “**Spinaroo Commercial Private Limited**” in accordance with the Companies Act, 1956 pursuant to a Certificate of Incorporation issued by Registrar of Companies, Kolkata, West Bengal on August 17, 2012 with the corporate identification number (CIN) being U74999WB2012PTC184812. Subsequently, our company was converted into Public Limited Company under the Companies Act, 2013 and the name of our Company was changed to “**Spinaroo Commercial Limited**” vide a fresh Certificate of Incorporation consequent upon conversion from Private Company to Public Company dated August 22, 2024, bearing Corporate Identification Number U74999WB2012PLC184812, issued by the Registrar of Companies, Central Processing Centre.

Our Company is engaged in manufacturing of Aluminium Foil Container, Aluminium Home Foil, Paper Cups, Paper Plates, Paper Bowls, Semi Processed Material for Paper Cups viz. paper coating, printing, blanking etc. We also deal in wide range of Paper Cup related Machinery like High-Speed Paper Cup Making Machine, Flexo Printing Machine, Automatic Roll Die Cutting Machine etc. with full end to end support.

We offer a wide range of products made from superior-quality raw materials sourced from our highly reliable vendors. Under the guidance of experienced professionals, these products are manufactured to ensure exceptional performance and premium quality. In addition to delivering quality products, we provide these products at competitive prices and ensure timely delivery, tailored to meet our clients' precise specifications.

Our paper cup making machines are procured from reputable and trusted vendors within the industry, who ensure the highest quality standards. These certified vendors utilize state-of-the-art machines and tools to manufacture products that meet specific client requirements. They are well-versed in understanding and fulfilling the unique demands of our customers.

We have established two manufacturing facilities, both located within the Jalan Industrial Complex. The first facility is situated at Gate-1, Right Lane-6, P.O. Jangalpur, Begri Gram Panchayat, Kolkata, Howrah – 711411, and also serves as our registered office. The second facility is located at Gate-1, Right Lane-3, within the same industrial complex. Having both manufacturing units in close proximity within the same complex is highly advantageous, providing us with significant cost-efficiencies both logistically and commercially. This setup allows for streamlined operations and effective resource management.

Our manufacturing facilities are equipped with the necessary tools, machineries, other equipment’s and amenities, to support a seamless manufacturing process, hassle-free production, Quality testing, storage and packaging. All our machineries are periodically upgraded and lubricated with experienced personnel so as to retain production rate.

We are offering products which are quality tested as per industrial standards. As an ISO 9001:2015 certified company, our aim is to provide quality products at a competitive price, therefore, we have invested in suitable manufacturing techniques and have presented a wide assortment of highly demanded products. owing to the allied support of industry recognized vendors we are able to source the inventory of raw material and produce quality products that augment our brand image. With in-house capacity of Coating, laminating and printing process, we provide our client quick and cost-effective services, which help them reduce their down time and execute their packaging line in a systematic manner.

Our company has diverse clientele spread across 12 states and 2 Union Territories in the domestic market. In the eastern region, we serve clients in West Bengal, Tripura, Chhattisgarh, Bihar, Jharkhand, Assam, and Odisha. Our presence extends to the central and northern regions, including Delhi, Haryana, and Uttar Pradesh, as well as the western states of Gujarat and Rajasthan. Additionally, we have expanded our reach to the Andaman & Nicobar Islands, extending beyond the mainland.

Our company has successfully taken the first step toward global expansion by establishing a foothold in Bhutan, marking the beginning of our international market penetration. Leveraging the experience and insights gained from this initial success, we are now strategically planning to extend our sales reach to other countries in the near future. This expansion aligns with our vision of broadening our market presence beyond India, tapping into new opportunities, and diversifying our revenue streams.

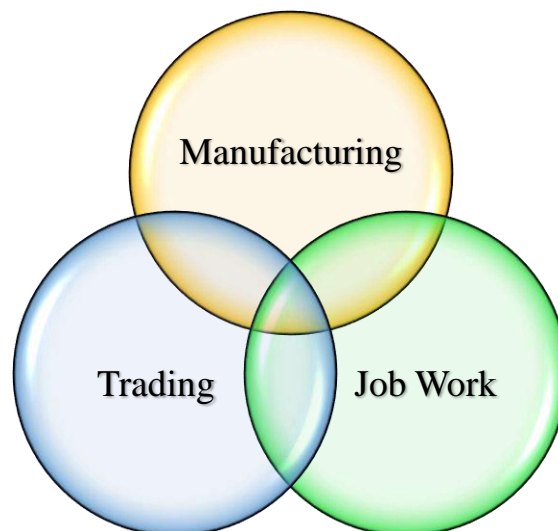
FINANCIAL HIGHLIGHTS

₹ in lakhs except percentage and ratios

| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|---|------------|------------|------------|------------|
| Total Income | 2,101.65 | 4,121.31 | 5,319.30 | 4,757.60 |
| Growth (%) | (49.01) | (22.52) | 11.81 | - |
| Revenue from Operation | 2,101.50 | 4,083.68 | 5,312.50 | 4,744.43 |
| EBITDA (Operating Profit) | 132.78 | 264.50 | 219.22 | 216.85 |
| EBITDA Margin (%) | 6.32% | 6.48% | 4.13% | 4.57% |
| PAT | 61.48 | 140.05 | 93.06 | 51.89 |
| Growth (%) | -56.10% | 50.51% | 79.34% | - |
| PAT Margin (%) | 2.93% | 3.40% | 1.75% | 1.09% |
| EPS (Basic & Diluted) | 1.23 | 2.80 | 1.86 | 1.04 |
| Total Borrowings | 742.98 | 751.74 | 843.48 | 899.43 |
| Total Net Worth (TNW) | 664.40 | 602.92 | 462.86 | 369.81 |
| RONW (%) | 9.25% | 23.23% | 20.10% | 14.03% |
| Debt Equity Ratio (Total Borrowing/TNW) | 1.12 | 1.25 | 1.82 | 2.43 |

As certified by our statutory auditor having peer review certificate M/s. R. K. Banka & Co., Chartered Accountant vide their examination report dated 14/11/2024.

OUR BUSINESS SEGMENTS



Our company generates revenue primarily from three key segments: Manufacturing, Trading, and Job Work. Additionally, there is a fourth segment categorized under 'Others' which includes activities such as selling scrap, commission received for selling products, etc. This revenue source is incidental in nature. Since this segment contributes less than 5% to our total revenue, it is considered negligible and not significant enough to be treated as a separate segment.

Manufacturing

Our Company is engaged in manufacturing of aluminium home foils, aluminium containers, paper cups, paper plates and paper bowls. Our raw materials for paper cups, plates, and bowls are of the highest quality, ensuring superior end products. We source sustainable, food-grade paperboard that offers excellent strength and rigidity. These materials are carefully selected for their smooth surface, which allows for high-quality printing and coating adhesion. Our raw materials meet strict safety standards, making them ideal for food contact applications. They're also engineered to optimize production efficiency, reducing waste and improving cost-effectiveness for manufacturers. We also sell raw materials (semi-finished) for Papers cups, plates and bowls after certain processing and modification.

Our Manufactured Product Portfolio

| Product Photos | End Uses |
|---|---|
|   | <p>Our aluminium home foil is a versatile kitchen essential. It provides superior heat conductivity for even cooking and excellent food preservation. The foil's strength and flexibility make it perfect for wrapping, covering, and lining. It's also safe for use in ovens, freezers, and grills. Environmentally conscious consumers will appreciate that it's 100% recyclable. They are available in the following sizes – 9 mtrs and 72 mtrs.</p> |
|  | <p>Our aluminium containers are the ideal solution for food storage and transport. Lightweight yet durable, they offer excellent protection while minimizing added weight. Their superior thermal conductivity ensures your food stays at the desired temperature longer. These containers are also fully recyclable, making them an environmentally responsible choice for conscientious consumers and businesses alike. They are available in the following sizes - 120ml, 230ml, 250ml, 450ml, 650ml, 750ml</p> |
|  | <p>Our paper cups offer a perfect blend of convenience and eco-friendliness. With their sleek appearance, our paper cups are suitable for various settings, from casual picnics to formal events. Sizes-30ml, 50ml, 60ml, 80ml, 120m, 150ml, 210ml, 250ml.</p> <p>Our plates combine functionality with environmental responsibility. Made from high-quality, food-grade materials, they offer exceptional durability and stability for a wide range of dining experiences.</p> <p>We also specialize in processing and converting a range of products, including raw materials for paper cups, plates, and bowls, as well as coated and uncoated paper reels, sheets, and printed reels. These converted products are then supplied to other businesses within the paper converting and packaging industries, where they are further utilized for a variety of end-use applications.</p> |

Trading

We specialize in the trading of a comprehensive range of high-quality machinery essential for paper product manufacturing. Our portfolio includes high-speed paper cup making machines, extrusion coating lamination machines, flexo printing machines, and die punching machines. Each of these machines is meticulously engineered to deliver optimal performance, efficiency, and reliability, ensuring our clients achieve superior results in their production processes. The machines we trade are designed with precision, built using advanced technologies, and equipped with innovative features.

While we do not manufacture these machines, our deep industry expertise ensures that we source only the best equipment from trusted OEMs (Original Equipment Manufacturers), ensuring quality and durability. Through our trading activities, we generate significant revenue, offering our clients cutting-edge machinery that enhances their operational efficiency and business outcomes.

Our commitment to excellence is reflected in the robustness of the machines we provide, their advanced functionality, and the consistent results they deliver, positioning us as a reliable partner for paper product manufacturers.

Job Work

Our company excels in providing specialized job work services, focusing on the processing, shaping, and printing of brand names, logos, and designs on paper cups, plates, and bowls. This service is particularly valued by a diverse clientele, including high-net-worth individuals as well as Companies who seek unique, customized products for their events or businesses. We pride ourselves on our ability to cater to various customer specifications, ensuring that each order is handled with the utmost precision and care. Our extensive experience in the industry allows us to deliver high-quality outputs that meet the expectations of even the most discerning clients. Many clients do not have Extrusion Coating Lamination machines. Hence under job work we provide them coating services.

To execute these job work services effectively, we source uncoated paper rolls from a trusted network of vendors. Typically, our paper rolls range from 140 GSM to 200 GSM, although we can accommodate specifications that exceed these parameters based on specific customer requirements. Additionally, we coat the uncoated paper with food-grade water-resistant coatings according to customer need, further enhancing the quality and suitability of the materials for various applications. This flexibility enables us to produce a wide variety of products tailored to individual needs. Additionally, we often collaborate with clients who provide their own paper rolls, allowing us to convert these materials into the desired finished products using our advanced machinery and food-grade water-based inks. This adaptability not only enhances customer satisfaction but also streamlines our production process.

Our job work services encompass a comprehensive range of activities, from the initial processing of raw materials to the final printing and shaping of products. Clients sometimes supply all necessary raw materials, including the designs and artwork, which we then transform into their desired items using our state-of-the-art machinery. This collaborative approach ensures that the final products not only reflect the clients' visions but also meet the highest quality standards. As a result, this job work segment constitutes a substantial portion of our overall revenue, underscoring its significance to our business model and growth strategy.

Unit II of our company is primarily dedicated to the processing of semi-processed raw materials, which are then sold to prospective clients for further conversion and processing. The semi-processed raw materials produced at Unit II are supplied to various industries that further transform these materials into finished products. This segment forms a significant portion of our revenue. For materials that require additional processing to reach a finished state, we transfer them to our Unit I, where they undergo the necessary final conversion.

Our direct sales are made under our own brand name, allowing us to maintain a strong presence in the market. In addition, we also engage in job work, wherein finished products and raw material for finished goods are sold under our clients' names or brands, in accordance with specific job work agreements.



Processed Raw Material for Selling



Finished Product for Selling

In addition, we also sell the scrap generated during our production processes, though this contributes only a negligible portion to our total revenue. These scraps are typically purchased by companies specializing in recycling and processing. They convert the scrap back into paper, which is then reintroduced into the production cycle, supporting sustainability efforts and promoting a circular economy within the industry.



Scrap from Slitting Machine and Punching Machine



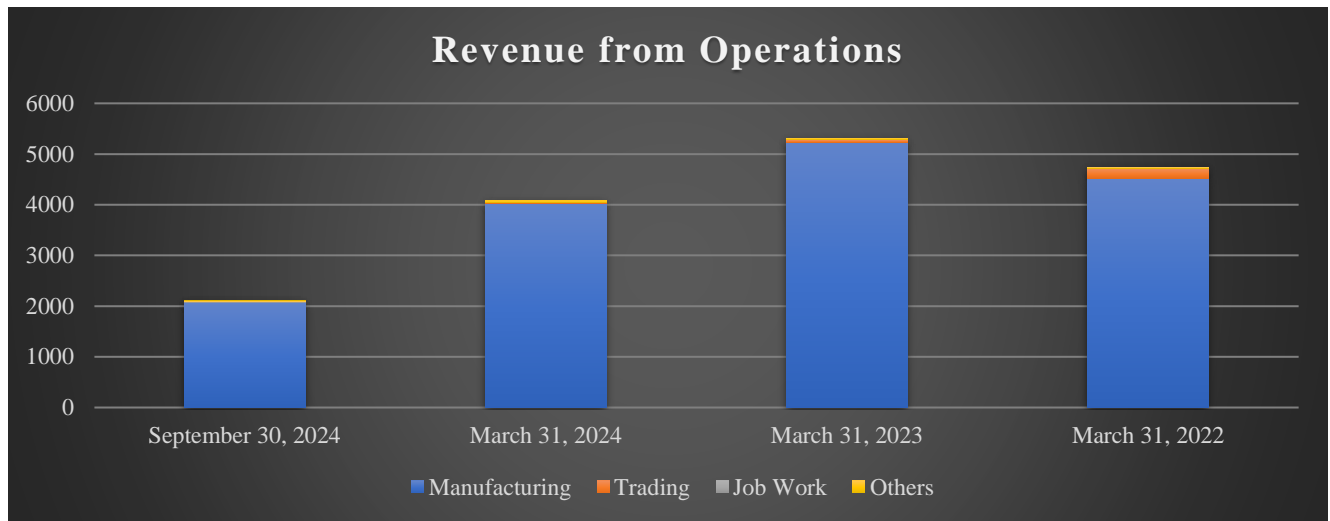
Inner Core of Paper Reels (sold as scrap)

Our Segment-Wise Revenue Bifurcation:

(Amount ₹ in Lakhs)

| Segment | 30-09-2024 | | FY 2023-24 | | FY 2022-23 | | FY 2021-22 | |
|---------------|-----------------|------------------|-----------------|------------------|-----------------|------------------|-----------------|------------------|
| | Sales Amount | % of Total Sales | Sales Amount | % of Total Sales | Sales Amount | % of Total Sales | Sales Amount | % of Total Sales |
| Manufacturing | 2079.94 | 98.97% | 4034.25 | 98.79% | 5231.88 | 98.48% | 4519.71 | 95.26% |
| Trading | - | - | 6.30 | 0.15% | 50.80 | 0.96% | 192.75 | 4.06% |
| Job Work | 12.48 | 0.59% | 12.22 | 0.30% | 10.92 | 0.21% | 10.06 | 0.21% |
| Others | 9.07 | 0.43% | 30.90 | 0.76% | 18.90 | 0.36% | 21.90 | 0.46% |
| Total | 2,101.50 | 100.00% | 4,083.68 | 100.00% | 5,312.50 | 100.00% | 4,744.43 | 100.00% |

As certified by our statutory auditor having peer review certificate M/s. R. K. Banka & Co., Chartered Accountant vide their examination report dated 14/11/2024.

**REVENUE DISTRIBUTION****Revenue bifurcation based on Products and Services:**

(Amount ₹ in Lakhs)

| Particulars | 30-09-2024 | | FY 2023-24 | | FY 2022-23 | | FY 2021-22 | |
|---|-----------------|------------------|-----------------|------------------|-----------------|------------------|-----------------|------------------|
| | Sales Amount | % of Total Sales | Sales Amount | % of Total Sales | Sales Amount | % of Total Sales | Sales Amount | % of Total Sales |
| Aluminium Containers and Home Foils | 64.48 | 3.07% | 292.76 | 7.17% | 685.64 | 12.91% | 775.99 | 16.36% |
| Coated Paper | 56.89 | 2.71% | - | 0.00% | 41.19 | 0.78% | 20.97 | 0.44% |
| Paper Cup | 13.48 | 0.64% | 328.27 | 8.04% | 479.06 | 9.02% | 357.17 | 7.53% |
| Paper Cup, Plate and Bowl (Semi Finished) | 796.16 | 37.89% | 1,073.49 | 26.29% | 1,220.10 | 22.97% | 1,041.07 | 21.94% |
| Paper Plate | 12.61 | 0.60% | 80.02 | 1.96% | 101.89 | 1.92% | 111.40 | 2.35% |
| Uncoated Paper | 1,136.31 | 54.07% | 2,259.72 | 55.34% | 2,703.99 | 50.90% | 2,213.12 | 46.65% |
| Paper Cup Machines | - | 0.00% | 6.30 | 0.15% | 50.80 | 0.96% | 192.75 | 4.06% |
| Job work | 12.48 | 0.59% | 12.22 | 0.30% | 10.92 | 0.21% | 10.06 | 0.21% |
| Others | 9.07 | 0.43% | 30.90 | 0.76% | 18.90 | 0.36% | 21.90 | 0.46% |
| Total | 2,101.50 | 100.00% | 4,083.68 | 100.00% | 5,312.50 | 100.00% | 4,744.43 | 100.00% |

As certified by our statutory auditor having peer review certificate M/s. R. K. Banka & Co., Chartered Accountant vide their examination report dated 14/11/2024.

Revenue bifurcation based on Domestic and Export Sales:*(Amount ₹ in Lakhs)*

| Particulars | 30-09-2024 | | FY 2023-24 | | FY 2022-23 | | FY 2021-22 | |
|--------------|-----------------|------------------|-----------------|------------------|-----------------|------------------|-----------------|------------------|
| | Sales Amount | % of Total Sales | Sales Amount | % of Total Sales | Sales Amount | % of Total Sales | Sales Amount | % of Total Sales |
| Domestic | 2,101.50 | - | 4,083.68 | - | 5,309.58 | 99.95% | 4,726.82 | 99.63% |
| Exports | - | - | - | - | 2.91 | 0.05% | 17.61 | 0.37% |
| Total | 2,101.50 | - | 4,083.68 | - | 5,312.50 | 100.00% | 4,744.43 | 100.00% |

As certified by our statutory auditor having peer review certificate M/s. R. K. Banka & Co., Chartered Accountant vide their examination report dated 14/11/2024.

Country-wise revenue distribution:*(Amount ₹ in Lakhs)*

| Particulars | 30-09-2024 | | FY 2023-24 | | FY 2022-23 | | FY 2021-22 | |
|--------------|-----------------|------------------|-----------------|------------------|-----------------|------------------|-----------------|------------------|
| | Sales Amount | % of Total Sales | Sales Amount | % of Total Sales | Sales Amount | % of Total Sales | Sales Amount | % of Total Sales |
| India | 2,101.50 | - | 4,083.68 | - | 5,309.58 | 99.95% | 4,726.82 | 99.63% |
| Bhutan | - | - | - | - | 2.91 | 0.05% | 17.61 | 0.37% |
| Total | 2,101.50 | - | 4,083.68 | - | 5,312.50 | 100.00% | 4,744.43 | 100.00% |

As certified by our statutory auditor having peer review certificate M/s. R. K. Banka & Co., Chartered Accountant vide their examination report dated 14/11/2024.

State-wise revenue distribution:*(Amount ₹ in Lakhs)*

| Particulars | 30-09-2024 | | FY 2023-24 | | FY 2022-23 | | FY 2021-22 | |
|-------------------|-----------------|------------------|-----------------|------------------|-----------------|------------------|-----------------|------------------|
| | Sales Amount | % of Total Sales | Sales Amount | % of Total Sales | Sales Amount | % of Total Sales | Sales Amount | % of Total Sales |
| West Bengal | 1,374.09 | 65.39% | 2,536.97 | 62.12% | 3,340.12 | 62.91% | 3,677.39 | 77.80% |
| Assam | 260.64 | 12.40% | 484.48 | 11.86% | 498.97 | 9.40% | 209.10 | 4.42% |
| Bihar | 164.69 | 7.84% | 452.95 | 11.09% | 707.08 | 13.32% | 492.09 | 10.41% |
| Uttar Pradesh | 139.55 | 6.64% | 18.47 | 0.45% | 6.10 | 0.11% | - | 0.00% |
| Jharkhand | 99.12 | 4.72% | 385.06 | 9.43% | 501.02 | 9.44% | 204.25 | 4.32% |
| Odisha | 60.66 | 2.89% | 99.22 | 2.43% | 120.06 | 2.26% | 72.11 | 1.53% |
| Gujarat | 2.75 | 0.13% | 20.99 | 0.51% | - | 0.00% | - | 0.00% |
| Andaman & Nicobar | - | - | - | 0.00% | 1.19 | 0.02% | - | 0.00% |
| Chhattisgarh | - | - | - | 0.00% | 0.57 | 0.01% | - | 0.00% |
| Delhi | - | - | - | 0.00% | 0.21 | 0.00% | - | 0.00% |
| Haryana | - | - | - | 0.00% | 5.35 | 0.10% | - | 0.00% |
| Rajasthan | - | - | - | 0.00% | 0.06 | 0.00% | - | 0.00% |
| Telangana | - | - | 0.50 | 0.01% | 11.48 | 0.22% | - | 0.00% |
| Tripura | - | - | 85.05 | 2.08% | 117.38 | 2.21% | 71.88 | 1.52% |
| Total | 2,101.50 | 100.00% | 4,083.68 | 100.00% | 5,309.58 | 100.00% | 4,726.82 | 100.00% |

As certified by our statutory auditor having peer review certificate M/s. R. K. Banka & Co., Chartered Accountant vide their examination report dated 14/11/2024.

PRODUCTION PROCESS FLOWCHARTS

Here are the primary raw materials used in the manufacturing of the mentioned products:

1. Aluminium Home Foil and Aluminium Containers Manufacturing:

- **Aluminium Reels:** These are high temper reels which are set on an unwinding machine for further processing.
- **Rolling Lubricants:** Used in the rolling process to reduce friction and enhance the quality of the foil.
- **Punching Metal Dice:** Used to punch the shape of containers
- Aluminium Containers used for food packaging uses specific grades of aluminium, such as AA 3003 or AA 8011, which are compliant with food safety standards.

2. Paper Cups Manufacturing:

- **Uncoated Paper Roll:** The primary raw material, usually derived from pulp made from wood, bamboo, or recycled paper.
- **Low Density Polyethylene (LDPE) Granules:** LDPE granules are a type of thermoplastic polymer that have many properties that make them suitable for a variety of applications.
- **Inks and Dyes:** Water based food graded ink is used for printing logos or designs on the cups.
- **Heat Sealing:** Used to seal the cup seams and bottom securely.

3. Paper Plates, Bowls & Coated Paper Sheet Manufacturing:

- **Uncoated Paper Roll:** The primary raw material, usually derived from pulp made from wood, bamboo, or recycled paper.
- **LDPE-based Coating:** To provide a moisture barrier, making the plate resistant to liquids.
- **Inks:** Water based food graded ink is used for designs or branding on the plates.
- **Adhesives:** Sometimes used in certain plate designs.

For Aluminium Products



The flowchart outlines the production process for aluminium containers and home foils:

1. Aluminium Containers:

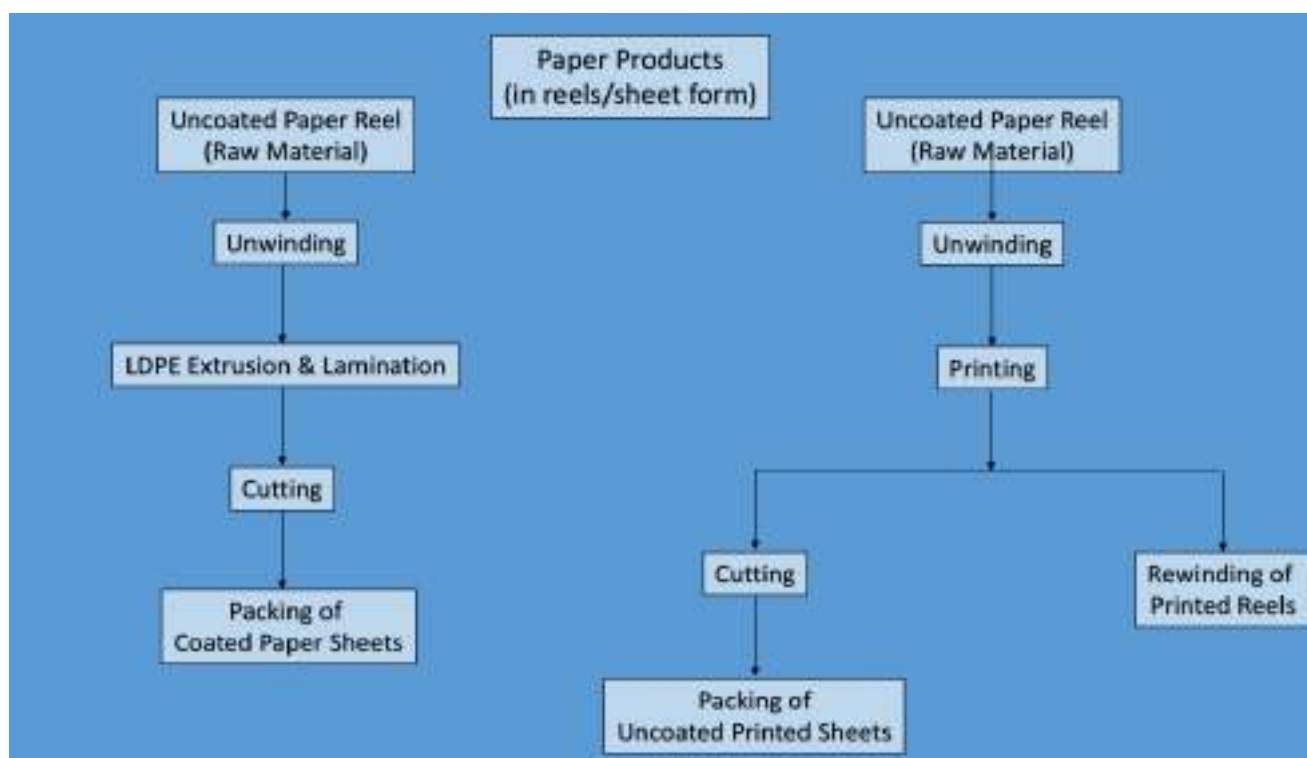
- Aluminium Reels (Raw Material): Begin with aluminium reels.
- Unwinding: The reels are unwound.
- Punching to Containers: The unwound material is shaped into containers through punching.
- Packing of Aluminium Containers: The containers are then packed.

2. Aluminium Home Foils:

- Aluminium Reels (Raw Material): Start with aluminium reels.
- Unwinding: The reels are unwound.
- Rewinding to Smaller Home Foil: The material is rewound into smaller home foil sizes.
- Packing of Home Foil: The foils are packed for distribution.

Each path uses aluminium reels as the raw material but diverges in processing and final product packing.

For Coated & Uncoated Paper Reels & Sheets



This flowchart outlines the production process for paper products, focusing on two main paths based on the treatment applied to uncoated paper reels.

1. Coated Paper Process:

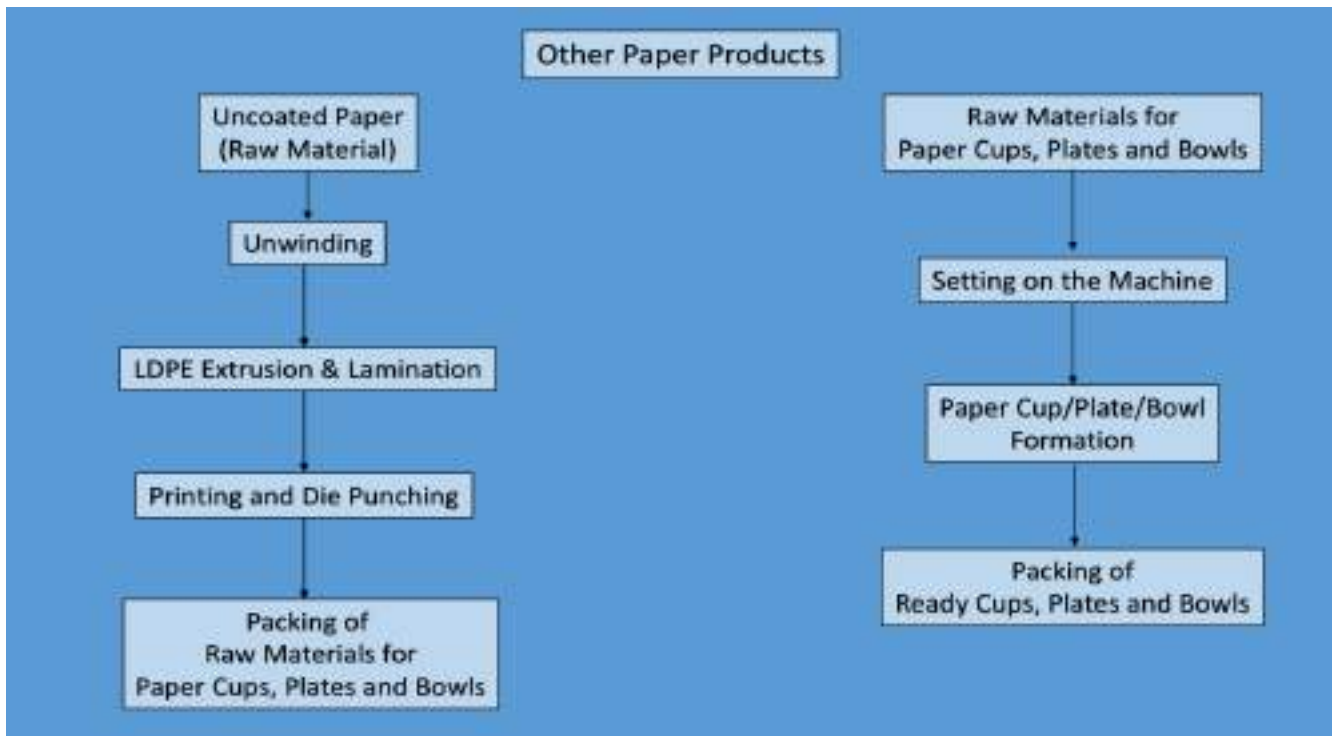
- Starts with an uncoated paper reel, which is unwound.
- The paper then undergoes LDPE extrusion and lamination to add a protective coating.
- The laminated paper is cut into sheets and packed as coated paper sheets.

2. Printed Paper Process:

- Also begins with an uncoated paper reel that is unwound.
- The paper is then printed and can follow two paths:
 - Either it is cut and packed as uncoated printed sheets,
 - Or it is rewound as printed reels for further use.

This flowchart highlights the processes of coating and printing applied to raw paper materials, ending with either packed sheets or rewound reels.

For Other Paper Products



The flowchart outlines the process of manufacturing paper cups, plates, and bowls as raw materials as well as finished products.

Key steps:

1. Unwinding: Uncoated paper, the raw material, is unwound from rolls.
2. LDPE Extrusion & Lamination: Low-density polyethylene (LDPE) is extruded onto the paper to create a waterproof layer.
3. Printing and Die Punching: The paper is printed with designs and then cut into cup, plate, or bowl shapes using a die punch.
4. Paper Cup/Plate/Bowl Formation: The cut paper is shaped into cups, plates, and bowls.
5. Packing: The finished products are packed for distribution.

The Company earns revenue from selling both the finished products as well as semi-finished products (Raw materials for paper cups, plates and bowls).

OUR COMPETITIVE STRENGTH

1. Strategic Advantage of Dual Manufacturing Units within the Same Industrial Complex

Our company operates two manufacturing units within the same industrial complex, providing significant strategic advantages in terms of production capacity and logistics. This proximity allows us to efficiently scale up production during peak demand periods, ensuring that we meet increased customer requirements without compromising on delivery timelines. Additionally, the ample space provided by these two facilities gives us sufficient room for both production and storage. We can manage inventories and finished goods effectively, allowing us to capitalize on market opportunities during high business seasons.

The close proximity of the units further enhances our logistics, reducing transportation time and costs between facilities, ensuring smooth coordination of operations, and optimizing resource allocation. This setup positions us to be highly responsive to market fluctuations while maintaining operational efficiency.

2. Expertise-Driven Leadership with a Vision for Growth

Our company is guided by a highly skilled, knowledgeable, and experienced workforce, supported by Key Managerial Personnel and Senior Management. These leaders possess deep industry insight and a profound understanding of market dynamics, enabling us to navigate complex challenges with precision and foresight. With their vast expertise, they are not only adept at managing day-to-day operations but also at identifying opportunities for growth and innovation. Their strategic vision drives our business forward, fostering sustainable growth and positioning us to scale our operations effectively. This strong leadership foundation ensures that we remain competitive in the industry while continuously delivering value to our clients and stakeholders.

3. Innovation and Efficiency through a Dedicated R&D Team

Our company's success is driven in part by the efforts of our Research and Development (R&D) team, whose innovative approach has enabled us to expand our product line and optimize production processes. With their expertise, we have successfully introduced the manufacturing of paper plates alongside our existing machinery, despite the requirement for specialized equipment. Their forward-thinking solutions have also allowed us to offer a wide range of new designs for both paper cups and plates, keeping pace with the evolving tastes and preferences of our customers.

In addition to product innovation, our R&D team has played a critical role in enhancing our operational efficiency. Through the implementation of various innovative techniques, they have helped us achieve a remarkable 15% cost savings in our production process. This continuous focus on efficiency and quality improvement ensures that we remain competitive in the market while delivering superior products to our clients.

4. Commitment to Quality Assurance and Standards.

At the core of our operations is a strong commitment to quality, reflected in our ISO 9001:2015 certification. We prioritize maintaining quality at every stage of the process, from the procurement of raw materials to the final dispatch of finished products. To ensure this, we have established a dedicated quality control team that conducts thorough inspections and guarantees adherence to stringent manufacturing practices.

Before manufacturing begins, all raw materials undergo a rigorous quality check to ensure they meet the specified standards. Similarly, our in-house quality team tests the finished products to confirm that they meet both our internal benchmarks and customer specifications. Only after passing these stringent checks are the products packed and dispatched, ensuring that our clients receive goods that consistently meet their expectations.

5. Establishing long-term client relationships and driving repeat business

Our company has built a strong reputation in the industry, securing repeat orders from many prominent clients, even amid rising competition. This success stems from our unwavering commitment to understanding and addressing the unique needs of each client. By consistently delivering on expectations, we have cultivated long-lasting relationships that not only enhance client satisfaction but also strengthen our client retention strategy. These established relationships serve as a key competitive advantage, enabling us to attract new clients and grow our business.

The experience we gain from executing current orders continually enhances our understanding of client requirements. This insight allows us to evaluate the scope of future businesses and assess associated risks more effectively. We deeply value the trust our clients place in us and remain dedicated to not only meeting but exceeding their expectations. This focus on quality service and relationship-building helps solidify our position as a trusted partner in the industry, contributing to our long-term success.

6. Backward Integration

One of the core strengths of our company lies in its backward integration capabilities. We not only manufacture finished products such as paper cups, plates, and bowls, but we also convert raw uncoated paper into essential raw materials used in the production of these items. By managing both the conversion of raw materials and the manufacturing of final products, we achieve higher profit margins throughout the entire value chain. This integrated approach reduces reliance on external suppliers, mitigates potential supply chain disruptions, and enables us to capture value at multiple stages of production.

OUR BUSINESS STRATEGIES

1. Expanding Our Geographical Reach in the Domestic and International Market

Currently, our company generates domestic revenue from 12 states and 2 Union Territories (UTs) across India. However, we recognize that there are numerous untapped markets within the country that present significant opportunities for growth. India, with its vast and diverse consumer base, is an immense market for disposable and eco-friendly products. As we aim to broaden our reach, targeting additional states and UTs will be crucial in enhancing our market penetration and brand visibility.

On the international front, we currently have export sales limited to Bhutan. With the increasing global demand for disposable and eco-friendly products, there is a compelling need to expand our presence in more countries. By exploring new international markets, we can not only diversify our revenue streams but also contribute to sustainable practices worldwide. Our focus will be on identifying potential markets that align with our product offerings, ensuring that we meet the growing consumer demand while establishing our brand on a larger global stage.


2. Enhancing Production Efficiency through Strategic Import Sourcing of Raw Materials

To bolster the production of our aluminium products, specifically Aluminium Home Foils and Aluminium containers, it is imperative to strategically source raw materials which is primarily Aluminium reels. We plan to utilize a portion of the proceeds from this IPO to procure aluminium reels from countries i.e. Thailand and also from other countries wherever we find a competitive pricing. Sourcing the materials from overseas countries offers a cost-effective alternative to domestic suppliers, reducing raw material costs and improving profit margins.

However, engaging with these suppliers requires careful financial planning, as they mandate advance payment for raw material delivery. This payment structure necessitates substantial working capital, which we must effectively manage to ensure smooth operations. By importing aluminium reels from Thailand, we not only reduce material costs but also enhance our competitive edge in the market. This strategic sourcing initiative will enable us to scale our production capabilities while maintaining quality and affordability, ultimately benefiting our clients and driving growth within the company.

3. Enhancing our Brand Image

We are dedicated to maintaining strong partnerships with esteemed clients, ensuring that we consistently deliver finished products that meet and exceed their highest expectations. Our commitment to quality is paramount; we are acutely aware of how crucial brand image is in today's competitive market. By focusing on providing high-quality products that satisfy consumer needs, we aim to enhance our brand perception and foster long-term loyalty.

Our brand,  "spino" is currently enjoying positive reception in the market, which underscores the effectiveness of our efforts. To further strengthen our brand, we are implementing targeted marketing initiatives designed to increase visibility and awareness among consumers. We recognize that brand recognition is essential, as it significantly improves a company's standing within its sector. By supplying qualitative products at competitive prices, we are not only enhancing our market position but also building lasting loyalty among consumers. Through these strategic efforts, we aim to solidify our reputation as a trusted leader in the industry.

4. Focusing on Strategic Working Capital Management

To enhance our operational efficiency and cost-effectiveness, we are focusing on optimizing our working capital management. One of our key objectives is to decrease the supplier's credit period, which will enable us to procure raw materials at more favourable rates. In certain instances, we may even opt to purchase raw materials on spot payment, bypassing the credit period entirely to secure even lower prices. This approach not only helps us reduce costs but also strengthens our negotiating position with suppliers. This will also help us to increase our profit margin.

Simultaneously, we recognize the importance of fostering strong relationships with our customers. To achieve this, we aim to increase the credit period we extend to our clients. By offering more flexible payment terms, we can stimulate sales growth while enhancing our goodwill in the marketplace. Successfully executing these strategies necessitates a robust working capital management system that allows us to balance our cash flow effectively. With careful planning and execution, we can enhance our financial agility, ensuring that we remain competitive and responsive to market demands.

5. Widen Our Product Portfolio

We are committed to expanding and diversifying our product portfolio to better serve our clients and capture emerging market trends. By broadening our product base and introducing new lines, we aim to enhance our manufacturing capabilities, positioning ourselves for sustained growth in the future. This proactive approach will enable us to tap into evolving consumer preferences and market demands, ensuring that we remain at the forefront of the industry.

We intend to explore new opportunities within our existing Aluminium foil and paper cup/plate/bowl business by developing innovative products and designs that align with evolving consumer preferences. By broadening our product offerings, we will further enhance the diversification of our business, allowing us to cater to the varied needs of different customer segments. This strategic approach not only strengthens our market position but also provides us with a competitive edge, ensuring that we can meet the diverse demands of our clients while driving sustainable growth. Through continuous innovation and a commitment to quality, we aim to solidify our reputation as a leader in the industry.

MANUFACTURING FACILITY

UNIT I - Jalan Industrial Complex Gate-1, Right Lane-6, P.O. Jangalpur, Begri Gram Panchayat, Kolkata, Howrah-711411.

UNIT II - Jalan Industrial Complex Gate-1, Right Lane-3, P.O. Jangalpur, Begri Gram Panchayat, Kolkata, Howrah-711411.

UNIT I Photos



Entrance to Unit I



Paper Cup making machine in operation



Shrink Packing of Paper Bowls



Home Foil Rewinding Machine



Making & Stacking of Paper Plates



Counting & Packing of Bowls



Loading & Unloading Area



Manufacturing of bowls & plates





Packing area for ready paper finished goods



Packing area for ready Aluminium Containers

UNIT II Photos



Office Area



Loading-Unloading Dock



Reel Printing Process – For Direct Sale or for Further Processing



Sheet Cutting of Coated & Uncoated Reels



Stacking of Uncoated Paper Reels



Printing of Uncoated Paper Reels



Slitting Reels into 'Bobbins'



LDPE Lamination Process

SWOT ANALYSIS

| | |
|---|--|
| <p>STRENGTH</p> <ol style="list-style-type: none"> Multiple segment for revenue generation. Experienced Production Team. Large Storage Capacity. Cost-Effective Manufacturing. Strong Client Relationship. Strong R&D to stay ahead. | <p>WEAKNESS</p> <ol style="list-style-type: none"> Dependency on external vendors No formal agreement with the clients Lack of Marketing |
| <p>OPPORTUNITY</p> <ol style="list-style-type: none"> Expansion to new domestic markets. Rising Export opportunities. Diversification of product offerings. Government Contracts. | <p>THREAT</p> <ol style="list-style-type: none"> Raw material price fluctuation. Labour & Operational challenges Competition in the open market. |

SWOT

OUR CUSTOMERS

The company supply its products majorly to different States in India. The following is the breakup of the top five and top ten customers/suppliers of our Company for the six months period ended September 30, 2024 and for the financial year ended on March 31, 2024, March 31, 2023 and March 31, 2022:

₹ in lakhs

| Particulars | September 30, 2024 | | March 31, 2024 | | March 31, 2023 | | March 31, 2022 | |
|------------------|--------------------|--------|----------------|--------|----------------|--------|----------------|--------|
| | Amount | In % | Amount | In % | Amount | In % | Amount | In % |
| Top 5 Customers | 577.04 | 27.46% | 861.47 | 21.10% | 1200.68 | 22.60% | 1432.28 | 30.19% |
| Top 10 Customers | 933.25 | 44.41% | 1455.60 | 35.64% | 1882.03 | 35.43% | 1922.94 | 40.53% |
| | | | | | | | | |
| Top 5 Suppliers | 1579.70 | 84.00% | 2516.37 | 70.95% | 2955.05 | 62.10% | 2511.16 | 64.48% |
| Top 10 Suppliers | 1812.94 | 96.40% | 3237.34 | 91.28% | 3819.94 | 80.27% | 3561.50 | 91.44% |

RAW MATERIAL AND SUPPLIERS

The principle raw material used in the manufacture of our products comprises mainly Aluminium Reels, Uncoated Paper Roll, LDPE Granules, Lubricants, Adhesives, Inks, Dyes etc. We enjoy a very good relationship with many of our raw material suppliers, which enables a timely delivery of raw materials. We keep an array of suppliers with us, to ensure that there is no delay in manufacturing and delivery of the products to the customer due to the delay or failure to supply a critical raw material by any supplier.

Details of Product-wise purchases are as follows:

₹ in lakhs

| State | September 30, 2024 | | March 31, 2024 | | March 31, 2023 | | March 31, 2022 | |
|---------------------------------|--------------------|----------------------|------------------|----------------------|------------------|----------------------|------------------|----------------------|
| | Purchases Amount | % of Total Purchases | Purchases Amount | % of Total Purchases | Purchases Amount | % of Total Purchases | Purchases Amount | % of Total Purchases |
| Un Coated Paper | 1,282.46 | 68.19% | 2,775.99 | 78.03% | 3,649.48 | 76.25% | 2,615.97 | 64.52% |
| Low Density Polyethylene (LDPE) | 598.25 | 31.81% | 525.58 | 14.77% | 721.30 | 15.07% | 693.48 | 17.11% |
| Aluminium Foil | - | - | 219.53 | 6.17% | 375.48 | 7.84% | 571.90 | 14.11% |
| Paper Cup/Plate | - | - | - | - | 4.74 | 0.10% | 9.09 | 0.22% |

| State | September 30, 2024 | | March 31, 2024 | | March 31, 2023 | | March 31, 2022 | |
|------------------------------------|--------------------|----------------------|------------------|----------------------|------------------|----------------------|------------------|----------------------|
| | Purchases Amount | % of Total Purchases | Purchases Amount | % of Total Purchases | Purchases Amount | % of Total Purchases | Purchases Amount | % of Total Purchases |
| Paper Cup/Plate/Bowl Raw Materials | - | - | 20.41 | 0.57% | 7.85 | 0.16% | 4.30 | 0.11% |
| Paper Cup/Plate Machine | - | - | 16.15 | 0.45% | 27.48 | 0.57% | 159.51 | 3.93% |
| Total | 1,880.71 | 100.00% | 3,557.66 | 100.00% | 4,786.33 | 100.00% | 4,054.25 | 100.00% |

As certified by our statutory auditor having peer review certificate M/s. R. K. Banka & Co., Chartered Accountant vide their examination report dated 14/11/2024.

Details of State-wise purchases are as follows:

₹ in lakhs

| State | September 30, 2024 | | March 31, 2024 | | March 31, 2023 | | March 31, 2022 | |
|---------------|--------------------|----------------------|------------------|----------------------|------------------|----------------------|------------------|----------------------|
| | Purchases Amount | % of Total Purchases | Purchases Amount | % of Total Purchases | Purchases Amount | % of Total Purchases | Purchases Amount | % of Total Purchases |
| West Bengal | 1,844.14 | 98.06% | 3,318.78 | 93.29% | 4,304.31 | 89.93% | 3,280.03 | 80.90% |
| Maharashtra | 36.57 | 1.94% | - | - | - | - | - | - |
| Bihar | - | - | (0.29) | -0.01% | - | - | 2.52 | 0.06% |
| Jharkhand | - | - | 115.20 | 3.24% | 33.20 | 0.69% | 36.22 | 0.89% |
| Odisha | - | - | - | - | 44.48 | 0.93% | 39.95 | 0.99% |
| Uttar Pradesh | - | - | 3.05 | 0.09% | 2.38 | 0.05% | 2.40 | 0.06% |
| Delhi | - | - | (1.26) | -0.04% | 6.79 | 0.14% | 5.00 | 0.12% |
| Rajasthan | - | - | - | - | 27.12 | 0.57% | 154.51 | 3.81% |
| Telangana | - | - | - | - | - | - | 11.74 | 0.29% |
| Assam | - | - | 20.41 | 0.57% | 10.04 | 0.21% | - | - |
| Gujarat | - | - | - | - | 42.98 | 0.90% | - | - |
| Total | 1,880.71 | 100.00% | 3,455.89 | 97.14% | 4,471.30 | 93.42% | 3,532.38 | 87.13% |

As certified by our statutory auditor having peer review certificate M/s. R. K. Banka & Co., Chartered Accountant vide their examination report dated 14/11/2024.

Details of Country-wise purchases are as follows:

₹ in lakhs

| Country | September 30, 2024 | | March 31, 2024 | | March 31, 2023 | | March 31, 2022 | |
|--------------|--------------------|----------------------|------------------|----------------------|------------------|----------------------|------------------|----------------------|
| | Purchases Amount | % of Total Purchases | Purchases Amount | % of Total Purchases | Purchases Amount | % of Total Purchases | Purchases Amount | % of Total Purchases |
| Thailand | - | - | 101.77 | 2.86% | 315.02 | 6.58% | 521.87 | 12.87% |
| Total | - | - | 101.77 | 2.86% | 315.02 | 6.58% | 521.87 | 12.87% |

As certified by our statutory auditor having peer review certificate M/s. R. K. Banka & Co., Chartered Accountant vide their examination report dated 14/11/2024.

₹ in lakhs

| State | September 30, 2024 | | March 31, 2024 | | March 31, 2023 | | March 31, 2022 | |
|--------------|--------------------|----------------------|------------------|----------------------|------------------|----------------------|------------------|----------------------|
| | Purchases Amount | % of Total Purchases | Purchases Amount | % of Total Purchases | Purchases Amount | % of Total Purchases | Purchases Amount | % of Total Purchases |
| Domestic | 1,880.71 | 100.00% | 3,455.89 | 97.14% | 4,471.30 | 93.42% | 3,532.38 | 87.13% |
| Import | - | - | 101.77 | 2.86% | 315.02 | 6.58% | 521.87 | 12.87% |
| Total | 1,880.71 | 100.00% | 3,557.66 | 100.00% | 4,786.32 | 100.00% | 4,054.25 | 100.00% |

As certified by our statutory auditor having peer review certificate M/s. R. K. Banka & Co., Chartered Accountant vide their examination report dated 14/11/2024.

QUALITY POLICY AND CONTROL MEASURES

Our commitment to achieve and sustain reputation for quality in domestic market. We believe in offering competitive prices for our entire product range by introducing latest technology, deploying trained personnel along with adequate resources and striving towards continual improvement. We are also committed to fulfil the needs and expectation of our customers. We achieve this through active participation of our employees at all levels, in whom we kinder a spirit of pride and confidence.

We focus significantly on the quality of the raw materials and finished products at our manufacturing facilities to ensure the desired quality is attained. We have been awarded ISO 9001:2015 (Quality Management System) for manufacture, trade, and distribution aluminium packaging materials and products in various forms and specifications paper and plastic packaging products, including cups, plates, and food packaging boxes machinery and parts related to paper cup and plate production.

SALES AND MARKETING

The Sales and Marketing strategy of our company is driven by a strong network and relationships that have been carefully developed over the years by our Promoters and Senior Management team. We focus on building long-term partnerships with clients, stakeholders, and vendors, leveraging our reputation for timely delivery and high-quality products. Our marketing efforts are largely reference-based, and we rely heavily on the goodwill and trust we've established with both private and public sector clients. This approach allows us to gain repeat business and expand our presence in multiple markets.

Additionally, we actively scan for new opportunities by monitoring government tenders, client-advertised projects, and market trends. Our sales team is dedicated to identifying potential growth areas and capitalizing on them through strategic alliances and joint ventures. To support our growth and further expand our reach, we have diversified our product portfolio, with the introduction of our brand 'Spino' which has gained a positive reception in the market. We continuously innovate by introducing new product designs and manufacturing techniques to cater to the evolving preferences of our customers. Our strategic alliances, joint ventures, and collaborations further enhance our market presence, enabling us to take on larger projects with shared risks and rewards. By focusing on customer satisfaction, competitive pricing, and expanding our product offerings, we aim to strengthen our brand visibility, penetrate new markets, and sustain our competitive edge in a dynamic industry.

AFTER SALES SERVICE

The products we offer do not typically require after-sales service, as they are designed for immediate use and satisfaction. However, we prioritize quality and customer satisfaction; therefore, if any product is found to be deficient in quality, we have a clear policy in place to accept returns. We believe that addressing quality issues promptly not only reinforces our commitment to excellence but also helps maintain strong relationships with our clients. We only operate in B2B Segment.

ENVIRONMENT, HEALTH AND SAFETY

Our activities are subject to various environmental laws and regulations which govern, among other matters, air emissions, waste water discharges, the handling, storage and wastes and employee health and employee safety. For further information, see ***“Key Industry Regulations and Policies”*** beginning on page 127 of this Draft Prospectus. We continue to ensure compliance with applicable health and safety regulations and other requirements in our operations.

We have complied, and will continue to comply, with all applicable environmental and associated laws, rules and regulations. We have obtained, or are in the process of obtaining or renewing, all material environmental consents and licenses from the relevant governmental agencies that are necessary for us to carry on our business. For further information, see ***“Government and Other Statutory Approvals”*** beginning on page 216 of this Draft Prospectus.

COMPETITION

Our company operates in a highly competitive market, characterized by a diverse range of players, from small enterprises to large regional, national, and international firms. The competitive environment is shaped by key factors such as service quality and pricing, both of which play a critical role in influencing clients' choices of service providers.

We recognize that delivering exceptional service quality is essential to thriving in this competitive landscape. With our extensive industry experience, we are well-positioned to meet and exceed customer expectations consistently. While pricing remains a key determinant for many clients, we strategically offer competitive and value-driven pricing structures to attract and retain clientele.

HUMAN RESOURCE

We strongly believe that our employees are the cornerstone of our business success. Recognizing that our people are our greatest asset, we place a high emphasis on attracting, nurturing, and retaining the best talent in the industry. Our recruitment strategy is carefully designed to seek out individuals with specific skill sets, relevant experience, and a passion for excellence—attributes that align with our business needs and vision for growth. Whether it is technical expertise, operational proficiency, or management acumen, we aim to build a workforce that not only meets but exceeds the demands of our industry. Our team is a prudent mix of experienced professionals and dynamic young talent, creating a balanced environment that fosters both stability and innovation.

Our work processes are streamlined, and our team comprises skilled, semi-skilled, and unskilled labour, all working in harmony under the guidance of an effective management team. This cohesive structure enables us to efficiently implement our growth strategies while maintaining high standards of productivity and quality. By empowering our employees with ongoing training, development opportunities, and a collaborative work culture, we ensure that our team is equipped to contribute meaningfully to our success. As we continue to grow, we are confident that our workforce will remain a key driver of our achievements, helping us reach new heights in our industry.

As on October 31, 2024 the Company have employed 35 employees, the category wise details of whom are as hereunder:

| Category | No. of Employees |
|---------------------|------------------|
| Executive Directors | 2 |
| Operations | 19 |
| Floor Supervisors | 5 |
| Finance & Accounts | 3 |
| Factory Manager | 2 |
| Administration | 3 |
| Maintenance | 1 |
| TOTAL | 35* |

* 33 employees are covered under Provident Fund

In addition to our core team, we also engage contractual labour as needed to meet the demands of specific jobs. While we do not have formal agreements in place for these contractual workers, we source them from reliable local providers whenever required. This flexible approach allows us to efficiently scale our workforce according to operational requirements, ensuring we can meet deadlines and maintain productivity without the constraints of long-term contracts.

INSURANCE POLICIES

| Policy No. | Name of the Insurer | Policy Type | Asset Insured | Sum Assured (₹ in lakhs) | Valid Till |
|--------------------------|------------------------------------|---|---|--------------------------|------------|
| 0307051123 P111686501 | United India Insurance Company Ltd | United Bharat Laghu Udyam Suraksha Policy | NO 3931 3933 3942, Entire Land and Structure Lane No 3 Gate No 1 dag 3961 3962 And 3930, Ps: Domjur, Dist: Howrah, Mouza: Bipranpara, Jalan Industrial Complex, Wb606, Begri, Howrah, West Bengal, Pin-711411 | 819.01 lakhs | 17/12/2024 |
| 0307051123 P111687319 | United India Insurance Company Ltd | United Bharat Laghu Udyam Suraksha Policy | Jalan industrial complex, main Gate-1, right lane-6, begri, Domjur, West Bengal, Howrah, Howrah Pin - 711411 | 902.50 lakhs | 12/12/2024 |
| 100900112 310000747 | National Insurance Company Ltd | National Bharat Sookshma Udayam Suraksha Plus | Jalan Industrial Complex, gate no 1 right lane 3 Domjur, West Bengal, Howrah - 711411 | 251.00 lakhs | 25/02/2025 |
| 100900592 310000634 | National Insurance Company Ltd | Burglary Insurance | Furniture and Fixtures | 1.00 lakh | 25/02/2025 |

PLANT AND MACHINERY***Owned Plant and Machinery***

| Name of Equipment | Quantity |
|--------------------------------------|----------|
| Paper Cup Machine | 15 |
| Paper Plate & Bowl Machine | 11 |
| Aluminium Home Foil Machine | 1 |
| Aluminium Container Punching Machine | 2 |
| Extrusion/Lamination Coating Machine | 1 |
| Paper Reel Slitting Machine | 1 |
| Flexo Printing Machine | 3 |
| Die Punching Machine | 6 |

Leased/Rented Plant and Machinery: Nil**CAPACITY AND CAPACITY UTILIZATION*****Paper Cup:***

| Particulars | September 30, 2024 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
|---------------------------|--------------------|----------------|----------------|----------------|
| Installed Capacity (MTPA) | 270 | 540 | 540 | 540 |
| Actual Production (MTPA) | 170 | 321 | 435 | 297 |
| Utilization (%) | 62.96% | 59.44% | 80.56% | 55.00% |

Aluminium Container and Home Foil:

| Particulars | September 30, 2024 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
|---------------------------|--------------------|----------------|----------------|----------------|
| Installed Capacity (MTPA) | 126 | 252 | 252 | 252 |
| Actual Production (MTPA) | 25.80 | 62.50 | 170 | 201 |
| Utilization (%) | 20.48% | 24.80% | 67.46% | 79.76% |

Paper Plate & Bowl:

| Particulars | September 30, 2024 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
|---------------------------|--------------------|----------------|----------------|----------------|
| Installed Capacity (MTPA) | 700 | 1000 | 510 | 510 |
| Actual Production (MTPA) | 519 | 354 | 210 | 322 |
| Utilization (%) | 74.14% | 35.40% | 41.18% | 63.14% |

Coating Machine:

| Particulars | September 30, 2024 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
|----------------------------|--------------------|----------------|----------------|----------------|
| Installed Capacity (MTPA)* | 3000 | 6000 | 6000 | 6000 |
| Actual Production (MTPA)* | 1313.60 | 2014 | 1849 | 1652 |
| Utilization (%) | 43.79% | 33.57% | 30.82% | 27.53% |

*Semi-finished, finished goods (i.e. – paper cups, plates and bowls), coated paper all go through the process of coating.

Printing Machine:

| Particulars | September 30, 2024 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
|---------------------------|--------------------|----------------|----------------|----------------|
| Installed Capacity (MTPA) | 1800 | 3600 | 2400 | 2400 |
| Actual Production (MTPA) | 1313.60 | 2014 | 1808 | 1632 |
| Utilization (%) | 72.97% | 55.94% | 75.33% | 68.00% |

Die Cutting & Slitting Machine

| Particulars | September 30, 2024 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
|---------------------------|--------------------|----------------|----------------|----------------|
| Installed Capacity (MTPA) | 3600 | 7200 | 6000 | 6000 |
| Actual Production (MTPA) | 2437.70 | 5541 | 4811 | 4090 |
| Utilization (%) | 67.71% | 76.96% | 80.18% | 68.17% |

*MTPA – Metric Ton Per Annum

As certified by Shyama Pada Nandi, Independent Chartered Engineer by way of their certificate dated November 07, 2024.

INFRASTRUCTURE FACILITIES AND UTILITIES**Power**

Our manufacturing process requires uninterrupted supply of Electric & Power for our manufacturing facility. We consume a substantial amount of power for our business operations. Our power requirements are met through State Electricity Board, i.e., West Bengal State Electricity Distribution Company Limited (WBSEDCL).

Water

Our registered office and manufacturing units are equipped with a reliable and sufficient water supply system that fully meets the requirements for both manufacturing and human consumption. The current infrastructure at the existing premises ensures that all water requirements are adequately addressed.






IMMOVABLE PROPERTIES**Owned Property:**

| Address | Details of the Deed/ Agreement | Schedule of Property. | Area of Property | Usage |
|---|---|---|--------------------------|--|
| Jalan Industrial Complex, Main Gate-1, Right Lane-6, Begri, Domjur, West Bengal, Howrah District Howrah West Bengal, Pin-711411 | Deed of Sale dated August 26, 2014 executed between M/s. Eastern Copper Manufacturing Co. Pvt. Ltd. (“Vendor”) and M/s. Spinaroo Commercial Pvt. Ltd. (“Purchaser”) | L.R. Khatian No. 1806, 2028, R.S. Dag No. 705, 707 measuring about 13.55 Decimal Danga land situated at Domjur, Howrah – 711411. | 5,901.84 sq.ft. approx.. | Registered office and Manufacturing Facility Unit I. |
| | Deed of Conveyance dated July 05, 2018 executed between M/s. Eastern Copper Manufacturing Co. Pvt. Ltd. (“Vendor”) and M/s. Spinaroo Commercial Pvt. Ltd. (“Purchaser”) | R.S Khatian No. 664, L.R. Khatian No. 1806, L.R. Dag No. 729 measuring about 3.07 Katha Danga Land situated at Domjur, Howrah – 711411. | 2,210.40 sq.ft. approx. | |


Leased Property:

| Address | Details of the Deed/ Agreement | Schedule of Property. | Area of Property | Tenure of Lease | Usage |
|---|--|--|---------------------------|---------------------------|--------------------------------|
| Jalan Industrial Complex, Main Gate-1, Right Lane-3, Begri, Domjur, West Bengal, Howrah District Howrah West Bengal, Pin-711411 | Rent Agreement dated August 30, 2024 executed between M/s. Todi Infrastructure Pvt Ltd & M/s. Sultania & Sons (“Lessor”) and M/s. Spinaroo Commercial Pvt Ltd (“Lessee”) | L.R. Khatian No. 3372, 3373, 3374, 3375, 299, 1156, 399, 3819, 1827 and 2572, J.L. No. 27, L.R. Dag No. 3962, 3930, 3931, 3933, 3942, 3964, 3961 and 3963 measuring about 52.53 Decimal Land, Domjur, Howrah – 711411. | 22,879.97 sq.ft. approx.. | 11 months till 31/07/2025 | Manufacturing Facility Unit II |

INTELLECTUAL PROPERTY RIGHTS**Trademarks:**

| Application No | Trademark | Class | Date of Application | Status | Validity |
|----------------|---|-------|---------------------|------------|-----------------------|
| 2856556 |  | 6 | 05.12.2014 | Registered | Valid till 05.12.2024 |
| 4413345 |  | 21 | 20.01.2020 | Registered | Valid till 20.01.2030 |
| 4413346 |  | 35 | 20.01.2020 | Registered | Valid till 20.01.2030 |
| 4413347 |  | 40 | 20.01.2020 | Registered | Valid till 20.01.2030 |
| 4613246 |  | 7 | 18.08.2020 | Registered | Valid till 18.08.2030 |

Copyrights:

| Copyright | Registration Number | Diary Number | Class and description of work | Date of Issue/ Application | Status |
|---|---------------------|----------------|-------------------------------|----------------------------|------------|
|  | A-143269/2022 | 5892/2022-CO/A | Artistic Work | December 05, 2017 | Registered |

Domains:

| Domain Name | Registrar/IANA ID | Creation Date | Expiry Date |
|-------------|-----------------------------|-------------------|-------------------|
| spino.co.in | Gooddomainregistry.com/1533 | February 24, 2020 | February 24, 2026 |

EXPORT AND EXPORT OBLIGATION

As on date of this Draft Prospectus, our Company does not have any export obligations.

COLLABORATION/TIE UPS/JOINT VENTURES

As on date of this Draft Prospectus, our Company has not entered into any technical or financial collaboration/joint venture/tie up agreements.

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.

The business of our Company requires, at various stages, the sanction of the concerned authorities under the relevant Central, State legislation and local bye-laws. The following is an overview of the important laws, regulations and policies which are relevant to our business in India. Certain information detailed in this chapter has been obtained from publications available in the public domain. The description of law, regulations and policies set out below are not exhaustive, and are only intended to provide general information to bidders and is neither designed nor intended to be a substitute for professional legal advice.

*In addition to what has been specified in this draft prospectus, taxation statutes such as the Income Tax Act, 1961 and Central Goods and Services Tax Act, 2017, various labour laws and other miscellaneous laws apply to us as they do to any other Indian company. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. For details of government approvals obtained by us, see the chapter titled “**Government and Other Approvals**” beginning on page no 216 of this draft prospectus.*

Depending upon the nature of the activities undertaken by our Company the following are the various regulations applicable to our company

APPROVALS

*For the purpose of the business undertaken by our Company, our Company is required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals have more particularly been described for your reference in the chapter titled “**Government and Other Approvals**” beginning on page number 216 of this draft prospectus.*

APPLICABLE LAWS AND REGULATIONS

BUSINESS/TRADE RELATED LAWS/REGULATIONS

The Fire Services Act, 1981

The Fire Services Act provides the legal framework for the establishment and organization of fire services, fire fighting, fire safety, and the protection and rescue of persons and property. Some of the main provisions include: Powers of fire brigade members to extinguish fires, including breaking into premises, shutting off water mains, and dispersing obstructing crowds requirement for police officers to aid the fire brigade in executing its duties, including closing streets and removing obstructing persons immunity from liability for police officers and fire brigade members acting in good faith Procedures for investigating the origin and cause of fires and reporting to the District Magistrate Provisions for fire prevention and fire safety measures in buildings, with penalties for non-compliance fees that can be charged for the fire brigade responding to fires outside its jurisdiction powers to license fireworks displays and control their use the Act aims to establish an organized and effective fire service, empower it to respond to emergencies, and ensure fire safety in buildings and public places. It provides legal authority and protections for fire personnel, as well as penalties for obstructing fire-fighting efforts or failing to comply with fire safety requirements.

The Bureau of Indian Standards (BIS) Act, 2016

The Bureau of Indian Standards (BIS) Act, 2016 establishes the BIS as India's national standards body, replacing the previous Bureau of Indian Standards Act, 1986. The Act empowers the central government to make it mandatory for certain goods, processes, articles, etc. to carry the standard mark in the public interest, for safety, environment, national security or to prevent unfair trade practices. It allows for multiple simplified conformity assessment schemes, including self-declaration of conformity against standards, to improve ease of doing business. The Act enables product recall and repair provisions for products bearing the standard mark but not conforming to the relevant Indian standard. It also makes hallmarking of precious metal articles mandatory under the BIS (Hallmarking) Regulations, 2018.

The West Bengal Fire Services Act, 1950

The West Bengal Fire Services Act, 1950 is a state-level legislation that establishes a comprehensive legal framework for fire prevention, safety, and firefighting operations in West Bengal. The Act empowers the state government to maintain a fire brigade, require licenses for activities like setting off fireworks and operating warehouses, prescribe safety conditions for licensed premises, and impose penalties for various fire-related offenses. Through this Act, the state government is able to regulate and control fire-prone activities, ensure adequate fire safety measures, and enable effective fire-fighting capabilities to protect the people and property of West Bengal.

The Kolkata Municipal Corporation Act, 1980

The Kolkata Municipal Corporation Act, 1980 is a comprehensive legislation that governs the municipal affairs of Kolkata, West Bengal. The act establishes the Kolkata Municipal Corporation (KMC) as a body corporate with perpetual succession and a common seal, responsible for the municipal government of Kolkata. It consists of 141 elected Councillors and nominated members with special knowledge or experience in municipal administration. The KMC is structured into 144 administrative wards grouped into 16 boroughs, with various departments responsible for different municipal services such as education, healthcare, sanitation, and urban planning. The act outlines the composition and functions of the corporation, including the election of the Mayor-in-Council and the Mayor, and provides for the acquisition, holding, and disposal of property. It also includes provisions for the constitution of the corporation, the election of the Mayor and Chairman, and the term of office of these officials. The act aims to consolidate and amend the existing laws related to municipal governance, ensuring the provision of essential services to the citizens of Kolkata.

The West Bengal Panchayat Act, 1973

The West Bengal Panchayat Act, 1973 is a comprehensive legislation that reorganizes panchayats in rural areas of West Bengal. The act establishes a three-tier panchayati raj system, comprising Gram Panchayats, Panchayat Samitis, and Zilla Parishads. It outlines the composition and functions of these bodies, including the election of members, their terms of office, and the powers and duties of each tier. The act also provides for the constitution of Panchayat Samitis, the inclusion of Grams in municipalities, and the supersession of panchayats by the State Government. Additionally, it outlines the powers and duties of Gram Panchayats, including obligatory duties such as maintaining public streets and sanitation, and discretionary duties like organizing cultural activities and providing social welfare. The act aims to promote decentralization and local self-governance, ensuring the provision of essential services to rural communities in West Bengal.

CORPORATE AND COMMERCIAL LAWS

The Companies Act, 2013

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

Competition Act, 2002

The Competition Act, 2002 came into effect on June 1, 2011 and has been enacted to “prohibit anti- competitive agreements, abuse of dominant positions by enterprises” and regulate “combinations” in India. The Competition Act also established the Competition Commission of India (the “CCI”) as the authority mandated to implement the Competition Act. The Act prohibits Combinations which are likely to cause an appreciable adverse effect on competition in a relevant market in India. The CCI may enquire into all combinations, even if taking place outside India, or between parties outside India, if such combination is likely to have an appreciable adverse effect on competition in India.

Indian Contract Act, 1872

Indian Contract Act codifies the way we enter into a contract, execute a contract, implementation of provisions of contract and effects of breach of a contract. The Act consists of limiting factors subject to which a 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.

The Consumer Protection Act, 2019

The Consumer Protection Act provides better protection to the interests of consumers. This is enabled with the establishment of consumer councils and other authorities for the settlement of consumers' disputes and matters connected therewith. The Consumer Protection Act protects the consumers against any unfair/restrictive trade practice that has been adopted by any trader or service provider or if the goods purchased by him suffer from any defect or deficiency. In case of consumer disputes, the same can be referred to the redressed forums set up under the Act.

Negotiable Instruments Act, 1881

In India, any negotiable instruments such as cheques are governed by this Act, Section 138 of the Act, makes dishonor of cheques a criminal offence if the cheque is dishonored on the ground of insufficiency of funds in the account maintained by a person who draws the Cheque which is punishable with imprisonment as well as fine.

The Registration Act, 1908 ("Registration Act")

The Registration Act was passed to consolidate the enactments relating to the registration of documents. The main purpose for which the Registration Act was designed was to ensure information about all deals concerning land so that correct land records could be maintained. The Registration Act is used for proper recording of transactions relating to other immovable property also. The Registration Act provides for registration of other documents also, which can give these documents more authenticity. Registering authorities have been provided in all the districts for this purpose.

Indian Stamp Act, 1899 (the "Stamp Act")

Under the Indian Stamp Act, 1899 (the "Stamp Act") stamp duty is payable on instruments evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. Stamp duty must be paid on all instruments specified under the Stamp Act at the rates specified in the schedules to the Stamp Act. The applicable rates for stamp duty on instruments chargeable with duty vary from state to state. Instruments chargeable to duty under the Stamp Act, which are not duly stamped, are incapable of being admitted in court as evidence of the transaction contained therein and it also provides for impounding of instruments that are not sufficiently stamped or not stamped at all.

The Arbitration and Conciliation Act, 1996

This act was enacted by Parliament in the Forty-seventh Year of the Republic of India to consolidate and amend the law relating to domestic arbitration, international commercial arbitration and enforcement of foreign arbitral awards as also to define the law relating to conciliation.

EMPLOYMENT AND LABOUR LAWS

The Code on Wages, 2019 (the "Code")

The Code received the assent of the President of India on August 8, 2019. The provisions of the Code shall come into effect from the date notified in the Official Gazette by the Central Government. The Code will replace the four existing ancient laws namely (I) the Payment of Wages Act, 1936, (ii) the Minimum Wages Act, 1948, (iii) the Payment of Bonus Act, 1965, and (iv) the Equal Remuneration Act, 1976. The Code will apply to all employees' and allows the Central Government to set a minimum statutory wage.

The four existing laws are as follows:

- **The Payment of Wages Act, 1936**

Payment of Wages Act, 1936, as amended, Payment of Wages (Amendment) Act, 2017 is aimed at regulating the payment of wages to certain classes of persons employed in certain specified industries and to ensure a speedy and effective remedy for them against illegal deductions or unjustified delay caused in paying wages to them.

The Act confers on the person(s) responsible for payment of wages certain obligations with respect to the maintenance of registers and the display in such factory/establishment, of the abstracts of this Act and Rules made thereunder.

- **The Minimum Wages Act, 1948**

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

- **The Payment of Bonus Act, 1965 (the “PoB Act”)**

The PoB Act provides for payment of minimum bonus to factory employees and every other establishment in which 20 or more persons are employed and requires maintenance of certain books and registers and filing of monthly returns showing computation of allocable surplus, set on and set off of allocable surplus and bonus due.

- **The Equal Remuneration Act, 1976**

The Equal Remuneration Act, 1976 aims to provide for the payment of equal remuneration to men and women workers and for the prevention of discrimination, on the ground of sex, against women in the matter of employment and for matters connected therewith or incidental thereto. According to the Remuneration Act, no employer shall pay to any worker, employed by him/her in an establishment, a remuneration (whether payable in cash or in kind) at rates less favourable than those at which remuneration is paid by him to the workers of the opposite sex in such establishment for performing the same work or work of a similar nature. In addition, no employer shall for complying with the foregoing provisions of the Remuneration Act, reduce the rate of remuneration of any worker. No employer shall, while making recruitment for the same work or work of a similar nature, or in any condition of service subsequent to recruitment such as promotions, training or transfer, make any discrimination against women except where the employment of women in such work is prohibited or restricted by or under any law for the time being in force.

Industrial Relations Code, 2020

The Government of India enacted ‘The Industrial Relations Code, 2020’ which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume three separate legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. Currently the laws are as follows:

- **Industrial Disputes Act, 1947**

The Industrial Disputes Act, 1947 provides the procedure for investigation and settlement of industrial disputes. When a dispute exists or is apprehended, the appropriate Government may refer the dispute to a lab or court, tribunal, or arbitrator, to prevent the occurrence or continuance of the dispute, or a strike or lock-out while proceeding is pending. The labour courts and tribunals may grant appropriate relief including ordering modification of contracts of employment or reinstatement of workers. The ID Act further provides for direct access for the workers to labour courts or tribunals in case of individual disputes and provided for the constitution of grievance settlement machineries in any establishment having twenty or more workers.

- **Trade Unions Act, 1926**

Provisions of the Trade Union Act, 1926 provides that any dispute between employers and workmen or between workmen and workmen, or between employers and employers which is connected with the employment, or non-employment, or the terms of employment or the conditions of labour, of any person shall be treated as trade dispute. For every trade dispute a trade union has to be formed. For the purpose of Trade Union Act, 1926, Trade Union means combination, whether temporary or permanent, formed primarily for the purpose of regulating the relations between workmen and employers or between workmen and workmen, or between employers and employers, or for imposing restrictive condition on the conduct of any trade or business etc.

- **Industrial Employment (Standing Orders) Act, 1946 (the “Standing Orders”)**

The Standing Orders were passed by the Central Government to bring uniformity in the terms of employment in industrial establishments so as to minimize industrial conflicts. The Standing Orders play a key role in defining the terms and conditions of employment within an industrial employment. The highlights of the Standing Orders such as classification of workmen, manner of intimation to workers about work and wage related details. Attendance and conditions for leaves, conditions of termination of employment and means of redressed for workmen in different.

Code on Social Security, 2020

The Government of India enacted 'The Code on Social Security, 2020' which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume several separate legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961 and the Payment of Gratuity Act, 1972. The laws that the code shall subsume, are currently as follows –

- **Employee's Compensation Act, 1923**

The Employees' Compensation Act, 1923 provides for payment of compensation to injured employees or workmen by certain classes of employers for personal injuries caused due to an accident arising out of and during the course of employment. Under the Employees' Act, the amount of compensation to be paid depends on the nature and severity of the injury. The Employees' Act also lays down the duties/obligations of an employer and penalties in cases of non-fulfilment of such obligations thereof. There are separate methods of calculation or estimation of compensation for injury sustained by the employee. The employer is required to submit to the Commissioner for Employees' Compensation a report regarding any fatal or serious bodily injury suffered by an employee within seven days of death/serious bodily injury.

- **Employee's State Insurance Act, 1948**

It is an Act to provide for certain benefits to employees in case of sickness, maternity and 'employment injury' and to make provision for certain other matters in relation thereto. It shall apply to all factories (including factories belonging to the Government) other than seasonal factories. The ESI Act requires all the employees of the establishments to which this Act applies to be insured in the manner provided there under. Employer and employees both are required to make contribution to the fund. The return of the contribution made is required to be filed with the Employee State Insurance department.

- **Employee's Provident Fund and Miscellaneous Provisions Act, 1952**

The EPF Act is applicable to an establishment employing more than 20 employees and as notified by the government from time to time. All the establishments under the EPF Act are required to be registered with the appropriate Provident Fund Commissioner. Also, in accordance with the provisions of the EPF Act, the employers are required to contribute to the employees' provident fund the prescribed percentage of the basic wages, dearness allowances and remaining allowance (if any) payable to the employees. The employee shall also be required to make the equal contribution to the fund. The Central Government under Section 5 of the EPF Act (as mentioned above) frames Employees Provident Scheme, 1952.

- **Maternity Benefit Act, 1961**

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

- **Payment of Gratuity Act, 1972**

The Act shall apply to every factory, mine plantation, port and railway company; to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a State, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; such other establishments or class of establishments, in which ten or more employees are employed, on any day of the preceding twelve months, as the Central Government, may by notification, specify in this behalf. A shop or establishment to which this Act has become applicable shall be continued to be governed by this Act irrespective of the number of persons falling below ten at any day. The gratuity shall be payable to an employee on termination of his employment after he has rendered continuous service of not less than five years on superannuation or his retirement or resignation or death or disablement due to accident or disease. The five-year period shall be relaxed in case of termination of service due to death or disablement.

The Employees' Pension Scheme, 1995

Family pension in relation to this Act means the regular monthly amount payable to a person belonging to the family of the member of the Family Pension Fund in the event of his death during the period of reckonable service. The scheme shall apply to all the employees who become a member of the EPF or PF of the factories provided that the age of the employee should not be more than 59 years in order to be eligible for membership under this Act. Every employee who is member of EPF or PF has an option of the joining the scheme. The employer shall prepare a Family Pension Fund contribution card in respect of the all the employees who are members of the fund.

Employees' Deposit Linked Insurance Scheme, 1976

The scheme shall be administered by the Central Board constituted under section 6C of the EPF Act. The provisions relating to recovery of damages for default in payment of contribution with the percentage of damages are laid down under Section 8A of the Act. The employer falling under the scheme shall send to the Commissioner within fifteen days of the close of each month a return in the prescribed form. The register and other records shall be produced by every employer to the Commissioner or other officer so authorized shall be produced for inspection from time to time. The amount received as the employer's contribution and also Central Government's contribution to the insurance fund shall be credited to an account called as "Deposit-Linked Insurance Fund Account."

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressed) Act, 2013 (the "Act")

In order to curb the rise in sexual harassment of women at workplace, this Act was enacted for prevention and redressal of complaints and for matters connected therewith or incidental thereto. The terms sexual harassment and workplace are both defined in the Act. Every employer should also constitute an "Internal Complaints Committee" and every officer and member of the company shall hold office for a period of not exceeding three years from the date of nomination. Any aggrieved woman can make a complaint in writing to the Internal Committee in relation to sexual harassment of female at workplace. Every employer has a duty to provide a safe working environment at workplace which shall include safety from the persons coming into contact at the workplace, organizing awareness programs and workshops, display of rules relating to the sexual harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints.

Child Labour (Prohibition and Regulation) Act, 1986 (the "CLPR Act")

The "CLPR Act" seeks to prohibit the engagement of children in certain employments and to regulate the conditions of work of children in certain other employments. Part B of the Schedule to the CLPR Act strictly prohibits employment of children in cloth printing, dyeing and weaving processes and cotton ginning and processing and production of hosiery goods.

Fire Prevention Laws and The National Building Code of India, 2016

State governments have enacted laws that provide for fire prevention and life safety. Such laws may be applicable to our offices and Training Centres and include provisions in relation to providing fire safety and life saving measures by occupiers of buildings, obtaining certification in relation to compliance with fire prevention and life safety measures and impose penalties for non-compliance. the National Building Code (NBC) promulgates legal provisions governing the safety of individuals within specific categories of structures, encompassing public, residential, industrial buildings and others as stated within categories provided therein. These provisions encompass a wide array of critical aspects, including but not limited to fire safety, disaster management and precautions, as well as accessibility.

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

- **Public Liability Insurance Act, 1991 ("PLI Act")**

The Public Liability Insurance Act of 1991 is an Indian legislation aimed at providing compensation to victims of accidents occurring while handling hazardous substances. It mandates that industries dealing with such substances must have insurance coverage to compensate for any damages or injuries caused to the public. The Act sets out the requirements for liability insurance and the procedures for claims and compensation. It aims to ensure that businesses take responsibility for potential harm caused by their operations and provides a mechanism for affected parties to seek redress.

- **Inter-State Migrant Workers (Regulation of Employment and Conditions of Service) Act, 1979**

The Inter-State Migrant Workers (Regulation of Employment and Conditions of Service) Act, 1979, aims to regulate the employment and conditions of service of inter-state migrant workers in India. It requires employers to register such workers, maintain records of their employment, and ensure certain minimum conditions of work and amenities for them. The Act also provides for the licensing of contractors who recruit or employ inter-state migrant workers and imposes obligations on them regarding the payment of wages, provision of facilities, and ensuring the workers' welfare. The Act seeks to protect the rights and interests of inter-state migrant workers and prevent their exploitation.

- **Contract Labour (Regulation and Abolition) Act, 1970 (CLRA) and Contract Labour (Regulation and Abolition) Central Rules, 1971 (Contract Labour Rules)**

The Contract Labour (Regulation and Abolition) Act, 1970 (CLRA) is a key piece of legislation in India designed to regulate the employment of contract labour in certain establishments and to provide for its abolition under specific circumstances. The Act aims to ensure fair wages, proper working conditions, and to prevent exploitation by stipulating the licensing of contractors and the registration of principal employers. Complementing the CLRA, the Contract Labour (Regulation and Abolition) Central Rules, 1971 (Contract Labour Rules) provide detailed procedures and guidelines for the implementation of the Act. These rules outline the responsibilities of contractors and principal employers, including the provision of essential amenities and welfare measures for contract laborers, thereby reinforcing the regulatory framework established by the CLRA.

ENVIRONMENT RELATED LAWS

Environment Protection Act, 1986 and Environment (Protection) Rules, 1986

The Environmental Protection Act, 1986 is an “umbrella”; legislation designed to provide a framework for coordination of the activities of various central and state authorities established under various laws. The potential scope of the Act is broad, with “environment” defined to include water, air and land and the interrelationships which exist among water, air and land, and human beings and other living creatures, plants, micro-organisms and property.

The Environmental Impact Assessment Notification, 2006 (the “Notification”)

As per the Notification, any construction of new projects or activities or the expansion or modernisation of existing projects or activities as listed in the Schedule attached to the notification entailing capacity addition with change in process and or technology can be undertaken only after the prior environmental clearance from the Central Government or as the case may be, by the State Level Environment Impact Assessment Authority, duly constituted by the Central government under the provisions of the Environment (Protection) Act, 1986, in accordance with the procedure specified in the notification. The environmental clearance process for new projects comprises of four stages viz. screening, scoping, public consultation and appraisal. However, in 2016, MoEF issued a notification for integrating standard and objectively monitorable environmental conditions with building permissions for buildings of different sizes with rigorous monitoring mechanism for implementation of environmental concerns and obligations in building projects. This is in line with the objective of the Central Government to streamline the permissions for buildings and construction sector so that affordable housing can be provided to weaker sections in urban area under the scheme ‘Housing for All by 2022’ and is proposing to remove the requirement of seeking a separate environment clearance from the MoEF for individual buildings having a total build up area between 5,000 square metre and 150,000 square metre, apart from adhering to the relevant bylaws of the concerned State authorities.

The Water (Prevention and Control of pollution) Act, 1974 (the “Water Act”)

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

The Air (Prevention and Control of Pollution) Act, 1981 (the “Air Act”)

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

The Noise Pollution (Regulation & Control) Rules 2000 (“Noise Regulation Rules”)

The Noise Regulation Rules regulate noise levels in industrial, commercial and residential zones. The Noise Regulation Rules also establish zones of silence of not less than 100 meters near schools, courts, hospitals, etc. The rules also assign regulatory authority for these standards to the local district courts. Penalty for non-compliance with the Noise Regulation Rules shall be under the provisions of the Environment (Protection) Act, 1986.

The Municipal Solid Wastes (Management and Handling) Rules, 2000 (“Waste Management Rules, 2000”) as superseded by Solid Waste Management Rules, 2016 (“Waste Management Rules, 2016”)

The Waste Management Rules, 2000 applied to every municipal authority responsible for collection, segregation, storage, transportation, processing and disposal of municipal solid wastes. Any municipal solid waste generated in a city or a town, was required to be managed and handled in accordance with the compliance criteria and the procedure laid down in Schedule II of the Waste Management Rules, 2000. The Waste Management Rules, 2000 make the persons or establishments generating municipal solid wastes responsible for ensuring delivery of wastes in accordance with the collection and segregation system as notified by the municipal authority. The Waste Management Rules, 2000 have been superseded by the Waste Management Rules, 2016 which stipulate various duties of waste generators which, inter alia, include segregation and storage of waste generated by them in the manner prescribed in the Waste Management Rules, 2016; separate storage of construction and demolition waste and payment of user fee for solid waste management as specified in the bye-laws of the local bodies.

Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008 (“Hazardous Wastes Rules”)

The Hazardous Wastes Rules impose an obligation on every occupier of an establishment generating hazardous waste to recycle or reprocess or reuse such wastes in a registered recycler or to dispose of such hazardous wastes in an authorized disposal facility. Every person engaged, inter alia, in the generation, processing, treatment, package, storage and destruction of hazardous waste is required to obtain an authorization from the relevant state PCB for collecting, recycling, reprocessing, disposing, storing and treating the hazardous waste.

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

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

National Environmental Policy, 2006

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

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

National Green Tribunal Act, 2010

The NGT Act is an act under which the National Green Tribunal ("NGT") has been constituted for the effective and expeditious disposal of cases relating to environmental protection and conservation of forests and other natural resources including enforcement of any legal right relating to environment and giving relief and compensation for damages to persons and property and for matters connected therewith or incidental thereto. The Tribunal's jurisdiction in environmental matters shall provide speedy environmental justice and help reduce the burden of litigation in the higher courts. The Tribunal shall not be bound by the procedure laid down under the Code of Civil Procedure, 1908, but shall be guided by principles of natural justice. The tribunal is mandated to make and endeavour for disposal of applications or appeals finally within 6 months of filing of the same. Initially, the NGT is proposed to be set up at five places of sittings and will follow circuit procedure for making itself more accessible; New Delhi is the Principal Place of Sitting of the Tribunal and Bhopal, Pune, Kolkata, Allahabad and Chennai shall be the other place of sitting of the Tribunal.

TAX RELATED LEGISLATIONS

Goods and Service Tax (GST)

Goods and Services Tax (GST) is levied on supply of goods or services or both jointly by the Central and State Governments. It was introduced as The Constitution (One Hundred and First Amendment) Act 2017 and is governed by the GST Council. GST provides for imposition of tax on the supply of goods or services and will be levied by Centre on intra-state supply of goods or services and by the States including Union territories with legislature/ Union Territories without legislature respectively. A destination based consumption tax GST would be a dual GST with the center and states simultaneously levying tax with a common base. The GST law is enforced by various acts viz. Central Goods and Services Act, 2017 (CGST), State Goods and Services Tax Act, 2017 (SGST), Union Territory Goods and Services Tax Act, 2017 (UTGST), Integrated Goods and Services Tax Act, 2017 (IGST) and Goods and Services Tax (Compensation to States) Act, 2017 and various rules made thereunder. It replaces following indirect taxes and duties at the central and state levels:

Central Excise Duty, Duties of Excise (Medicinal and Toilet Preparations), additional duties on excise– goods of special importance, textiles and textile products, commonly known as CVD – special additional duty of customs, service tax, central and state surcharges and cesses relating to supply of goods and services, state VAT, Central Sales Tax, Luxury Tax, Entry Tax (all forms), Entertainment and Amusement Tax (except when levied by local bodies), taxes on advertisements, purchase tax, taxes on lotteries, betting and gambling.

Integrated Goods and Service Tax Act, 2017

Integrated Goods and Services Tax Act, 2017 ("IGST Act") is a Central Act enacted to levy tax on the supply of any goods and/ or services in the course of inter-State trade or commerce. IGST is levied and collected by Centre on interstate supplies. The IGST Act sets out the rules for determination of the place of supply of goods. Where the supply involves movement of goods, the place of supply shall be the location of goods at the time at which the movement of goods terminates for delivery to the recipient. The IGST Act also provides for determination of place of supply of service where both supplier and recipient are located in India or where supplier or recipient is located outside India. The provisions relating to assessment, audit, valuation, time of supply, invoice, accounts, records, adjudication, appeal etc. given under the CGST Act are applicable to IGST Act. Further, the Company is also governed by the Maharashtra Goods and Services Tax Act, 2017 for levy and collection of tax on intra-State supply of goods and services or both.

Further, the Company is also governed by the Odisha Goods and Services Tax Act, 2017 for levy and collection of tax on intra-State supply of goods and services or both.

Customs Act, 1962 and the Customs Tariff Act, 1975

The provisions of the Customs Act, 1962 and Rules made there under are applicable at the time of import of goods into India from a place outside India or at the time of export of goods out of India to a place outside India. Any company requiring to import or export any goods is required to get itself registered under this Act and obtain an IEC (Importer Exporter Code). The Customs Tariff Act, 1975 provides the rates at which duties of customs will be levied under the Customs Act, 1962.

The Income Tax Act, 1961

The Income Tax Act, 1961 deals with the taxation of individuals, corporate, partnership firms and others. As per the provisions of this Act the rates at which they are required to pay tax is calculated on the income declared by them or assessed by the authorities, after availing the deductions and concessions accorded under the Act. The maintenance of Books of Accounts and relevant supporting documents and registers are mandatory under the 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 Act.

The West Bengal State Tax on Professions, Trades, Callings and Employments Act, 1979

The West Bengal State Tax on Professions, Trades, Callings and Employments Act, 1979 provides for the levy and collection of tax on professions, trades, callings and employments in the state of West Bengal to raise additional resources for the state's benefit. The Act applies to the whole of West Bengal and came into force on April 1, 1979. It defines "employee" as a person employed on salary or wages, including government servants, employees of government-controlled bodies, and those engaged in any employment. Employers are responsible for deducting and paying the profession tax on behalf of their employees. The Act prescribes different tax rates based on the monthly salary/wage slabs of employees, and certain classes of persons like legal, medical and technical professionals are taxed at higher rates based on their years of standing in the profession. The State Government can exempt any class of persons from the tax levy in public interest.

INTELLECTUAL PROPERTY LEGISLATIONS

In general the Intellectual Property Rights includes but is not limited to the following enactments:

- The Patents Act, 1970
- The Trade Marks Act, 1999
- Design Act, 2000

Indian Patents Act, 1970

A patent is an intellectual property right relating to inventions and is the grant of exclusive right, for limited period, provided by the Government to the patentee, in exchange of full disclosure of his invention, for excluding others from making, using, selling, importing the patented product or process producing that product. The term invention means a new product or process involving an inventive step capable of industrial application.

Trade Marks Act, 1999 (“TM Act”)

The Trade Marks Act, 1999 provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and heading and obtaining relief in case of infringement for commercial purposes as a trade description. The TM Act prohibits any registration of deceptively similar trademarks or chemical compounds among others. It also provides for penalties for infringement, falsifying and falsely applying for trademarks.

The Designs Act, 2000

The Designs Act, 2000 is an Indian law that deals with the registration of designs, copyright in registered designs, industrial and international exhibitions, legal proceedings, powers and duties of Controller of Design, and other related matters. It came into force on May 11, 2001, and replaced the Designs Act, 1911, with some minor changes and additional provisions relating to the TRIPS Agreement. The Act defines a design as the features of shape, configuration, pattern, ornament, or composition of lines or colors applied to any article, which appeal to and are judged solely by the eye. The Act provides for the registration of designs, and by registering a design, the owner obtains certain exclusive rights over the design for a period of 15 years. The Act also prescribes an easy and clear procedure for registering one's design. However, the protection period of 15 years is seen as a disadvantage by some.

FOREIGN TRADE REGULATIONS

Foreign Exchange Management Act, 1999 (the “FEMA”) and Regulations framed thereunder

As laid down by the FEMA Regulations, no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the automatic route within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIPB and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India. Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations, and notifications there under, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India

Foreign Trade (Development and Regulation) Act, 1992 (“FTA”)

The 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 specified cases of foreign trade. The FTA read with the Foreign Trade Policy, 2023 provides that no person or company can make exports or imports without having obtained an importer exporter code (“IEC”) number unless such person or company is specifically exempted. The application process for obtaining an IEC number or updation in the IEC number is completely online. Failure to obtain the IEC number shall attract penalty under the FTA.

Ownership restriction of FII

Under the portfolio investment scheme, the total holding of all FIIs together with their sub-accounts in an Indian company is subject to a cap of 24% of the paid-up capital of a company, which may be increased up to the percentage of sectoral cap on FDI in respect of the said company pursuant to a resolution of the board of directors of the company and the approval of the shareholders of the company by a special resolution in a general meeting. The total holding by each FII, or in case an FII is investing on behalf of its sub-account, each sub-account should not exceed 10% of the total paid-up capital of a company.

Laws related to Overseas Investment by Indian Entities

Overseas investment by Indian Entities are governed under Foreign Exchange Management Act, 1999 under which the central Government of India have notified Foreign Exchange Management (Overseas Investment) Rules, 2022 in suppression of Foreign Exchange Management (Transfer or Issue of Any Foreign Security) Regulations, 2004 and the Foreign Exchange Management (Acquisition and Transfer of Immovable Property Outside India) Regulations, 2015. Followed by the rules, RBI has vide notification no. RBI/2022-2023/110, A.P. (DIR Series) Circular No.12 dated August 22, 2022 have issued Foreign Exchange Management (Overseas Investment) Directions, 2022 and Foreign Exchange Management (Overseas Investment) Regulations, 2022. These legislations frame the investment fields, mode and cap for various sectors and regions, by any person resident in India and the reporting requirements.

Foreign Trade Policy, 2023

The Central Government of India in exercise of powers conferred under Section 5 of the Foreign Trade (Development & Regulation) Act, 1992 (No. 22 of 1992) [FT (D&R) Act], as amended, has notified Foreign Trade Policy (FTP) 2023 which is effective from April 01, 2023 and shall continue to be in operation unless otherwise specified or amended. It provides for a framework relating to export and import of goods and services. All exports and imports made up to 31.03.2023 shall, accordingly, be governed by the relevant FTP, unless otherwise specified.

OTHER APPLICABLE LAWS

The Insolvency and Bankruptcy Code, 2016

The Insolvency and Bankruptcy Code, 2016 cover Insolvency of companies, Limited Liability partnerships (LLPs), unlimited liability partnerships, and individuals. The IBC 2016 has laid down a collective mechanism for resolution of insolvencies in the country by maintaining a delicate balance for all stakeholders to preserve the economic value of the process in a time bound manner. The code empowers any creditor of a Corporate Debtor (CD), irrespective of it being a Financial Creditor (FC) or Operational Creditor (OC) or secured or unsecured creditor, or the Corporate Debtor itself, to make an application

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before the Adjudicating Authority (AA) to initiate Corporate Insolvency Resolution Process (CIRP) against a Corporate Debtor, at their discretion, in the event of there being a default by the Corporate Debtor in payment of their dues for an amount as specified from time to time. On initiation of the Said CIRP, a resolution to be sought for the company within a time bound time period of 180 days.

The Micro, Small and Medium Enterprises Act, 2006

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

- where the investment in Plant and Machinery or Equipment does not exceed one crore rupees and turnover does not exceed five crore rupees shall be regarded as a Micro Enterprise;
- where the investment in Plant and Machinery or Equipment does not exceed ten crore rupees and turnover does not exceed fifty crore rupees shall be regarded as a Small 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 shall be regarded as a Medium Enterprise.

The MSMED Act provides for the memorandum of micro, small and medium enterprises to be submitted by the relevant enterprises to the prescribed authority. While it is compulsory for medium enterprises engaged in manufacturing to submit the memorandum, the submission of the memorandum by micro and small enterprises engaged in manufacturing is optional. The MSMED Act defines a supplier to mean a micro or small enterprise that has filed a memorandum with the concerned authorities. The MSMED Act ensures that the buyer of goods makes payment for the goods supplied to him immediately or before the date agreed upon between the buyer and supplier.

The MSMED Act provides that the agreed period cannot exceed forty-five days from the day of acceptance of goods it also stipulates that in case the buyer fails to make payment to the supplier within the agreed period, then the buyer will be liable to pay compound interest at three times of the bank rate notified by the Reserve Bank of India from the date immediately following the date agreed upon. The MSMED Act also provides for the establishment of the Micro and Small Enterprises Facilitation Council ("Council"). The Council has jurisdiction to act as an arbitrator or conciliator in a dispute between the supplier located within its jurisdiction and a buyer located anywhere in India.

The MSMED act provides for appointment and establishment of National Board by the Central Government for MSME enterprise with its head office at Delhi. The Central Government may from time to time for the purpose of promotion and development of the MSME and to enhance the competitiveness in the sector organise such programmes, guidelines or instructions, as it may deem fit. In case of any offences under this act, no court inferior to that of Metropolitan Magistrate or Chief Metropolitan Magistrate shall try the offence under this Act.

Municipality Laws

Pursuant to the Seventy Fourth Amendment Act, 1992, the respective State Legislatures in India have the power to endow the Municipalities (as defined under Article 243Q of the Constitution of India) with the power to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India which includes regulation of public health. The respective States of India have enacted laws empowering the Municipalities to regulate public health including the issuance of a health trade license for operating eating outlets and implementation of regulations relating to such license along with prescribing penalties for non-compliance.

Approvals from Local Authorities

Approvals from Local Authorities Setting up of a factory or manufacturing / housing unit entails the requisite planning approvals to be obtained from the relevant Local Panchayat(s) outside the city limits and appropriate Metropolitan Development Authority within the city limits. Consents are also required from the state pollution control board(s), the relevant state electricity board(s), the state excise authorities, sales tax, among others, are required to be obtained before commencing the building of a factory or the start of manufacturing operations.

The West Bengal Shops and Establishments Act, 1963

The West Bengal Shops and Establishments Act, 1963 is a state-level legislation that comprehensively regulates the working conditions and employment terms in shops, commercial establishments, restaurants, theatres, and other such enterprises operating in West Bengal. The Act mandates the registration and licensing of all such establishments, prescribes maximum working hours and entitlements for employees like paid holidays and leave, lays down basic health and safety standards for

the workplace, requires timely payment of wages and overtime compensation, and empowers the government to appoint inspectors to enforce compliance, with penalties for violations. As a comprehensive framework governing the employment practices and workplace environment in the commercial sector of West Bengal, compliance with the Shops and Establishments Act is mandatory for all relevant establishments in the state.

Information Technology Act, 2000 (the “IT Act”) and the rules made thereunder

The IT Act seeks to: (i) provide legal recognition to transactions carried out by various means of electronic data interchange involving alternatives to paper-based methods of communication and storage of information; (ii) facilitate electronic filing of documents; and (iii) create a mechanism for the authentication of electronic documentation through digital signatures. The IT Act provides for extraterritorial jurisdiction over any offence or contravention under the IT Act committed outside India by any person, irrespective of their nationality, if the act or conduct constituting the offence or contravention involves a computer, computer system or computer network located in India. Additionally, the IT Act empowers the Government of India to direct any of its agencies to intercept, monitor or decrypt any information in the interest of sovereignty, integrity, defence and security of India, among other things. The Information Technology (Procedure and Safeguards for Blocking for Access of Information by Public) Rules, 2009 specifically permit the Government of India to block access of any information generated, transmitted, received, stored or hosted in any computer resource by the public, the reasons for which are required to be recorded by it in writing.

The IT Act facilitates electronic commerce by recognizing contracts concluded through electronic means, protects intermediaries in respect of third-party information liability and creates liability in the form of payment of damages by way of compensation on a body corporate for failure to protect sensitive personal data. The IT Act also prescribes civil and criminal liability including fines and imprisonment for computer related offences including those relating to unauthorized access to computer systems, tampering with or unauthorised manipulation of any computer, computer system or computer network and damaging computer systems, and creates liability for negligence in dealing with or handling any sensitive personal data or information in a computer resource and in maintaining reasonable security practices and procedures in relation thereto, among others.

The IT Act empowers the Government of India to formulate rules with respect to reasonable security practices and procedures and sensitive personal data. In exercise of this power, the Department of Information Technology, (“DoIT”) Ministry of Electronics and Information Technology, Government of India, in April 2011, notified the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 (“IT Security Rules”) which prescribe directions for the collection, disclosure, transfer and protection of sensitive personal data by a body corporate or any person acting on behalf of a body corporate. The IT Security Rules require every such body corporate to provide a privacy policy for handling and dealing with personal information, including sensitive personal data, ensuring security of all personal data collected by it and publishing such policy on its website. The IT Security Rules further require that all such personal data be used solely for the purposes for which it was collected, and any third-party disclosure of such data is made with the prior consent of the information provider, unless contractually agreed upon between them or where such disclosure is mandated by law.

The DoIT also notified the Information Technology (Intermediaries Guidelines and Digital Media Ethics Code) Rules, 2021 (“IT Intermediary Rules”) requiring intermediaries and publishers receiving, storing, transmitting, or providing any service with respect to electronic messages or any other information to not knowingly host, publish, transmit, select or modify any information prohibited under the IT Intermediary Rules, to disable hosting, publishing, transmission, selection or modification of such information once they become aware of it, as well as specifying the due diligence to be observed by intermediaries. The IT Intermediary Rules further requires the intermediaries to provide for a grievance redressal mechanism and appoint a nodal officer and a resident grievance officer.

OUR HISTORY AND CERTAIN CORPORATE MATTERS

HISTORY AND BACKGROUND

Our company was originally incorporated as a Private Limited Company under the name “*Spinaroo Commercial Private Limited*” on August 17, 2012, in accordance with the Companies Act, 1956. We received a fresh certificate of incorporation, bearing the corporate identification number U74999WB2012PTC184812, from the Registrar of Companies, West Bengal. Subsequently, our company converted into a public limited company, resulting in a name change to “*Spinaroo Commercial Limited*”. This alteration was formally recorded in a new Certificate of Incorporation dated August 22, 2024, with the Corporate Identification Number U74999WB2012PLC184812, issued by the Registrar of Companies, Central Processing Centre.

ADDRESS OF OUR BUSINESS PREMISES

| | |
|--|--|
| Registered Office and Factory (Unit I) | Jalan Industrial Complex Gate-1, Right Lane-6, P.O. Jangalpur, Begri Gram Panchayat, Howrah- 711 411, West Bengal, India |
| Factory (Unit II) | Jalan Industrial Complex Gate-1, Right Lane-3, P.O. Jangalpur, Begri Gram Panchayat, Howrah- 711 411, West Bengal, India |

CHANGES IN REGISTERED OFFICE OF THE COMPANY SINCE INCORPORATION

| Date | Details of Registered Office | Reason for Change |
|-------------------------|---|---------------------------------|
| <i>At Incorporation</i> | <i>5 Karl Max Sarani, Kidderpore, Kolkata- 700023, West Bengal, India</i> | --- |
| <i>January 17, 2013</i> | <i>37, Ezra Street, BNC Chamber, 1st Floor, Room no. A5, Kolkata-700001, West Bengal, India</i> | <i>For Business Convenience</i> |
| <i>May 02, 2013</i> | <i>5 Karl Max Sarani, Kidderpore, Kolkata- 700023, West Bengal, India</i> | <i>For Business Convenience</i> |
| <i>August 26, 2014</i> | <i>Jalan Industrial Complex Gate-1, Right Lane-6, P.O. Jangalpur, Begri Gram Panchayat, Howrah- 711 411</i> | <i>For Business Convenience</i> |

MAIN OBJECTS OF OUR COMPANY:

*The Main objects of our Company as set forth in the Memorandum of Association of our Company are as follows:

1. To carry on the business as buyer, seller, trader, distributor, marketing, multilevel marketing, network marketing, agents and insurance corporate agents, dealers, stockiest, commission agent, broker and sub-broker, merchant of consumer goods particularly in cosmetics, perfumes, soap, essences, lotions, creams, powders, tooth pastor, deodorants and also act as a indenters, distributors, packers of all kinds of computer, computer stationary, rubberized cloth, paper and pulp, food grains, dairy products, soap detergents and detergents chemical, confectioners, surgical, diagnostic medical pulse, leather and leather goods, iron and steel, ferrous and non-ferrous metals, developers and construction materials, tea merchants, jute and jute products, textile cotton, synthetic fiber, silk, ready-made garments, hosiery design materials, wood and wood products timber, cosmetic stationery tools and hardware, plastics, grain, rubber and rubber products, fertilizers, agriculture, fruit products, industrial products, computer data materials paints, alcohol, liquor, edible and non-edible oils and fats, drugs, plant and machinery, engineering goods, office equipment's, hospital equipment medicines, automobile parts, electric and electronics components, toys, consumer products and all other kinds of goods and merchandise, mediators and articles of consumption of all kinds and setting up of departmental stores.

2. To manufacture, produce, fabricate, design, develop, process, assemble, refine, make, convert, import, export, trade, buy, sell, whether as retailers, wholesalers, suppliers, indenters, packers, stockists, agents, merchants, distributors, consignors, jobbers, brokers or otherwise deal in all shapes, sizes, specifications, gauges, thickness, dimensions and varieties of aluminium ore, aluminium, aluminium utensils, wires, aluminium furniture, tools, equipment, plants, tubes, packing materials, springs, plates, circles, coils, foils, powder, rails, rods, squares, grills, doors, windows, their parts, accessories, components, paper cups, paper plates, raw materials for paper plates and paper cups, paper sheets, paper cup related machines and parts, plastics and plastics related packaging products, food packaging boxes or any product in which aluminium, paper or plastic is used.

*Our Company has altered the Main Objects of the Company as mentioned in “Clause A” of our MOA vide Special Resolution dated August 29, 2024 passed by the shareholders of the Company as mentioned above to clearly articulate our present and future objectives.

AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION AND ARTICLE OF ASSOCIATION OF OUR COMPANY

Since the incorporation of our Company, the following changes have been made to the Memorandum of Association and Article of Association:

| Date of Amendment / Shareholders' resolution | Nature of Amendment |
|--|---|
| August 20, 2014 | Alternation in the Clause V of Memorandum of Association pursuant to increase in Authorised Share Capital from ₹ 1,00,000/- divided into 10,000 Equity Shares of ₹ 10/- each to ₹ 25,00,000/- divided into 2,50,000 Equity Shares of ₹ 10/- each. |
| September 26, 2017 | Alternation in the Clause V of Memorandum of Association pursuant to increase in Authorised Share Capital from ₹ 25,00,000/- divided into 2,50,000 Equity Shares of ₹ 10/- each to ₹ 50,00,000/- divided into 5,00,000 Equity Shares of ₹ 10/- each. |
| September 29, 2018 | Alternation in the Clause V of Memorandum of Association pursuant to increase in Authorised Share Capital from ₹ 50,00,000/- divided into 5,00,000 Equity Shares of ₹ 10/- each to ₹ 1,00,00,000/- divided into 10,00,000 Equity Shares of ₹ 10/- each. |
| May 31, 2024 | <p>Alternation in the Clause V of Memorandum of Association pursuant to increase in Authorised Share Capital from ₹ 1,00,00,000/- divided into 10,00,000 Equity Shares of ₹ 10/- each to ₹ 7,00,00,000/- divided into 70,00,000 Equity Shares of ₹ 10/- each.</p> <p>Amendment to Clause I of the Memorandum of Association to reflect the alteration in the company's name from "Spinaroo Commercial Private Limited" to "Spinaroo Commercial Limited" consequent to its conversion from a private limited company to a public limited company.</p> <p>Adoption of new set of Articles of Association</p> |
| August 29, 2024 | <p>Amendment in the Clause III of the Memorandum of Association to append the following sub-clause 2 after sub-clause 1 of Clause III (A): -</p> <p>To manufacture, produce, fabricate, design, develop, process, assemble, refine, make, convert, import, export, trade, buy, sell, whether as retailers, wholesalers, suppliers, indenters, packers, stockists, agents, merchants, distributors, consignors, jobbers, brokers or otherwise deal in all shapes, sizes, specifications, gauges, thickness, dimensions and varieties of aluminium ore, aluminium, aluminium utensils, wires, aluminium furniture, tools, equipment, plants, tubes, packing materials, springs, plates, circles, coils, foils, powder, rails, rods, squares, grills, doors, windows, their parts, accessories, components, paper cups, paper plates, raw materials for paper plates and paper cups, paper sheets, paper cup related machines and parts, plastics and plastics related packaging products, food packaging boxes or any product in which aluminium, paper or plastic is used.</p> |

CORPORATE PROFILE OF OUR COMPANY

Details regarding the description of our Company’s activities, services, products, market, growth, technology, managerial competence, standing with reference to prominent competitors, major suppliers, distributors and customers, segment, capacity/facility creation, launch of key products, entry in new geographies, capacity built-up, location of manufacturing facilities, marketing and competition, please refer to the chapters titled “**Our Business**”, “**Our Management**” and “**Management’s Discussion and Analysis of Financial Position and Results of Operations**” on pages 104, 144 and 200 respectively, of this Draft Prospectus.

MAJOR EVENTS AND MILESTONES IN THE HISTORY OF OUR COMPANY

The table below sets forth some of the major events in the history of our Company:

| <i>Calendar Year</i> | <i>Key Events & Milestones</i> |
|----------------------|--|
| 2012 | <i>Company incorporated as a Private Limited Company in the name of “Spinaroo Commercial Private Limited”</i> |
| 2014 | <i>Establishment of the manufacturing facility in Jalan Industrial Complex Gate-1, Right Lane-6, P.O. Jangalpur, Begri Gram Panchayat, Howrah- 711 411, West Bengal, India</i> |
| 2018 | <i>Establishment of the manufacturing facility in Jalan Industrial Complex Gate-1, Right Lane-3, P.O. Jangalpur, Begri Gram Panchayat, Howrah- 711 411, West Bengal, India</i> |
| 2021 | <i>Received Quality Management System certificate – ISO 9001:2015</i> |
| 2024 | <i>Company converted from Private Limited Company to Public Limited Company i.e., “Spinaroo Commercial Limited”</i> |

SIGNIFICANT FINANCIAL AND STRATEGIC PARTNERSHIPS

As on the date of this Draft Prospectus, our Company does not have any significant strategic or financial partners.

TIME/COST OVERRUN IN SETTING UP PROJECTS

As on the date of this Draft Prospectus, there has been no time and cost overruns in the Company.

LAUNCH OF KEY PRODUCTS OR SERVICES, ENTRY INTO NEW GEOGRAPHIES OR EXIT FROM EXISTING MARKETS, CAPACITY/FACILITY CREATION OR LOCATION OF STORES

For details of key products or services launched by our Company, entry into new geographies or exit from existing markets, capacity/ facility creation and location of stores, see “*Our Business*” and “*History and Certain Corporate Matters*” on pages 104 and 140 of this draft prospectus.

DEFAULTS, RESCHEDULING OR RESTRUCTURING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/BANKS

As on the date of this Draft Prospectus, there has been no default, rescheduling or restructuring of borrowings with financial institutions or banks.

DETAILS REGARDING MATERIAL ACQUISITIONS OR DIVESTMENTS OF BUSINESS/UNDERTAKINGS, MERGERS, AMALGAMATION, REVALUATION OF ASSETS, ETC. IN THE LAST 10 YEARS

Except as mentioned in chapter “*History and Certain Corporate Matters*” beginning on page no. 140, our Company has not made any material acquisitions or divestments of any business or undertakings, mergers, amalgamation or revaluation of assets in the last 10 years preceding the date of this Draft Prospectus.

HOLDING COMPANY

We do not have any holding company.

JOINT VENTURES OF OUR COMPANY

As on the date of this Draft Prospectus, our Company does not have any joint ventures.

SUBSIDIARIES OF OUR COMPANY

As on the date of this Draft Prospectus, our Company does not have any subsidiaries.

ASSOCIATES OF OUR COMPANY

As on the date of this Draft Prospectus, our Company does not have any associates.

DETAILS OF SHAREHOLDERS' AGREEMENT

As on date of this Draft Prospectus, there are no subsisting shareholders' agreements among our shareholders vis-à-vis our Company.

AGREEMENTS WITH KEY MANAGERIAL PERSONNEL OR SENIOR MANAGEMENT, DIRECTORS, PROMOTERS OR ANY OTHER EMPLOYEE

Neither our Promoters, nor any of the Key Managerial Personnel or Senior Management, Directors or employees of our Company have entered into an agreement, 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 the dealings of the securities of our Company.

MATERIAL AGREEMENTS

Our Company has not entered into any other subsisting material agreement, including with strategic partners, joint venture partners or financial partners, other than in the ordinary course of business.

For details on business agreements of our Company, see "*Our Business*" beginning on page 104 of this Draft Prospectus.

GUARANTEES GIVEN BY OUR PROMOTERS

Our Promoters have not given any guarantee to any third parties as on the date of this Draft Prospectus.

CAPITAL RAISING (DEBT / EQUITY)

Except as set out in the Sections titled "*Capital Structure*" and "*Financial Indebtedness*" beginning on page no 59 and 198 respectively of this Draft prospectus, our Company has not raised any capital in the form of Equity Shares or debentures.

INJUNCTION OR RESTRAINING ORDER

Our company is not operating under any injunction or restraining order.

DETAILS REGARDING PAST PERFORMANCE OF THE COMPANY.

For details in relation to our past financial performance in the previous 3 (three) financial years, please refer to Section titled "*Financial Statements as restated*" beginning on page no. 169 of this Draft prospectus.

CHANGES IN THE ACTIVITIES OF OUR COMPANY DURING THE LAST TEN (10) YEARS

Except as mentioned in chapter "*Our History and Certain Corporate Matters*" beginning on page no. 140 there have been no changes in the activity of our Company during the last ten (10) years preceding as on the date of this Draft prospectus, which may have had a material effect on the profits or loss, including discontinuance of the lines of business, loss of agencies or markets and similar factors of our Company.

SHAREHOLDERS OF OUR COMPANY

As on the date of this Draft Prospectus, our Company has 9 (Nine) shareholders. For further details in relation to the current shareholding pattern, please refer to Section titled "*Capital Structure*" beginning on page no. 59 of this Draft Prospectus.

OUR MANAGEMENT

BOARD OF DIRECTORS

As per the Articles of Association, our Company is required to have not less than 3 (Three) directors and not more than 15 (Fifteen) Directors subject to the applicable provisions of the Companies Act, 2013.

As on the date of Draft Prospectus, our Company has 5 (Five) Directors on our Board, 1 (One) Managing Director, 1 (One) Executive Director, 3 (Three) Non-Executive Directors, including 2 (Two) Independent Directors. There is 1 (One) Woman Director in our Board.

The details of the Directors are as follows:

| Sl. No. | Name of the Director | DIN | Current Designation | Date of Joining# |
|---------|----------------------|----------|--------------------------|------------------|
| 1 | Aditya Todi | 01914193 | Managing Director | 06-03-2014 |
| 2 | Amit Sultania | 00548098 | Executive Director & CFO | 06-03-2014 |
| 3 | Pushp Deep Rungta | 10637697 | Non-Executive Director | 30-05-2024 |
| 4 | Rajesh Kumar Murarka | 10670428 | Independent Director | 29-08-2024 |
| 5 | Shikha Gupta | 10654047 | Independent Director | 17-09-2024 |

Original date of appointment as per MCA database.

The following table sets forth details regarding the Board of Directors as on the date of this draft prospectus:

| Sl. No. | Particulars | Details |
|----------------|--|---|
| 1 | Name of the Director | Aditya Todi |
| | Father's Name | Satyapal Todi |
| | Residential Address | 49/51, Price Gulam Md. Shah Road, Tollygunge, Kolkata – 700033, West Bengal, India |
| | Date of Birth | 26-03-1974 |
| | Age | 50 years |
| | Designation | Managing Director |
| | DIN | 01914193 |
| | Occupation | Business |
| | Nationality | Indian |
| | Qualification | Bachelor of Commerce |
| | No. of Years of Experience | Over 15 years of experience in construction sector and handling manufacturing of disposable products, for further details please refer "Brief Biographies of Directors" as mentioned below. |
| | Date of Appointment | 06-03-2014; Redesignated as Managing Director with effect from 29-08-2024 |
| | Terms of Appointment | Appointed for a period of 3 years; liable to retire by rotation |
| | Directorship in other companies | <ul style="list-style-type: none"> • Avighna Enclave Private Limited • New Age Dealmark Private Limited • Derris Infrastructure Private Limited • Radical Nirmans Private Limited • Spino Poly Products Private Limited • Anulekha Real Estate Private Limited • Todi Infrastructure Private Limited |
| Other Ventures | <ul style="list-style-type: none"> • Azalea Aavas LLP • Azalea Developers LLP • Aditya Todi (HUF) | |

| Sl. No. | Particulars | Details |
|----------------|--|---|
| 2 | Name of the Director | Amit Sultania |
| | Father's Name | Bijay Kumar Sultania |
| | Residential Address | Active Acres, BL-3, Floor-2, Flat No. 2C, 54/10 D.C. Dey Road, Dhapa Bazar, Tangra, Kolkata – 700015, West Bengal, India |
| | Date of Birth | 02-09-1977 |
| | Age | 47 years |
| | Designation | Executive Director & CFO |
| | DIN | 00548098 |
| | Occupation | Business |
| | Nationality | Indian |
| | Qualification | Bachelor of Commerce |
| | No. of Years of Experience | Over 16 years of experience in Clearing and Forwarding business, handling manufacturing of disposable products, for further details please refer “Brief Biographies of Directors” as mentioned below. |
| | Date of Appointment | 06-03-2014; Re-designated as an Executive Director with effect from 26-08-2024 |
| | Terms of Appointment | Liable to retire by rotation |
| | Directorship in other companies | <ul style="list-style-type: none"> • Spino Paper Products Private Limited • Spino Poly Products Private Limited • Jumac Detergents Private Limited |
| Other Ventures | <ul style="list-style-type: none"> • Sultania & Sons (Proprietorship Firm) • Amit Sultania & (HUF) • Dokania International (Partnership Firm) • APS Warehousing Co. (Partnership Firm) | |

| Sl. No. | Particulars | Details |
|----------------|---|--|
| 3 | Name of the Director | Pushp Deep Rungta |
| | Father's Name | Pramod Dayal Rungta |
| | Residential Address | Mani Karn, Flat 9SB, 3B R.M.M, Garden Lane, Belehata, Kolkata - 700 010, West Bengal, India |
| | Date of Birth | 12-02-1996 |
| | Age | 28 years |
| | Designation | Non-Executive Director |
| | DIN | 10637697 |
| | Occupation | Professional |
| | Nationality | Indian |
| | Qualification | Chartered Accountant |
| | No. of Years of Experience | Over 5 years of experience in Accounts, Finance and Taxation, for further details please refer “Brief Biographies of Directors” as mentioned below |
| | Date of Appointment | 30-05-2024 |
| | Terms of Appointment | Liable to retire by rotation |
| | Directorship in other companies | Nil |
| Other Ventures | <ul style="list-style-type: none"> • P. D. Rungta & Co. (Partnership Firm) | |

| Sl. No. | Particulars | Details |
|---------------------------------|---|---|
| 4 | Name of the Director | Rajesh Kumar Murarka |
| | Father's Name | Matadin Murarka |
| | Residential Address | Chameli Apartment, Flat -1B, 22 Narayan Tala West Deshbandhu Nagar, Baguiati, Kolkata-700059, West Bengal, India |
| | Date of Birth | 01-05-1978 |
| | Age | 46 years |
| | Designation | Independent Director |
| | DIN | 10670428 |
| | IDDB Registration No. with IICA | IDDB-NR-202407-061848, valid from July 23, 2024 to July 22, 2025 |
| | Occupation | Professional |
| | Nationality | Indian |
| | Qualification | Chartered Accountant |
| | No. of Years of Experience | More than 14 years of experience in providing audit and assurance services and tax planning, for further details please refer "Brief Biographies of Directors" as mentioned below |
| | Date of Appointment | 29-08-2024 |
| | Terms of Appointment | For 5 years till August 28, 2029; Not liable to retire by rotation |
| Directorship in other companies | Nil | |
| Other Ventures | <ul style="list-style-type: none"> M Rajesh & Co. (Partnership Firm) Rajesh Kumar Murarka HUF | |

| Sl. No. | Particulars | Details |
|---------------------------------|---|---|
| 5 | Name of the Director | Shikha Gupta |
| | Father's Name | Shree Kant Gupta |
| | Residential Address | Sunrise Towers, Tower-2. 8th Floor, Flat 8G. 134-B, Beliaghata Road. Tangra, Kolkata- 700015, West Bengal, India |
| | Date of Birth | 03-08-1981 |
| | Age | 43 years |
| | Designation | Independent Director |
| | DIN | 10654047 |
| | IDDB Registration No. with IICA | IDDB-DI-202406-061108, Valid from June 27, 2024 till Lifetime |
| | Occupation | Professional |
| | Nationality | Indian |
| | Qualification | LLB; Company Secretary |
| | No. of Years of Experience | More than 15 years of experience in the areas of Secretarial, Corporate and Legal Affairs, for further details please refer "Brief Biographies of Directors" as mentioned below |
| | Date of Appointment | 17-09-2024 |
| | Terms of Appointment | For 5 years till September 16, 2029; Not liable to retire by rotation |
| Directorship in other companies | <ul style="list-style-type: none"> Shree Bahubali Stock Broking Limited | |
| Other Ventures | <ul style="list-style-type: none"> Shikha G & Associates (Proprietorship Firm) | |

BRIEF BIOGRAPHIES OF THE DIRECTORS:

Mr. Aditya Todi, aged about 50 years, is one of the Promoters and Managing Director of our Company. He holds a Bachelor of Commerce degree from the University of Varanasi, which he completed in 1994. With over 15 years of experience in the construction sector and over 10 years of experience in handling the manufacturing of disposable products, Mr. Todi has made significant contributions. Under the auspices of several companies engaged in residential flat construction and related projects, he has successfully completed multiple ventures. His association with our company began in 2014, during which he actively participated in day-to-day operations. Recognizing his dedication and contributions towards the operations of the Company, Mr. Todi was re-designated as Managing Director, effective from August 29, 2024.

Mr. Amit Sultania, aged about 47 years, is one of the Promoters and Executive Director cum CFO of our Company. His educational foundation includes a Bachelor of Commerce degree from Calcutta University, which he successfully completed in 1998. With over 16 years of experience, Mr. Sultania's journey began with the establishment of his Clearing and Forwarding (CNF) business, where he adeptly managed CNF operations primarily for FMCG products. His expertise extends to marketing and distribution network management, a critical aspect of our industry. Additionally, he possesses valuable insights in the fields of accounts, Finance and income tax matter. In 2014, Mr. Sultania joined our company, assuming responsibility for overseeing the manufacturing activities of disposable products. His contributions extended to heading the financial department, demonstrating his multifaceted capabilities. Recognizing his exceptional performance, he was subsequently re-designated as an Executive Director cum Chief Financial Officer of our company, effective from August 26, 2024.

Mr. Pushp Deep Rungta, aged about 28 years, is the Non-Executive Director of our Company. His educational background includes graduation from St. Xavier's College, Kolkata in 2017. Furthermore, he is a qualified Chartered Accountant and member of the Institute of Chartered Accountants of India since December 2018. Mr. Rungta also successfully cleared the Chartered Financial Analyst (CFA) examination in June 2019. As a practicing Chartered Accountant, he brings over 5 years of valuable experience in the domains of Accounting, Auditing, Finance, and Taxation matters. He has joined our Company as a Non-Executive Director with effect from May 30, 2024.

Mr. Rajesh Kumar Murarka, aged about 46 years, is a Non-Executive Independent Director of our Company. He holds a Bachelor of Commerce degree from Calcutta University, which he completed in 1998. Additionally, he is a qualified Chartered Accountant and member of the Institute of Chartered Accountants of India since December 2009 and have been granted fellow membership in April 2015. Subsequently, he obtained his Certificate of Practice in April 2015. He is also registered with Indian Institute of Corporate Affairs (IICA) and his Independent Director's Data Bank (IDDB) Registration No is IDDB-NR-202407-061848, which is valid from July 23, 2024 to July 22, 2025. Further, he is not required to pass the online proficiency self-assessment test under Rule 6(4) of Companies (Appointment and Qualification of Directors) Fifth Amendment Rule, 2020. With over 13 years of experience, Mr. Murarka specializes in audit and assurance services, tax planning, and consultancy in the fields of accounts and taxation. His expertise contributes significantly to our company's governance and financial oversight. He has joined our Company as a Non-Executive Independent Director with effect from August 29, 2024.

Mrs. Shikha Gupta, aged about 43 years, is a Non-Executive Independent Director of our Company. She holds a Degree of Bachelor of Commerce from Calcutta University, completed in 2003 and a Degree of Bachelor of Laws from Jiwaji University, Gwalior, completed in 2008. She is also a qualified Company Secretary and member of the Institute of Company Secretaries of India since April 2007 and was granted fellow membership in August, 2013. She was in job till Mar-23 and started her own practice from Apr-23. She is also registered with Indian Institute of Corporate Affairs (IICA) and her Independent Director's Data Bank (IDDB) Registration No is IDDB-DI-202406-061108, which is valid from June 27, 2024 till Lifetime. Further, she is not required to pass the online proficiency self-assessment test under Rule 6(4) of Companies (Appointment and Qualification of Directors) Fifth Amendment Rule, 2020. She has more than 15 years of experience in the areas of Secretarial, Corporate and Legal Affairs, having expertise in conducting secretarial audits, preparing due diligence reports for banks and certification of annual returns. She has joined our Company as a Non-Executive Independent Director with effect from September 17, 2024.

FAMILY RELATIONSHIPS BETWEEN THE DIRECTORS

None of the Directors of our Company are related to each other.

ARRANGEMENTS WITH MAJOR SHAREHOLDERS, CUSTOMERS, SUPPLIERS OR OTHERS

There are no arrangements or understanding between major shareholders, customers, suppliers or others pursuant to which any of the Directors were selected as a director or member of a Senior Management as on the date of this draft prospectus.

SERVICE CONTRACTS

Our Company has not executed any service contracts with its directors providing for benefits upon termination of their employment.

COMMON DIRECTORSHIPS OF THE DIRECTORS IN LISTED COMPANIES WHOSE SHARES HAVE BEEN/WERE SUSPENDED FROM BEING TRADED ON ANY OF THE STOCK EXCHANGE DURING HIS/HER TENORS FOR A PERIOD BEGINNING FROM FIVE (5) YEARS PRIOR TO THE DATE OF THIS DRAFT PROSPECTUS

None of the Directors are/were directors of any company whose shares were suspended from being trading by Stock Exchange(s) or under any order or directions issued by the stock exchange(s)/ SEBI/ other regulatory authority in the last five (5) years or to the extent applicable.

DIRECTOR'S ASSOCIATION WITH THE SECURITIES MARKET

None of the Directors of our Company are associated with securities market.

COMMON DIRECTORSHIPS OF THE DIRECTORS IN LISTED COMPANIES THAT HAVE BEEN/WERE DELISTED FROM STOCK EXCHANGES IN INDIA

None of the Directors are/were directors of any entity whose shares were delisted from any Stock Exchange(s). Further, none of the directors are/ were directors of any entity which has been debarred from accessing the capital markets under any order or directions issued by the Stock Exchange(s), SEBI or any other Regulatory Authority.

BORROWING POWERS OF THE BOARD

The Articles, subject to the provisions of Section 180(1)(c) of the Companies Act, 2013 authorize the Board to raise, borrow or secure the payment of any sum or sums of money for the purposes of our Company. The Board of Director vide the special resolution passed at their Extra Ordinary General Meeting dated September 17, 2024, allowed to borrow and that the total outstanding amount so borrowed shall not at any time exceed the limit of Rs. 50,00,00,000 (Rupees Fifty Crores only).

POLICY ON DISCLOSURES AND INTERNAL PROCEDURE FOR PREVENTION OF INSIDER TRADING:

The provisions of regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the SME Platform of BSE Limited. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of Equity Shares on stock exchanges. The Company Secretary & Compliance Officer will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the Board.

POLICY FOR DETERMINATION OF MATERIALITY & MATERIALITY OF RELATED PARTY TRANSACTIONS AND ON DEALING WITH RELATED PARTY TRANSACTIONS:

The provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 will be applicable to our Company immediately upon the listing of Equity Shares of our Company on SME Platform of BSE Limited. We shall comply with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on listing of Equity Shares on the SME Platform of BSE Limited.

COMPENSATION OF OUR MANAGING DIRECTOR AND EXECUTIVE DIRECTORS

The compensation payable to Managing Director and Executive Directors will be governed as per the terms of their appointment and shall be subject to the provisions of Sections 2 (54), 2(94), 188, 196, 197, 198 and 203 and any other applicable provisions of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, 1956, for the time being in force).

The following compensation has been approved for our Managing Director and Executive Director:-

Aditya Todi

| | |
|--|---|
| Appointment/Change in Designation | Originally appointed on 06-03-2014; Redesignated as Managing Director with effect from 29-08-2024 |
| Current Designation | Managing Director |
| Terms of Appointment | 3 years w.e.f. 29-08-2024 till 28-08-2027 Liable to retire by rotation |
| Remuneration & Perquisites | <u>Remuneration</u> Upto ₹ 10,00,000/- (Rupees Ten Lakhs only) per annum by way of salary, perquisites, commissions and allowances during the said period of 3 years subject to variation/ revision as may be considered by the Board of Directors from time to time subject to a ceiling of annual salary and subject also to the overall ceilings laid down in section 197 read with section 198 of the Companies Act, 2013. |
| Compensation paid in the FY 2023-24 | ₹ 10.00 lakhs |
| Remuneration in the event of loss or inadequacy of profits | In the event of inadequacy or absence of profits in any financials years during his tenure, he will be paid remuneration as mentioned in Schedule V as may be approved by the shareholders of the Company. |

Amit Sultania

| | |
|--|--|
| Appointment/Change in Designation | Originally appointed on 06-03-2014; Redesignated as an Executive Director with effect from 26-08-2024 |
| Current Designation | Executive Director |
| Terms of Appointment | Liable to retire by rotation |
| Remuneration & Perquisites | <u>Remuneration</u> Upto ₹ 6,30,000/- (Rupees Six Lakh Thirty Thousand only) per annum. |
| Compensation paid in the FY 2023-24 | ₹ 6.30 lakhs |
| Remuneration in the event of loss or inadequacy of profits | In the event of inadequacy or absence of profits in any financials years during his tenure, he will be paid remuneration as mentioned in Schedule V as may be approved by the shareholders of the Company. |

BONUS OR PROFIT-SHARING PLAN FOR OUR DIRECTORS

We have no bonus or profit-sharing plan for our Directors.

PAYMENT OR BENEFIT TO NON-EXECUTIVE DIRECTORS OF OUR COMPANY

The payment of sitting fees to the Non-Executive Director and Independent Directors of the Company for attending the meeting of the Board of Directors and meetings of the Committees of the Board of Directors in the following manner:

| Sl. No. | Name of Director | Fees for attending the meetings of | |
|---------|----------------------|------------------------------------|-----------------------------|
| | | Board of Directors | Committees |
| 1 | Pushp Deep Rungta | Up to Rs. 4,000 per meeting | Up to Rs. 2,000 per meeting |
| 2 | Rajesh Kumar Murarka | Up to Rs. 4,000 per meeting | Up to Rs. 2,000 per meeting |
| 3 | Shikha Gupta | Up to Rs. 4,000 per meeting | Up to Rs. 2,000 per meeting |

THE DETAILS OF THE SHAREHOLDING OF OUR DIRECTORS AS ON THE DATE OF THIS DRAFT PROSPECTUS ARE AS FOLLOWS:

| Sl. No. | Name of the Director Shareholder | Category/ Status | No. of Equity Shares | Percentage of Pre-Issue Capital (%) | Percentage of Post-Issue Capital (%) |
|---------|----------------------------------|------------------------|----------------------|-------------------------------------|--------------------------------------|
| 1 | Aditya Todi | Managing Director | 8,18,000 | 16.36% | 11.70% |
| 2 | Amit Sultania | Executive Director | 12,54,160 | 25.08% | 17.93% |
| 3 | Pushp Deep Rungta | Non-Executive Director | 4,00,000 | 8.00% | 5.72% |

INTEREST OF OUR DIRECTORS

Our Directors may be deemed to be interested to the extent of their remunerations paid to them for services rendered and with the reimbursement of expenses payable to them as mentioned above. For further details, please refer to section titled **“Our Promoters and Promoter Group”** beginning on page no. 157 of this draft prospectus.

Further, none of our Directors have any interest in any property acquired by our Company within two (2) years of the date of this draft prospectus or proposed to be acquired by it or in any transaction in acquisition of land or any construction of building. Further, except as disclosed under sub-section **“Shareholding of Directors in our Company”** above, none of our Directors hold any Equity Shares, Preference Shares or any other form of securities in our Company. Our directors may also be interested to the extent of Equity Shares, if any, held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors or trustees or held by their relatives 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.

Other than as stated above and except as stated in the sections titled **“Financial Information as Restated”** and **“Our Promoters and Promoter Group”** beginning on pages 169 and 157 respectively of this draft prospectus, our Directors do not have any other interest in the business of our Company.

None of the relatives of our directors have been appointed to a place or office of profit in our Company other than mentioned elsewhere in the Draft prospectus. For further details, please refer to section titled **“Our Management”** on page no. 144 of this draft prospectus.

Our directors may also be regarded as interested in the Equity Shares, if any, held by them or that may be subscribed by and allotted to the companies, firms, and trusts, if any, in which they are interested as directors, members, promoters, and /or trustees pursuant to this Issue. Some of the directors also hold directorships in Promoter Group and Group Entities of our Company.

Our directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares. Except as stated in this section **“Our Management”** or the section titled **“Financial Information – Related Party Transactions”** beginning on page no 144 and 195 respectively of this draft prospectus, and except to the extent of shareholding in our Company, our directors do not have any other interest in the business of our Company.

CHANGES IN THE BOARD OF DIRECTORS OF OUR COMPANY IN THE LAST THREE (3) YEARS OR TO THE EXTENT APPLICABLE ARE AS FOLLOWS:

| Name | Date | Designation | Reason |
|----------------------|------------|--------------------------|----------------|
| Aditya Todi | 29-08-2024 | Managing Director | Re-designation |
| Amit Sultania | 26-08-2024 | Executive Director & CFO | Re-designation |
| Pushp Deep Rungta | 30-05-2024 | Non-Executive Director | Appointment |
| Rajesh Kumar Murarka | 29-08-2024 | Independent Director | Appointment |
| Shikha Gupta | 17-09-2024 | Independent Director | Appointment |

OTHER CONFIRMATIONS:

- None of our Directors are on the RBI List of wilful defaulters or fraudulent borrowers as on the date of this draft prospectus.
- None of our Directors of our Company are a fugitive economic offender.
- Further, none of our directors are or were directors of any listed company whose shares.
 - (a) have been or were suspended from trading on any of the stock exchanges during the five years prior to the date of filing this draft prospectus or.
 - (b) delisted from the stock exchanges.
- None of the directors of our Company are debarred from accessing the capital market by SEBI.
- None of the Directors has been or is involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.

CORPORATE GOVERNANCE

In terms of Regulation 15(2)(b) of the SEBI Listing Regulations, compliance with the corporate governance provisions as specified in regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the SEBI Listing Regulations shall not apply, in respect of listed entity which has listed its specified securities on the SME Exchange.

Furthermore, in terms of Regulation 15(3) of the SEBI Listing Regulations, notwithstanding Regulation 15(2) of the SEBI Listing Regulations, the provisions of the Companies Act, 2013 shall continue to apply, wherever applicable.

As per the abovementioned provisions of the Listing Regulations, we are not required to comply with the requirements of corporate governance relating to the composition of its board of directors, constitution of committees such as audit committee, nomination and remuneration committee, stakeholders' relationship committee, etc., as provided under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Our Board has been duly constituted in compliance with the Companies Act. Our Board functions either as a full board or through various committees constituted to oversee specific functions. In compliance with the requirements of the Companies Act, our Board of Directors consists of 5 (Five) Directors including 1 Woman Director.

| Sl. No. | Name of the Director | DIN | Current Designation |
|---------|----------------------|----------|------------------------|
| 1 | Aditya Todi | 01914193 | Managing Director |
| 2 | Amit Sultania | 00548098 | Executive Director |
| 3 | Pushp Deep Rungta | 10637697 | Non-Executive Director |
| 4 | Rajesh Kumar Murarka | 10670428 | Independent Director |
| 5 | Shikha Gupta | 10654047 | Independent Director |

COMMITTEES OF OUR BOARD

Our Board has constituted the following committees in terms of relevant provisions of the Companies Act, 2013 read with applicable rules framed thereunder:

❖ *Audit Committee*

As per section 177 of the Companies Act, 2013, The Board of Directors of every listed company and such other class or classes of companies, as may be prescribed, shall constitute an Audit Committee. The Audit Committee shall consist of a minimum of three directors with independent directors forming a majority: Provided that majority of members of Audit Committee including its Chairperson shall be persons with ability to read and understand, the financial statement.

Our Audit Committee was re-constituted pursuant to a resolution of our Board Meeting dated **September 20, 2024**. The Audit Committee comprises of:

| Name of Director | Status in Committee | Nature of Directorship |
|----------------------|---------------------|------------------------|
| Rajesh Kumar Murarka | Chairperson | Independent Director |
| Shikha Gupta | Member | Independent Director |
| Aditya Todi | Member | Managing Director |

Any member of this Committee ceasing to be a director shall also be ceased to be a member of this Committee. The Company Secretary of the Company shall act as the Secretary of the Audit Committee.

Set forth below are the scope, functions and the terms of reference of our Audit Committee, in accordance with Section 177 of the Companies Act, 2013 and the rules made thereunder.

Powers of Audit Committee: The Audit Committee shall have such powers as specified in the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as and when and to the extent applicable) and other powers as may be delegated by the Board of Directors from time to time subject to the provisions of any law for the time being in force.

Role of Audit Committee: The role of the Audit Committee shall include the following:

The scope, functions and the terms of reference of the Audit Committee are such as enumerated in the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as and when and to the extent applicable) and such other functions as may be delegated by the Board of Directors from time to time subject to the provisions of any law for the time being in force.

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 of the meeting shall be either two members present, or one-third of the members, whichever is greater, provided that there should be a minimum of two independent directors present.

❖ **Nomination and Remuneration Committee**

As per section 178 (1) of the Companies Act, 2013, The Board of Directors of every listed company and such other class or classes of companies, as may be prescribed shall constitute the Nomination and Remuneration Committee consisting of three or more non-executive directors out of which not less than one-half shall be independent directors: Provided that the chairperson of the company (whether executive or non-executive) may be appointed as a member of the Nomination and Remuneration Committee but shall not chair such Committee.

Our Nomination and Remuneration Committee was re-constituted pursuant to a resolution of our Board Meeting dated **September 20, 2024**. The Nomination and Remuneration Committee comprises of:

| Name of Director | Status in Committee | Nature of Directorship |
|----------------------|---------------------|------------------------|
| Shikha Gupta | Chairperson | Independent Director |
| Rajesh Kumar Murarka | Member | Independent Director |
| Pushp Deep Rungta | Member | Non-Executive Director |

Any member of this Committee ceasing to be a director shall also be ceased to be a member of this Committee. The Company Secretary of the Company shall act as the Secretary of the Nomination and Remuneration Committee.

Role of the Nomination and Remuneration Committee

The scope, functions and the terms of reference of the Nomination and Remuneration Committee are such as enumerated in the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as and when and to the extent applicable) and such other functions as may be delegated by the Board of Directors from time to time subject to the provisions of any law for the time being in force.

The Nomination and Remuneration Committee shall meet at least once in a financial year and quorum 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, including at least one independent director in attendance.

❖ **Stakeholders' Relationship Committee**

As per section 178 (5) of the Companies Act, 2013, The Board of Directors of a Company which consists of more than one thousand shareholders, debenture-holders, deposit-holders and any other security holders at any time during a financial year shall constitute a Stakeholders Relationship Committee consisting of a chairperson who shall be a non-executive director and such other members as may be decided by the Board

Our Stakeholders' Relationship Committee was re-constituted pursuant to a resolution of our Board Meeting dated **September 20, 2024**. The Stakeholders' Relationship Committee comprises of:

| Name of Director | Status in Committee | Nature of Directorship |
|----------------------|---------------------|------------------------|
| Pushp Deep Rungta | Chairperson | Non-Executive Director |
| Amit Sultania | Member | Executive Director |
| Rajesh Kumar Murarka | Member | Independent Director |

Any member of this Committee ceasing to be a director shall also be ceased to be a member of this Committee. The Company Secretary of the Company shall act as the Secretary of the Stakeholders' Relationship Committee.

Role of the Stakeholders Relationship Committee

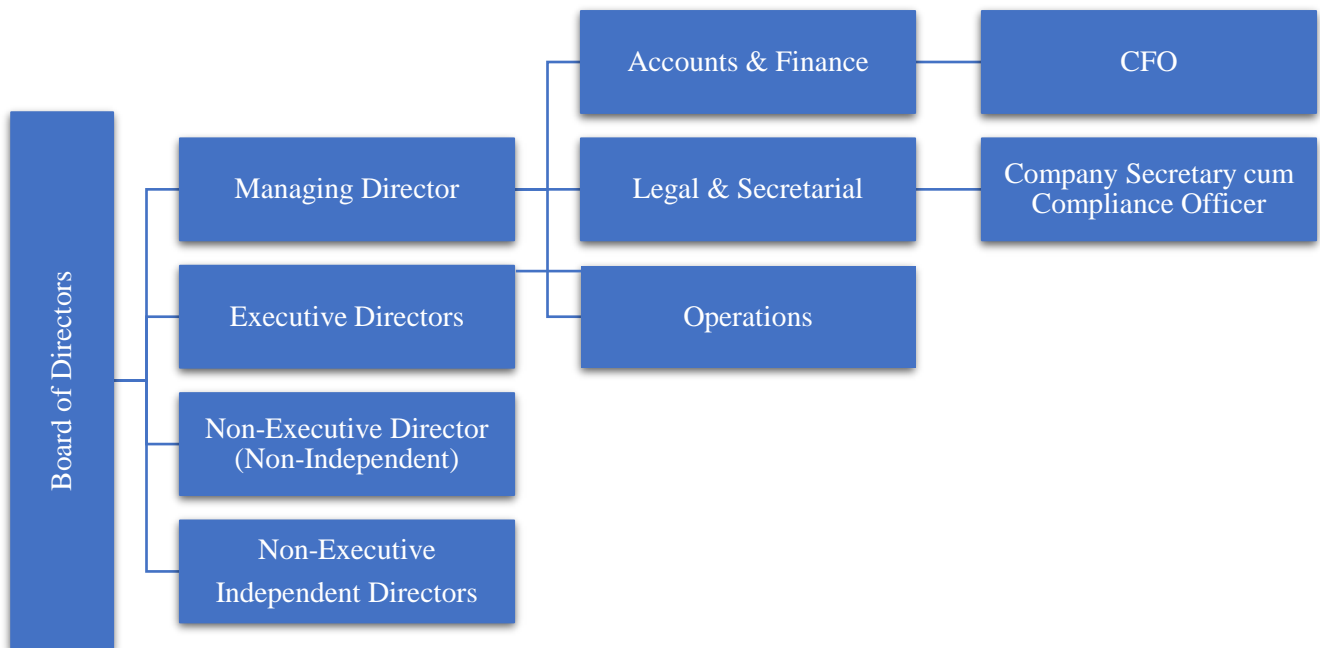
The scope, functions and the terms of reference of the Stakeholders Relationship Committee are such as enumerated in the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as and when and to the extent applicable) and such other functions as may be delegated by the Board of Directors from time to time subject to the provisions of any law for the time being in force.

The Stakeholders' Relationship Committee shall meet at least once in a year.

❖ **Corporate Social Responsibility Committee:**

As per section 135 (1) of the Companies Act, 2013, Every company having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during any financial year shall constitute a Corporate Social Responsibility Committee of the Board consisting of three or more directors, out of which at least one director shall be an independent director.

The Corporate Social Responsibility committee is not applicable to our company till the date of this draft prospectus. We will comply with the requirement as and when the CSR is applicable to us.

MANAGEMENT ORGANIZATIONAL STRUCTURE:**OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT**

The details of the Key Managerial Personnel and Senior Management as on the date of this draft prospectus are set out below. Except for the Managing Director, all the Key Managerial Personnel and Senior Management are permanent employees of our Company. Except for certain statutory benefits, there are no other benefits accruing to the Key Managerial Personnel and Senior Management.

1. **Mr. Aditya Todi**, aged about 50 years, is the Managing Director of our Company. For details, please refer section titled **“Our Management”** beginning on page no. 144 of this Draft Prospectus.
2. **Mr. Amit Sultania**, aged about 47 years, is the Promoter and Executive Director cum Chief Financial Officer of our company. For details, please refer section titled **“Our Management”** beginning on page no. 144 of this Draft Prospectus.
3. **Ms. Ankita Periwal**, aged about 33 years, is the Company Secretary and Compliance Officer of our Company. She holds a Bachelor’s degree in Commerce with Honours in Accounting and Finance from Calcutta University, obtained in 2012, and also holds degree of Master of Commerce in Accounting and Finance from Calcutta University, obtained in 2014. She is a member of the Institute of Company Secretaries of India having membership number ACS 63463 since October, 2020. She joined our Company as a Company Secretary with effect from August 26, 2024. She has more than 2 years of experience as a Company Secretary in secretarial compliances, fostering effective communication with stakeholders, and plays a pivotal role in corporate governance and regulatory compliance.

OUR SENIOR MANAGEMENT

1. **Somsekhar Das**, aged about 48 years, is the Accounts Head of our Company. He has been associated with our Company since 2020. He holds a Bachelor’s degree in Commerce from Calcutta University, completed in the year 1998. As the head of accounting oversight, he has around 5 years of experience in ensuring the organization’s fiscal integrity and compliance with financial regulations. He manages the production and analysis of comprehensive Management Reporting System (MRS) reports, providing critical insights for strategic decision-making. Mr. Das leads the end-to-end audit process, coordinating with internal teams and external auditors to ensure timely completion and adherence to accounting standards. Remuneration paid to Mr. Das during the Financial Year 2023-24 was ₹ 2.64 Lakhs.

2. **Rajesh Kumar**, aged about 35 years, is the Manufacturing Head of our Company. He has been associated with our Company since 2017. He holds a Bachelor's degree in Science (Chemistry Hons.) from B N Mandal University, Madhepura in the year 2008. As the head of manufacturing operations, he has over 7 years of experience in overseeing a diverse portfolio of critical functions that underpin the company's production capabilities. Rajesh spearheads the planning, coordination, and control of manufacturing processes, ensuring optimal efficiency and output. He implements strategies to optimize inventory levels and reduce lead times, thereby enhancing overall operational efficiency. Rajesh has established comprehensive quality management systems, ensuring that all products meet or exceed industry benchmarks and customer expectations. Remuneration paid to Mr. Kumar during the Financial Year 2023-24 was ₹ 3.54 Lakhs.

STATUS OF KEY MANAGERIAL PERSONNEL OR SENIOR MANAGEMENT IN OUR COMPANY

All our Key Managerial Personnel or Senior Management are permanent employees of our Company.

SHAREHOLDING OF KEY MANAGERIAL PERSONNEL OR SENIOR MANAGEMENT IN OUR COMPANY

The details of the shareholding of our Key Managerial Personnel or Senior Management as on the date of this draft prospectus are as follows: -

| Sl. No. | Name of the Director Shareholder | Category/ Status | No. of Equity Shares | Percentage of Pre-Issue Capital (%) | Percentage of Post-Issue Capital (%) |
|---------|----------------------------------|--------------------------|----------------------|-------------------------------------|--------------------------------------|
| 1 | Aditya Todi | Managing Director | 8,18,000 | 16.36% | 11.70% |
| 2 | Amit Sultania | Executive Director & CFO | 12,54,160 | 25.08% | 17.93% |

BONUS OR PROFIT-SHARING PLAN OF THE KEY MANAGERIAL PERSONNEL OR SENIOR MANAGEMENT

Our Company does not have a performance linked bonus or a profit-sharing plan for the Key Managerial Personnel or Senior Management. However, our Company pays incentive to all its employees based on their performance including the Key Managerial Personnel or Senior Management of our Company.

INTERESTS OF KEY MANAGEMENT PERSONNEL OR SENIOR MANAGEMENT

Except as mentioned above in this draft prospectus, the Key Managerial Personnel or Senior Management do not have any interest in our Company, other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

PAYMENT OF BENEFITS TO OFFICERS OF OUR COMPANY (NON-SALARY RELATED)

Except as disclosed in this draft prospectus and any statutory payments made by our Company to its officers, our Company has not paid any sum, any non-salary related amount or benefit to any of its officers or to its employees including amounts towards super-annuation, ex-gratia/rewards.

Except statutory benefits upon termination of employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of such officer's employment in our Company or superannuation. Contributions are made by our Company towards provident fund, gratuity fund and employee state insurance.

Except as stated under section titled "**Financial Information as Restated**" beginning on page no 169 of this draft prospectus, none of the beneficiaries of loans and advances or sundry debtors are related to our Company, our Directors or our Promoter.

RELATIONSHIP AMONGST THE KEY MANAGERIAL PERSONNEL OR SENIOR MANAGEMENT OF OUR COMPANY

None of the Key Managerial Personnel or Senior Management of our Company are related inter-se.

RELATIONSHIP BETWEEN THE DIRECTORS AND KEY MANAGERIAL PERSONNEL OR SENIOR MANAGEMENT

There is no relationship between the Directors and Key Managerial Personnel or Senior Management of our Company.

ARRANGEMENT AND UNDERSTANDING WITH MAJOR SHAREHOLDERS/CUSTOMERS/ SUPPLIERS

None of the above Key Managerial Personnel or Senior Management have been selected pursuant to any arrangement/understanding with major shareholders/customers/suppliers.

DETAILS OF SERVICE CONTRACTS OF THE KEY MANAGERIAL PERSONNEL OR SENIOR MANAGEMENT

Except for the terms set forth in the appointment letters, the Key Managerial Personnel or Senior Management have not entered into any other contractual arrangements with our Company for provision of benefits or payments of any amount upon termination of employment.

EMPLOYEE STOCK OPTION OR EMPLOYEE STOCK PURCHASE

Our Company has not granted any options or allotted any Equity Shares under the ESOP Scheme as on the date of this draft prospectus.

LOANS AVAILED BY DIRECTORS / KEY MANAGERIAL PERSONNEL OR SENIOR MANAGEMENT OF OUR COMPANY

None of the Directors or Key Managerial Personnels or Senior Management have availed loan from our Company which is outstanding as on the date of this draft prospectus.

CHANGES IN OUR COMPANY'S KEY MANAGERIAL PERSONNEL OR SENIOR MANAGEMENT DURING THE LAST THREE (3) YEARS

The changes in the Key Managerial Personnel or Senior Management of our Company in the last three (3) years are as follows:

| Name | Date | Designation | Reason |
|----------------|------------|-------------------------|-----------------------|
| Aditya Todi | 29-08-2024 | Managing Director | Change in designation |
| Amit Sultania | 26-08-2024 | Chief Financial Officer | Appointment |
| Ankita Periwal | 26-08-2024 | Company Secretary | Appointment |


OUR PROMOTERS AND PROMOTER GROUP


1. Our Promoters:


Mr. Amit Sultania, Mr. Aditya Todi and Mrs. Mridula Todi are the promoters of our Company

As on the date of this draft prospectus, our Promoters collectively hold 28,97,160 Equity Shares which in aggregate, constitutes 57.94% of the pre-issue paid-up Equity Share capital of our Company. For details pertaining to our Promoters shareholding, please refer to chapter titled “*Capital Structure*” beginning on page 59 of this Draft Prospectus.

(i) Details of Individual Promoters of our Company:

| | |
|--|---|
|  | <p>Mr. Amit Sultania, aged about 47 years, is the Promoter and Executive Director cum CFO of our company. For further personal details including his educational qualifications, experience and achievements, please refer to section titled “<i>Our Management</i>” beginning on page 144 of this draft prospectus.</p> |
| Name of Promoter | Amit Sultania |
| Father’s Name | Bijay Kumar Sultania |
| Date of Birth | September 02, 1977 |
| Age | 47 Years |
| Qualification | Bachelor of Commerce |
| Occupation | Business |
| Nationality | Indian |
| Address | Active Acres, BL-3, Floor-2, Flat No. 2C, 54/10 D.C. Dey Road, Dhapa Bazar, Tangra, Kolkata – 700015, West Bengal, India |
| DIN | 00548098 |
| PAN | APPPS6593C |
| Directorship in other companies / Designated Partner in LLPs | <ul style="list-style-type: none"> • Spino Paper Products Private Limited • Spino Poly Products Private Limited ▪ Jumac Detergents Private Limited |
| Other Ventures | <ul style="list-style-type: none"> • Sultania & Sons (Proprietorship Firm) • Amit Sultania & (HUF) • Dokania International (Partnership Firm) • APS Warehousing Co. (Partnership Firm) |

| | |
|---|--|
|  | <p>Mr. Aditya Todi, aged about 50 years, is the Promoter and Managing Director of our company. For further personal details including his educational qualifications, experience and achievements, please refer to section titled <i>“Our Management”</i> beginning on page 144 of this draft prospectus.</p> |
| Name of Promoter | Aditya Todi |
| Father’s Name | Satyapal Todi |
| Date of Birth | March 26, 1974 |
| Age | 50 Years |
| Qualification | Bachelor of Commerce |
| Occupation | Business |
| Nationality | Indian |
| Address | 49/51, Price Gulam Md. Shah Road, Tollygunge, Kolkata – 700033, West Bengal, India |
| DIN | 01914193 |
| PAN | ABUPT9283D |
| Directorship in other companies / Designated Partner in LLPs | <ul style="list-style-type: none"> ▪ Avighna Enclave Private Limited ▪ New Age Dealmark Private Limited ▪ Derris Infrastructure Private Limited ▪ Radical Nirmans Private Limited ▪ Spino Poly Products Private Limited ▪ Anulekha Real Estate Private Limited ▪ Todi Infrastructure Private Limited ▪ Azalea Aavas LLP ▪ Azalea Developers LLP |
| Other Ventures | Aditya Todi (HUF) |

| | |
|---|--|
|  | <p>Mrs. Mridula Todi, aged about 48 years, is the Promoter of our company. She has more than 15 years of experience in construction industry and associated with several companies engaged in residential flat construction and related projects.</p> |
| Name of Promoter | Mridula Todi |
| Father's Name | Dilip Kumar Maskara |
| Date of Birth | November 30, 1975 |
| Age | 48 Years |
| Qualification | Undergraduate |
| Occupation | Business |
| Nationality | Indian |
| Address | 49/51, Price Gulam Md. Shah Road, Tollygunge, Kolkata – 700033, West Bengal, India |
| DIN | 01893324 |
| PAN | ABUPT9282C |
| Directorship in other companies / Designated Partner in LLPs | <ul style="list-style-type: none"> • Avighna Enclave Private Limited • Todi Infrastrucure Private Limited • Anulekha Nirman Private Limited • Avighna Complex Private Limited • Azalea Aavas LLP |
| Other Ventures | <ul style="list-style-type: none"> • APS Warehousing Co. (Partnership Firm) • Aditya Todi (HUF) |

Our Company confirms that it will submit the details of the Permanent Account Numbers, Bank Account Numbers, Passport numbers, Aadhaar card numbers and driving license numbers of our Promoters to BSE separately at the time of filing the draft prospectus.

(ii) Details of Body Corporate Promoter of our Company

There is no body corporate promoter of our Company.

CHANGE IN THE MANAGEMENT AND CONTROL OF OUR COMPANY

There has not been any change in the control of our Company in the five years immediately preceding the date of this Draft Prospectus.

EXPERIENCE OF OUR PROMOTERS IN THE BUSINESS OF OUR COMPANY

For details in relation to experience of our Promoters in the business of our Company, please refer the chapter titled ***“Our Management”*** beginning on page no. of 144 this Draft Prospectus.

INTERESTS OF OUR PROMOTERS

Interest in the Promotions of our Company:

Our Promoters are interested in our Company to the extent of the promotion of our Company and to the extent of their respective equity shareholding in our Company and any dividend distribution that may be made by our Company with respect to their equity shares in the future. For details pertaining to our Promoter’s shareholding, please refer to chapter titled ***“Capital Structure”*** beginning on page 59 of this Draft Prospectus.

Interest in the property of our Company:

Except as given in the chapter titled ***“Our Business”*** beginning on page 104 of this Draft Prospectus, our Promoters or Group Company do not have any interest in any property acquired by our Company in the preceding three (3) years of the date of this Draft Prospectus or proposed to be acquired by it or in any transaction in acquisition of land or any construction of building or supply of machinery.

Interest as Member of our Company:

As on the date of this Draft Prospectus, our Promoter and Promoter Group collectively hold 33,33,340 shares of our Company and is therefore interested to the extent of their shareholding and the dividend declared, if any, by our Company. Except to the extent of shareholding of the Promoter in our Company and benefits as provided in the section titled ***“Our Management”*** in that Remuneration details of our Directors on page 144 of this Draft Prospectus, our Promoter does not hold any other interest in our Company.

Interest in transactions for acquisition of land, construction of building and supply of machinery:

None of our Promoters or Directors is interested in any transaction for the acquisition of land, construction of building or supply of machinery.

Interest of Promoters in Sales and Purchases:

There are no sales/purchases between our Company and our Group Entity other than as stated in the section titled ***“Financial Information - Related Party Transactions”*** beginning on page no. 195 of this draft prospectus.

Other Interests in our Company:

Except as disclosed in this draft prospectus, our Promoters have not entered into any contract, agreements or arrangements in which our Promoters are directly or indirectly interested, and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company other than in the normal course of business.

Confirmations:

Our Company hereby confirms that:

- None of our Promoters or Directors have been declared as a wilful defaulter or fraudulent borrower or is a fugitive economic offender.
- Neither our Company nor our Promoters, Promoter Group and Directors our Company are debarred from accessing the Capital Market by SEBI
- None of the promoters or directors of our Company is a promoter or director of any other company which is debarred from accessing the capital market by SEBI.

PAYMENT OR BENEFITS TO THE PROMOTERS IN THE LAST TWO (2) YEARS

No payment or benefit has been made to the Promoters except as disclosed in the related party transaction. For further details, please refer to section titled ***“Financial Information - Related Party Transactions”*** beginning on page no. 195 of this draft prospectus.

LITIGATION DETAILS PERTAINING TO OUR PROMOTERS

For details on litigations and disputes pending against the Promoters and defaults made by our Promoters please refer to section titled “**Outstanding Litigations and Material Developments**” beginning on page no. 209 of this draft prospectus.

DISASSOCIATION BY THE PROMOTERS FROM ENTITIES IN THE LAST THREE YEARS

Except as mentioned below, none of our Promoters have disassociated themselves from any of the entities in the last three years.

| Name of Promoter | Name of the Entity | Date of Disassociation | Reason |
|------------------|--|------------------------|---------------------|
| Amit Sultania | Spino Paper and Boards Private Limited | 24/03/2023 | Resignation u/s 168 |
| Aditya Todi | Snowball Agencies Private Limited | 10/09/2024 | Resignation u/s 168 |
| | Ginger Dealcom Private Limited | 19/08/2024 | Resignation u/s 168 |
| | Jumbo Tradelink Private Limited | 10/09/2024 | Resignation u/s 168 |
| | Wonder Dealmark Private Limited | 10/09/2024 | Resignation u/s 168 |
| | Spino Paper and Boards Private Limited | 24/03/2023 | Resignation u/s 168 |

MATERIAL GUARANTEES PROVIDED BY OUR PROMOTERS

Except as stated in the chapter titled “**Financial Indebtedness**” beginning on page 198 of this Draft Prospectus, there are no material guarantees given by our Promoters to third parties with respect to specified securities of the Company as on the date of this Draft Prospectus.

EXPERIENCE OF OUR PROMOTERS IN THE BUSINESS OF OUR COMPANY

For details in relation to experience of our Promoters in the business of our Company, please refer the chapter titled “**Our Management**” beginning on page 144 of this Draft Prospectus.

COMMON PURSUITS OF PROMOTERS AND PROMOTER GROUP ENTITIES

Some of our Promoter Group Entities are involved in similar line of business as that of our Company. For further information on common pursuits and risks associated, please refer risk factor on ‘*conflicts of interest*’ in chapter titled “**Risk Factors**” beginning on page 22 of this Draft Prospectus.

Our Promoter Groups:

In compliance with SEBI Guideline, “**Promoter Group**” pursuant to the regulation 2(1)(pp) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, we confirm that following persons are part of promoter group:

A) Promoter

As per Regulation 2(1)(pp)(i) of the SEBI ICDR Regulations, the following are the Promoters:

- Mr. Amit Sultania
- Mr. Aditya Todi
- Mrs. Mridula Todi

B) Immediate Relative of Promoter

| Relationship | Name of the Promoters | | |
|-------------------------|-----------------------------|--|--|
| | Amit Sultania | Aditya Todi | Mridula Todi |
| Father | Bijay Kumar Sultania | Late Satyal Todi | Dilip Kumar Maskara |
| Mother | Laxmi Devi Sultania | Late Nirmala Todi | Nirmala Devi Maskara |
| Brother | Sumit Sultania | -- | -- |
| Sister | Suman Agarwal Sweta Devi | Sangita Lohia, Sujata Bajla, Anupama Bajaj | -- |
| Spouse | Lata Sultania | Mridula Todi | Aditya Todi |
| Son | Vijit Sultania | Pulkit Todi | Pulkit Todi |
| Daughter | Manjari Sultania | Kritika Todi, Nandika Todi | Kritika Todi, Nandika Todi |
| Spouse's Father | Santosh Kumar Agarwal | Dilip Kumar Maskara | Late Satyal Todi |
| Spouse's Mother | Urmila Devi Agarwal | Nirmala Devi Maskara | Late Nirmala Todi |
| Spouse's Brother | Saurabh Agarwal | -- | -- |
| Spouse's Sister | Khushbu Khaitan | -- | Sangita Lohia, Sujata Bajla, Anupama Bajaj |

C) Entities forming part of Promoter Group

As per Regulation 2(1)(pp)(iii) of the SEBI ICDR Regulations, in case Promoter is a Body Corporate

| Nature of Relationship | Entity |
|--|--------|
| Subsidiary or holding company of Promoter Company. | N.A. |
| Any Body corporate in which promoter (Body Corporate) holds 20% or more of the equity share capital or which holds 20% or more of the equity share capital of the promoter (Body Corporate). | N.A. |

* Not applicable

As per Regulation 2(1)(pp)(iv) of the SEBI ICDR Regulations, in case Promoter is an Individual

| Nature of Relationship | Entity |
|--|---|
| Any Body Corporate in which 20% or more of the equity share capital is held by promoter or an immediate relative of the promoter or a firm or HUF in which promoter or any one or more of his immediate relatives is a member. | <p><u>Entities controlled by Promoters</u> Derris Infrastructure Private Limited Radical Nirmans Private Limited Todi Infrastructure Private Limited Azalea Developers LLP Azalea Aavas LLP Spino Poly Products Private Limited</p> <p><u>Entities controlled by Promoter Group</u> Yash Fabricon Private Limited Anulekha Real Estate Private Limited Anulekha Nirman Private Limited Avighna Enclave Private Limited Avighna Complex Private Limited</p> |
| Any Body corporate in which Body Corporate as provided above holds 20% or more of the equity share capital. | Todi Infrastructure Private Limited |
| Any Hindu Undivided Family or firm in which the aggregate share of the promoter and his immediate relatives is equal to or more than twenty percent of total capital. | <p><u>Entities controlled by Promoters</u> Aditya Todi (HUF) APS Warehousing Co. (Partnership Firm) Dokania International (Partnership Firm) Sultania & Sons (Proprietorship Firm) Amit Sultania & (HUF)</p> <p><u>Entities controlled by Promoter Group</u> Neetu Enterprises (Partnership Firm) Santosh Kumar Agarwal & Sons (HUF) Sourav Agarwal HUF Anup Kumar & Sons (Partnership Firm) Sumit Sultania & (HUF) Vishal Khaitan (HUF)</p> |

D) As per Regulation 2(1)(pp)(v) of the SEBI ICDR Regulations, all persons whose shareholding under the heading “shareholding of the promoter group”:

- Amit Sultania & (HUF)
- Aditya Todi (HUF)

GROUP ENTITIES OF OUR COMPANY

In compliance with SEBI Guideline, “*Group Companies/Entities*” pursuant to the regulation 2(1)(t) of SEBI (ICDR) Regulations, 2018, shall include companies (other than promoter(s) and subsidiary/subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards and also other companies as are considered material by the Board.

Based on the above, the below mentioned are considered as Group Entities of our Company (Companies which are no longer associated with our Company have not been disclosed as Group Companies): -

1. *Spino Paper Products Private Limited*

| | | | |
|--|--|-------------------|-------------------|
| Name of the Entity | Spino Paper Products Private Limited | | |
| Category | Unlisted Private Limited Company | | |
| Subcategory | Non-government company | | |
| Name of Directors | <ul style="list-style-type: none"> o Sunil Agarwal o Amit Sultania | | |
| Brief Description and nature of activity or Business | <p>1. To carry on the business as manufacturers of and dealer in products, articles of packaging, made from paper, board, pulp of all kinds, cellulose films, polyethylene, plastic films and metal foils and films of all kinds and other flexible or laminated materials, bags, pouches, envelopes, sheets, rolls and all kinds of flexible packings and manufacturing, fabricating, printing, treating, waxing and laminating all kinds of packing materials.</p> <p>2. To carry on the business of manufacturers, buyers, sellers, importers, exporters of and dealers in all kinds and classes of paper, board and pulp including writing paper, printing paper, news printing paper, absorbent paper, wrapping paper, tissue paper, cover paper, blotting paper, filter paper, antique paper, ivory finish paper, coated paper, art paper, bank or bond paper, Badami, brown or buff paper, bible paper, cartridge paper, cloth lined paper, azure laid paper, creamlaid wove paper, glassing, waxed paper, greaseproof paper, gummed paper, handmade paper, parchment paper, drawing paper, craft paper, manila paper, envelop paper, tracing paper, vellum paper, water proof paper, carbon paper, sensitised paper, chemically treated paper, carbon paper, litmus paper, photographic paper, glass paper, emery paper, pasteboard, cardboard, straw board, pulp board, leather board, mill board, corrugated board, box board, cartons, paper bags, paper boxes, post cards, visiting cards, all other kinds of paper whatsoever, soda pulp, mechanical pulp, sulphite pulp, and all kinds of articles in the manufacture of which in any form, paper, board, or pulp is used, and also to deal in or manufacture any other articles or things of a character similar or analogous to the foregoing or any of them or connected therewith.</p> | | |
| Date of Incorporation | December 19, 2019 | | |
| CIN | U21095OR2019PTC032297 | | |
| Registration Number | 032297 | | |
| PAN | ABDCS1047C | | |
| Registered Office Address | Office Space no. 501, Fifth Floor, Forum Mart, Khordha, Bhubaneswar – 751001, Orissa, India | | |
| Audited Financial Information (₹ in lakhs except EPS, Diluted EPS and NAV): | | | |
| Particulars | FY 2023-24 | FY 2022-23 | FY 2021-22 |
| Share Capital | 48.20 | 48.20 | 48.20 |
| Reserves and Surplus | 111.64 | 80.64 | 54.59 |
| Net worth | 159.84 | 128.84 | 102.79 |

| | | | |
|---|---------|----------|----------|
| Total Revenue | 1371.10 | 1,780.62 | 1,551.07 |
| Profit/(Loss) after tax | 31.00 | 26.04 | 24.50 |
| Earnings Per Share (face value of ₹ 10/- each) | 6.43 | 5.40 | 5.08 |
| Diluted Earnings Per Share | 6.43 | 5.40 | 5.08 |
| Net Asset Value Per Share | 33.16 | 26.73 | 21.33 |

2. Spino Poly Products Private Limited

| | | | |
|--|---|-------------------|-------------------|
| Name of the Entity | Spino Poly Products Private Limited | | |
| Category | Unlisted Private Limited Company | | |
| Subcategory | Non-government company | | |
| Name of Directors | <ul style="list-style-type: none"> o Amit Sultania o Aditya Todi | | |
| Brief Description and nature of activity or Business | <p>1. To carry on business of importers, exporters, manufacturers, agents and representatives and dealers in all kinds of plastic raw materials and finished products. To carry on business of plastic recycling and as dealers in plastic raw materials, resins, goods and articles connected with the plastic manufacturing industry.</p> <p>2. To carry on business of importers, exporters, manufacturers, agents and representatives and dealers in all kinds of plastic raw materials, finished products, recycled plastic products, plastic raw materials, resins, paper and pulp raw materials and finished products.</p> | | |
| Date of Incorporation | December 29, 2020 | | |
| CIN | U25200WB2020PTC242278 | | |
| Registration Number | 242278 | | |
| PAN | ABFCS1894M | | |
| Registered Office Address | 19/1, Camac Street, 2 nd Floor, Kolkata-700017, West Bengal, India | | |
| Audited Financial Information (₹ in lakhs except EPS, Diluted EPS and NAV): | | | |
| Particulars | FY 2023-24 | FY 2022-23 | FY 2021-22 |
| Share Capital | 200.00 | 200.00 | 200.00 |
| Reserves and Surplus | 65.84 | 34.68 | (37.53) |
| Net worth | 265.84 | 234.68 | 162.47 |
| Total Revenue | 1,714.59 | 2,431.63 | 95.39 |
| Profit/(Loss) after tax | 31.15 | 72.22 | (36.98) |
| Earnings Per Share (face value of ₹ 10/- each) | 1.56 | 3.61 | (1.85) |
| Diluted Earnings Per Share | 1.56 | 3.61 | (1.85) |
| Net Asset Value Per Share | 13.29 | 11.73 | 8.12 |

3. Todi Infrastructure Private Limited

| | |
|---|--|
| Name of the Entity | Todi Infrastructure Private Limited |
| Category | Unlisted Private Limited Company |
| Subcategory | Non-government company |
| Name of Directors | <ul style="list-style-type: none"> o Aditya Todi o Mridula Todi |
| Brief Description and nature of activity or Business | To carry on the business of infrastructure development, construct, build, take on lease, purchase or acquire in any manner whatsoever any bridges, roads, pools, port, tracks, apartments, house, flats, shops, offices. |
| Date of Incorporation | February 28, 2008 |

| | | | |
|--|---|-------------------|-------------------|
| CIN | U45400WB2008PTC123254 | | |
| Registration Number | 123254 | | |
| PAN | AACCT8548F | | |
| Registered Office Address | 78, Bentick Street (Shree Krishna Chambers), 1 st Floor, Room No. 3A, Kolkata-700001, West Bengal, India | | |
| Audited Financial Information (₹ in lakhs except EPS, Diluted EPS and NAV): | | | |
| Particulars | FY 2023-24 | FY 2022-23 | FY 2021-22 |
| Share Capital | 22.40 | 22.40 | 22.40 |
| Reserves and Surplus | 242.35 | 230.90 | 176.00 |
| Net worth | 264.75 | 253.30 | 198.40 |
| Total Revenue | -- | 182.99 | 434.32 |
| Profit/(Loss) after tax | 11.45 | 54.90 | 5.58 |
| Earnings Per Share (face value of ₹ 10/- each) | 5.11 | 24.51 | 2.49 |
| Diluted Earnings Per Share | 5.11 | 24.51 | 2.49 |
| Net Asset Value Per Share | 118.19 | 113.08 | 88.57 |

LITIGATION

Our Group Company is not party to any pending litigation which may have a material impact on our Company. For details, see **“Outstanding Litigation and Material Developments – Litigations involving Group Companies”** beginning on page 209 of this Draft Prospectus.

NATURE AND EXTENT OF INTEREST OF GROUP COMPANIES

- Our Group Companies do not have any interest in the promotion of our Company.
- Our Group Companies are not interested in the properties acquired by our company in the three (3) years preceding the filing of this Draft Prospectus or proposed to be acquired by our Company.
- Our Group Companies are not interested in any transactions for acquisition of plant, construction of building or supply of machinery.

RELATED BUSINESS TRANSACTIONS WITHIN THE GROUP AND SIGNIFICANCE ON THE FINANCIAL PERFORMANCE OF OUR COMPANY

Other than the transactions disclosed in the chapter titled **“Restated Financial Statements - Related Party Transactions”** beginning on page 195 of this Draft Prospectus, there are no other business transactions between our Company and Group Companies.

BUSINESS INTERESTS OR OTHER INTERESTS

Except as disclosed in the chapter **“Restated Financial Statements”** beginning on page 169, our Group Company do not have or propose to have any business interest in our Company.

COMMON PURSUITS OF OUR GROUP COMPANY

Except as disclosed in **“Our Business”** and **“Other Financial Information – Related Party Transactions”** on pages 104 and 195 respectively, there are no common pursuits or conflict of interest situations amongst our Group Company and our Company.

OTHER CONFIRMATIONS

- No equity shares of our Group Company are listed on any stock exchange.
- Except as disclosed, our Group Company has not made any public or rights issue (as defined under the SEBI ICDR Regulations) of securities in the three years preceding the date of this Draft Prospectus. For further details, please see the chapter **“Other Regulatory and Statutory Disclosures”** beginning on page 220 of this Draft Prospectus.
- None of the securities of our Group Company has been refused listing by any stock exchange in India or abroad during last ten years, nor has our Group Company failed to meet the listing requirements of any stock exchange in India or abroad.

RELATED PARTY TRANSACTIONS

For details on related party transactions (As per the requirement under Accounting Standard 24 “Related Party Disclosure” issued by ICAI) of our Company during the restated audit period as mentioned in this draft prospectus i.e., for the six months ended on 30th September, 2024 and the financial year ended on 31st March 2024, 31st March 2023 and 31st March 2022 please refer to Section titled, **Financial Information - Related Party Transactions**, beginning on page 195 of this draft prospectus.

DIVIDEND POLICY

Our Company does not have any formal dividend policy for the equity shares. Our Company can pay Final dividends upon a recommendation by Board of Directors and approval by majority of the members at the Annual General Meeting subject to the provisions of the Articles of Association and the Companies Act, 2013. The Members of our Company have the right to decrease, 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 Board of Directors to declare and pay interim dividends.

The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both which shall be arrived at after providing for depreciation in accordance with the provisions of Companies Act, 2013. The declaration and payment of dividend will depend on a number of factors, including but not limited to the results of operations, earnings, capital requirements and surplus, general financial conditions, applicable Indian legal restrictions, contractual obligations and restrictions, restrictive covenants under the loan and other financing arrangements to finance the various projects of our Company and other factors considered relevant by our Board of Directors.

Our Company has not paid / declared any dividend in last three years from date of this Draft Prospectus.

SECTION IX: FINANCIAL INFORMATION

FINANCIAL STATEMENTS AS RESTATED

Independent Auditor's Examination report on Restated Standalone Financial Information of Spinaroo Commercial Limited

To,
The Board of Directors
Spinaroo Commercial Limited
(*Erstwhile known as Spinaroo Commercial Private Limited*)
Jalan Industrial Complex Gate-1, Right Lane-6,
P.O. Jangalpur, Begri Gram Panchayat,
Howrah- 711 411, West Bengal, India

Dear Sirs,

1. We **M/s. R.K. Banka & Co.**, Chartered Accountant ("we" or "us") have examined the attached Restated Standalone Financial Information of **Spinaroo Commercial Limited** (*Formerly known as Spinaroo Commercial Private Limited*) (the "Company" or the "Issuer"), comprising the Restated Statement of Assets and Liabilities as at September 30, 2024, March 31, 2024, 2023 and 2022, the Restated Statements of Profit and Loss, the Restated Cash Flow Statement for the periods ended September 30, 2024, March 31, 2024, 2023 and 2022, the Summary Statement of Significant Accounting Policies, and other explanatory information (collectively, the "**Restated Financial Information**"), as approved by the Board of Directors of the Company at their meeting held on 14/11/2024 for the purpose of inclusion in the Draft Prospectus/ Prospectus prepared by the Company in connection with its proposed Initial Public Offer of equity shares at SME Platform of Exchange ("**SME IPO**").
2. These restated Summary Statement have been prepared in terms of the requirements of:
 - a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act")
 - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and
 - c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").
3. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the Draft Prospectus/Prospectus to be filed with Securities and Exchange Board of India, Registrar of Companies, West Bengal and the Stock Exchange in connection with the proposed SME IPO. The Restated Financial Information have been prepared by the management of the Company on the basis of preparation stated in **Annexure IV** to the Restated Financial Information. The Board of Directors of the Company responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.
4. We have examined such Restated Financial Information taking into consideration:
 - a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 14/10/2024 in connection with the proposed IPO of equity shares of the Issuer;
 - b) The Guidance Note. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
 - c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and
 - d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

5. These Restated Financial Information have been compiled by the management from the Audited Financial Statements of the Company for the periods ended on September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, which has been approved by the Board of Directors. For the purpose of our examination, we have relied on:
- a) Audited financial statements of the Company as at and for the period ended September 30, 2024 and financial years ended March 31, 2024, 2023 and 2022 prepared in accordance with the Indian Accounting Standards (Indian GAAP) which have been approved by the Board of Directors at their meeting held on 4th November 2024, 2nd September 2024, 5th September 2023 and 31st August 2022 respectively.
 - b) We have audited the special purpose financial statements of the company as at and for the six month period ended on September 30, 2024 prepared by the company in accordance with Indian Accounting Standard (Indian GAAP) for the limited purpose of complying with the requirement of Restated Audited Financial statements in the offer documents should not be more than six months old from the issue opening date as required by ICDR Regulations in relation to the proposed IPO. We have issued our report dated 4th November 2024 on this special purpose which have been approved by the Board of Directors at their meeting.
 - c) Auditors' reports issued by us dated 4th November 2024, 2nd September 2024, 5th September 2023 and 31st August 2022 on the standalone financial statements of the company as at and for the period ended on September 30, 2024 and financial years ended on March 31, 2024, March 31, 2023 and March 31, 2022.
 - d) Reliance has been placed on the restated statement of assets and liabilities, the restated statements of profit and loss, statements of changes in equity, restated cash flow statements, the Summary Statement of Significant Accounting Policies, and other explanatory information (collectively, the "Restated Financial Information") examined by us for the said years
6. Based on our examination and according to the information and explanations given to us, we report that:
- a) The "**Restated Summary Statement of Assets and Liabilities**" as set out in **Annexure I** to this report, of the Company for the periods ended September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 are prepared by the Company and approved by the Board of Directors. These Restated summary Statement of Assets and Liabilities, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more These fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.
 - b) The "**Restated Summary Statement of Profit and Loss**" as set out in **Annexure II** to this report, of the Company for the periods ended September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 are prepared by the Company and approved by the Board of Directors. These Restated summary Statement of Profit and Loss have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.
 - c) The "**Restated Summary Statement of Cash Flow**" as set out in **Annexure III** to this report, Company for the periods ended September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 are prepared by the Company and approved by the Board of Directors. These Restated summary Statement of Cash Flow have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.
 - d) The Restated Summary Statement have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.
 - e) The Restated Summary Statements have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial period/years to reflect the same accounting treatment as per the changed accounting policy for all reporting periods, if any;
 - f) The Restated Summary Statements have been made after incorporating adjustments for prior period and other material amounts in the respective financial years/period to which they relate, if any and there are no qualifications which require adjustments;
 - g) Extra-ordinary items that needs to be disclosed separately in the accounts has been disclosed wherever required;

- h) There were no qualifications in the Audit Reports issued by the Statutory Auditors years as at and for the periods ended September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 which would require adjustments in this Restated Financial Statements of the Company;
- i) Profits and losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this report;
- j) Adjustments in Restated Summary Statements have been made in accordance with the correct accounting policies, which includes the impact of provision of gratuity made on actuarial valuation basis in the Restated Summary Statements;
- k) There was no change in accounting policies, which needs to be adjusted in the Restated Summary Statements
- l) There are no revaluation reserves, which need to be disclosed separately in the Restated Financial Statements;
- m) the company has not proposed any dividend in past effective for the said period.
7. 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 as at and for the periods ended September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 proposed to be included in the Draft Prospectus/Prospectus.

| Annexure No. | Particulars |
|---------------------|--|
| I | Restated Statement of Assets & Liabilities |
| I.1 | Restated Statement of Share Capital |
| I.2 | Restated Statement of Reserves & Surpluses |
| I.3 | Restated Statement of Long-Term Borrowings |
| I.4 | Restated Statement of Deferred Tax Liabilities/Assets |
| I.5 | Restated Statement of Other Long-Term Liabilities |
| I.6 | Restated Statement of Long-Term Provisions |
| I.7 | Restated Statement of Short-Term Borrowings |
| I.8 | Restated Statement of Current Maturity of Long-Term Borrowings |
| I.9 | Restated Statement of Trade Payable |
| I.10 | Restated Statement of Other Current Liabilities |
| I.11 | Restated Statement of Short-Term Provisions |
| I.12 | Restated Statement of Fixed Assets & Depreciations |
| I.13 | Restated Statement of Non-Current Investment |
| I.14 | Restated Statement of Long-Term Loans and Advances |
| I.15 | Restated Statement of Other Non-Current Assets |
| I.16 | Restated Statement of Current Investments |
| I.17 | Restated Statement of Inventories |
| I.18 | Restated Statement of Trade Receivable |
| I.19 | Restated Statement of Cash & Cash Equivalent |
| I.20 | Restated Statement of Short-Term Loans and Advances |
| I.21 | Restated Statement of Other Current Assets |
| II | Restated Statement of Profit & Loos |
| II.1 | Restated Statement of Revenue from operations |
| II.2 | Restated Statement of Other Income |
| II.3 | Restated Statement of Cost of Material Consumed |
| II.4 | Restated Statement of Purchase of Stock-in-Trade |
| II.5 | Restated Statement of Changes in Inventories |
| II.6 | Restated Statement of Employees Benefit Expenses |
| II.7 | Restated Statement of Other Expenses |
| II.8 | Restated Statement of Financial Charges |
| II.9 | Restated Statement of Provision for Taxation |
| Other Annexures: | |
| III | Cash Flow Statement |
| IV | Statement of Significant Accounting Policies |

| | |
|------|---|
| V | Notes to the Re-stated Financial Statements |
| VI | Statement of Accounting & Other Ratios, As Restated |
| VII | Statement of Capitalization, As Restated |
| VIII | Statement of Tax Shelter, As Restated |
| IX | Statement of Related Parties & Transactions |
| X | Statement of Dividends |
| XI | Contingent Liabilities |

8. We, M/s. R.K. Banka & Co., Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India (“ICAI”) and hold a valid peer review certificate issued by the “**Peer Review Board**” of the ICAI which is valid till 30.06.2027.
9. The Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the special purpose interim financial statements and audited financial statements mentioned in paragraph 5 above.
10. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
12. Our report is intended solely for use of the Board of Directors for inclusion in the Draft Prospectus / Prospectus to be filed with Securities and Exchange Board of India, the stock exchanges and Registrar of Companies, West Bengal in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For, R.K. Banka & Co
Chartered Accountants
Firm Reg. No: 320314E
PRC No: 017213

Sd/-

(CA Ratan Kumar Banka)
Proprietor
Membership No: 055654
Place: Kolkata
Date: 14/11/2024
UDIN No: 24055654BKFERD3126

ANNEXURE - I
STATEMENT OF STANDALONE ASSETS & LIABILITIES, AS RESTATED

| Particulars | Note No. | As on (Rs. In Lakhs) | | | |
|---|----------|----------------------|-----------------|-----------------|-----------------|
| | | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
| I. EQUITY & LIABILITIES | | | | | |
| (1) Shareholders Fund | | | | | |
| a) Share capital | I.1 | 500.00 | 100.00 | 100.00 | 100.00 |
| b) Reserves and surplus | I.2 | 164.40 | 502.92 | 362.86 | 269.81 |
| c) Money received against share warrants | | - | - | - | - |
| Total Shareholder's Fund | | 664.40 | 602.92 | 462.86 | 369.81 |
| (2) Share application money pending allotment | | - | - | - | - |
| (3) Non-Current Liabilities | | | | | |
| a) Long-Term Borrowings | I.3 | 66.88 | 81.68 | 169.45 | 144.46 |
| b) Deferred Tax Liability (Net) | I.4 | - | - | - | - |
| c) Other Long Term Liabilities | I.5 | - | - | - | - |
| d) Long Term provisions | I.6 | 6.26 | 5.01 | 4.01 | 3.03 |
| Total Non Current Liabilities | | 73.15 | 86.69 | 173.46 | 147.49 |
| (4) Current Liabilities | | | | | |
| a) Short Term Borrowings | I.7 | 676.10 | 658.06 | 632.53 | 719.98 |
| b) Current Maturity of Long Term Borrowings | I.8 | - | 12.00 | 41.50 | 35.00 |
| b) Trade Payables | | | | | |
| - total outstanding dues of MSME; and | I.9 | 462.75 | 301.86 | - | - |
| - total outstanding dues of creditors other than MSME | | 174.86 | 111.32 | 525.08 | 372.47 |
| c) Other Current Liabilities | I.10 | 75.88 | 86.34 | 85.77 | 89.15 |
| d) Short Term Provisions | I.11 | 67.24 | 46.09 | 26.42 | 48.56 |
| Total Current Liabilities | | 1,456.84 | 1,215.67 | 1,311.31 | 1,265.15 |
| Total Equity & Liability | | 2,194.39 | 1,905.28 | 1,947.62 | 1,782.45 |
| II. ASSETS | | | | | |
| (1) Non-Current Assets | | | | | |
| a) Fixed Assets | | | | | |
| (i) Property, Plant and Equipments | I.12 | 164.49 | 177.25 | 245.35 | 284.88 |
| (ii) Intangible Assets | | 0.07 | 0.20 | 0.10 | 0.10 |
| (iii) Capital Work-In-Progress | | - | - | - | - |
| (iv) Intangible assets under development | | - | - | - | - |
| Total Fixed Assets | | 164.55 | 177.45 | 245.45 | 284.98 |
| b) Non - current Investments | I.13 | 9.45 | 9.45 | 24.00 | 24.00 |
| c) Deferred Tax Assets (Net) | I.4 | 11.83 | 11.88 | 12.25 | 11.18 |
| d) Long Term Loans and Advances | I.14 | 31.33 | 31.33 | 29.70 | 28.86 |
| e) Other Non- current Assets | I.15 | 11.48 | 11.28 | 11.28 | 11.28 |
| Total Non Current Assets | | 64.08 | 63.94 | 77.23 | 75.32 |
| (2) Current assets | | | | | |
| a) Current investments | I.16 | - | - | - | - |
| b) Inventories | I.17 | 1,213.26 | 1,110.78 | 961.49 | 788.73 |
| c) Trade Receivables | I.18 | 534.15 | 375.51 | 464.20 | 384.81 |
| d) Cash and Cash Equivalents balances | I.19 | 52.12 | 59.71 | 64.20 | 27.14 |
| e) Short Term Loans and advances | I.20 | 166.22 | 117.90 | 135.05 | 221.47 |
| f) Other Current Assets | I.21 | - | - | - | - |
| Total Current Assets | | 1,965.75 | 1,663.90 | 1,624.94 | 1,422.15 |
| Total Assets | | 2,194.39 | 1,905.28 | 1,947.62 | 1,782.45 |

Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

ANNEXURE - II
STATEMENT OF STANDALONE PROFIT & LOSS, AS RESTATED

| Particulars | Note No. | For the Period/Year ended on (Rs. In lakhs) | | | |
|---|----------|---|-----------------|-----------------|-----------------|
| | | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
| Income | | | | | |
| Revenue from Operations | II.1 | 2,101.50 | 4,083.68 | 5,312.50 | 4,744.43 |
| Other Income | II.2 | 0.15 | 37.63 | 6.80 | 13.17 |
| Total Income | | 2,101.65 | 4,121.31 | 5,319.30 | 4,757.60 |
| | | | | | |
| Expenditure | | | | | |
| Cost of Material Consumed | II.3 | 1,925.58 | 3,419.87 | 4,759.00 | 3,895.57 |
| Purchase of Stock-in-Trade | II.4 | - | 16.15 | 27.51 | 154.51 |
| Change in Inventories | II.5 | (147.36) | (27.65) | (172.94) | (80.97) |
| Employee Benefit Expenses | II.6 | 26.57 | 42.84 | 88.71 | 95.65 |
| Other Expenses | II.7 | 163.93 | 367.98 | 391.00 | 462.83 |
| Total Expenses | | 1,968.72 | 3,819.18 | 5,093.28 | 4,527.58 |
| | | | | | |
| Profit Before Interest, Depreciation and Tax | | 132.93 | 302.13 | 226.02 | 230.01 |
| Depreciation & Amortisation Expenses | I.12 | 14.51 | 42.94 | 51.21 | 64.07 |
| | | | | | |
| Profit Before Interest and Tax | | 118.41 | 259.18 | 174.81 | 165.94 |
| Financial Charges | II.8 | 35.80 | 73.17 | 76.93 | 73.11 |
| | | | | | |
| Profit before Taxation | | 82.61 | 186.02 | 97.88 | 92.84 |
| Provision for Taxation | II.9 | 21.07 | 45.60 | 26.41 | 27.76 |
| Earlier year taxes | | - | - | (20.51) | 15.50 |
| Provision for Deferred Tax | | 0.06 | 0.37 | (1.07) | (2.30) |
| Total | | 21.13 | 45.96 | 4.82 | 40.95 |
| Profit After Tax but Before Extra ordinary Items | | 61.48 | 140.05 | 93.06 | 51.89 |
| Extraordinary Items | | - | - | - | - |
| Profit Attributable to Minority Shareholders | | - | - | - | - |
| Net Profit after adjustments | | 61.48 | 140.05 | 93.06 | 51.89 |
| Net Profit Transferred to Balance Sheet | | 61.48 | 140.05 | 93.06 | 51.89 |

Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

ANNEXURE - III
STATEMENT OF STANDALONE CASH FLOW, AS RESTATED

| PARTICULARS | For the Period/Year ended on (Rs. In lakhs) | | | |
|---|---|-----------------|-----------------|-----------------|
| | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
| A. CASH FLOW FROM OPERATING ACTIVITIES | | | | |
| Profit Before Tax as per Profit & Loss A/c | 82.61 | 186.02 | 97.88 | 92.84 |
| Adjusted for : | | | | |
| a. Depreciation | 14.51 | 42.94 | 51.21 | 64.07 |
| b. Interest Expenses & Finance Cost | 35.80 | 73.17 | 76.93 | 73.11 |
| c. Interest & Other Income | - | (1.92) | (1.73) | (1.38) |
| d. Profit/Loss on Sale of Fixed Assets | - | (10.10) | - | (3.71) |
| e. Profit/Loss on Sale of Investments | - | (24.01) | - | - |
| f. Provision for gratuity | 1.33 | 1.49 | 0.98 | 3.04 |
| Operating profit before working capital changes | 134.26 | 267.60 | 225.27 | 227.96 |
| Adjusted for Change in Working Capital: | | | | |
| a. Decrease / (Increase) in Inventories | (102.48) | (149.29) | (172.76) | (85.14) |
| b. Decrease / (Increase) in trade receivable | (158.65) | 88.69 | (79.38) | 90.16 |
| b. Decrease / (Increase) in Current Investments | - | - | - | - |
| c. (Increase) / Decrease in short term loans and advances | (48.31) | 17.15 | 86.42 | (21.66) |
| d. Increase / (Decrease) in Trade Payables | 224.44 | (111.90) | 152.61 | 32.49 |
| f. Increase / (Decrease) in other current liabilities | (10.45) | 0.57 | (3.37) | (71.27) |
| g. (Increase) / Decrease in Other Current Assets | - | - | - | - |
| Cash generated from operations | (95.46) | (154.79) | (16.49) | (55.42) |
| Net Income Tax (Paid)/Refund | - | (26.42) | (28.03) | (49.63) |
| Net Cash Generated/(Used) From Operating Activities (A) | 38.80 | 86.39 | 180.75 | 122.91 |
| B. CASH FLOW FROM INVESTING ACTIVITES | | | | |
| a. (Purchase) of Fixed Assets | (1.62) | (4.84) | (11.68) | (17.27) |
| b. Sale of Fixed Assets | | 40.00 | | 4.50 |
| c. (Purchase) / Sale of non-current investment | | 38.56 | - | - |
| d. (Increase) / Decrease in Other Non Current Assets | (0.20) | - | - | - |
| f. Interest & Other Income | - | 1.92 | 1.73 | 1.38 |
| g. (Increase) / Decrease in Long term loans and advances | - | (1.62) | (0.85) | (21.98) |
| Net Cash Generated/(Used) From Investing Activities (B) | (1.82) | 74.01 | (10.79) | (33.37) |
| C. CASH FLOW FROM FINANCING ACTIVITES | | | | |
| a. Interest & Finance Cost | (35.80) | (73.17) | (76.93) | (73.11) |
| b. (Repayments) / proceeds of long term borrowings | (14.80) | (87.77) | 24.99 | (168.57) |
| c. (Repayments) / proceeds of short term borrowings | 6.03 | (3.97) | (80.94) | 115.84 |
| Net Cash Generated/(Used) From Financing Activities (C) | (44.56) | (164.90) | (132.88) | (125.83) |
| Net Increase / (Decrease) in cash and cash equivalents (A+B+C) | (7.59) | (4.50) | 37.07 | (36.28) |
| Cash and cash equivalents at the beginning of the year | 59.71 | 64.20 | 27.14 | 63.42 |
| Cash and cash equivalents at the end of the year | 52.12 | 59.70 | 64.21 | 27.14 |

Notes:

- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard -3 'Cash Flow Statement'. Previous year's figures have been regrouped / rearranged / recasted wherever necessary to make them comparable with those of current year
- The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

Annexure IV

A. Background of the company:

Spinaroo Commercial Limited (“the company”) was originally incorporated in the name of Spinaroo Commercial Private Limited on 17 August 2012 under the provisions of Companies Act, 1956 with the Registrar of Companies Kolkata. The company was converted into a public limited company on 22nd August, 2024. The company’s primary business activities include manufacturing of Aluminium Foil Container, Aluminium Home Foil, Paper Cups, Paper Plates, Disposable Bowls, Raw Material for Paper Cups viz. paper coating, printing, blanking etc. The company’s registered address is Jalan Industrial Complex Gate-1, Right Lane-6, P.O. Jangalpur, Begri Gram Panchayat, Howrah – 711411, West Bengal, India.

B. Statement of Significant Accounting Policies

1.1 Basis of Preparation of Financial Statements:

These financial statements have been prepared on the basis of going concern, to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under Section 133 of the Companies Act, 2013 read with rule 7 of the companies (Accounts) rules 2015.

The financial statements are prepared on accrual basis under the historical cost convention, except for certain fixed Assets which are carried at revalued amounts. The financial statements are presented in Indian rupees.

1.2 Use of Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities on the date of the financial statements and the results of operations during the reporting periods. Although these estimates are based upon management's knowledge of current events and actions, actual results could differ from those estimates and revisions, if any, are recognized in the current and future periods.

1.3 Property, Plant & Equipment :

Tangible fixed assets are stated at cost of acquisition, net of GST Input where applicable, and inclusive of inward freight, other duties and taxes and incidental expenses related to acquisition, less accumulated depreciation and impairment loss, if any. Expenditure with respect to cost of financing upto trial run (net of revenue) are capitalized.

Intangible assets are stated at cost of acquisition less accumulated amortisation and impairment losses.

1.4 Depreciation:

Depreciation/Amortization charge is provided on fixed assets on written-down-value method as per rates prescribed in companies act, 2013.

1.5 Revenue Recognition:

Revenue is recognized when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is reasonably certain, the associated costs and possible return of goods can be estimated reliably, there is no continuing management involvement with the goods and the amount of revenue can be measured reliably and stated net of Goods & Services Tax, Sales Tax, VAT, trade discounts and rebates. Interest income is recognized on time proportion basis, taking into account outstanding amount and the applicable interest rate. Dividend income is accounted when the company’s right to receive dividend is established

1.6 Taxes on Income:

Provision for current tax is made in terms of provisions of the Income Tax Act, 1961. Deferred tax on account of timing difference between taxable and accounting income is provided considering the tax rates and tax laws enacted or substantively enacted by Balance sheet date, the deferred tax asset is recognized and carried forward only to the extent that there is a reasonable certainty that the assets will be realized in future.

Minimum Alternate Tax credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal Income Tax during the specified period.

1.7 Earnings per Share:

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is calculated by dividing net profit attributable to equity Shareholders (after adjustment for diluted earnings) by average number of weighted equity shares outstanding during the year.

1.8 Provisions/Contingencies:

A provision is recognized when there is a present obligation as a result of past event, and it is probable that an outflow of resources will be required to settle the obligation and in respect of which a reliable estimate can be made. Provisions are determined (as provided/charged to the Statement of Profit and Loss) based on estimate of the amount required to settle the obligation at the Balance Sheet date and are not discounted to present value. Contingent assets are neither recognized nor disclosed in the financial statements.

1.9 Borrowing Cost:

Borrowing Cost attributable to the acquisition or construction of a qualifying asset is capitalized as part of the cost of the asset. Other borrowing costs are recognized as an expense in the period in which they are incurred.

1.10 Inventory:

Inventories are valued at cost or net realizable value whichever is lower and on FIFO method.

1.11 Foreign Currency Transactions:

There is no foreign currency transaction in this company.

1.12 Segment Information:

Based on the principles for determination of segments given in Accounting Standard 17 “Segment Reporting” issued by accounting standard notified by Companies (Accounting Standard) Rules, 2008, the company is mainly engaged in the activity surrounded with main business of the Company hence there is no reportable segment.

1.13 Impairment of Assets:

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Profit & Loss Account in the year in which as the asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

The company found no indication that any asset may be impaired. Therefore, there was no need to determine impairment Loss. Other disclosure requirements as per mandatory Accounting Standard AS – 28 are not applicable in the case of the company.

1.14 Prior Period Expenditure:

The change in estimate due to error or omission in earlier period is treated as prior period items. The items in respect of which liability has arisen/crystallized in the current year, though pertaining to earlier year is not treated as prior period expenditure.

1.15 Extra Ordinary Items:

The income or expenses that arise from event or transactions which are clearly distinct from the ordinary activities of the Company and are not recurring in nature are treated as extra ordinary items. The extra ordinary items are disclosed in the statement of profit and loss as a part of net profit or loss for the period in a manner so as the impact of the same on current profit can be perceived.

1.16 Impact of Covid19:

On the basis of assessment of the impact of the outbreak of COVID-19 on business operations of the entity, the entity's management may conclude that no adjustment are required in the financial statement as it does not impact the current financial year. However, the situation with COVID-19 is still evolving. Also, some of the various preventive measures taken are still in force, leading to highly uncertain economic environment. Due to these circumstances, the management's assessment of the impact on the subsequent period is dependent upon the circumstances as they evolve.

1.17 Employee Benefits:

Contribution as per Employees Provident Fund Law towards Provident Fund are provided for and payments in respect thereof are made to the relevant authorities on actual basis and relevant employer's contribution are recognized as expenditure and are charged to the profit & loss Account under the group head payments to and for the employees.

For Gratuity, the Present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method. This method considers each period of service as giving rise to an additional unit of benefit entitlement and measures each unit separately to build up the final obligation. The company does not have a funded plan for gratuity liability.

Annexure –V

Notes to the Re-stated Financial Statements:

I. Non-adjustment Items:

No Audit qualifications for the respective periods which require any corrective adjustment in these Restated Financial Statements of the Company have been pointed out during the restated period.

II. Material Regroupings:

Appropriate adjustments have been made in the restated summary statements of Assets and Liabilities Profits and Losses and Cash flows wherever required by reclassification of the corresponding items of income expenses assets and liabilities in order to bring them in line with the requirements of the SEBI Regulations.

III. Material Adjustments in Restated Profit & Loss Account:

| Particulars | For the period ended (Rs. In lakhs) | | | |
|--|-------------------------------------|---------------|--------------|--------------|
| | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
| Profit After Tax as per Books of Accounts | 61.48 | 140.04 | 93.59 | 55.39 |
| Adjustment for provision of Gratuity | - | 0.01 | (0.53) | (3.50) |
| Adjustment for provision of Income Tax | - | - | - | - |
| Adjustment for provision of Deferred Tax | - | - | - | - |
| Profit After Tax as per Restated | 61.48 | 140.05 | 93.06 | 51.89 |

IV. Details of dues to Micro and Small Enterprises as defined under the MSMED Act, 2006

Under the Micro, Small and Medium Enterprises Development Act, 2006 which came into force from 2nd October 2006, certain disclosures are required to be made relating to Micro and Small Enterprises.

The Company has not received any memorandum (as required to be filed by the suppliers with the notified authority under the Micro, Small and Medium Enterprises Development Act, 2006) claiming their status as on 31st March, 2021 as Micro, Small or Medium enterprises. Consequently, the amount paid/payable to these parties could not be ascertainable.

There are no micro and small enterprises, as defined in the micro and small enterprises development act, 2006, to whom the company owes dues on account of principal amount together with the interest and accordingly no additional disclosures have been made. The above information regarding micro and small enterprises has been determined to the extent such parties have been identified on the basis of information available with the company. This has been relied upon by the auditors.

V. Other figures of the previous years have been regrouped / reclassified and / or rearranged wherever necessary.

VI. The balance of Sundry Creditors, Sundry Debtors, Loans Advances, Unsecured Loans, and Current Liabilities are subject to confirmation and reconciliation.

VII. As required under SEBI (ICDR) Regulations, the statement of assets and liabilities has been prepared after deducting the balance outstanding on revaluation reserve account from both fixed assets and reserves and the net worth arrived at after such deductions.

VIII. Expenditure in Foreign Currency: Nil

IX. Earnings in Foreign Exchange: Nil

X. Leave Encashment [AS-15]

Accounting Standard (AS) – 15 issued by ICAI is Mandatory. However, the company has not made provision for leave encashment benefit on retirement of employee as the quantum of liability is not ascertainable due to the availability of leave encashment benefit and availment of leave any time during the service period.

XI. Trade Receivables, Trade Payables, Borrowings, Loans & Advances and Deposits

Balances of Trade Receivables, Trade Payables, Borrowings and Loans & Advances and Deposits are subject to confirmation.

XII. Re-grouping/re-classification of amounts

The figures have been grouped and classified wherever they were necessary and have been rounded off to the nearest rupee.

XIII. Examination of Books of Accounts & Contingent Liability

The list of books of accounts maintained is based on information provided by the assesses and is not exhaustive. The information in audit report is based on our examination of books of accounts presented to us at the time of audit and as per the information and explanation provided by the assessed at the time of audit.

XIV. Director Personal Expenses

There are no direct personal expenses debited to the profit and loss account. However, personal expenditure if included in expenses like telephone, vehicle expenses etc. are not identifiable or separable.

XV. Deferred Tax Asset / Liability: [AS-22]

The company has created Deferred Tax Asset / Liability as required by Accounting Standard (AS) - 22.

XVI. Related Party Disclosure

Information in accordance with the requirements for the Accounting Standard - 18 on Related Party Disclosures issued by The Institute of Chartered Accountants of India as reported in "Annexure IX". We confirm that all the transaction are on Arm length as prescribed by the Income Tax Act.

ADDITIONAL DISCLOSURES WITH RESPECT TO AMENDMENTS TO SCHEDULE III AS RESTATED

- a) The Company have no immovable property whose title deeds are not held in the name of the company.
- b) The Company has not revalued its Property, Plant and Equipment during the year.
- c) No Loans or Advances in the nature of loans are granted to promoters, Directors, Key Managerial Persons and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are repayable on demand or without specifying any terms or period of repayment.
- d) 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.
- e) The Company has used its borrowing for the specified purpose for which it was availed.
- f) The Company has not been declared as a willful defaulter by any lender who has powers to declare a company as a willful defaulter at any time during the financial year or after the end of reporting period but before the date when the financial statements are approved.
- g) The Company does not have any transactions with struck off Companies under section 248 of the Companies Act, 2013.
- h) The Company has not traded in any crypto currency or virtual currency during the period covered in Restated Period.
- i) There are no charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period.
- j) No Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.
- k) The Company has complied with the number of layers prescribed under clause (87) of the section 2 of the Companies Act read with Companies (restriction on number of layers) rule 2017.

- l) The Company has not advanced or loaned or invested funds to any other person(s) or entity(is), including foreign entities (intermediaries), with the understanding that the intermediary shall Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries), or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

- m) The Company has not received any funds from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate beneficiaries), or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

For, R.K. Banka & Co
Chartered Accountants
Firm Reg. No: 320314E
PRC No: 017213

Sd/-

(CA Ratan Kumar Banka)
Proprietor
Membership No: 055654
Place: Kolkata
Date: 14/11/2024
UDIN No: 24055654BKFERD3126

Annexure – I.1

Restated Statement of Share Capital

(Rs. In lakhs)

| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|---|------------|------------|------------|------------|
| Authorised Capital | | | | |
| Equity shares of ₹10/- each | 700.00 | 100.00 | 100.00 | 100.00 |
| Issued, Subscribed & Fully Paid-up | | | | |
| Equity shares of ₹10/- each | 500.00 | 100.00 | 100.00 | 100.00 |

Note: The Company has only one class of equity shares of par value ₹10/- each. Each equity shareholder is entitled to one vote per share held, and on liquidation entitled to receive balance of net assets remaining after settlement of all debts, creditors & preferential amounts, proportionate to their respective shareholding.

Reconciliation of No. of Shares Outstanding at the end of the year

(No. of Equity Shares)

| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|---|------------------|------------------|------------------|------------------|
| Shares outstanding at the beginning of the year | 10,00,000 | 10,00,000 | 10,00,000 | 10,00,000 |
| Shares issued during the year | - | - | - | - |
| Bonus Issued during the year | 40,00,000 | - | - | - |
| Share outstanding at the end of the year | 50,00,000 | 10,00,000 | 10,00,000 | 10,00,000 |

Details of Shareholding of Promoters or Shareholding more than 5% of the aggregate shares in the company

(No. of Equity Shares)

| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|-------------------------------------|------------|------------|------------|------------|
| Amit Sultania (Promoter) | | | | |
| No. of Shares | 12,54,160 | 2,50,832 | 2,50,832 | 2,50,832 |
| % Holding | 25.08% | 25.08% | 25.08% | 25.08% |
| % change during the year | - | - | - | - |
| Aditya Todi (Promoter) | | | | |
| No. of Shares | 8,18,000 | 1,63,600 | 1,63,600 | 1,63,600 |
| % Holding | 16.36% | 16.36% | 16.36% | 16.36% |
| % change during the year | - | - | - | - |
| Mridula Todi (Promoter) | | | | |
| No. of Shares | 8,25,000 | 1,65,000 | 1,65,000 | 1,65,000 |
| % Holding | 16.50% | 16.50% | 16.50% | 16.50% |
| % change during the year | - | - | - | - |
| Amit Sultania (HUF) | | | | |
| No. of Shares | 4,12,500 | 82,500 | 82,500 | 82,500 |
| % Holding | 8.25% | 8.25% | 8.25% | 8.25% |
| % change during the year | - | - | - | - |
| Puja Rungta | | | | |
| No. of Shares | 4,00,000 | 80,000 | 80,000 | 80,000 |
| % Holding | 8.00% | 8.00% | 8.00% | 8.00% |
| % change during the year | - | - | - | - |
| Pushp Deep Rungta | | | | |
| No. of Shares | 4,00,000 | 80,000 | 80,000 | 80,000 |
| % Holding | 8.00% | 8.00% | 8.00% | 8.00% |
| % change during the year | - | - | - | - |
| Prashan Deep Rungta | | | | |
| No. of Shares | 4,00,000 | 80,000 | 80,000 | 80,000 |
| % Holding | 8.00% | 8.00% | 8.00% | 8.00% |
| % change during the year | - | - | - | - |
| P D Rungta & Others(HUF) | | | | |
| No. of Shares | 4,66,660 | 93,332 | 93,332 | 93,332 |
| % Holding | 9.33% | 9.33% | 9.33% | 9.33% |
| % change during the year | - | - | - | 0.01 |

Annexure – I.2

| Restated Statement of Reserve & Surplus | | (Rs. In lakhs) | | | |
|--|---------------|----------------|---------------|---------------|--|
| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 | |
| Statement of Profit & Loss | | | | | |
| Opening balance | 442.92 | 302.86 | 209.81 | 157.92 | |
| Add: Profit for the year | 61.48 | 140.05 | 93.06 | 51.89 | |
| Less: Utilised for Bonus Issue | (400.00) | - | - | - | |
| Total | 104.40 | 442.92 | 302.86 | 209.81 | |
| Less: Utilised for Bonus Issue | - | - | - | - | |
| Balance as at the end of the year for Profit & Loss | 104.40 | 442.92 | 302.86 | 209.81 | |
| Security Premium Reserve | 60.00 | 60.00 | 60.00 | 60.00 | |
| Less: Utilised for Bonus Issue | - | - | - | - | |
| Balance as at the end of the year for Security Premium | 60.00 | 60.00 | 60.00 | 60.00 | |
| Revaluation Reserves, if any | - | - | - | - | |
| Other Reserves, If Any | - | - | - | - | |
| Total Reserve & Surplus | 164.40 | 502.92 | 362.86 | 269.81 | |

Annexure – I.3

| Restated Statement of Long Term Borrowings | | (Rs. In lakhs) | | | |
|--|--------------|----------------|---------------|---------------|--|
| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 | |
| Secured Loans from Bank/FIs | | | | | |
| Term Loan (ICICI Bank) | - | - | 12.00 | 17.50 | |
| Total of Secured Loans from Bank/Fis | - | - | 12.00 | 17.50 | |
| Unsecured Loans from Related Parties | | | | | |
| Loan from Directors | 22.27 | 34.31 | 18.97 | 0.99 | |
| Loan from Shareholders & Relatives | 5.10 | 14.27 | 3.77 | 1.35 | |
| Total of Unsecured Loans from Related Parties | 27.37 | 48.58 | 22.74 | 2.34 | |
| Unsecured Loans from Others | | | | | |
| Loan from Body Corporates | 39.51 | 33.10 | 134.71 | 124.61 | |
| Total of Unsecured Loans from Others | 39.51 | 33.10 | 134.71 | 124.61 | |
| Total Long Term Borrowings | 66.88 | 81.68 | 169.45 | 144.46 | |

Note: There were no rescheduling or defaults in the repayment of loan taken by the Company.

Annexure – I.4

| Restated Statement of Deferred Tax Liabilities/Assets | | (Rs. In lakhs) | | | |
|---|--------------|----------------|--------------|--------------|--|
| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 | |
| Deferred Tax Assets/Liabilities Provision | | | | | |
| WDV As Per Companies Act 2013 | 164.55 | 177.45 | 245.45 | 284.98 | |
| WDV As Per Income tax Act | 211.54 | 224.67 | 294.12 | 327.97 | |
| Difference in WDV | 46.99 | 47.22 | 48.67 | 42.99 | |
| DTA/(DTL) | 11.83 | 11.88 | 12.25 | 11.18 | |
| Deferred Tax Assets Provision | | | | | |
| Opening Balance of DTA/(DTL) | 11.88 | 12.25 | 11.18 | 8.87 | |
| Add: Provision for the year | (0.06) | (0.37) | 1.07 | 2.30 | |
| Closing Balance of DTA/(DTL) | 11.83 | 11.88 | 12.25 | 11.18 | |

Annexure – I.5

| Restated Statement of Other Long Term Borrowings | | (Rs. In lakhs) | | | |
|--|------------|----------------|------------|------------|--|
| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 | |
| Nil | - | - | - | - | |
| Total | - | - | - | - | |

Annexure – I.6

| Restated Statement of Long Term Provisions | | (Rs. In lakhs) | | | |
|--|-------------|----------------|-------------|-------------|--|
| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 | |
| Present Value of Obligation for Gratuity (Non Current) | 6.26 | 5.01 | 4.01 | 3.03 | |
| Total | 6.26 | 5.01 | 4.01 | 3.03 | |

(1) Reconciliation of Opening and Closing Balance of Gratuity Obligation*(Rs. In lakhs)*

| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|---|-------------|-------------|-------------|-------------|
| Net Liability as at the beginning of the period | 5.51 | 4.02 | 3.04 | - |
| Net Expense in P/L Account | 1.33 | 1.49 | 0.98 | 3.04 |
| Benefits Paid | - | - | - | - |
| Net Liability as at the end of the period | 6.84 | 5.51 | 4.02 | 3.04 |
| Present Value of Obligation for Gratuity (Closing) | 6.84 | 5.51 | 4.02 | 3.04 |

(II) Expenses recognised in Statement of Profit and Loss during the year:*(Rs. In lakhs)*

| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|---------------------------|-------------|-------------|-------------|-------------|
| Interest Cost | 0.20 | 0.30 | 0.23 | - |
| Current Service Cost | 0.55 | 1.07 | 0.96 | 3.04 |
| Net Actuarial (Gain)/Loss | 0.58 | 0.12 | (0.21) | - |
| Total | 1.33 | 1.49 | 0.98 | 3.04 |

(II) Change in Benefit Obligations:*(Rs. In lakhs)*

| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|------------------------------------|-------------|-------------|-------------|-------------|
| Opening Defined Benefit Obligation | 5.51 | 4.02 | 3.04 | - |
| Interest Cost | 0.20 | 0.30 | 0.23 | - |
| Current Service Cost | 0.55 | 1.07 | 0.96 | 3.04 |
| Net Actuarial (Gain)/Loss | 0.58 | 0.12 | (0.21) | - |
| Benefits Paid | - | - | - | - |
| Closing Defined Benefit Obligation | 6.84 | 5.51 | 4.02 | 3.04 |

(IV) Actuarial Assumption*(Rs. In lakhs)*

| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|---|--|--|--|--|
| Rate of Discounting | 6.88% | 7.18% | 7.50% | 7.49% |
| Salary Escalation | 5.00% | 5.00% | 5.00% | 5.00% |
| Attrition Rate | 10.00% | 10.00% | 10.00% | 10.00% |
| Mortality rate during employment Indian | Indian Assured Lives Mortality (2012-14) Ultimate | Indian Assured Lives Mortality (2012-14) Ultimate | Indian Assured Lives Mortality (2012-14) Ultimate | Indian Assured Lives Mortality (2012-14) Ultimate |

The estimate of rate of escalation in salary is considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above is certified by the actuary

Annexure – I.7**Restated Statement of Short Term Borrowings***(Rs. In lakhs)*

| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|--|---------------|---------------|---------------|---------------|
| Secured Loans from Bank/FIs | | | | |
| Cash Credit Limit from ICICI Bank Ltd | 676.45 | 78.92 | 575.03 | 593.36 |
| Drop Line Overdraft from ICICI Bank Ltd | (0.35) | 19.14 | | |
| Working Capital Demand Loan from ICICI Bank Ltd | - | 560.00 | | |
| Foreign Account from ICICI Bank Ltd | - | - | 57.50 | 107.92 |
| Total of Secured Loans from Bank/Fis | 676.10 | 658.06 | 632.53 | 701.28 |
| Unsecured Loans from Related Parties | | | | |
| Loan from Directors | - | - | - | 15.21 |
| Loan from Shareholders & Relatives | - | - | - | 3.49 |
| Total of Unsecured Loans from Related Parties | - | - | - | 18.69 |
| Total Short Term Borrowings | 676.10 | 658.06 | 632.53 | 719.98 |

Annexure – I.8

Restated Statement of Current Maturity of Long Term Borrowing

(Rs. In lakhs)

| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|---|------------|--------------|--------------|--------------|
| Current Maturities of Long Term Debt | - | 12.00 | 41.50 | 35.00 |
| | - | - | - | - |
| Total of Current Maturity of Long Term Borrowing | - | 12.00 | 41.50 | 35.00 |

Annexure – I.9

Restated Statement of Trade Payables

(Rs. In lakhs)

| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|--|---------------|---------------|---------------|---------------|
| Outstanding Dues for MSME Creditors | 462.75 | 301.86 | - | - |
| Outstanding Dues for Other than MSME Creditors | 174.86 | 111.32 | 525.08 | 372.47 |
| Disputed Creditors, if any | - | - | - | - |
| Total | 637.62 | 413.18 | 525.08 | 372.47 |

Note: Trade Payable Ageing schedule

(Rs. In lakhs)

| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|--------------------------------------|---------------|---------------|---------------|---------------|
| For MSME Creditors | | | | |
| Less Than 1 Years | 462.75 | 301.86 | 114.57 | - |
| 1 - 2 Years | - | - | - | - |
| 2 - 3 Years | - | - | - | - |
| More Than 3 Years | - | - | - | - |
| Total | 462.75 | 301.86 | 114.57 | - |
| For Other than MSME Creditors | | | | |
| Less Than 1 Years | 174.86 | 111.32 | 408.95 | 372.47 |
| 1 - 2 Years | - | - | 1.55 | - |
| 2 - 3 Years | - | - | 0.02 | - |
| More Than 3 Years | - | - | - | - |
| Total | 174.86 | 111.32 | 410.51 | 372.47 |

Annexure – I.10

Restated Statement of Other Current Liabilities

(Rs. In lakhs)

| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|-------------------------------------|--------------|--------------|--------------|--------------|
| Advance from Customer | 34.27 | 33.43 | 35.71 | 62.34 |
| Provision for Interest on Bank Loan | 5.25 | 1.13 | 5.41 | 4.28 |
| Liabilities for Expenses | 14.06 | 23.89 | 18.41 | 18.11 |
| Statutory Dues | 22.30 | 27.89 | 26.25 | 4.42 |
| Total | 75.88 | 86.34 | 85.77 | 89.15 |

Annexure – I.11

Restated Statement of Short Term Provision

(Rs. In lakhs)

| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|---|--------------|--------------|--------------|--------------|
| Provision for Income Tax Last Year | - | - | - | 54.93 |
| Add: During the year | 66.67 | 45.60 | 26.41 | 27.76 |
| Add: Income tax earlier year | - | - | - | - |
| Less: Paid during the year | - | - | - | 34.13 |
| Provision for Employee Benefits: Present Value of Obligation for Gratuity (Current) | 0.58 | 0.50 | 0.01 | 0.01 |
| Total | 67.24 | 46.09 | 26.42 | 48.56 |

Annexure – I.12

Restated Statement of Fixed Assets

(Rs. In lakhs)

| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|--|---------------|---------------|---------------|---------------|
| Tangible Assets | | | | |
| <i>Land & Building</i> | 32.47 | 33.37 | 34.31 | 35.36 |
| <i>Plant & Machinery</i> | 130.38 | 141.65 | 207.20 | 245.15 |
| <i>Electrical Installation</i> | 0.49 | 0.85 | 1.21 | 1.73 |
| <i>Computers, Printers & Other Accessories</i> | 0.30 | 0.63 | 1.87 | 1.38 |
| <i>Office Equipments</i> | 0.61 | 0.49 | 0.43 | 0.85 |
| <i>Furniture & Fixture</i> | 0.24 | 0.27 | 0.33 | 0.41 |
| Total Net Block of Tangible Assets | 164.49 | 177.25 | 245.35 | 284.88 |

| B) Intangible Assets | | | | |
|---|-------------|-------------|-------------|-------------|
| Gross Block - Opening Balance | 2.07 | 1.96 | 1.96 | 1.96 |
| Addition/Sale during the year | 0 | 0.11 | - | - |
| Gross Block - Closing Balance | 2.07 | 2.07 | 1.96 | 1.96 |
| Accumulated Depreciation - Opening Balance | 1.87 | 1.86 | 1.86 | 1.65 |
| Depreciation during the year | 0.13 | 0.01 | - | 0.21 |
| Accumulated Depreciation - Closing Balance | 2.00 | 1.87 | 1.86 | 1.86 |
| Net Block | 0.07 | 0.20 | 0.10 | 0.10 |
| C) Capital Work-In-Progress | | | | |
| Gross Block - Opening Balance | - | - | - | - |
| Addition/Sale during the year | - | - | - | - |
| Gross Block - Closing Balance | - | - | - | - |
| Total | - | - | - | - |

Annexure – I.13

Restated Statement of Non - current Investments

(Rs. In lakhs)

| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|---|-------------|-------------|--------------|--------------|
| Investment in Spino Paper Products Pvt Ltd (Odisha) | 9.45 | 9.45 | 24.00 | 24.00 |
| Total | 9.45 | 9.45 | 24.00 | 24.00 |

(Present holding is 19.6% at cost value in Spino Paper Products Pvt Ltd)

Annexure – I.14

Restated Statement of Long Term Loans & Advances

(Rs. In lakhs)

| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|--|--------------|--------------|--------------|--------------|
| Fixed Deposits for Bank Guarantees issued to WBSEDCL | 31.33 | 31.33 | 29.70 | 28.86 |
| Total | 31.33 | 31.33 | 29.70 | 28.86 |

Annexure – I.15

Restated Statement of Other Non-current Assets

(Rs. In lakhs)

| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|------------------------------------|--------------|--------------|--------------|--------------|
| Security Deposit for Factory Shed | 11.28 | 11.28 | 11.28 | 11.28 |
| Security Deposit with Depositories | 0.20 | - | - | - |
| Total | 11.48 | 11.28 | 11.28 | 11.28 |

Annexure – I.16

Restated Statement of Current Investments

(Rs. In lakhs)

| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|--------------|------------|------------|------------|------------|
| Nil | - | - | - | - |
| Total | - | - | - | - |

Annexure – I.17

Restated Statement of Inventories

(Rs. In lakhs)

| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|-----------------|-----------------|-----------------|---------------|---------------|
| Raw Materials | 493.02 | 550.96 | 429.90 | 424.45 |
| Finished Goods | 682.72 | 505.07 | 483.32 | 337.38 |
| Stores & Spares | 14.00 | 22.88 | 27.00 | - |
| Scrap | 2.10 | 10.46 | 9.87 | - |
| Stock-In-Trade | 21.42 | 21.42 | 11.40 | 26.90 |
| Total | 1,213.26 | 1,110.78 | 961.49 | 788.73 |

Annexure – I.18

Restated Statement of Trade Receivables

(Rs. In lakhs)

| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|--|---------------|---------------|---------------|---------------|
| Undisputed Trade receivables – considered good | 534.15 | 375.51 | 464.20 | 384.81 |
| Undisputed Trade receivables – considered doubtful | - | - | - | - |
| Disputed Trade receivables – considered good | - | - | - | - |
| Disputed Trade receivables – considered doubtful | - | - | - | - |
| Total | 534.15 | 375.51 | 464.20 | 384.81 |

Note: Trade Receivable Ageing schedule*(Rs. In lakhs)*

| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|--------------------|---------------|---------------|---------------|---------------|
| Less Than 6 Months | 434.15 | 314.80 | 418.11 | 337.93 |
| 6 Months - 1 Years | 45.38 | 20.94 | 41.82 | 31.53 |
| 1 - 2 Years | 43.07 | 36.08 | 4.27 | 14.46 |
| 2 - 3 Years | 11.55 | 3.70 | - | 0.88 |
| More Than 3 Years | - | - | - | - |
| Total | 534.15 | 375.51 | 464.20 | 384.81 |

Annexure – I.19**Restated Statement of Cash and Cash Equivalents***(Rs. In lakhs)*

| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|---|--------------|--------------|--------------|--------------|
| Cash In Hand | 52.01 | 59.70 | 64.12 | 27.06 |
| Balance With Bank (in Current Accounts) | 0.11 | 0.01 | 0.09 | 0.08 |
| Total | 52.12 | 59.71 | 64.20 | 27.14 |

Annexure – I.20**Restated Statement of Short Term Loans and Advances***(Rs. In lakhs)*

| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|--|---------------|---------------|---------------|---------------|
| Loans and Advances to others Unsecured, Considered good | | | | |
| Advance to Supplier | 78.74 | 78.39 | 85.86 | 166.79 |
| Other Advance | 1.00 | 1.00 | 1.00 | 0.01 |
| GST Input | 27.35 | 7.07 | 18.68 | 23.64 |
| IGST Refundable | 0.74 | 0.74 | 0.74 | 0.74 |
| Income Tax Refundable | - | - | 2.26 | - |
| Self Asst. Tax | 17.25 | - | - | - |
| Advance Tax | 39.00 | 29.00 | 25.50 | 28.00 |
| Tax Deducted at Source & TCS | 2.14 | 1.71 | 1.02 | 2.29 |
| Total | 166.22 | 117.90 | 135.05 | 221.47 |

Annexure – I.21**Restated Statement of Other Current Assets***(Rs. In lakhs)*

| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|------------------|------------|------------|------------|------------|
| Prepaid Expenses | - | - | - | - |
| Security Deposit | - | - | - | - |
| Total | - | - | - | - |

Annexure –II.1

Restated Statement of Revenue from operations

(Rs. In lakhs)

| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|---|-----------------|-----------------|-----------------|-----------------|
| Sales & Services | | | | |
| Sale from Manufacturing Activities | | | | |
| - Domestic Sales | 2,089.02 | 4,065.16 | 5,247.87 | 4,524.00 |
| - Export Sales | - | - | 2.91 | 17.61 |
| Total Sale from Manufacturing Activities | 2,089.02 | 4,065.16 | 5,250.78 | 4,541.62 |
| Sale from Trading Activities | | | | |
| - Domestic Sales | - | 6.30 | 50.80 | 192.75 |
| - Export Sales | - | - | - | - |
| Total Sale from Trading Activities | - | 6.30 | 50.80 | 192.75 |
| Sale from Service Activities | | | | |
| - Domestic Sales | 12.48 | 12.22 | 10.92 | 10.06 |
| - Export Sales | - | - | - | - |
| Total Sale from Service Activities | 12.48 | 12.22 | 10.92 | 10.06 |
| Total Revenue from Operations | 2,101.50 | 4,083.68 | 5,312.50 | 4,744.43 |

Note-1: Details of Product wise Turnover

(Rs. In lakhs)

| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|--|-----------------|-----------------|-----------------|-----------------|
| Sale from Manufacturing Activities | | | | |
| Aluminium Containers and Home Foils | 64.48 | 292.76 | 685.64 | 775.99 |
| Coated Paper | 56.89 | - | 41.19 | 20.97 |
| Paper Cup | 13.48 | 328.27 | 479.06 | 357.17 |
| Paper Cup, Plate and Bowl (Semi finished) | 796.16 | 1,073.49 | 1,220.10 | 1,041.07 |
| Paper Plate | 12.61 | 80.02 | 101.89 | 111.40 |
| Uncoated Paper | 1,136.31 | 2,259.72 | 2,703.99 | 2,213.12 |
| Others | 9.07 | 30.90 | 18.90 | 21.90 |
| Total of Sale from Manufacturing Activities | 2,089.02 | 4,065.16 | 5,250.78 | 4,541.62 |
| Sale from Trading Activities | | | | |
| Paper Cup Machines | - | 6.30 | 50.80 | 192.75 |
| Total of Sale from Trading Activities | - | 6.30 | 50.80 | 192.75 |
| Sale from Services | | | | |
| Job work | 12.48 | 12.22 | 10.92 | 10.06 |
| Total of Sale from Services | 12.48 | 12.22 | 10.92 | 10.06 |

Note-2: Details of Contribution from Customers

(Rs. In lakhs)

| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|--|------------|------------|------------|------------|
| Turnover from Top 10 largest Customers | 933.25 | 1,455.60 | 1,882.03 | 1,922.94 |
| in % of Total Revenue from Operations | 44.41% | 35.64% | 35.43% | 40.53% |
| Turnover from Related Party | 35.34 | 78.37 | 82.16 | 69.67 |
| in % of Total Revenue from Operations | 1.68% | 1.92% | 1.55% | 1.47% |

Note-3: Sectorwise Turnover

(Rs. In lakhs)

| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|-------------------------|-----------------|-----------------|-----------------|-----------------|
| Government | - | - | - | - |
| Private | 2,101.50 | 4,083.68 | 5,312.50 | 4,744.43 |
| Total of Revenue | 2,101.50 | 4,083.68 | 5,312.50 | 4,744.43 |

Annexure –II.2

Restated Statement of Revenue from Other Income

(Rs. In lakhs)

| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|--------------------------------|-------------|--------------|-------------|--------------|
| Interest on Fixed Deposits | - | 1.92 | 1.73 | 1.38 |
| Misc. Income | 0.15 | 1.61 | 5.07 | 8.08 |
| Profit on sale of Investments | - | 24.01 | - | - |
| Profit on sale of Fixed Assets | - | 10.10 | - | 3.71 |
| Total | 0.15 | 37.63 | 6.80 | 13.17 |

Annexure –II.3

Restated Statement of Cost of Materials Consumed

(Rs. In lakhs)

| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|--------------------------------------|-----------------|-----------------|-----------------|-----------------|
| Opening Stock of Raw Material | 561.41 | 439.77 | 439.95 | 435.78 |
| Add: Purchase during the Years | 1,880.71 | 3,541.51 | 4,758.81 | 3,899.74 |
| Less: Closing Stock | 516.54 | 561.41 | 439.77 | 439.95 |
| Cost of Material Consumed | 1,925.58 | 3,419.87 | 4,759.00 | 3,895.57 |

Annexure –II.4

Restated Statement of Purchase of Stock-In-Trade

(Rs. In lakhs)

| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|------------------------|------------|--------------|--------------|---------------|
| Purchases of Machinery | - | 16.15 | 27.51 | 154.51 |
| Total | - | 16.15 | 27.51 | 154.51 |

Annexure –II.5

Restated Statement of Change in Inventory of Finished Goods, Work in Progress and Traded Goods

(Rs. In lakhs)

| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|---|-----------------|----------------|-----------------|----------------|
| Opening Balance: | | | | |
| Opening Balance of Finished Goods, WIP and Stock in Trade | 549.36 | 521.72 | 348.78 | 267.81 |
| Total Opening Balance | 549.36 | 521.72 | 348.78 | 267.81 |
| Closing Balance: | | | | |
| Closing Balance of Finished Goods, WIP and Stock in Trade | 696.72 | 549.36 | 521.72 | 348.78 |
| Total Closing Balance | 696.72 | 549.36 | 521.72 | 348.78 |
| Net (Increase)/Decrease in Stocks | (147.36) | (27.65) | (172.94) | (80.97) |

Annexure –II.6

Restated Statement of Employees Benefit Expenses

(Rs. In lakhs)

| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|-------------------------------------|--------------|--------------|--------------|--------------|
| Directors Remuneration | 10.80 | 16.30 | 42.60 | 33.35 |
| Salaries, Wages & Bonus | 7.20 | 11.25 | 30.60 | 45.35 |
| PF Contributions & ESI Contribution | 2.72 | 4.62 | 5.29 | 4.63 |
| Staff Welfare Expenses | 4.51 | 9.18 | 9.24 | 9.28 |
| Provision for Gratuity | 1.33 | 1.49 | 0.98 | 3.04 |
| Total | 26.57 | 42.84 | 88.71 | 95.65 |

Annexure –II.7

Restated Statement of Other Expenses

(Rs. In lakhs)

| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|---|---------------|---------------|---------------|---------------|
| Direct Manufacturing Expenses | | | | |
| Carriage Inward | 0.06 | 6.51 | 6.07 | 15.99 |
| Clearing and Forwarding | - | 0.96 | 15.93 | 11.91 |
| Consumable Store and Spares | 36.62 | 86.14 | 92.06 | 122.95 |
| Packing Materials | 14.55 | 32.10 | 32.61 | 51.68 |
| Factory Rent | 21.43 | 42.86 | 42.86 | 40.04 |
| Power & Fuel | 40.28 | 83.85 | 81.75 | 88.98 |
| Labour Charges | 28.13 | 53.06 | 56.87 | 49.63 |
| Total of Direct Manufacturing Expenses | 141.07 | 305.48 | 328.16 | 381.19 |

| Administrative & Other Expenses | | | | |
|---|---------------|---------------|---------------|---------------|
| Sales Promotion | - | - | 0.27 | 4.04 |
| Bank Charges | 0.10 | 1.45 | 0.75 | 5.92 |
| Carriage Outward | 8.55 | 35.65 | 34.82 | 23.52 |
| Depository Subscription and Joining Fees | 0.43 | - | - | - |
| Demmorage on Import Goods | - | - | - | 1.00 |
| Donations & Subscriptions | - | - | - | 0.19 |
| Discount Allowed | - | - | 1.42 | 1.25 |
| Filling Fees | - | - | - | 0.05 |
| General Expenses | - | - | 4.79 | 8.54 |
| Hire Charges | - | - | 0.30 | 4.17 |
| Insurance Charges | - | 1.43 | 1.95 | 2.84 |
| Interest on Statutory Dues | - | 0.59 | 0.02 | 1.85 |
| Fines and Penalties | - | 11.84 | 0.93 | - |
| License & Fees | - | - | - | 0.68 |
| Misceellaneous Expenses | 0.60 | 4.24 | 0.01 | 0.52 |
| Office Expenses | - | - | 1.78 | 2.14 |
| Profession Tax | - | - | 0.03 | 0.06 |
| Printing & Stationery | - | - | 1.02 | 1.72 |
| Rates and Taxes | 6.03 | 0.15 | 0.16 | 0.10 |
| Repair & Maintenace | 0.04 | 1.08 | 4.81 | 11.82 |
| Security Guard Charges | 0.88 | 2.11 | 2.24 | 1.80 |
| Service Charges | - | - | - | 0.02 |
| Travelling Expenses | 0.31 | 1.73 | 2.34 | 5.01 |
| Professional Charges | 5.92 | 1.09 | 2.76 | 2.16 |
| Sundry Balances Written Off | - | - | 1.76 | 0.95 |
| Statutory Audit Fees | - | 1.15 | 0.70 | 1.29 |
| Total of Administrative & Other Expenses | 22.86 | 62.50 | 62.84 | 81.64 |
| Total Other Expenses | 163.93 | 367.98 | 391.00 | 462.83 |

Annexure –II.8

| Restated Statement of Financial Charges | (Rs. In lakhs) | | | |
|--|-----------------------|-------------------|-------------------|-------------------|
| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
| Interest On Secured Loan | 32.46 | 65.00 | 63.82 | 61.67 |
| Interest On Unsecured Loan | 3.34 | 8.17 | 13.11 | 11.43 |
| Total | 35.80 | 73.17 | 76.93 | 73.11 |

Annexure –II.9

| Restated Statement of Provision For Taxation | (Rs. In lakhs) | | | |
|---|-----------------------|-------------------|-------------------|-------------------|
| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
| Current Tax | 21.07 | 45.60 | 26.41 | 27.76 |
| Deferred Tax | 0.06 | 0.37 | (1.07) | (2.30) |

ANNEXURE –VI

Statement of Accounting & Other Ratios, As per SEBI ICDR

(Rs. In lakhs, except otherwise mentioned)

| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|---|------------------|------------------|------------------|------------------|
| Total Revenue from Operation (A) | 2,101.50 | 4,083.68 | 5,312.50 | 4,744.43 |
| Net Profit as Restated (B) | 61.48 | 140.05 | 93.06 | 51.89 |
| Add: Depreciation | 14.51 | 42.94 | 51.21 | 64.07 |
| Add: Interest on Loan | 35.80 | 73.17 | 76.93 | 73.11 |
| Add: Income Tax | 21.13 | 45.96 | 4.82 | 40.95 |
| Less: Other Income | (0.15) | (37.63) | (6.80) | (13.17) |
| EBITDA - Operating Profit (C) | 132.78 | 264.50 | 219.22 | 216.85 |
| EBITDA Margin (in %) (C/A) | 6.32% | 6.48% | 4.13% | 4.57% |
| Net Worth as Restated (D) | 664.40 | 602.92 | 462.86 | 369.81 |
| Return on Net worth (in %) as Restated (B/D) | 9.25% | 23.23% | 20.10% | 14.03% |
| Equity Share at the end of year/period (in Nos.) (E) | 50,00,000 | 10,00,000 | 10,00,000 | 10,00,000 |
| Weighted No. of Equity Shares (G) | 50,00,000 | 10,00,000 | 10,00,000 | 10,00,000 |
| Equity Share at the end of year/period (in Nos.) (F) | 50,00,000 | 50,00,000 | 50,00,000 | 50,00,000 |
| - (Post Bonus with retrospective effect) | | | | |
| Basic & Diluted Earnings per Equity Share (B/G) | 1.23 | 14.01 | 9.31 | 5.19 |
| - (As per end of Restated period) | | | | |
| Basic & Diluted Earnings per Equity Share (B/F) | 1.23 | 2.80 | 1.86 | 1.04 |
| - (Post Bonus with retrospective effect) | | | | |
| Net Asset Value per Equity share as Restated (D/E) | 13.29 | 60.29 | 46.29 | 36.98 |
| - (As per end of Restated period) | | | | |
| Net Asset Value per Equity share (D/F) | 13.29 | 12.06 | 9.26 | 7.40 |
| - (Post Bonus with retrospective effect) | | | | |

Note:-

EBITDA Margin = EBITDA/Revenue from Operation

Earnings per share (₹) = Profit available to equity shareholders / Weighted No. of shares outstanding at the end of the year

Earnings Per Share calculation are in accordance with Accounting Standard 20- Earnings Per Share, notified under the Companies (Accounting Standards) Rules 2006, as amended.

Return on Net worth (%) = Restated Profit after taxation / Net worth x 100

Net Worth = Equity Share Capital + Reserve and Surplus (including P&L surplus) - Revaluation Reserve, If any

Net asset value/Book value per share (₹) = Net worth / No. of equity shares outstanding at the end of FY

The Company does not have any revaluation reserves or extra-ordinary items.

The figures disclosed above are based on the Restated Financial Statements of the Company

Statement of Other Accounting Ratios, as per Companies Act, 2013

(Rs. In lakhs, except otherwise mentioned)

| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|----------------------------------|------------|------------|------------|------------|
| Current Ratio | 1.35 | 1.37 | 1.24 | 1.12 |
| Debt-Equity Ratio | 1.12 | 1.25 | 1.82 | 2.43 |
| Debt Service Coverage Ratio | 2.98 | 1.83 | 1.70 | 1.83 |
| Return on Equity Ratio | 9.25% | 23.23% | 20.10% | 14.03% |
| Inventory turnover ratio | 1.81 | 3.94 | 6.07 | 6.36 |
| Trade Receivables turnover ratio | 4.62 | 9.73 | 12.51 | 11.04 |
| Trade payables turnover ratio | 3.58 | 7.58 | 10.67 | 11.38 |
| Net capital turnover ratio | 4.39 | 10.72 | 22.58 | 23.47 |
| Net profit ratio | 2.93% | 3.40% | 1.75% | 1.09% |
| Return on Capital employed | 16.05% | 37.58% | 27.47% | 32.08% |

Current Ratio = Total Current Assets / Total Current Liabilities

Debt Equity Ratio = Total Debts / Total Shareholders Fund

Debt Service Coverage Ratio = Earnings available for debt services / Debt Services

Return of Equity Ratio = Profit for the year / Total Shareholders Fund

Inventory Turnover Ratio = Revenue from operations / Average Inventory

Trade Receivables turnover ratio = Net Credit Sales / Average accounts receivables

Trade payables turnover ratio = Net Credit Purchase / Average accounts payable

Net capital turnover ratio = Revenue from operation / Average Working capital

Net profit ratio = Profit for the year / Total Income

Return on Capital employed = Profit before tax and finance cost / Capital employed

Return on investment = Income generated from invested fund / Average invested fund

ANNEXURE –VII

Statement of Capitalization, As Restated

(Rs. In lakhs)

| Particulars | Pre-Issue | Post Issue* |
|--|---------------|-----------------|
| | 30-09-2024 | |
| Debt : | | |
| Short Term Debt | 676.10 | 676.10 |
| Long Term Debt | 66.88 | 66.88 |
| Total Debt | 742.98 | 742.98 |
| | | |
| Shareholders Funds | | |
| Equity Share Capital | 500.00 | 699.40 |
| Reserves and Surplus | 164.40 | 981.94 |
| Less: Misc. Expenditure | - | - |
| Total Shareholders' Funds | 664.40 | 1,681.34 |
| | | |
| <i>Long Term Debt/ Shareholders' Funds</i> | <i>0.10</i> | <i>0.04</i> |
| <i>Total Debt / Shareholders Fund</i> | <i>1.12</i> | <i>0.44</i> |

* Assuming Full Allotment of IPO shares

ANNEXURE –VIII

Statement of Tax Shelter, As Restated

(Rs. In lakhs, except otherwise mentioned)

| Particulars | As At | | | |
|--|--------------------|--------------------|--------------------|--------------------|
| | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
| Profit Before Tax as per books of accounts (A) | 82.61 | 186.02 | 97.88 | 92.84 |
| -- Normal Tax rate | 25.17% | 25.17% | 25.17% | 25.17% |
| -- Minimum Alternative Tax rate | 15.60% | 15.60% | 15.60% | 15.60% |
| | | | | |
| Permanent differences | | | | |
| Disallowances u/s 36 | - | - | 0.37 | - |
| Disallowances u/s 37 | - | - | 0.02 | 1.85 |
| Disallowances u/s 40A(7) - Gratuity | 1.33 | 1.49 | 0.98 | 3.04 |
| Total (B) | 1.33 | 1.49 | 1.37 | 4.89 |
| | | | | |
| Timing Differences | | | | |
| Depreciation as per Books of Accounts | 14.51 | 42.94 | 51.21 | 64.07 |
| Depreciation as per Income Tax | 14.74 | 34.30 | 45.53 | 51.50 |
| Difference between tax depreciation and book depreciation | (0.23) | 8.65 | 5.69 | 12.56 |
| Other adjustments | | | - | - |
| On sale of Fixed Assets | - | (10.10) | - | - |
| On sale of Investments | - | (24.01) | - | - |
| Foreign income included in the statement | - | - | - | - |
| Total (C) | (0.23) | (25.46) | 5.69 | 12.56 |
| Net Adjustments (D = B+C) | 1.10 | (23.97) | 7.06 | 17.45 |
| Total Income (E = A+D) | 83.71 | 162.05 | 104.94 | 110.29 |
| Brought forward losses set off (Depreciation) | - | - | - | - |
| Tax effect on the above (F) | - | - | - | - |
| Taxable Income/ (Loss) for the year/period (E+F) | 83.71 | 162.05 | 104.94 | 110.29 |
| Tax Payable on Business Income for the year | 21.07 | 40.78 | 26.41 | 27.76 |
| Tax Payable on Capital Gains for the year | - | 4.81 | - | - |
| Tax payable as per MAT | 13.06 | 25.28 | 16.37 | 17.21 |
| Tax expense recognised | 21.07 | 45.60 | 26.41 | 27.76 |
| Tax payable as per normal rates or MAT (whichever is higher) | Normal Rate | Normal Rate | Normal Rate | Normal Rate |

ANNEXURE –IX

Statement of Related Parties & Transactions

The company has entered into following related party transactions for the periods covered under audit. Such parties and transactions are identified as per accounting standard 18 issued by Institute of Chartered Accountants of India.

| Name of the related personnel/Entity | Relationship |
|--------------------------------------|---------------------------------|
| Amit Sultania | Director |
| Aditya Todi | Director |
| Pushp Deep Rungta | Director |
| Sultania & Sons | Firm of the Director |
| Aditya Todi (HUF) | Karta is the Director |
| Amit Sultania (HUF) | Karta is the Director |
| Lata Sultania | Relative |
| Mridula Todi | Relative |
| Bijay kumar Sultania | Relative |
| Kritika Todi | Relative |
| Manjari Sultania | Relative |
| Mayank Todi | Relative |
| Pulkit Todi | Relative |
| Sumit Sultania | Relative |
| Swati Sultania | Relative |
| Prashan Deep Rungta | Relative |
| Spino Papers Product Pvt Ltd | Having Common Directors |
| Spino Poly Products Pvt Ltd | Having Common Directors |
| Spino Paper and Boards Pvt Ltd | Having Common Directors |
| Radical Nirman Pvt Ltd | Having Common Directors |
| Derris Infrastructure Pvt Ltd | Having Common Directors |
| Todi Infrastructure Pvt Ltd | Having Common Directors |
| Wonder Dealmark Pvt Ltd* | Having Common Directors |
| Ginger Dealcom Pvt Ltd* | Having Common Directors |
| Snowball Agencies Pvt Ltd* | Having Common Directors |
| New Age Dealmark Pvt Ltd | Having Common Directors |
| Jumbo Tradelink Pvt Ltd* | Having Common Directors |
| Avighna Enclave Pvt Ltd | Having Common Directors |
| Anulekha Real Estate Pvt Ltd | Having Common Directors |
| Jumac Detergents Pvt Ltd | Having Common Directors |
| Azalea Developers LLP | Having Common Directors/Partner |
| Azalea Aavas LLP | Having Common Directors/Partner |

* Companies in which there are no common directors as on 30.09.2024

Transactions with Related Parties:

(Rs. In lakhs)

| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|---------------------------------------|--------------|--------------|--------------|--------------|
| Remuneration paid to Directors | | | | |
| Aditya Todi | 6.00 | 10.00 | 30.00 | 17.23 |
| Amit Sultania | 4.80 | 6.30 | 12.60 | 11.90 |
| Total | 10.80 | 16.30 | 42.60 | 29.13 |
| Purchase of Goods | | | | |
| Todi Infrastructure Private Limited | - | - | 1.18 | - |
| Spino Poly Products Pvt Ltd | - | - | 0.17 | - |
| Spino Paper Products Pvt Ltd | - | - | 44.48 | 40.04 |
| | - | - | 45.83 | 40.04 |
| Sale of Goods | | | | |
| Spino Paper Products Pvt Ltd | 35.34 | 78.37 | 79.90 | 66.66 |
| Total | 35.34 | 78.37 | 79.90 | 66.66 |
| Sale of Services | | | | |
| Spino Paper Products Pvt Ltd | - | - | 2.26 | 3.02 |
| Total | - | - | 2.26 | 3.02 |

| | | | | |
|--|---------------|---------------|---------------|---------------|
| Salary to other related parties | | | | |
| Lata Sultania | 4.50 | 6.30 | 12.60 | 11.90 |
| Bijay kumar Sultania | - | 0.30 | - | - |
| Manjari Sultania | 2.40 | - | - | - |
| Total | 6.90 | 6.60 | 12.60 | 11.90 |
| Rent paid | | | | |
| Todi Infrastructure Private Limited | 16.50 | 33.01 | 37.52 | 30.72 |
| Sultania & Sons | 4.93 | 9.86 | 9.86 | 9.32 |
| Total | 21.43 | 42.86 | 47.38 | 40.04 |
| Unsecured Loans Received/(Paid) | | | | |
| Lata Sultania | (9.87) | 10.00 | - | - |
| Aditya Todi | (1.00) | - | - | - |
| Aditya Todi (HUF) | 4.00 | - | - | - |
| Amit Sultania | (2.00) | - | - | 12.00 |
| Total | (8.87) | 10.00 | - | 12.00 |
| Interest on Unsecured Loans Received/(Paid) | | | | |
| Aditya Todi | (0.03) | (0.10) | (0.09) | (0.08) |
| Aditya Todi (HUF) | (0.48) | (0.46) | - | (0.11) |
| Amit Sultania | (0.07) | (0.24) | (0.23) | (0.33) |
| Amit Sultania (HUF) | (0.67) | (1.24) | - | (0.78) |
| Mridula Todi | (0.04) | (0.14) | (0.13) | (0.12) |
| Prashan Deep Rungta | (0.18) | (0.09) | - | (0.08) |
| Pushp Deep Rungta | (0.06) | (0.10) | - | (0.16) |
| Lata Sultania | (0.25) | (0.22) | - | - |
| Total | (1.77) | (2.60) | (0.45) | (1.67) |
| Closing Balance of Related Parties | | | | |
| Unsecured Loan Taken | | | | |
| Amit Sultania | 0.06 | 2.93 | 3.66 | 2.51 |
| Amit Sultania (HUF) | 15.45 | 14.84 | 13.73 | 12.70 |
| Aditya Todi | 0.02 | 1.16 | 2.97 | 0.99 |
| Aditya Todi (HUF) | 6.19 | 15.37 | 1.46 | 1.35 |
| Lata Sultania | 0.55 | 10.20 | 0.95 | - |
| Mridula Todi | 0.04 | 1.73 | 1.60 | 1.48 |
| Prashan Deep Rungta | 3.78 | 1.11 | 1.03 | 0.95 |
| Pushp Deep Rungta | 1.29 | 1.24 | 1.14 | 1.06 |
| Total | 27.37 | 48.58 | 26.54 | 21.04 |
| Advance for Goods | | | | |
| Spino Paper Products Pvt Ltd | 78.02 | 78.02 | 78.06 | 77.89 |
| Total | 78.02 | 78.02 | 78.06 | 77.89 |
| Investments | | | | |
| Spino Paper Products Pvt Ltd | 9.45 | 9.45 | 24.00 | 24.00 |
| Total | 9.45 | 9.45 | 24.00 | 24.00 |
| Directors Remuneration/ Salary Payable | | | | |
| Amit Sultania | 0.75 | 2.85 | 0.95 | 1.00 |
| Aditya Todi | 0.90 | 3.80 | 1.90 | - |
| Total | 1.65 | 6.65 | 2.85 | 1.00 |
| Rent outstanding | | | | |
| Todi Infrastructure Private Limited | 2.97 | 2.97 | 2.97 | 2.97 |
| Total | 2.97 | 2.97 | 2.97 | 2.97 |

ANNEXURE –X

Statement of Dividends

(Rs. In lakhs)

| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|----------------------------|------------|------------|------------|------------|
| No Dividend paid till date | N/A | N/A | N/A | N/A |

ANNEXURE –XI

Statement of Contingent Liabilities & Commitment:

(Rs. In lakhs)

| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|--|------------|------------|------------|------------|
| Contingent Liabilities | | | | |
| Claims against the company not acknowledged as debt | | | | |
| Corporate Guarantees Given | - | - | - | - |
| Bank Guarantees Given | - | - | - | - |
| Other money for which the company is contingently liable | | | | |
| Commitments | | | | |
| Estimated amount of contracts remaining to be executed on capital account and not provided for | | | | |
| Other commitments (specify nature). | | | | |

FINANCIAL INDEBTEDNESS
STATEMENT OF FINANCIAL INDEBTEDNESS

Based on the independent examination of Books of Accounts, Audited/Restated Financial Statements and other documents of the issuer Company **Spinaroo Commercial Limited**, and further explanations and information provided by the management of the Company, which we believe to be true and correct to the best of our information and belief, the financial indebtedness of the company as at **31st March, 2024 and 30th September 2024** are as mentioned below:

(Rs. In Lakhs)

| Nature of Borrowing | Outstanding as on March 31, 2024 | Outstanding as on September 30, 2024 |
|---------------------|----------------------------------|--------------------------------------|
| A. Secured Loan | 670.06 | 676.10 |
| B. Unsecured Loan | 81.68 | 66.88 |
| Total | 751.74 | 742.98 |

A. Secured Loans

(Rs. In Lakhs)

| Name of Lender | Date of Sanction | Purpose | Repayment Terms | Rate of Interest | Sanctioned Amount | Outstanding as on 31/03/2024 | Outstanding as on 30/09/2024 |
|------------------------------|------------------|--|--|--------------------------------------|-------------------|------------------------------|------------------------------|
| ICICI Bank-TL | 28-09-2022 | Term Loan (Closed)* | EMI | Repo Rate +2.5% (i.e. – 9%) p.a. | 48.00 | 12.00 | 0.00 |
| ICICI Bank-CC | 07-11-2023 | Working capital finance | 12 Months On demand | Repo Rate +2.5% (i.e. – 9%) p.a. | 700.00 | 78.92 | 676.45 |
| ICICI Bank-WCDL | 07-11-2023 | Working Capital finance as a sub – limit of CC | 11 months Repayment in full as bullet payment on maturity. | Repo Rate +2.25% (i.e. – 8.75%) p.a. | 560.00 | 560.00 | 0.00 |
| ICICI Bank-DLOD | 07-11-2023 | Working Capital Requirement | Equated EMI for 10 months | Repo Rate +2.5% (i.e. – 9%) p.a. | 38.90 | 19.14 | (0.35) |
| Total of Secured Loan | | | | | | 670.06 | 676.10 |

Details Terms of Secured Loan:
Security offered as per current sanction letter dated 07/11/2023:
1. ICICI Bank TL

* The ICICI Bank Term Loan has been closed as on date.

2. ICICI Bank CC/WCDL/DLOD:

- Personal Guarantee : Aditya Todi, Amit Sultania and Puja Rungta,
- Corporate Guarantee : Sultania & Sons, Todi Infrastructure Pvt Ltd, Spino Poly Products Private Limited
- Security Details : Exclusive charge on
- 1) Immovable property at Mouza - Barunda, J.L. No. 32, R.S. Khatian No. 1157, 471, 570, 11, L.R. Khatian No. 3882, 2453, 527, 4469, 745/1, Vill. And P.O. - Barunda, P.S. - Bagnan, Howrah, West Bengal India, 711303 owned by M/s. Spino Poly Products Private Limited
 - 2) Immovable property at Lane No 3, Gate No 1, Dag No 3931, 3933, 3942, 3961, 3962, 3930, 3963 and 3964 P S - Domjur, Dist - Howrah, Mouza - Biprannpara, Jalan Industrial Complex, Kolkata West Bengal, West Bengal, India, 711411 owned by M/s. Sultania & Sons and M/s. Todi Infrastructure Private Limited.
 - 3) Immovable property at Industrial Property Jalan Industrial Complex, Gate No 1, Howrah, West Bengal, India, 711411 owned by Spinaroo Commercial Private Limited (now Spinaroo Commercial Limited)
 - 4) All movable Fixed Assets owned by Spinaroo Commercial Private Limited (now Spinaroo Commercial Limited)

B. Unsecured Loans:*(Rs. In Lakhs)*

| No | Name of Lender | Purpose | Re-payment Terms | ROI | Outstanding as on March 31, 2024 | Outstanding as on September 30, 2024 |
|--------------------------------|-------------------------------------|--------------------------|------------------|-----|----------------------------------|--------------------------------------|
| 1 | Amit Sultania | General Business Purpose | On demand | 9% | 2.93 | 0.06 |
| 2 | Amit Sultania (HUF) | General Business Purpose | On demand | 9% | 14.84 | 15.45 |
| 3 | Aditya Todi | General Business Purpose | On demand | 9% | 1.16 | 0.02 |
| 4 | Aditya Todi (HUF) | General Business Purpose | On demand | 9% | 15.37 | 6.19 |
| 5 | Lata Sultania | General Business Purpose | On demand | 9% | 10.20 | 0.55 |
| 6 | Mridula Todi | General Business Purpose | On demand | 9% | 1.73 | 0.04 |
| 7 | Prashan Deep Rungta | General Business Purpose | On demand | 9% | 1.11 | 3.78 |
| 8 | Pushp Deep Rungta | General Business Purpose | On demand | 9% | 1.24 | 1.29 |
| 9 | Abha TradeFin Private Limited | General Business Purpose | On demand | 9% | - | 5.06 |
| 10 | Mastermind Tradecon Private Limited | General Business Purpose | On demand | 9% | 33.10 | 34.44 |
| Total of Unsecured Loan | | | | | 81.68 | 66.88 |

For, R.K. Banka & Co
Chartered Accountants
Firm Reg. No: 320314E
PRC No: 017213

Sd/-

(CA Ratan Kumar Banka)
Proprietor
Membership No: 055654
Place: Kolkata
Date: 14/11/2024
UDIN No: 24055654BKFERF8341

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

*You should read the following discussion of our financial condition and results of operations together with our restated financial statements for the six months period ended 30th September 2024 and for the financial year ended on 31st March 2024, 31st March 2023 and 31st March 2022 including the notes and significant accounting policies thereto and the reports thereon. These financial statements have been prepared in accordance with Ind GAAP, the Companies Act and the SEBI (ICDR) Regulations and restated as described in the report of our auditors dated November 14, 2024 which is included in this Draft prospectus under the section titled **“Financial Information as Restated”** beginning on page 169 of this Draft prospectus. The restated financial statements have been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS. We do not provide a reconciliation of our restated financial statements to US GAAP or IFRS and we have not otherwise quantified or identified the impact of the differences between Indian GAAP and U.S. GAAP or IFRS as applied to our restated financial statements.*

*You should also see the section titled **“Risk Factors”** beginning on page 22 of this Draft prospectus, which discusses a number of factors and contingencies that could impact our financial condition and results of operations. The following discussion relates to our Company, unless otherwise stated, is based on restated audited financial statements.*

*This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those described under **“Risk Factors”** and **“Forward Looking Statements”** beginning on pages 22 and 15 respectively, and elsewhere in this Draft Prospectus.*

*Accordingly, the degree to which the financial statements in this Draft Prospectus will provide meaningful information depends entirely on such potential investor's level of familiarity with Indian accounting practices. Our F.Y. ends on March 31 of each year; therefore, all references to a particular fiscal are to the twelve-month period ended March 31 of that year. Please also refer to section titled **“Certain Conventions, Use of Financial, Industry and Market Data and Currency Presentation”** beginning on page 13 of this Draft Prospectus.*

BUSINESS OVERVIEW

Our company was originally incorporated as a Private Limited Company under the name and style of **“Spinaroo Commercial Private Limited”** in accordance with the Companies Act, 1956 pursuant to a Certificate of Incorporation issued by Registrar of Companies, Kolkata, West Bengal on August 17, 2012 with the corporate identification number (CIN) being U74999WB2012PTC184812. Subsequently, our company was converted into Public Limited Company under the Companies Act, 2013 and the name of our Company was changed to **“Spinaroo Commercial Limited”** vide a fresh Certificate of Incorporation consequent upon conversion from Private Company to Public Company dated August 22, 2024, bearing Corporate Identification Number U74999WB2012PLC184812, issued by the Registrar of Companies, Central Processing Centre.

Our Company is engaged in manufacturing of Aluminium Foil Container, Aluminium Home Foil, Paper Cups, Paper Plates, Disposable Bowls, Semi Finished Material for Paper Cups viz. paper coating, printing, blanking etc. We also deal in wide range of Paper Cup related Machinery like – High-Speed Paper Cup Making Machine, Flexo Printing Machine, Automatic Roll Die Cutting Machine etc. with full end to end support.

We offer a wide range of products made from superior-quality raw materials sourced from our highly reliable vendors. Under the guidance of experienced professionals, these products are manufactured to ensure exceptional performance and quality products. In addition to delivering superb quality, we provide these products at competitive prices and ensure timely delivery, tailored to meet our clients' precise specifications.

Our paper-making machines are procured from reputable and trusted vendors within the industry, who ensure the highest quality standards. These certified vendors utilize state-of-the-art machines and tools to manufacture products that meet specific client requirements. They are well-versed in understanding and fulfilling the unique demands of our customers.

We have established two manufacturing facilities, both located within the Jalan Industrial Complex. The first facility is situated at Gate-1, Right Lane-6, P.O. Jangalpur, Begri Gram Panchayat, Kolkata, Howrah – 711411, and also serves as our registered office. The second facility is located at Gate-1, Right Lane-3, within the same industrial complex. Having both manufacturing units in close proximity within the same complex is highly advantageous, providing us with significant cost-efficiencies both logistically and commercially. This setup allows for streamlined operations and effective resource management.

Our manufacturing facilities are equipped with the necessary tools, machineries, other equipment's and amenities, to support a seamless manufacturing process, hassle-free production, Quality testing, storage and packaging. All our machineries are periodically upgraded and lubricated with experienced personnel so as to retain production rate.

We are offering products which are quality tested as per industrial standards. As an ISO 9001:2015 certified company, our aim is to provide quality products at a competitive price, therefore, we have invested in suitable manufacturing techniques and have presented a wide assortment of highly demanded products. owing to the allied support of industry recognized vendors we are able to source the inventory of raw material and produce quality products that augment our brand image. With in-house capacity of Coating, laminating and printing process, we provide our client quick and cost-effective services, which help them reduce their down time and execute their packaging line in a systematic manner.

Our company has diverse clientele spread across 12 states and 2 Union Territories in the domestic market. In the eastern region, we serve clients in West Bengal, Tripura, Chhattisgarh, Bihar, Jharkhand, Assam, and Odisha. Our presence extends to the central and northern regions, including Delhi, Haryana, and Uttar Pradesh, as well as the western states of Gujarat and Rajasthan. Additionally, we have expanded our reach to the Andaman & Nicobar Islands, extending beyond the mainland.

Our company has successfully taken the first step toward global expansion by establishing a foothold in Bhutan, marking the beginning of our international market penetration. Leveraging the experience and insights gained from this initial success, we are now strategically planning to extend our sales reach to other countries in the near future. This expansion aligns with our vision of broadening our market presence beyond India, tapping into new opportunities, and diversifying our revenue streams.

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST AUDITED PERIOD

In the opinion of the Board of Directors of our Company, since the date of the last audited period i.e. September 30, 2024 as disclosed in this Draft Prospectus, there have not arisen any circumstance that materially or adversely affect or are likely to affect the trading or profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months except as follows:

1. The Board of Directors have decided to get their equity shares listed on SME Platform of BSE Limited and pursuant to Section 62(1)(c) of the Companies Act 2013, by a resolution passed at its meeting held on October 10, 2024 proposed the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.
2. The shareholders of the Company have, pursuant to Section 62(1)(c) of the Companies Act 2013, by a special resolution passed in the Extra Ordinary General Meeting held on October 14, 2024 authorized the Initial Public Offer.

KEY FACTORS AFFECTING OUR RESULTS OF OPERATION

1. Our dependence on limited number of customers/suppliers/brands for a significant portion of our revenues;
2. Any failure to comply with the financial and restrictive covenants under our financing arrangements;
3. Our ability to retain and hire key employees or maintain good relations with our workforce;
4. Impact of any reduction in sales of our services/products;
5. Rapid Technological advancement and inability to keep pace with the change;
6. Increased competition in industries/sector in which we operate;
7. General economic and business conditions in India and in the markets in which we operate and in the local, regional and national economies;
8. Changes in laws and regulations relating to the Sectors in which we operate;
9. Political instability or changes in the Government in India or in the government of the states where we operate could cause us significant adverse effects;
10. Failure to obtain any applicable approvals, licenses, registrations and permits in a timely manner;
11. Occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition and
12. Our inability to successfully diversify our product offerings may adversely affect our growth and negatively impact our profitability.

SIGNIFICANT ACCOUNTING POLICIES:

Our significant accounting policies are described in the section entitled "*Financial Statements as Restated*" beginning from page 169 of the Draft Prospectus.

FINANCIAL KPIs OF THE COMPANY:*(₹ in lakhs except percentage and ratios)*

| Particulars | 30-09-2024 | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|---|------------|------------|------------|------------|
| Total Income | 2,101.65 | 4,121.31 | 5,319.30 | 4,757.60 |
| Growth (%) | (49.01) | (22.52) | 11.81 | - |
| Revenue from Operation | 2,101.50 | 4,083.68 | 5,312.50 | 4,744.43 |
| EBITDA (Operating Profit) | 132.78 | 264.50 | 219.22 | 216.85 |
| EBITDA Margin (%) | 6.32% | 6.48% | 4.13% | 4.57% |
| PAT | 61.48 | 140.05 | 93.06 | 51.89 |
| Growth (%) | -56.10% | 50.51% | 79.34% | - |
| PAT Margin (%) | 2.93% | 3.40% | 1.75% | 1.09% |
| EPS (Basic & Diluted) | 1.23 | 2.80 | 1.86 | 1.04 |
| Total Borrowings | 742.98 | 751.74 | 843.48 | 899.43 |
| Total Net Worth (TNW) | 664.40 | 602.92 | 462.86 | 369.81 |
| RONW (%) | 9.25% | 23.23% | 20.10% | 14.03% |
| Debt Equity Ratio (Total Borrowing/TNW) | 1.12 | 1.25 | 1.82 | 2.43 |

As certified by our statutory auditor having peer review certificate M/s. R. K. Banka & Co., Chartered Accountant vide their examination report dated 14/11/2024

SUMMARY OF THE RESULTS OF OPERATION:

The following table sets forth select financial data from restated profit and loss accounts for the six months period ended 30th September 2024 and for the financial years ended on 31st March 2024, 31st March 2023 and 31st March 2022 and the components of which are also expressed as a percentage of total income for such periods.

(₹ in lakhs except as otherwise mention)

| Particulars | For the Period/Year ended on (Rs. In lakhs) | | | | | | | |
|---|---|---------------------|-----------------|---------------------|-----------------|---------------------|-----------------|---------------------|
| | 30-09-2024 | % of Total Turnover | 31-03-2024 | % of Total Turnover | 31-03-2023 | % of Total Turnover | 31-03-2022 | % of Total Turnover |
| Income | | | | | | | | |
| Revenue from Operations | 2,101.50 | 99.99% | 4,083.68 | 99.09% | 5,312.50 | 99.87% | 4,744.43 | 99.72% |
| Other Income | 0.15 | 0.01% | 37.63 | 0.91% | 6.80 | 0.13% | 13.17 | 0.28% |
| Total Income | 2,101.65 | 100.00% | 4,121.31 | 100.00% | 5,319.30 | 100.00% | 4,757.60 | 100.00% |
| Expenditure | | | | | | | | |
| Cost of Material Consumed | 1,925.58 | 91.62% | 3,419.87 | 82.98% | 4,759.00 | 89.47% | 3,895.57 | 81.88% |
| Purchase of Stock-in-Trade | - | 0.00% | 16.15 | 0.39% | 27.51 | 0.52% | 154.51 | 3.25% |
| Change in Inventories | (147.36) | -7.01% | (27.65) | -0.67% | (172.94) | -3.25% | (80.97) | -1.70% |
| Employee Benefit Expenses | 26.57 | 1.26% | 42.84 | 1.04% | 88.71 | 1.67% | 95.65 | 2.01% |
| Other Expenses | 163.93 | 7.80% | 367.98 | 8.93% | 391.00 | 7.35% | 462.83 | 9.73% |
| Total Expenses | 1,968.72 | 93.68% | 3,819.18 | 92.67% | 5,093.28 | 95.75% | 4,527.58 | 95.17% |
| Profit Before Interest, Depreciation and Tax | 132.93 | 6.32% | 302.13 | 7.33% | 226.02 | 4.25% | 230.01 | 4.83% |
| Depreciation & Amortisation Expenses | 14.51 | 0.69% | 42.94 | 1.04% | 51.21 | 0.96% | 64.07 | 1.35% |
| Profit Before Interest and Tax | 118.41 | 5.63% | 259.18 | 6.29% | 174.81 | 3.29% | 165.94 | 3.49% |
| Financial Charges | 35.80 | 1.70% | 73.17 | 1.78% | 76.93 | 1.45% | 73.11 | 1.54% |
| Profit before Taxation | 82.61 | 3.93% | 186.02 | 4.51% | 97.88 | 1.84% | 92.84 | 1.95% |
| Provision for Taxation | 21.07 | 1.00% | 45.60 | 1.11% | 26.41 | 0.50% | 27.76 | 0.58% |
| Earlier year taxes | - | 0.00% | - | 0.00% | (20.51) | -0.39% | 15.50 | 0.33% |
| Provision for Deferred Tax | 0.06 | 0.00% | 0.37 | 0.01% | (1.07) | -0.02% | (2.30) | -0.05% |
| Total | 21.13 | 1.01% | 45.96 | 1.12% | 4.82 | 0.09% | 40.95 | 0.86% |
| Profit After Tax but Before Extra-ordinary Items | 61.48 | 2.93% | 140.05 | 3.40% | 93.06 | 1.75% | 51.89 | 1.09% |
| Extraordinary Items | - | - | - | - | - | - | - | - |
| Profit Attributable to Minority Shareholders | - | - | - | - | - | - | - | - |
| Net Profit after adjustments | 61.48 | 2.93% | 140.05 | 3.40% | 93.06 | 1.75% | 51.89 | 1.09% |
| Net Profit Transferred to Balance Sheet | 61.48 | 2.93% | 140.05 | 3.40% | 93.06 | 1.75% | 51.89 | 1.09% |

MAIN COMPONENTS OF PROFIT AND LOSS ACCOUNT

Total Income

Our total income comprises of Revenue from Operations and Other Income

Revenue from Operations

Our revenue from operations comprises of Sale from Manufacturing Activities, Trading Activities and Service Activities in both domestic and international market for the products as mentioned above.

Other Income

Our other income comprises of Interest on Fixed Deposits, Misc. Income, Profit on sale of Investments, Profit on sale of Fixed Assets

Expenditure

Our total expenditure primarily consists of Cost of Material Consumed, Purchase of Stock-in-trade, Change in Inventories, Employee Benefit Expenses, Other Expenses, Depreciation & Amortisation Expenses, Financial Charges etc.

Cost of Material Consumed

Cost of materials consumed comprises of difference in opening and closing balance of raw material and purchases.

Purchase of Stock-in-trade

Purchase of Stock-in-trade comprises of trading purchases.

Change in Inventories

Change in Inventories comprises of difference in opening and closing balance of Finished Goods.

Employee Benefit Expenses

Employee benefit expenses comprise of Directors Remuneration, Salaries Wages & Bonus, PF & ESI Contributions, Staff Welfare Expenses and Provision for Gratuity.

Other Expenses

Other expenses comprise of Direct Manufacturing Expenses i.e. Carriage Inward, Clearing and Forwarding, Consumable Store and Spares, Packing Materials, Factory Rent, Power & Fuel, Labour Charges and Administrative & Other Expenses i.e. Sales Promotion, Bank Charges, Carriage Outward, Depository Subscription and Joining Fees, Demurrage on Import Goods, Donations & Subscriptions, Discount Allowed, Filling Fees, General Expenses, Hire Charges, Insurance Charges, Interest on Statutory Dues, Fines and Penalties, License & Fees, Miscellaneous Expenses, Office Expenses, Profession Tax, Printing & Stationery, Rates and Taxes, Repair & Maintenance, Security Guard Charges, Service Charges, Travelling Expenses, Professional Charges, Sundry Balances Written Off, Statutory Audit Fees

Depreciation and Amortization Expenses

Depreciation and Amortization Expenses comprises of depreciation on the Tangible/Intangible assets of our company.

Financial Charges

Financial Charges comprises of Interest on Secured Loan and Unsecured Loan.

Provision for Taxation

The provision for current tax is computed in accordance with relevant tax regulation. Deferred tax is recognized on timing differences between the accounting and the taxable income for the year and quantified using the tax rates and laws enacted or subsequently enacted as on balance sheet date. Deferred tax assets are recognized and carried forward to the extent that there is a virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized in future.

FINANCIAL PERFORMANCE HIGHLIGHTS FOR THE PERIOD ENDED ON SEPTEMBER 30, 2024

Total Revenue

The total revenue during the period (April 01, 2024 to September 30, 2024) was ₹ 2101.65 Lakhs and includes Revenue from Operations and Other Incomes.

Revenue from Operations: The revenue from operation was ₹ 2101.50 Lakhs which is almost 99.99% of total revenue which consist (a) Sale from Manufacturing Activities i.e. Aluminium Containers and Home Foils, Coated Paper, Paper Cup, Paper Cup, Plate and Bowl (Semi finished), Paper Plate, Uncoated Paper, Others; and (b) Sale from Services i.e. Job Work

Other Income: The Other Income was ₹ 0.15 lakhs which is almost 0.01% of total revenue which consists of Misc. Income.

Total Expenses:

The total expenses during the said period (April 01, 2024 to September 30, 2024) was ₹ 2019.04 Lakhs which is almost 96.07% of total revenue Cost of Materials Consumed, Change in Inventories, Employee benefit expenses, Finance Cost, Depreciation and amortization of expenses and Other Expenses

Cost of Material Consumed: The total cost of material consumed was ₹ 1925.58 lakhs which is 91.62% of total revenue and includes difference in opening and closing balance of stock and purchase during the year.

Changes in Inventories: The changes in inventories was ₹ (147.36) lakhs which is (7.01)% of total revenue and includes difference in opening and closing balance of Finished Goods, WIP and Stock in Trade.

Employee Benefit Expenses: The total employee benefit expenses was ₹ 26.57 lakhs which is 1.26% of total revenue and includes Directors Remuneration, Salaries Wages & Bonus, PF & ESI Contributions, Staff Welfare Expenses and Provision for Gratuity.

Finance Costs: The total finance costs was ₹ 35.80 lakhs which is 1.70% of total revenue and includes Interest on Secured Loan and Interest on Unsecured Loan.

Depreciation and Amortization Expenses: The depreciation and amortization expenses was ₹ 14.51 lakhs which is 0.69% of total revenue.

Other Expenses: The total other expenses was ₹ 163.93 lakhs which is 7.80% of total revenue and includes Direct Manufacturing Expenses i.e. Carriage Inward, Consumable Store and Spares, Packing Materials, Factory Rent, Power & Fuel, Labour Charges and Administrative & Other Expenses i.e. Bank Charges, Carriage Outward, Depository Subscription and Joining Fees, Miscellaneous Expenses, Rates and Taxes, Repair & Maintenance, Security Guard Charges, Travelling Expenses, Professional Charges.

Total Tax Expenses: The total tax expenses was ₹ 21.13 lakhs which is 1.01% of total revenue.

Profit before Tax: The Profit before Tax was ₹ 82.61 lakhs which is 3.93% of total revenue.

Profit after Tax: The Profit after Tax was ₹ 61.48 lakhs which is 2.93% of total revenue.

COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2024 WITH FISCAL 2023

Total Revenue: The total revenue consist of revenue from operation and other income has decreased to ₹ 4121.31 lakhs in FY 2023-24 from ₹ 5319.30 lakhs in FY 2022-23 i.e. total revenue decreased by ₹ 1197.99 Lakhs (22.52% for the said period) primarily due to decrease in revenue from manufacturing activities of the Company.

Revenue from Operations: The overall revenue from operations has decreased to ₹1,788.15 lakhs in FY 2023-24 from ₹2076.70 lakhs in FY 2022-23 i.e. revenue from operation decreased by 1228.82 lakhs (23.13% for the said period). Revenue from manufacturing activities decreased to ₹ 4065.16 lakhs in FY 2023-24 as compared to ₹ 5250.78 lakhs in FY 2022-23 i.e. revenue from manufacturing activities decreased by 1185.62 lakhs (22.58% for the said period). Revenue from trading activities also decreased to ₹ 6.30 lakhs in FY 2023-24 as compared to ₹ 50.80 lakhs in FY 2022-23 i.e. revenue from trading activities decreased by 44.50 lakhs (87.60% for the said period). Revenue from services increased to ₹ 12.22 lakhs in FY 2023-24 as compared to ₹ 10.92 lakhs in FY 2022-23 i.e. revenue from services increased by 1.30 lakhs (11.95% for the said period).

Reason for decrease in Turnover: Paper Industry has faced lot of challenges during the year. Prices of Paper (Major raw material for Paper Cup, Paper Plate, Coated Paper, Uncoated Paper, Semi Finished Paper Cup, Plate & Bowl) has moved down to approx. 30-35% per kg in FY 2023-24 as compared to FY 2022-23. Our finished Paper product prices are governed by the price fluctuation of paper raw material and resultantly the prices of finished products were also decreased. This caused a reduction in sales value. Even though the turnover has been dropped but we could maintain a better profitability compared to previous year. However, our capacity utilization has been increased during FY 2023-24 as compared to previous FY 2022-23. For more details, please refer section 'Capacity and Capacity Utilization' of chapter "Our Business" on Page 104 of Draft Prospectus.

Other Income: The other income of the company for FY 2023-24 increased to ₹ 37.63 Lakhs as against ₹ 6.80 Lakhs in the FY 2022-23. This increase was mainly due to profit on sale of investments and fixed assets.

Total Expenses

The total expenses (excluding Depreciation & Amortization Expenses, Financial Charges and provision for tax) for the FY 2023-24 was decreased to ₹ 3819.18 Lacs (92.67% of total revenue) as against ₹ 5093.28 Lacs (95.75% of total revenue) in the FY 2022-23 i.e., total expenses decreased by ₹ 1274.09 lakhs (25.02% for the said period) and profitability increased by 3.08% of total revenue. The decrease was mainly due to decrease in volume of operation during the FY as mentioned in revenue from operation above as details given as mentioned.

Cost of Material Consumed: The total Cost of Material Consumed for the FY 2023-24 was decreased to ₹ 3419.87 Lacs (82.98% of total income) as against ₹ 4759.00 lacs in the FY 2022-23 (89.47% of total income) i.e., cost of material consumed decreased by ₹ 1339.13 lakhs (28.14% for the said period) and profitability increased by 6.49% of Total revenue. This decrease was mainly due to decrease in volume of operation during the FY as mentioned in revenue from operation above and the consequent decrease in purchase of raw materials during the year.

Purchase of Stock-in-trade: The purchase of stock-in-trade for the FY 2023-24 decreased to ₹ 16.15 lakhs (0.39% of total income) as against ₹ 27.51 lakhs (0.52% of total income) in FY 2022-23 i.e., purchase of stock-in-trade decreased by ₹11.36 lakhs (41.29% for the said period) and profitability increased by 0.13% of Total revenue. The decrease was mainly due to decrease in volume of trading activities in FY 2023-24 as compared to FY 2022-23 as mentioned above under revenue from operations.

Change in Inventories: The change in inventories increased to ₹ (27.65) lakhs (-0.67% of total income) in FY 2023-24 as against ₹ (172.94) lakhs (-3.25% of total income) in FY 2022-23 i.e., change in inventories increased by ₹145.29 (84.01% for the said period) lakhs and profitability decreased by 2.58% of Total revenue. The increase was mainly due to increase in difference in opening and closing balance of Finished Goods in FY 2023-24 as compared to FY 2022-23.

Employee Benefit Expenses: The Employee Benefit Expenses for the FY 2023-24 was decreased to ₹ 42.84 Lakhs (1.04% of total income) as against ₹ 88.71 Lakhs (1.67% of total income) in the FY 2022-23 i.e., employee benefit expenses decreased by ₹ 45.87 lakhs (51.71% for the said period) and profitability increased by 0.63% of Total revenue. This decrease was mainly due to decrease in Directors Remuneration, Salaries Wages & Bonus.

Other Expenses: The Other Expenses for the FY 2023-24 was decreased to ₹ 367.98 Lakhs (8.93% of total income) as against ₹ 391.00 Lakhs (7.35% of total income) in the FY 2022-23 i.e., other expenses decreased by ₹ 23.02 lakhs (5.89% for the said period) and profitability decreased by 1.58% of Total revenue. This decrease was mainly due to decrease in direct manufacturing expenses and other expenses due to decrease in volume of operation during the FY as mentioned in revenue from operation above.

Depreciation and Amortisation Expenses: The Depreciation and Amortisation expenses for FY 2023-24 was decreased to ₹ 42.94 Lakhs (1.04% of total income) as against ₹ 51.21 Lakhs (0.96% of total income) in the FY 2022-23 i.e., depreciation decreased by ₹ 8.27 lakhs (16.15% for the said period) and profitability increased by 0.08% of Total revenue. This decrease was mainly due to sale of fixed asset during the year.

Financial Charges: The Financial Charges for the FY 2023-24 was decreased to ₹ 73.17 Lakhs (1.78% of total income) as against ₹ 76.93 Lakhs (1.45% of total income) in the FY 2022-23 i.e., financial charges decreased by ₹ 3.76 lakhs (4.89% for the said period) and profitability increased by 0.33% of Total revenue. This decrease was mainly due to decrease in interest on unsecured loan as per their utilization.

Profit/ (Loss) Before Tax: The restated Profit before Tax for FY 2023-24 was increased to ₹ 186.02 Lakhs (4.51% of total income) as against ₹ 97.88 Lakhs (1.84% of total income) in the FY 2022-23 i.e., profit before tax increased by ₹ 88.14 lakhs (90.05% for the said period) and overall profitability increased by 2.67% of Total revenue. As a combined effort of all expenses together as discussed above, the profit before tax has been increased.

Total Tax Expenses: The total tax expense for FY 2023-24 was increased to ₹ 45.96 Lakhs (1.12% of total income) as against ₹ 4.82 Lakhs (0.09% of total income) in the FY 2022-23. This increase was mainly due to increase in Profit before Tax as mentioned above. Since the company is earning higher amount than the last year, its paying higher tax as per applicable tax slab and other provision of Income Tax Act.

Profit/ (Loss) After Tax: The restated Profit after Tax for FY 2023-24 has been increased to ₹ 140.05 Lakhs (3.40% of total income) as against ₹ 93.06 Lakhs (1.75% of total income) in the FY 2022-23. This increase was mainly due to increase in Profit before Tax as mentioned above.

COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2023 WITH FISCAL 2022

Total Revenue: The total revenue consist of revenue from operation and other income has increased to ₹ 5319.30 lakhs in FY 2022-23 from ₹ 4757.60 lakhs in FY 2021-22 i.e. total revenue increased by ₹ 561.70 Lakhs (11.81% for the said period) primarily due to increase in revenue from operations of the Company.

Revenue from Operations: The overall revenue from operations has increased to ₹ 5312.50 lakhs in FY 2022-23 from ₹ 4744.43 lakhs in FY 2021-22 i.e. revenue from operation increased by 568.07 lakhs (11.97% for the said period). Revenue from manufacturing activities increased to ₹ 5250.78 lakhs in FY 2022-23 as compared to ₹ 4541.62 lakhs in FY 2021-22 i.e. revenue from manufacturing activities increased by 709.16 lakhs (15.61% for the said period). Revenue from trading activities decreased to ₹ 50.80 lakhs in FY 2022-23 as compared to ₹ 192.75 lakhs in FY 2021-22 i.e. revenue from trading activities decreased by 141.95 lakhs (73.64% for the said period). Revenue from services increased to ₹ 10.92 lakhs in FY 2022-23 as compared to ₹ 10.06 lakhs in FY 2021-22 i.e. revenue from services increased by ₹ 0.85 lakhs (8.48% for the said period). The main reason for increase in revenue from operation due to increase in sale of uncoated paper, paper cum and sale of semi-finished paper cup, paper plate & bowl.

Other Income: The other income of the company for FY 2022-23 decreased to ₹ 6.80 lakhs as against ₹ 13.17 Lakhs in the FY 2021-22. This decrease was mainly due to decrease in Misc. Income and Profit on sale of fixed assets.

Total Expenses

The total expenses (excluding Depreciation & Amortization Expenses, Financial Charges and provision for tax) for the FY 2022-23 was increased to ₹ 5093.28 Lakhs (95.75% of total revenue) as against ₹ 4527.58 Lacs (95.17% of total revenue) in the FY 2021-22 i.e., total expenses increased by ₹ 565.69 lakhs (12.49% for the said period) and profitability decreased by 0.59% of Total revenue. The increase was mainly due to increase in volume of operation during the FY as mentioned in revenue from operation above as details given as mentioned.

Cost of Material Consumed: The total Cost of Material Consumed for the FY 2022-23 was increased to ₹ 4759.00 Lakhs (89.47% of total income) as against ₹ 3895.57 Lakhs (81.88% of total income) in the FY 2021-22 i.e., cost of material consumed increased by ₹ 863.43 lakhs (22.16% for the said period) and profitability decreased by 7.59% of total revenue. This increase was mainly due to increase in volume of operation during the FY as mentioned in revenue from operation above and the consequent increase in purchase of raw materials during the year.

Purchase of Stock-in-trade: The purchase of stock-in-trade for the FY 2022-23 decreased to ₹ 27.51 lakhs (0.52% of total income) as against ₹ 154.51 Lakhs (3.25% of total income) in FY 2021-22 i.e., purchase of stock-in-trade decreased by ₹ 127.00 lakhs (82.20% for the said period) and profitability increased by 2.73% of Total revenue. The decrease was mainly due to decrease in purchase of machinery in FY 2022-23 as compared to FY 2021-22.

Change in Inventories: The change in inventories increased to ₹ (172.94) lakhs (3.25% of total income) in FY 2022-23 as against ₹ (80.97) lakhs (1.70% of total income) in FY 2021-22 i.e., change in inventories decreased by ₹ 91.97 lakhs (113.58% for the said period) lakhs and profitability increased by 1.55% of Total revenue. The increase was mainly due to increase in difference in opening and closing balance of Finished Goods in FY 2022-23 as compared to FY 2021-22.

Employee Benefit Expenses: The Employee Benefit Expenses for the FY 2022-23 was decreased to ₹ 88.71 Lakhs (1.67% of total income) as against ₹ 95.65 Lakhs (2.01% of total income) in the FY 2021-22 i.e., employee benefit expenses decreased by ₹ 6.94 lakhs (7.25% for the said period) and profitability increased by 0.34% of Total revenue. This decrease was mainly due to decrease in Salaries Wages & Bonus.

Other Expenses: The Other Expenses for the FY 2022-23 was decreased to ₹ 391.00 Lakhs (7.35% of total income) as against ₹ 462.83 Lakhs (9.73% of total income) in the FY 2021-22 i.e., other expenses decreased by ₹ 71.83 lakhs (15.52% for the said period) and profitability increased by 2.38% of Total revenue. This decrease was mainly due to decrease in direct manufacturing expenses and other expenses due to increase in volume of operation during the FY as mentioned in revenue from operation above.

Depreciation and Amortisation Expenses: The Depreciation and Amortisation expenses for FY 2022-23 was decreased to ₹ 51.21 Lakhs (0.96% of total income) as against ₹ 64.07 Lakhs (1.35% of total income) in the FY 2021-22 i.e., depreciation decreased by ₹ 12.85 lakhs (20.06% for the said period) and profitability increased by 0.38% of Total revenue. This increase was mainly due to sale of fixed asset during the year.

Financial Charges: The Financial Charges for the FY 2022-23 was increased to ₹ 76.93 Lakhs (1.45% of total income) as against ₹ 73.11 Lakhs (1.54% of total income) in the FY 2021-22 i.e., financial charges increased by ₹ 3.83 lakhs (5.23% for the said period) and profitability decreased by 0.09% of Total revenue. This increase was mainly due to increase in interest on secured loan and unsecured loan as per their utilisation.

Profit/ (Loss) Before Tax: The restated Profit before Tax for FY 2023-24 was increased to ₹ 97.88 Lakhs (1.84% of total income) as against ₹ 92.84 Lakhs (1.95% of total income) in the FY 2021-22 i.e., profit before tax increased by ₹ 5.04 lakhs (5.43% for the said period) and overall profitability increased by 0.11% of Total revenue. This increase was mainly due to increase in volume of operation. As a combined effort of all expenses together as discussed above, the profit before tax has been increased.

Total Tax Expenses: The total tax expense for FY 2022-23 was decreased to ₹ 4.82 Lakhs (0.09% of total income) as against ₹ 40.95 Lakhs (0.86% of total income) in the FY 2021-22. This decrease was mainly due to adjustment of earlier year taxes.

Profit/ (Loss) After Tax: The restated Profit after Tax for FY 2022-23 has been increased to ₹ 93.06 Lakhs (1.75% of total income) as against ₹ 51.89 Lakhs (1.09% of total income) in the FY 2022-23. This increase was mainly due to increase in Profit before Tax as mentioned above.

AN ANALYSIS OF REASONS FOR THE CHANGES IN SIGNIFICANT ITEMS OF INCOME AND EXPENDITURE IS GIVEN HEREUNDER:

1. Unusual or infrequent events or transactions

Except as described in this Draft Prospectus, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

- 2. Significant economic changes that materially affected or are likely to affect income from continuing operations.**
There are no significant economic changes that may materially affect or likely to affect income from continuing operations. However, Government policies governing the sector in which we operate as well as the overall growth of the Indian economy has a significant bearing on our operations. Major changes in these factors can significantly impact income from continuing operations.
- 3. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.**
Apart from the risks as disclosed under Section “**Risk Factors**” beginning on page 22 in the Draft Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.
- 4. Expected Future changes in relationship between costs and revenues**
Our Company’s future costs and revenues will be determined by demand/supply situation, inflation, Government Policies and Taxation and Currency fluctuations.
- 5. Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or increased sales prices**
Changes in revenue in the last financial years are as explained in the part “Comparison of the Financial Performance” of above.
- 6. Total turnover of each major industry segment in which our Company operates**
The Company is mainly engaged in manufacturing of Aluminium Foil Container, Aluminium Home Foil, Paper Cups, Paper Plates, Disposable Bowls, Raw Material for Paper Cups viz. paper coating, printing, blanking etc. Therefore, there are no separate reportable segments.
- 7. Status of any publicly announced New Products or Business Segment**
Our Company has not announced any new product other than disclosed in this Draft Prospectus.
- 8. Seasonality of business**
Our business is not seasonal in nature. However, the demand of our products increases during festive seasons.
- 9. Competitive conditions**
Competitive conditions are as described under the Chapters “**Industry Overview**” and “**Our Business**” beginning on page 85 and 104 respectively of the Draft Prospectus.
- 10. Details of material developments after the date of last balance sheet i.e. September 30, 2024**
Except as mentioned in this Draft Prospectus, no circumstances have arisen since the date of last financial statement until the date of filing the Draft 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.

SECTION X: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no (i) outstanding criminal proceedings; (ii) actions taken by statutory and/or regulatory authorities; (iii) disciplinary action including penalty imposed by SEBI or Stock Exchanges against the Promoters in the last 5 (five) FYs including outstanding action; (iv) outstanding claims related to direct or indirect taxes; (v) other pending litigation as determined to be material by our Board as per the materiality policy adopted by our Board (“Materiality Policy”) in each case involving our Company, Promoters, Directors (“Relevant Parties”); or (vi) all litigations involving our Group Companies which have a material impact on the business operations, prospects or reputation of our Company.

For the six months period ended September 30, 2024, our total income for the year as per the Restated Financial Statements is ₹ 2,101.65 lakhs. Accordingly, the following types of litigation involving the Relevant Parties have been considered material, and accordingly disclosed, as applicable:

- a) pending civil cases involving the Relevant Parties where the claim/ dispute amount, to the extent quantifiable, exceeds 5% of turnover as per the Restated Financial Information for the six months period ended September 30, 2024 i.e., ₹ 105.07 lakhs, or 10% of profit or loss after tax, as per the Restated Financial Statements of our Company for the six months period ended September 30, 2024 i.e., ₹ 6.15 lakhs, whichever is lower, or*
- b) where monetary liability is not quantifiable or does not exceed the threshold mentioned in point (i) above, the outcome of any such pending proceedings may have a material bearing on the business, operations, or*
- c) where the monetary liability in the pending civil litigations is not quantifiable or doesn't meet the monetary threshold as provided in (i) above, but where an adverse outcome would materially and adversely affect the business, operations or financial position or reputation of the Company,*

It is clarified that pre-litigation notices received by the Relevant Parties (excluding those notices issued by statutory/regulatory/tax authorities), unless otherwise decided by the Board, shall not be evaluated for materiality until such time that the Relevant Parties are impleaded as defendants in the litigation proceedings before any judicial forum.

Except as stated in this section, there are no outstanding material dues to creditors of our Company. In accordance with the Materiality Policy, outstanding dues to any creditor of our Company having monetary value exceeding ₹ 31.88 lakhs, which is 5% of the total trade payables as on the date of the latest Restated Financial Statements included in this Draft Prospectus, shall be considered as ‘material’. Accordingly, as on September 30, 2024, any outstanding dues exceeding ₹ 31.88 lakhs have been considered as material outstanding dues for the purpose of disclosure in this section. Further, for outstanding dues to any party which is a micro, small or medium enterprise (“MSME”), the disclosure will be based on information available with the Company regarding status of the creditor as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended.

Our Company does not have any subsidiaries.

Unless stated to the contrary, the information provided below is as of the date of this Draft Prospectus.

A. LITIGATION INVOLVING THE COMPANY

(a) Criminal proceedings against the Company

Except as mentioned below, there are no outstanding criminal proceedings initiated against the Company.

| | |
|------------------|---|
| 1. | |
| Case No | CC/541/2018 |
| Complainant | Assistant Director of Income Tax |
| Accused | Spinaroo Commercial Pvt. Ltd. and Vikash Kumar Agarwal |
| Court/ Authority | 7 th Court of Judicial at Howrah |
| Case Details | The Assistant Director of Income Tax (Investigation) at Aayakar Bhawan, Kolkata, has initiated legal proceedings against several individuals involved in a complex tax evasion scheme. Authorized by the Principal Director of Income Tax, the complainant has filed this complaint under Section 279(1) of the Income Tax Act, 1961, following an inquiry that allegedly revealed that the accused utilized a network of shell companies and dummy directors to facilitate accommodation entries, thereby evading taxes exceeding ₹103.40 crores during the demonetization period. Evidence collected from various searches allegedly indicates that Vikash Kumar Agarwal, the primary accused, orchestrated these operations, managing multiple paper concerns to provide unaccounted cash deposits to beneficiaries in exchange for commissions. The investigation also highlighted a criminal conspiracy among the accused to submit false statements to evade tax liabilities. The complainant seeks judicial cognizance of these offenses under section 276(C), 277 A, 278 B of the Income Tax Act and under section 120B of Indian Penal Code, urging that appropriate legal action be taken against those involved. |
| Case Status | This case is Pending. |
| Amount involved | Not Quantifiable |
| Next Date | 2 nd January, 2025 |
| Case Stage | Sr/Ad/Appearance |

(b) Criminal proceedings filed by the Company

Except as mentioned below, there are no outstanding criminal proceedings initiated by the Company.

| | |
|------------------|--|
| 1. | |
| Case No | CN/631/2023 |
| Complainant | Spinaroo Commercial Pvt. Ltd. |
| Accused | Ashok Biswas |
| Court/ Authority | Court of learned Additional Chief Metropolitan Magistrate- I at Calcutta |
| Case Details | The complaint has been filed against one Mr. Ashok Biswas, proprietor of Biswas Enterprise in West Bengal, who failed to honor a cheque issued for ₹1,00,000/- for goods supplied by the Complainant. Despite the complainant's delivery of the goods and issuance of tax invoices, the cheque was dishonored with the remark "Funds Insufficient" on March 18, 2023. Following this, a demand notice was sent on April 11, 2023, as required under Section 138 of the Negotiable Instruments Act, but it was returned undelivered. The accused has neglected to pay despite the legal notice, constituting an offense under the Act. Therefore, the petitioner seeks the court's cognizance of this offense and requests that appropriate legal actions be initiated against the accused. |
| Case Status | This case is Pending. |
| Amount involved | ₹1,00,000/- |
| Next Date | 22 nd November, 2024 |
| Case Stage | Plea |

| | |
|------------------|---|
| 2. | |
| Case No | CN/296/2023 |
| Complainant | Spinaroo Commercial Pvt. Ltd. |
| Accused | Ashok Biswas |
| Court/ Authority | Court of learned additional chief metropolitan magistrate- I at Calcutta |
| Case Details | The complaint has been filed against one Mr. Ashok Biswas, proprietor of Biswas Enterprise in West Bengal, who failed to honor a cheque issued for ₹2,00,000/- for goods supplied by the Complainant. Despite the complainant's delivery of the goods and issuance of tax invoices, the cheque was dishonored with the remark "Kindly Contact Drawer/ Drawee Bank and Please Present Again" on January 25, 2023. Following this, a demand notice was sent on February 09, 2023, as required under Section 138 of the Negotiable Instruments Act, but it was returned undelivered. The accused has neglected to pay despite the legal notice, constituting an offense under the Negotiable Instruments Act. Therefore, the petitioner seeks the court's cognizance of this offense and requests that appropriate legal actions be initiated against the accused. |
| Case Status | This case is Pending. |
| Amount involved | ₹2,00,000/- |
| Next Date | 08 th November, 2024 |
| Case Stage | Evidence |

| | |
|------------------|--|
| 3. | |
| Case No | CN/613/2023 |
| Complainant | Spinaroo commercial Pvt. Ltd. |
| Accused | Ashok Biswas |
| Court/ Authority | Court of learned additional chief metropolitan magistrate- I at Calcutta |
| Case Details | The complaint has been filed against one Mr. Ashok Biswas, proprietor of Biswas Enterprise in West Bengal, who failed to honor a cheque issued for ₹1,50,000/- for goods supplied by the Complainant. Despite the complainant's delivery of the goods and issuance of tax invoices, the cheque was dishonored with the remark "Funds Insufficient" on March 03, 2023. Following this, a demand notice was sent on March 31, 2023, as required under Section 138 of the Negotiable Instruments Act, but it was returned undelivered. The accused has neglected to pay despite the legal notice, constituting an offense under the Act. Therefore, the petitioner seeks the court's cognizance of this offense and requests that appropriate legal actions be initiated against the accused. |
| Case Status | This case is Pending. |
| Amount involved | ₹1,50,000/- |
| Next Date | 16 th December, 2024 |
| Case Stage | Plea |

(c) Actions by statutory and regulatory authorities against the Company

There are no outstanding actions by statutory or regulatory authorities initiated against the Company.

(d) Tax Proceedings:

- (i) Direct Tax: - NIL
- (ii) Indirect Tax – NIL

(e) Other pending material litigations against the Company

Except as mentioned below, there are no outstanding litigations initiated against the Company

| | |
|------------------|---|
| 1. | |
| Case No | Title Suit/520/2018 |
| Plaintiff | Samrat Ghosh |
| Defendant | Spinaroo Commercial Pvt. Ltd Dokania International Spino Polymers |
| Court/ Authority | Civil Judge jr. Division Barasat, North 24 Parganas |
| Case Details | The Plaintiff asserts that the Defendant companies, Spinaroo Commercial Pvt. Ltd., Dokania International, And Spino Polymers, represented by Shri Aditya Todi and Shri Amit Sultania, engaged in a business agreement for the promotion and sale of their products. Despite the Plaintiff fulfilling their promotional obligations and making timely payments, the Defendants purportedly demanded an excessive and unjustified amount of Rs.14,00,000 on 12 th May 2018 without providing an accurate statement of accounts. Following scrutiny, the Plaintiff found the claims outrageous, but the Defendants refused to disclose proper accounting records. Moreover, on 14 th June 2018, the Defendants allegedly threatened the Plaintiff with violence and false criminal charges. The Plaintiff seeks a declaration that the claims are baseless and a court order requiring the Defendants to provide a truthful account of their transactions. |
| Case Status | This case is Pending. |
| Amount involved | Not Quantifiable |
| Next Date | 16th October, 2025 |
| Case Stage | Sr/Ad/Appearance |

(f) Other pending material litigations filed by the Company

There are no outstanding litigations initiated by the company.

B. LITIGATIONS INVOLVING THE PROMOTERS & DIRECTORS OF THE COMPANY**(a) Criminal proceedings against the Promoters & Directors of the company**

There are no outstanding criminal proceedings against the Promoters & Directors of the Company.

(b) Criminal proceedings filed by the Promoters & Directors of the company

There are no outstanding litigations initiated by the Promoters & Directors.

(c) Actions by statutory and regulatory authorities against the Promoters & Directors of the Company

There are no outstanding actions by statutory or regulatory authorities initiated against the Promoters & Directors.

(d) Tax Proceedings against the Promoters & Directors.**(i) Direct Tax****1) Mridula Todi**

| A.Y. | Section Code | Date of Demand | Amount | Particulars |
|-----------|--------------|----------------|----------|---|
| 2012-2013 | 271(1)(c) | 12-Mar-2022 | 1,01,802 | No Appeal has been preferred against the Demand. The matter is Pending. |

(ii) Indirect Tax – NIL

(e) Other pending material litigations against the Promoters & Directors of the company

There are no other pending material litigations outstanding against the Promoters & Directors

(f) Other pending material litigations filed by the Promoters & Directors of the company

There are no outstanding litigations initiated by the Promoters & Directors.

C. LITIGATIONS INVOLVING THE GROUP COMPANIES WHICH CAN HAVE A MATERIAL IMPACT ON THE COMPANY**(a) Criminal proceedings against the group companies**

There are no outstanding criminal proceedings initiated against the group companies.

(b) Criminal proceedings filed by the group companies

Except as mentioned below, there are no pending criminal proceedings filed by the Group Companies.

| | |
|------------------|---|
| 1. | |
| Case No | CN/1440/2024 |
| Complainant | Spino Poly Products Pvt. Ltd. |
| Accused | Aarvi Traders and Karan Chellani |
| Court/ Authority | Court of learned additional chief metropolitan magistrate- I at Calcutta |
| Case Details | The complaint has been filed against one Mr. Karan Chellani, proprietor of Aarvi Traders in Lucknow, who failed to honor a cheque issued for ₹4,69,472/- for goods supplied by the Complainant. Despite the complainant's delivery of the goods and issuance of tax invoices, the cheque was dishonored with the remark "Payment stopped by drawer" on April 26, 2024. Following this, a demand notice was sent on May 16, 2024, as required under Section 138 of the Negotiable Instruments Act, but it was returned undelivered. The accused has neglected to pay despite the legal notice, constituting an offense under the Negotiable Instrument Act. Therefore, the petitioner seeks the court's cognizance of this offense and requests that appropriate legal actions be initiated against the accused. |
| Case Status | This case is Pending. |
| Amount involved | ₹4,69,472/- |
| Next Date | 21st November, 2024 |
| Case Stage | E/R of Warrant |

(c) Actions by statutory and regulatory authorities against the group companies

There are no outstanding Tax Proceedings against the group companies.

(d) Tax Proceedings:

(i) Direct Tax: -

Spino Paper Products Private Limited

| A.Y. | Section Code | Date of Demand | Amount | Particulars |
|---------|--------------|----------------|-----------------|---|
| 2022-23 | 154 | 20-Jun-2023 | 216 | No Appeal has been preferred against the Demand. The matter is Pending. |
| 2021-22 | 143(1)(a) | 07-July-2022 | 4,32,982 | No Appeal has been preferred against the Demand. The matter is Pending. |
| | | TOTAL | 4,33,198 | |

Spino Poly Products Private Limited

| A.Y. | Section Code | Date of Demand | Amount | Particulars |
|-------------|---------------------|-----------------------|---------------|--|
| 2023-24 | 143(1)(a) | 26-April-2024 | 5,47,626 | <p>The appellant is challenging the assessment order issued by the CPC under Section 143(1) of the Income Tax Act, 1961. The grounds of appeal raise various legal and procedural objections to the assessment and the subsequent additions made by the CPC. Firstly, the appellant argues that the CPC erred in not issuing a prior intimation under Section 143(1)(a) before making the impugned addition under Section 143(1) of the Act, rendering the adjustments liable to be nullified and the tax on returned income accepted. Secondly, the appellant contends that the CPC erred in not allowing the benefit of the tax regime under Section 115BAB of the Act, despite the appellant duly claiming it in the return of income, tax audit report, and required form 10ID in the preceding year in which manufacturing was started.</p> <p>The commissioner of Income Tax (Appeal) vide its order dated 18-10-2024 has allowed the appeal. However, the demand is still showing in the Income Tax portal.</p> |

(ii) Indirect Tax – Nil

(e) Other pending material litigations against the group companies

There are no other pending material litigations against the group companies.

(f) Other pending material litigations filed by the group companies

There are no other pending material litigations filed by the group companies.

OUTSTANDING DUES TO SMALL SCALE UNDERTAKINGS OR ANY OTHER CREDITORS

There are no disputes with such entities in relation to payments to be made to our Creditors. The details pertaining to amounts due towards such creditors are available on the website of our Company.

Below are the details of the Creditors outstanding amount as on September 30, 2024:

| Name | No. of Creditors | Balance as on September 30, 2024 (₹ in lakhs) |
|--|------------------|--|
| Total Outstanding dues to Micro and Small & Medium Enterprises (MSME)* | 10 | 462.75 |
| Total Outstanding dues to Creditors other than MSME# | 29 | 174.86 |

** The above information has been provided as available with the company to the extent such parties could be identified on the basis of the information available with the company regarding the status of supplier under the Micro, Small and Medium Enterprises Development Act, 2006 and as per restated financial statements”*

Outstanding Litigations involving the Company or involving any other person or company whose outcome may have a material adverse effect on the Company’s results of operations or financial position.

Except as described above, as on date of this draft prospectus, there are no outstanding litigations involving the Company, or involving any other person or company whose outcome may have a material adverse effect on the Company’s results of operations or financial position.

There are no litigations or legal actions, pending or taken, by any Ministry or Department of the Government or a statutory authority against our Promoters during the last 5 years.

Pending proceedings initiated against our Company for economic offences.

There are no pending proceedings initiated against our Company for economic offences.

Inquiries, investigations etc. instituted under the Companies Act, 2013 or any previous Companies enactment in the last 5 years against our Company.

There are no inquiries, investigations etc. instituted under the Companies Act or any previous Companies enactment since incorporation against our Company.

Material Fraud against our Company in the last five years

There has been no material fraud committed against our Company since incorporation.

Fines imposed or compounding of offences for default

There are no fines imposed or compounding of offences for default or outstanding defaults.

Non-Payment of Statutory Dues

Except as disclosed in the chapter titled “*Financial Statements as Restated*” beginning on pages 169 there are have been no defaults or outstanding defaults in the payment of statutory dues payable under the Employees Provident Funds and Miscellaneous Provisions Act, 1952 and the Employees State Insurance Act, 1948.

Material Developments occurring After Last Balance Sheet Date

Except as disclosed in Chapter titled “*Management’s Discussion & Analysis of Financial Conditions & Results of Operations*” beginning on page 200 of this draft prospectus, there have been no material developments that have occurred after the Last Balance Sheet Date.

GOVERNMENT AND OTHER APPROVALS

Our Company has received the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/regulatory authorities/certification bodies required to undertake the Issue or continue our business activities. In view of the approvals listed below, we can undertake the Issue and our current business activities and no further major approvals from any governmental/regulatory authority, or any other entity are required to be undertaken, in respect of the Issue or to continue our business activities. It must, however, be distinctly understood that in granting the above approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of our Company or for the correctness of any of the statements or any commitments made or opinions expressed in this behalf.

The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities.

I. Approvals for the Issue

- a) The Board of Directors have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a resolution passed at its meeting held on October 10, 2024 authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.
- b) The shareholders of our Company have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a special resolution passed in the Extra Ordinary General Meeting held on October 14, 2024 authorized the Issue.
- c) Our Company has received an in-principle approval from the BSE dated [●] for listing of Equity Shares issued pursuant to the Issue.
- d) Our Company's ISIN is "INE10XX01012".

II. Approvals pertaining to Incorporation of our Company

| Name of Registration | Registration No | Applicable Law | Issuing Authority | Date of Issue | Validity |
|---|-----------------------|---------------------|---|-----------------|----------------|
| Certificate of Incorporation | U74999WB2012PTC184812 | Companies Act, 1956 | Registrar of Companies, Kolkata | August 17, 2012 | Till Cancelled |
| Certificate of Incorporation pursuant to conversion to being Public Limited Company | U74999WB2012PLC184812 | Companies Act, 2013 | Registrar of Companies, Central Processing Centre | August 22, 2024 | Till Cancelled |

III. Tax Related Approvals

| Name of Registration | Registration No | Applicable Law | Issuing Authority | Date of Issue | Validity |
|---|-----------------|--|--|--------------------|----------------|
| Permanent Account Number [PAN] | AARCS9032N | Income Tax Act, 1961 | Income Tax Department | August 17, 2012 | Till cancelled |
| Tax Deduction Account Number [TAN] | CALS38676B | Income Tax Act, 1961 | Income Tax Department | September 12, 2024 | Till Cancelled |
| Goods and Service Tax | 19AARCS9032N1ZF | Central Goods and Service Tax Act 2017 | Goods and Services Tax Department | October 02, 2018 | Till Cancelled |
| Professional Tax Certificate of Registration (RC) | 191008094268 | West Bengal State Tax on Professions, Trades, Callings and Employments Act, 1979 | Directorate of Commercial Taxes, Government of West Bengal | June 30, 2020 | Till Cancelled |
| Professional Tax of Enrolment (EC) | 192017363069 | The West Bengal State Tax on Professions, Trades, Callings and Employments Rules, 1979 | Directorate of Commercial Taxes, Government of West Bengal | June 26, 2015 | Till Cancelled |

IV. Business and Operations Related Approvals



| Name of Registration | Registration No | Applicable Law | Issuing Authority | Date of Issue | Validity |
|--|--------------------------|--|---|--------------------|----------------------------|
| Trade Registration Certificate for Unit I | 4619 | West Bengal Panchayat (Gram Panchayat Administration) Rules, 2004 | Begari Gram Panchayat, West Bengal | September 07, 2022 | March 31, 2025 |
| Trade Registration Certificate for Unit II | 4623 | West Bengal Panchayat (Gram Panchayat Administration) Rules, 2004 | Begari Gram Panchayat, West Bengal | September 07, 2022 | March 31, 2025 |
| License to Work a Factory (Unit I) | 0042/HW/X/2018 | The Factories Act, 1948 | Chief Inspector of Factories, West Bengal | September 17, 2024 | March 31, 2027 |
| Consent to Operate (Unit I) | 692/POL/DIC/HO W/2018-19 | Water (Prevention and Control of Pollution) Act, 1974; Air (Prevention and Control of Pollution) Act, 1981 | West Bengal Pollution Control Board | October 01, 2018 | September 30, 2025 |
| Consent to Operate (Unit II) | WBPCB/5853764/2024 | Water (Prevention and Control of Pollution) Act, 1974; Air (Prevention and Control of Pollution) Act, 1981 | West Bengal Pollution Control Board | October 04, 2024 | September 30, 2031 |
| Udyam Registration Certificate | UDYAM-WB-08-0002391 | Micro, Small and Medium Enterprises Development Act, 2006 | Government of India Ministry of Micro, Small and Medium Enterprises | November 17, 2020 | Till Cancelled |
| Registration under Employees Provident Fund | WBHLO1757961000 | Employees' Provident Funds & Miscellaneous Provisions Act, 1952 | Employees' Provident Fund Organisation, India | August 07, 2018 | Till Cancelled |
| Registration under the Employee State Insurance | 41000714970000800 | Employee State Insurance Act, 1948 | Employees' State Insurance Corporation | August 07, 2018 | Till Cancelled |
| Certificate of Importer-Exporter Code | AARCS9032N | Foreign Trade (Development and Regulation) Act, 1992 | Director General of Foreign Trade | August 25, 2014 | Till Cancelled/Surrendered |
| Shops and Establishment Certificate | HW03262N2024007031 | West Bengal Shops and Establishments Act, 1963 | Labour Commissionerate, Government of West Bengal | September 14, 2024 | September 13, 2027 |
| Certificate of Verification of non-automatic weighing instruments (Unit I) | WB/05/0094/2023/001726 | Legal Metrology Act, 2009 | Office of the Controller Legal Metrology, Government of West Bengal | September 04, 2024 | September 04, 2025 |
| Certificate of Verification of non-automatic weighing instruments (Unit I) | WB/05/0094/2023/001721 | Legal Metrology Act, 2009 | Office of the Controller Legal Metrology, Government of West Bengal | September 04, 2024 | September 04, 2025 |
| Certificate of Verification of non-automatic weighing instruments (Unit I) | WB/05/0094/2023/001722 | Legal Metrology Act, 2009 | Office of the Controller Legal Metrology, Government of West Bengal | September 04, 2024 | September 04, 2025 |
| Certificate of Verification of non-automatic weighing instruments (Unit I) | WB/05/0094/2023/001724 | Legal Metrology Act, 2009 | Office of the Controller Legal Metrology, Government of West Bengal | September 04, 2024 | September 04, 2025 |





| Name of Registration | Registration No | Applicable Law | Issuing Authority | Date of Issue | Validity |
|---|-----------------------|---------------------------|---|--------------------|--------------------|
| Certificate of Verification of non-automatic weighing instruments (Unit I) | WB/05/0094/2023/01725 | Legal Metrology Act, 2009 | Office of the Controller Legal Metrology, Government of West Bengal | September 04, 2024 | September 04, 2025 |
| Certificate of Verification of non-automatic weighing instruments (Unit I) | WB/05/0094/2023/01723 | Legal Metrology Act, 2009 | Office of the Controller Legal Metrology, Government of West Bengal | September 04, 2024 | September 04, 2025 |
| Certificate of Verification of non-automatic weighing instruments (Unit II) | WB/05/0094/2023/01719 | Legal Metrology Act, 2009 | Office of the Controller Legal Metrology, Government of West Bengal | September 04, 2024 | September 04, 2025 |
| Certificate of Verification of non-automatic weighing instruments (Unit II) | WB/05/0094/2023/01718 | Legal Metrology Act, 2009 | Office of the Controller Legal Metrology, Government of West Bengal | September 04, 2024 | September 04, 2025 |
| Certificate of Verification of non-automatic weighing instruments (Unit II) | WB/05/0094/2023/01715 | Legal Metrology Act, 2009 | Office of the Controller Legal Metrology, Government of West Bengal | September 04, 2024 | September 04, 2025 |
| Certificate of Verification of non-automatic weighing instruments (Unit II) | WB/05/0094/2023/01717 | Legal Metrology Act, 2009 | Office of the Controller Legal Metrology, Government of West Bengal | September 04, 2024 | September 04, 2025 |
| Certificate of Verification of non-automatic weighing instruments (Unit II) | WB/05/0094/2023/01720 | Legal Metrology Act, 2009 | Office of the Controller Legal Metrology, Government of West Bengal | September 04, 2024 | September 04, 2025 |
| Certificate of Verification of non-automatic weighing instruments (Unit II) | WB/05/0094/2023/01716 | Legal Metrology Act, 2009 | Office of the Controller Legal Metrology, Government of West Bengal | September 04, 2024 | September 04, 2025 |


V. Quality Related Approvals

| Name of Registration | Registration No | Applicable Law | Issuing Authority | Date of Issue | Validity |
|--|-----------------|---------------------------|-----------------------|--------------------|--------------------|
| Certificate of Registration of ISO 9001:2015 (Quality Management System) | 305024091924Q | Quality Management System | QRO Certification LLP | September 19, 2024 | September 18, 2027 |

VI. Intellectual Property Related Approvals

| Trademark | Trade Mark Number | Class of Registration | Trademark Type | Date of Issue/ Application | Status | Validity |
|---|-------------------|-----------------------|----------------|----------------------------|------------|-------------------|
|  | 2856556 | 6 | Device | December 05, 2017 | Registered | December 05, 2024 |
|  | 4613246 | 7 | Device | February 26, 2021 | Registered | August 18, 2030 |

| Trademark | Trade Mark Number | Class of Registration | Trademark Type | Date of Issue/ Application | Status | Validity |
|---|-------------------|-----------------------|----------------|----------------------------|------------|-------------------|
|  | 2856556 | 6 | Device | December 05, 2017 | Registered | December 05, 2024 |
|  | 4413345 | 21 | Device | April 08, 2021 | Registered | January 20, 2030 |
|  | 4413346 | 35 | Device | April 09, 2021 | Registered | January 20, 2030 |
|  | 4413347 | 40 | Device | September 15, 2020 | Registered | January 20, 2030 |

| Copyright | Registration Number | Diary Number | Class and description of work | Date of Issue/ Application | Status |
|---|---------------------|----------------|-------------------------------|----------------------------|------------|
|  | A-143269/2022 | 5892/2022-CO/A | Artistic Work | December 05, 2017 | Registered |

VI. Material Licenses/ Approvals/Permission for which applications have been made by our Company but not received and/or yet to be applied by our Company

- Our Company has applied for renewal of Fire License (Unit I) vide Application No. 211832406300005776 to Collector, Department of Fire & Emergency Services, Govt. of West Bengal on October 18, 2024.
- Our Company has applied for renewal of Fire License (Unit II) vide Application No. 211832406300005771 to Collector, Department of Fire & Emergency Services, Govt. of West Bengal on October 18, 2024.
- Our Company has made an application for Factory License for Unit II vide Application No. CAF2024798486 to Directorate of Factories, Govt. of West Bengal on September 30, 2024.
- Our Company is in the process of updating the change of name from 'Spinaroo Commercial Private Limited' to 'Spinaroo Commercial Limited' in certain licenses.

OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

1. The Fresh Issue of Equity Shares in terms of this draft prospectus has been authorized by a resolution by the Board of Directors passed at their meeting held on October 10, 2024 under Section 62(1)(c) of the Companies Act 2013 and subject to the approval of the members and such other authorities as may be necessary.
2. The Fresh Issue of Equity Shares in terms of this draft prospectus has been authorized by the shareholders by special resolution at the Extra Ordinary General Meeting held on October 14, 2024 under Section 62(1)(c) and other applicable provisions of the Companies Act 2013.
3. Our Company has received In-principal approval from BSE vide their letter dated [●] to use the name of BSE in this draft prospectus for listing of the Equity Shares on SME Platform of BSE Limited. BSE Limited is the Designated Stock Exchange.
4. Our Board has approved the draft Prospectus through its resolution dated 18/11/2024.

Confirmation:

- Our Company, our Promoters, Promoter Group, our directors, person(s) in control of the promoter or our Company have not been prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority/court.
- Our Company, our Promoters, Promoters' Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018.
- None of our Directors are in any manner associated with the securities market and there has been no action taken by the SEBI against the Directors in the past 5 years except as disclosed in this draft prospectus.
- Our Company is an **"Unlisted Issuer"** in terms of the SEBI (ICDR) Regulations; and this Issue is an **"Initial Public Issue"** in terms of the SEBI (ICDR) Regulations.

Eligibility for the Issue

- Our Company is not ineligible in terms of Regulations 228 of SEBI ICDR Regulations for this Issue as:
 - Neither our company, nor any of its promoters, promoter group or directors are debarred from accessing the capital market by the SEBI.
 - Neither our promoters, nor any directors of our company are a promoter or director of any other company which is debarred from accessing the capital market by the SEBI.
 - Neither our Company, or our Promoter, or our directors, are Wilful Defaulters or a Fraudulent Borrowers.
 - Neither our Promoter nor any of our directors is a Fugitive Economic Offender
- Our Company is eligible for the Issue in accordance with Regulation 229(1) and other provisions of Chapter IX of the SEBI (ICDR) Regulations 2018, as we are an Issuer whose post issue face value paid-up capital would be less than 10 crores, and can issue Equity Shares to the public and propose to list the same on the **SME Platform of BSE Limited**.

We further confirm that:

- i. In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this issue is 100% underwritten and that the Lead Manager to the Issue shall underwrite minimum 15% of the Total Issue Size.
- ii. In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed Allottee's in the issue shall be greater than or equal to fifty (50), otherwise, the entire application money will be refunded within 4 (Four) days of such intimation. If such money is not repaid within 4 (Four) days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of 4 (Four) days, be liable to repay such application money, with interest at the rate 15% per annum. 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.

- iii. In terms of Regulation 246 (1) of the SEBI (ICDR) Regulations, 2018, a copy of the prospectus will be filed with the SEBI through the Lead Manager immediately upon filing of the offer document with the Registrar of Companies.

However, as per Regulation 246 (2) of the SEBI (ICDR) Regulations, 2018, The SEBI shall not issue any observation on the offer document.

Further, in terms of Regulation 246 (3) of the SEBI (ICDR) Regulations, 2018 the lead manager will also submit a due diligence certificate as per format prescribed by SEBI along with the prospectus to SEBI.

Further, in terms of Regulation 246 (4) of the SEBI (ICDR) Regulations, 2018 the prospectus will be displayed from the date of filling in terms of sub-regulation (1) on the website of the SEBI, The Lead Manager and the SME Platform of BSE Limited.

Moreover, in terms of Regulation 246 (5) of the SEBI (ICDR) Regulations, 2018, a copy of the prospectus shall also be furnished to the SEBI in a soft copy.

- iv. In accordance with Regulation 261 of the SEBI (ICDR) Regulations, we hereby confirm that we have entered into an agreement dated November 15, 2024 with the Lead Manager and a Market Maker to ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of Equity Shares on the SME Platform of BSE Limited.

In terms of Regulation 229(3) of the SEBI (ICDR) Regulations, 2018, We confirm that we have fulfilled eligibility criteria for SME Platform of BSE Limited, which are as under:

- ❖ ***Incorporation: The Company shall be incorporated under the Companies Act, 1956/2013.***

Our Company is incorporated under the Companies Act, 1956 in India.

- ❖ ***Post Issue Paid up Capital: 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 (Face Value) of the company will be ₹ 6.99 crores. So, the company has fulfilled the criteria of post issue paid up capital shall not be more than ₹25 crores.

- ❖ ***Net worth of at least Rs. 1 crore for 2 preceding full financial years:***

As per restated financial statement, the net-worth of the company is ₹ 6.03 crores as on March 31, 2024 and ₹ 4.63 crores as on March 31, 2023. So, the company has fulfilled the criteria of having net-worth of at least ₹1.00 crores for 2 preceding full financial years. The details are as mentioned below:

| ₹ in lakhs | | |
|---|---------------|---------------|
| Details | 31-03-2024 | 31-03-2023 |
| Paid-up share capital | 100.00 | 100.00 |
| All reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation | 502.92 | 362.86 |
| Total | 602.92 | 462.86 |

- ❖ ***Net Tangible Assets should be ₹ 3 crores in last preceding (full) financial year***

As per restated financial statement, the net tangible assets of the company is ₹ 6.03 crores as on March 31, 2024. So, the company has fulfilled the criteria of having net tangible assets of at least ₹3.00 crores in last preceding full financial years. The details are as mentioned below:

| ₹ in lakhs | |
|----------------------------|---------------|
| Details | 31-03-2024 |
| Net Assets | 602.92 |
| Less: Intangible Assets | - |
| Net Tangible Assets | 602.92 |

“net tangible assets” mean the sum of all net assets of the issuer, excluding intangible assets as defined in Accounting Standard 26 (AS 26) or Indian Accounting Standard (Ind AS) 38, as applicable, issued by the Institute of Chartered Accountants of India;

- ❖ **Track Record:** The company or the partnership/proprietorship/LLP Firm or the firm which have been converted into the company should have combined track record of at least 3 years or In case it has not completed its operation for three years then the company/partnership/proprietorship/LLP should have been funded by Banks or financial institutions or Central or state government or the group company should be listed for at least two years either on the main board or SME board of the Exchange.

Our company was incorporated on August 17, 2012 and having track record of more than 3 years.

- ❖ **Earnings before Interest, Depreciation and Tax:** The company should have operating profit (earnings before interest, depreciation and tax) from operations for 2 out of 3 latest financial years preceding the application date.

The Issuer Company is having operating profit (earnings before interest, depreciation and tax) from operations for 2 out of 3 latest financial years preceding the application date. So, the company has fulfilled this criteria. The details are as mentioned below:

(₹ in Lakhs)

| Particulars | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|----------------------------------|---------------|---------------|---------------|
| Net Profit as Restated | 140.05 | 93.06 | 51.89 |
| Add: Depreciation | 42.94 | 51.21 | 64.07 |
| Add: Interest on Loan | 73.17 | 76.93 | 73.11 |
| Add: Income Tax | 45.96 | 4.82 | 40.95 |
| Less: Other Income | (37.63) | (6.80) | (13.17) |
| EBITDA (Operating Profit) | 264.50 | 219.22 | 216.85 |

- ❖ **Leverage ratio of the company is not more than 3:1.**

As per restated financials, the leverage ratio (Debt Equity ratio) of our company is 1.12. The details are as mentioned below:

(Amount Rs. In Lakhs, except ratio)

| Particulars | 30-09-2024 |
|---|------------|
| Total Borrowings (Debt) | 742.98 |
| Total Net Worth (TNW) (Shareholders fund) | 664.40 |
| Debt Equity Ratio (Total Borrowing/TNW) | 1.12 |

- ❖ **Disciplinary action:** We hereby confirm that;

- There are no regulatory action of suspension of trading against the promoter(s) or companies promoted by the promoters by any stock Exchange having nationwide trading terminals.
- The Promoter(s) or directors are not the promoter(s) or directors (other than independent directors) of compulsory delisted companies by the Exchange and there is no applicability of consequences of compulsory delisting is attracted or companies that are suspended from trading on account of non-compliance.
- Directors are not disqualified/ debarred by any of the Regulatory Authority.

- ❖ **Default:** There are 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.

- ❖ **Name Change:** 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. or The activity suggesting name should have contributed to at least 50% of the revenue, calculated on a restated and consolidated basis, for the preceding one full financial year.

The company has not changed its name in last one year apart from change of status of company from Private to Public.

❖ **The composition of the board should be in compliance with the requirements of Companies Act, 2013 at the time of in-principle approval**

The Company is in compliance with the requirements of the Companies Act, 2013, w.r.t. the composition of the Board of the Company at the time of seeking in-principle approval for Draft Prospectus and shall be in continuous compliance.

❖ **Other Requirements:** We further confirm that;

- 1) The Issuer Company has a live and operational website i.e., www.spino.co.in
- 2) 100% of the Promoter's shareholding in the company are dematerialized.
- 3) Our Company shall mandatorily facilitate trading in demat securities and have entered into an agreement with both the depositories. Our Company has entered into an agreement for registration with the Central Depository Services Limited (CDSL) dated August 09, 2024, and National Securities Depository Limited dated August 06, 2024, for establishing connectivity.
- 4) There has been no change in the promoter(s) of Issuer Company in the preceding one year from date of filing application to BSE for listing on BSE SME.
- 5) The Net worth computation has been calculated as per the definition given in SEBI (ICDR) Regulations
- 6) The Company has not been referred to NCLT under IBC.
- 7) There is no winding up petition against the company, which has been admitted by the court.

We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter IX of SEBI (ICDR) Regulations 2018, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 230 (1) of the SEBI ICDR Regulations, our Company has ensured that:

- ❖ The Draft Prospectus has been filed with BSE and our Company has made an application to BSE for listing of its Equity Shares on the SME platform. BSE is the Designated Stock Exchange.
- ❖ Our Company has entered into an agreement dated August 06, 2024 with NSDL and agreement dated August 09, 2024 with CDSL for dematerialization of its Equity Shares already issued and proposed to be issued.
- ❖ The entire pre-Issue share capital of our Company are fully paid-up and the Equity Shares proposed to be issued pursuant to this IPO will be fully paid-up.
- ❖ The Equity Shares held by the Promoters are dematerialized.

As per Regulation 230 (2) of the SEBI ICDR Regulations, our Company has ensured that:

- ❖ The amount for general corporate purposes, as mentioned in objects of the issue in the Draft Prospectus does not exceed twenty-five per cent of the amount being raised by our Company.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF ISSUE DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE ISSUE DOCUMENT. THE LEAD MANAGER HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE ISSUE DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE ISSUE DOCUMENT, THE LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER, FINSHORE MANAGEMENT SERVICES LIMITED HAS FURNISHED TO STOCK EXCHANGE A DUE DILIGENCE CERTIFICATE DATED [●] IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI (ICDR) REGULATION 2018 WHICH SHALL ALSO BE SUBMITTED TO SEBI AFTER FILING THE PROSPECTUS WITH ROC AND BEFORE OPENING OF THE ISSUE IN ACCORDANCE WITH THE SEBI ICDR REGULATION, 2018.

THE FILING OF THIS ISSUE DOCUMENT DOES NOT, HOWEVER, ABSOLVE OUR 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 LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE OFFER DOCUMENT.

THE DUE DILIGENCE CERTIFICATE TO BE SUBMITTED AS PER FORM A OF SCHEDULE V INCLUDING ADDITIONAL CONFIRMATION AS PROVIDED IN FORM G OF SCHEDULE V IS PRODUCED AS UNDER:

WE, THE LEAD MERCHANT BANKER TO THE ABOVE-MENTIONED FORTHCOMING ISSUE, STATE AND CONFIRM AS FOLLOWS:

1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION, INCLUDING COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL WHILE FINALISATION OF THE DRAFT PROSPECTUS PERTAINING TO THE SAID ISSUE;
2. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:
 - A. THE DRAFT PROSPECTUS FILED WITH THE EXCHANGE/BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS WHICH ARE MATERIAL TO THE ISSUE;
 - B. ALL MATERIAL LEGAL REQUIREMENTS RELATING TO THE ISSUE AS SPECIFIED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND
 - C. THE MATERIAL DISCLOSURES MADE IN THE DRAFT PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL-INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 2013, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 AND OTHER APPLICABLE LEGAL REQUIREMENTS.
3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.
4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFILL THEIR UNDERWRITING COMMITMENTS.
5. WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT PROSPECTUS WITH THE BOARD/EXCHANGE TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT PROSPECTUS.

6. WE CERTIFY THAT ALL APPLICABLE PROVISION OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS CONTRIBUTION, HAS BEEN AND SHALL BE DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE DRAFT PROSPECTUS.
7. WE UNDERTAKE THAT ALL APPLICABLE PROVISION OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 WHICH RELATE TO RECEIPT OF PROMOTERS CONTRIBUTION PRIOR TO OPENING OF THE ISSUE SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE AND THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD/EXCHANGE. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. – **NOT APPLICABLE**
8. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGE MENTIONED IN THE DRAFT PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION – **NOTED FOR COMPLIANCE**
9. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.
10. WE CERTIFY THAT ALL THE SHARES SHALL BE ISSUED IN DEMATERIALIZED FORM IN COMPLIANCE WITH THE PROVISIONS OF SECTION 29 OF THE COMPANIES ACT, 2013 AND THE DEPOSITORIES ACT, 1996, AND THE REGULATIONS MADE THEREUNDER.
11. WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL-INFORMED DECISION.
12. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT PROSPECTUS:
 - A. AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND
 - B. AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.
13. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.
14. WE ENCLOSE A NOTE EXPLAINING THE PROCESS OF DUE DILIGENCE THAT HAS BEEN EXERCISED BY US INCLUDING IN RELATION TO THE BUSINESS OF THE ISSUER, THE RISK IN RELATION TO THE BUSINESS, EXPERIENCE OF THE PROMOTERS AND THAT THE RELATED PARTY TRANSACTION ENTERED INTO FOR THE PERIOD DISCLOSED IN THE DRAFT PROSPECTUS HAVE BEEN ENTERED INTO BY THE ISSUER IN ACCORDANCE WITH APPLICABLE LAWS.

15. WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.
16. WE ENCLOSE STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKER BELOW (WHO ARE RESPONSIBLE FOR PRICING THIS ISSUE)', AS PER FORMAT SPECIFIED BY SEBI THROUGH CIRCULAR NO. CIR/CFD/DIL/7/2015 DATED OCTOBER 30, 2015.

ADDITIONAL CONFIRMATIONS/CERTIFICATION TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH ISSUE DOCUMENT REGARDING SME PLATFORM OF BSE LIMITED.

- (1) WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE DRAFT PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.
- (2) WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN DRAFT PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES ISSUED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN.
- (3) WE CONFIRM THAT THE ABRIDGED DRAFT PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 - **NOTED FOR COMPLIANCE**.
- (4) WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE ISSUER.
- (5) THE ISSUER HAS REDRESSED AT LEAST NINETY-FIVE PER CENT OF THE COMPLAINTS RECEIVED FROM THE INVESTORS TILL THE END OF THE QUARTER IMMEDIATELY PRECEDING THE MONTH OF FILING OF THE OFFER DOCUMENT WITH THE REGISTRAR OF COMPANIES. - **NOT APPLICABLE**.
- (6) WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 261 AND 262 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 HAVE BEEN MADE.

DISCLAIMER FROM OUR COMPANY AND THE LEAD MANAGER

Our Company and the Lead Manager accept no responsibility for statements made otherwise than those contained in this draft prospectus or in the advertisements or any other material issued by or at our Company's instance and that anyone placing reliance on any other source of information would be doing so at his or her own risk.

CAUTION

The LM accepts no responsibility, save to the limited extent as provided in the Issue Agreement entered between the LM (Finshore Management Services Limited) and our Company on November 15, 2024 and the Underwriting Agreement dated November 15, 2024 entered into between the Underwriters and our Company and the Market Making Agreement dated November 15, 2024 entered into among the Market Maker, LM and our Company.

All information shall be made available by our Company and the LM to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at collection centres or elsewhere.

The LM and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, Group Entities, and our affiliates or associates, for which they have received and may in future receive compensation.

Note: Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not Issue, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the Issue.

DISCLAIMER IN RESPECT OF JURISDICTION

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are majors, HUFs, companies, corporate bodies and societies registered under applicable laws in India and authorized to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, cooperative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with a minimum corpus of ₹ 2,500.00 Lakh and pension funds with a minimum corpus of ₹ 2,500.00 Lakh, and permitted non-residents including FIIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India provided that they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. This draft prospectus does not, however, constitute an Issue to sell or an invitation to subscribe for Equity Shares Issued hereby in any jurisdiction other than India to any person to whom it is unlawful to make an Issue or invitation in such jurisdiction. Any person into whose possession this draft prospectus comes is required to inform himself or herself about, and to observe, any such restrictions.

Any dispute arising out of this Issue will be subject to jurisdiction of the competent court(s) in **Kolkata, West Bengal** only.

No action has been, or will be, taken to permit a public Issuing in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented hereby may not be Issued or sold, directly or indirectly, and this draft prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this draft prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

DISCLAIMER CLAUSE OF THE SME PLATFORM OF BSE LIMITED

As required, a copy of this Offer Document has been submitted to BSE Limited (hereinafter referred to as BSE).

BSE Limited (“BSE”) has vide its letter dated [●] given permission to “Spinaroo Commercial Limited” to use its name in the offer document as the Stock Exchange on whose Small and Medium Enterprises platform (“SME platform”) the company’s securities are proposed to be listed. BSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this company. BSE does not in any manner: -

- i. warrant, certify or endorse the correctness or completeness of any of the contents of this offer documents; or
- ii. warrant that this company’s securities will be listed on completion of Initial Public Offering or will continue to be listed on BSE; or
- iii. take any responsibility for the financial or other soundness of this company, its promoters, its management or any scheme or project of this company.
- iv. warrant, certify, or endorse the validity, correctness or reasonableness of the price at which the equity shares are offered by the company and investors are informed to take the decision to invest in the equity shares of the company only after making their own independent enquiries, investigation and analysis. The price at which the equity shares are offered by the company is determined by the company in consultation with the Merchant Banker(s) to the issue and the Exchange has no role to play in the same and it should not for any reason be deemed or construed that the contents of this offer document have been cleared or approved by BSE. Every person who desires to apply for or otherwise acquire any securities of this company may do so pursuant to independent inquiry, investigation and analysis and shall not have any

- claim against BSE 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 for any other reason whatsoever.
- v. BSE does not in any manner be liable for any direct, indirect, consequential or other losses or damages including loss of profits incurred by any investor or any third party that may arise from any reliance on this offer document or for the reliability, accuracy, completeness, truthfulness or timeliness thereof.
 - vi. The company has chosen the SME platform on its own initiative and its own risk, and is responsible for complying with local laws, rules, regulations, and other statutory or regulatory requirements stipulated by BSE/other regulatory authority. Any use of the SME platform and the related services are subject to Indian laws and courts exclusively situated in Mumbai.

DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be 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 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 Issued and sold outside the United States in compliance with Regulation S of the 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 Applicants may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

LISTING

The Equity Shares of our Company are proposed to be listed on SME Platform of BSE Limited. Our Company has obtained In-principle approval from BSE by way of its letter dated [●] for listing of equity shares on SME Platform of BSE Limited.

BSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue. If the permission to deal in and for an official quotation of the Equity Shares on the SME Platform is not granted by BSE, our Company shall return through verifiable means the entire monies received within four (4) days of receipt of intimation from stock exchange rejecting the application for listing or trading without any interest.

If such money is not repaid within four (4) days from the date our Company becomes liable to repay it, then our Company and every Director of the Company who is officer in default shall, on and from expiry of four (4) days, be jointly and severally liable to repay such application money, with interest at the rate of fifteen per cent per annum (15% p.a.).

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the SME Platform of BSE Limited mentioned above are taken within Six (6) Working Days of the Issue Closing Date.

FILING

The Draft Prospectus is being filed with BSE Limited, at 20th Floor, P.J. Towers, Dalal Street, Fort, Mumbai-400001, Maharashtra.

After getting in-principal approval from BSE, a copy of the prospectus, along with the documents required to be filed under Section 32 of the Companies Act, 2013 would be delivered for filing to the Registrar of Companies, Kolkata.

A copy of the prospectus shall be filed with SEBI immediately upon filing of the Offer document with Registrar of Companies in term of Regulation 246 of the SEBI (ICDR) Regulations, 2018. However, SEBI shall not issue any observation on the prospectus. Pursuant to SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Prospectus will be filed online through SEBI Intermediary portal at <https://siportal.sebi.gov.in>.

IMPERSONATION

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

Any person who-

- a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

Shall be liable to action under Section 447 of the Companies, Act 2013.

CONSENTS

Consents in writing of (a) Our Directors, Our Promoters, Our Company Secretary & Compliance Officer, Chief Financial Officer, Our Statutory Auditor, Key Managerial Personnel or Senior Management, Our Peer Review Auditor, (b) Lead Manager, Registrar to the Issue, Banker(s) to the Issue, Sponsor Bank, Legal Advisor to the Issue, Underwriter(s) to the Issue and Market Maker to the Issue to act in their respective capacities shall be obtained as required under Section 26 of the Companies Act, 2013 and shall be filed along with a copy of the draft prospectus with the RoC, as required under Sections 32 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of delivery of the draft prospectus for filing with the RoC.

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations 2018, *M/s. R. K. Banka & Co., Chartered Accountants*, our Statutory Auditors of the Company have agreed to provide their written consent to the inclusion of their respective reports on "Statement of Tax Benefits" relating to the possible tax benefits and restated financial statements as included in this draft prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of this draft prospectus for filling with Roc.

EXPERTS OPINION

Except for the reports in the Section, "*Statement of Possible Tax Benefits*" and "*Financial Statement as Restated*" on page no. 85 and page no. 169 of this draft prospectus from the Peer Review Auditors and Statutory Auditor respectively; our Company has not obtained any expert opinions. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act 1933.

PARTICULARS REGARDING PUBLIC OR RIGHTS ISSUES DURING THE LAST FIVE (5) YEARS

Except as stated under Section titled "*Capital Structure*" beginning on page no. 59 of this draft prospectus our Company has not undertaken any previous public or rights issue. Further, we are an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, 2018, amended from time to time and the Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations, 2018, amended from time to time.

UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION ON PREVIOUS ISSUES IN LAST 5 YEARS

Since this is the initial public Issuing of our Company's Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing for or procuring or agreeing to procure subscription for any of the Equity Shares since our incorporation.

PARTICULARS IN REGARD TO OUR COMPANY AND OTHER LISTED GROUP-COMPANIES / SUBSIDIARIES/ ASSOCIATES UNDER THE SAME MANAGEMENT WITHIN THE MEANING OF SECTION 186 OF THE COMPANIES ACT, 2013 WHICH MADE ANY CAPITAL ISSUE DURING THE LAST THREE YEARS:

Neither our Company nor any other companies under the same management within the meaning of Section 186 of the Companies Act, 2013, had made any public issue or rights issue during the last three year except as mentioned in this prospectus. This is the initial public Issuing of our Company's Equity Shares.

PERFORMANCE VIS-A-VIS OBJECTS - LAST ONE PUBLIC/RIGHTS ISSUE OF LISTED SUBSIDIARIES / LISTED PROMOTERS:

We don't have any listed company under the same management or any listed subsidiaries or any listed promoters as on date of this draft prospectus.

OUTSTANDING DEBENTURES OR BOND ISSUES OR REDEEMABLE PREFERENCE SHARES OR ANY OTHER CONVERTIBLE INSTRUMENTS ISSUED BY OUR COMPANY

Our Company does not have any outstanding debentures or bonds or Preference Redeemable Shares as on the date of filing this draft prospectus.

OPTION TO SUBSCRIBE

Equity Shares being issued through the draft prospectus can be applied for in dematerialized form only.

STOCK MARKET DATA OF THE EQUITY SHARES

This being an initial public Issue of the Equity Shares of our Company, the Equity Shares are not listed on any Stock Exchanges.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Company has appointed “**Cameo Corporate Services Limited**” as the Registrar to the Issue, to handle the investor grievances in co-ordination with the Compliance Officer of the Company.

The Agreement dated October 29, 2024 amongst the Registrar to the Issue and our Company provides for retention of records with the Registrar to the Issue for a period of at least three (3) year from the last date of dispatch of the letters of allotment, or demat credit or where refunds are being made electronically, giving of unblocking instructions to the clearing system, to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, application number, number of Equity Shares applied for, amount paid on application, Depository Participant, and the bank branch or collection center where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSBs, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the relevant Designated Branch or the collection center of the SCSBs where the Application Form was submitted by the ASBA Applicants in ASBA account or UPI ID linked bank account number in which the amount equivalent to the Bid Amount was blocked. Further, the investor shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

The Applicant should give full details such as name of the sole/first Applicant, Application Form number, Applicant DP ID, Client ID, Bank Account No./UPI ID, PAN, date of the Application Form, address of the Applicant, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Application Form was submitted by the Applicant. Further, the investor shall also enclose the Acknowledgement Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company estimates that the average time required by our Company or the Registrar to the Issue for the redressal of routine investor grievances shall be fifteen (15) Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Ms. Ankita Periwal, Company Secretary, as the Compliance Officer to redress complaints, if any, of the investors participating in the Issue. Contact details for our Company Secretary and Compliance Officer are as follows:

Ms. Ankita Periwal

Company Secretary & Compliance Officer

Spinaroo Commercial Limited

Jalan Industrial Complex Gate-1, Right Lane-6,

P.O. Jangalpur, Begri Gram Panchayat,

Howrah- 711411, West Bengal, India

Contact No. +91 96747 03249

Email ID: compliance@spino.co.in

Website: www.spino.co.in

Investors can contact the Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web-based complaints redress system "SCORES". This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website www.scores.gov.in

STATUS OF INVESTOR COMPLAINTS

We confirm that we have not received any investor complaint during the three years preceding the date of this draft prospectus and hence there are no pending investor complaints as on the date of this draft prospectus.

DISPOSAL OF INVESTOR GRIEVANCES BY LISTED COMPANIES UNDER THE SAME MANAGEMENT AS OUR COMPANY

We don't have any listed company under the same management or any listed subsidiaries or any listed promoters.

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

The Company has not sought for any exemptions from complying with any provisions of securities laws.

PRICE INFORMATION OF LAST 10 (TEN) ISSUED HANDLED BY THE LEAD MANAGER
Statement on Price Information of Last 10 (Ten) Issues handled by Finshore Management Services Limited:

| Sr. No. | Issuer Name | Issue Size (₹ in Cr.) | Issue Price (In ₹) | Listing Date | Opening price on listing date (In ₹) | +/- % change in closing price, [+/- % change in closing benchmark] – 30 th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark] – 90 th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark] – 180 th calendar days from listing |
|---------|--|-----------------------|--------------------|--------------|--------------------------------------|--|--|---|
| 1 | Indong Tea Company Limited (BSE SME) | 13.01 | 26/- | 21/02/2023 | 20.80 | -44.46 [-4.05] | -11.58 [1.74] | -23.08 [7.05] |
| 2 | ITCONS E-Solutions Limited (BSE SME) | 8.67 | 51/- | 13/03/2023 | 46.99 | -0.51 [3.30] | -21.57 [7.53] | 3.04 [14.36] |
| 3 | Alphalogic Industries Limited (BSE SME) | 12.88 | 96/- | 14/07/2023 | 96.00 | 84.32 [-1.12] | 209.69 [0.62] | 136.67 [8.06] |
| 4 | Holmarc Opto-Mechatronics Limited (NSE EMERGE) | 11.40 | 40/- | 25/09/2023 | 65.25 | 181.63 [-2.00] | 166.38 [8.51] | 125.38 [12.31] |
| 5 | Presstonic Engineering Limited (NSE EMERGE) | 23.31 | 72/- | 18/12/2023 | 140.00 | 146.11 [2.87] | 69.51 [2.82] | 59.44 [9.56] |
| 6 | HRH Next Services Limited (NSE EMERGE) | 9.57 | 36/- | 03/01/2024 | 41.00 | 18.47 [0.84] | -15.83 [4.39] | -11.11 [11.59] |
| 7 | Mayank Cattle Food Limited (BSE SME) | 19.44 | 108/- | 05/02/2024 | 116.00 | 4.68 [2.71] | 22.22 [2.99] | 83.15 [12.90] |
| 8 | Sylvan Plyboard (India) Limited (NSE EMERGE) | 28.05 | 55/- | 01/07/2024 | 66.00 | 107.09 [2.96] | 70.09 [8.44] | N. A. |
| 9 | Solve Plastic Products Limited (NSE EMERGE) | 11.85 | 91/- | 21/08/2024 | 102.00 | -32.20 [2.61] | -47.86 [-5.31] | N. A. |
| 10 | Travels & Rentals Limited (BSE SME) | 12.24 | 41/- | 05/09/2024 | 55.00 | 281.00 [-0.62] | N. A. | N. A. |

Status as on 20-11-2024

1. in case where the security is not being traded on 30th, 90th and 180th day, the previous working day has been considered.
2. in case where 30th, 90th and 180th day is holiday, the previous working day has been considered for benchmark and security purpose.
3. the benchmark index is SENSEX where the securities have been listed in BSE SME/Startups and Nifty where securities have been listed in NSE Emerge.
4. N.A. – Period not completed

Summary statement of Disclosure:

| Financial Year | Total no. of IPOs | Total Funds Raised (₹ in Cr.) | Nos. of IPOs trading at discount – 30 th calendar day from listing day | | | Nos. of IPOs trading at premium – 30 th calendar day from listing day | | | Nos. of IPOs trading at discount -180 th calendar day from listing day | | | Nos. of IPOs trading at premium – 180 th calendar day from listing day | | |
|----------------|-------------------|-------------------------------|---|----------------|---------------|--|----------------|---------------|---|----------------|---------------|---|----------------|---------------|
| | | | 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% |
| 2021-22 | 7 | 73.34 | N. A | 1 | 1 | 3 | 1 | 1 | 1 | 1 | 1 | 2 | 1 | 1 |
| 2022-23 | 12 | 117.85 | N. A | 3 | 3 | 4 | N. A | 2 | 2 | 2 | 2 | 4 | N. A | 2 |
| 2023-24 | 5 | 76.59 | N. A | N. A | N. A | 3 | N. A | 2 | N. A | N. A | 1 | 4 | N. A | N. A |
| 2024-25 | 3 | 52.14 | N. A | 1 | N. A | 2 | N. A | N. A | N. A | N. A | N. A | N. A | N. A | N. A |

Status as on 20-11-2024

The Lead Manager associated with the Offer have handled 27 SME public issues and Nil Main Board public issue during the current financial year and three financial years preceding the current Financial Year, out of which 7 SME public issues closed below the issue price on the listing date.

| Type | FY 2024-25 | FY 2023-24 | FY 2022-23 | FY 2021-22 | Total |
|---|------------|------------|------------|------------|-----------|
| SME IPO | 3 | 5 | 12 | 7 | 27 |
| Main Board IPO | - | - | - | - | - |
| Total | 3 | 5 | 12 | 7 | 27 |
| Issue closed Below Issue Price on Listing Day | - | - | 5 | 2 | 7 |
| Issue closed above Issue Price on Listing Day | 3 | 5 | 7 | 5 | 20 |

Status as on 20-11-2024

TRACK RECORD OF PAST ISSUES HANDLED BY FINSHORE MANAGEMENT SERVICES LIMITED

For details regarding track record of LM to the Issue as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the LM at: www.finshoregroup.com.

SECTION XI: ISSUE INFORMATION

TERMS OF THE ISSUE

The Equity Shares being Issued are subject to the provisions of the Companies Act, SCRA, SCRR, SEBI (ICDR) Regulations, the SEBI Listing Regulations, our Memorandum and Articles of Association, the terms of this draft prospectus, the prospectus, the abridged draft prospectus, Application Form, CAN, the Revision Form, Allotment advices, and other terms and conditions as may be incorporated in the documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the GoI, the Stock Exchanges, the RoC, the RBI and/or other authorities, as in force on the date of the Issue and to the extent applicable.

Please note that in terms of regulation 256 of the SEBI (ICDR), 2018 read with SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all the investors applying in this issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment i.e., just writing their bank account numbers and authorising the banks to make payment in case of allotment by signing the application forms. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, Retail Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) process or UPI payment mechanism by providing UPI ID in the Application Form which is linked from Bank Account of the investor.

AUTHORITY FOR THE PRESENT ISSUE

This Issue has been authorized by a resolution of the Board passed at their meeting held on October 10, 2024 subject to the approval of shareholders through a special resolution to be passed pursuant to Section 62(1)(c) of the Companies Act, 2013. The shareholders have authorized the Issue by a special resolution in accordance with Section 62(1)(c) of the Companies Act, 2013 passed at the Extra Ordinary General Meeting held on October 14, 2024.

RANKING OF EQUITY SHARES

The Equity Shares being Issued shall be subject to the provisions of the Companies Act, 2013 and our Memorandum and Articles of Association and shall rank *pari-passu* in all respects with the existing Equity Shares of our Company including rights in respect of dividend. The allottees, upon Allotment of Equity Shares under this Issue, will be entitled to receive dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, please refer to Section titled, **“Description of Equity Shares and Terms of the Articles of Association”**, beginning on page 262 of this draft prospectus.

OFFER FOR SALE

In the case of offer for sale, the dividend for the entire year shall be payable to the transferees and the company has to disclose the name of the entity bearing the cost of making offer for sale along with reasons. However, the present issue does not include offer for sale and hence the said disclosure is not applicable to us.

MODE OF PAYMENT OF DIVIDEND

Our Company shall pay dividend to the shareholders of our Company in accordance with the provisions of the Companies Act, 2013, as may be applicable, the Articles of Association of our Company, the provisions of the SEBI Listing Regulations and any other rules, regulations or guidelines as may be issued by the Government of India in connection there to and as per the recommendation by our Board of Directors and approved by our Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act, for further details in relation to dividends, please refer to Sections titled, **“Dividend Policy”** and **“Description of Equity Shares and Terms of the Articles of Association”**, beginning on page 168 and 262 respectively, of this draft prospectus.

FACE VALUE AND ISSUE PRICE

The face value of the share of our company is ₹10/- per equity share and the issue price is ₹51/- per equity share. The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the Section titled, **“Basis for Issue Price”** beginning on page of 79 this draft prospectus. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

COMPLIANCE WITH SEBI (ICDR) REGULATIONS

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations as amended time to time. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

RIGHTS OF THE EQUITY SHAREHOLDERS

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association of our Company, the equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports & notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive Issue for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation; subject to any statutory and other preferential claims being satisfied;
- Right of free transferability of the Equity Shares, subject to applicable law, including any RBI Rules and Regulations; and
- Such other rights, as may be available to a shareholder of a listed public company under the previous Companies Act, 1956 and Companies Act, 2013, as may be applicable, terms of the SEBI Listing Regulations and the Memorandum and Articles of Association of our Company.

For further details on the main provision of our Company's Articles of Association dealing with voting rights, dividend, forfeiture and lien, transfer and transmission and/or consolidation/splitting, etc., please refer to Section titled, "*Description of Equity Shares and Terms of the Articles of Association*", beginning on page 262 of this draft prospectus.

MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT

In terms of Section 29 of the Companies Act, 2013, the Equity Shares shall be allotted only in dematerialised form. As per the existing SEBI (ICDR) Regulations, the trading of the Equity Shares shall only be in dematerialised form for all investors. In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Issuer:

1. Tripartite agreement dated August 06, 2024 between our Company, NSDL and the Registrar to the Issue.
2. Tripartite agreement dated August 09, 2024 between our Company, CDSL and the Registrar to the Issue.

The trading of the Equity Shares will happen in the minimum contract size of 2,000 Equity Shares and the same may be modified by the SME Platform of BSE Limited from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this draft prospectus will be done in multiples of 2,000 Equity Shares subject to a minimum allotment of 2,000 Equity Shares to the successful Applicants 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 application size shall not be less than ₹1,00,000 (Rupees One Lakh) per application.

MINIMUM NUMBER OF ALLOTTEES

In accordance with the Regulation 268 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 4 working days of closure of issue.

JOINT HOLDERS

Where two (2) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint holders with benefits of survivorship.

NOMINATION FACILITY TO INVESTOR

In accordance with Section 72 of the Companies Act, 2013, the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the Applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Section 72 of the Companies Act, 2013, any Person who becomes a nominee by virtue of this section shall upon the production of such evidence as may be required by the Board, elect either:

To register himself or herself as the holder of the Equity Shares; or to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety (90) 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 form, there is no need to make a separate nomination with our Company. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

PERIOD OF SUBSCRIPTION LIST OF PUBLIC ISSUE

| | |
|-----------------|-----|
| ISSUE OPENS ON | [●] |
| ISSUE CLOSES ON | [●] |

- *In terms of regulation 265 of SEBI (ICDR) Regulation, 2018, the issue shall be open after at least three working days from the date of filing the prospectus with the Registrar of Companies.*
- *In terms of regulation 266(1) of SEBI (ICDR) Regulation, 2018, Except as otherwise provided in these regulations, the public issue shall be kept open for at least three working days and not more than ten working days.*
- *In terms of regulation 266(2) of SEBI (ICDR) Regulation, 2018, In case of a revision in the price band, the issuer shall extend the bidding (issue) period disclosed in the red herring draft prospectus, for a minimum period of three working days, subject to the provisions of sub-regulation (1) is not applicable to our company as this is fixed price issue.*
- *In terms of regulation 266(3) of SEBI (ICDR) Regulation, 2018, In case of force majeure, banking strike or similar circumstances, our company may, for reasons to be recorded in writing, extend the issue period disclosed in the draft prospectus, for a minimum period of one working day, subject to the provisions of sub-regulation 266(1).*

Application Forms and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (IST) during the Issue Period (except for the Issue Closing Date). On the Issue Closing Date, the Application Forms will be accepted only between 10.00 a.m. to 3.00 p.m. (IST) for retail and non-retail Applicants. The time for applying for Retail Individual Applicants on Issue Closing Date maybe extended in consultation with the LM, RTA and SME Platform of BSE Limited taking into account the total number of applications received up to the closure of timings.

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

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

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

MINIMUM SUBSCRIPTION

In accordance with Regulation 260(1) of SEBI (ICDR) Regulations, this Issue is 100% underwritten, so this issue is not restricted to any minimum subscription level.

As per section 39 of the new Companies Act, if the “stated minimum amount” has not been subscribed and the sum payable on application is not received within a period of thirty (30) days from the date of issue of draft prospectus, the application money has to be returned within such period as may be prescribed.

If our Company does not receive the subscription of 100% of the Issue through this Issue Document including devolvement of Underwriters, our Company shall forthwith unblock the entire subscription amount received. If there is a delay beyond eight (8) days after our Company becomes liable to pay the amount, our Company shall pay interest prescribed under section 73 of the Companies Act, 2013 and applicable law.

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 applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

ARRANGEMENTS FOR DISPOSAL OF ODD LOTS

The trading of the Equity Shares will happen in the minimum contract size of 2,000 equity shares in terms of the SEBI Circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, in terms of Regulation 261(5) of the SEBI ICDR Regulations, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME Platform of BSE Limited.

APPLICATION BY ELIGIBLE NRI'S, FPI'S/FII'S REGISTERED WITH SEBI, VCF'S REGISTERED WITH SEBI AND QFIS

It is to be understood that there is no reservation for Eligible NRIs or FPIs/FIIs registered with SEBI or VCFs or QFIs. Such Eligible NRIs, QFIs, FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

NRIs, FPIs/FIIs and foreign venture capital investors registered with SEBI are permitted to purchase shares of an Indian company in a public 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. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment (“FDI”) Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

AS PER THE EXTANT POLICY OF THE GOVERNMENT OF INDIA, OCBs CANNOT PARTICIPATE IN THIS ISSUE.

As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation.

RESTRICTIONS ON TRANSFER AND TRANSMISSION OF SHARES OR DEBENTURES AND ON THEIR CONSOLIDATION OR SPLITTING

Except for the lock-in of the pre-Issue capital of our Company, Promoter's minimum contribution as provided under the chapter titled "*Capital Structure*" on page 59 of this Draft Prospectus and except as provided in the Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. Moreover, there is no material clause of Article of Association that has been left out from disclosure having bearing on the IPO. For details, please refer chapter titled "*Description of Equity Shares and terms of the articles of association*" on page 262 of this Draft Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the LM do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the LM are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this draft prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

ALLOTMENT OF EQUITY SHARES IN DEMATERIALIZED FORM

As per Section 29 of the Companies Act, 2013 and in accordance with SEBI (ICDR) Regulations, every company making public Issue shall issue securities only in dematerialized form only. Hence, the Equity Shares being Issued can be applied for in the dematerialized form only. Further, it has been decided by the SEBI that trading in securities of companies making an initial public Issue shall be in dematerialized form only. The Equity Shares on Allotment will be traded only on the dematerialized segment of the SME Platform of BSE Limited.

Furnishing the details of depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.

MIGRATION TO MAIN BOARD

As per the provisions of the Chapter IX of the SEBI ICDR Regulations, the migration to the Main board of BSE from the SME Platform of BSE Limited on a later date shall be subject to the following:

- If the Paid up Capital of our Company is likely to increase above ₹ 25 Crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which our Company has obtained in-principal approval from the main board), we shall have to apply to BSE for listing our 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 the company is more than ₹ 10 crore but below ₹25 crore, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

MARKET MAKING

The Equity Shares offered through this Issue are proposed to be listed on the SME Platform of BSE Limited, wherein M/s. Black Fox Financial Private Limited is the Market Maker to this Issue shall ensure compulsory Market Making through the registered Market Makers of the BSE SME for a minimum period of three (3) years from the date of listing on the SME Platform of BSE Limited. For further details of the agreement entered into between our Company, the Lead Manager and the Market Maker please refer to Section titled, ***“General Information- Details of the Market Making Arrangements for this Issue”*** beginning on page 51 of this draft prospectus.

NEW FINANCIAL INSTRUMENTS

There are no new financial instruments such as Deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company through this issue.

JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities in ***Kolkata, West Bengal.***

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 to, or for the account or benefit of “U.S. persons” (as defined in Regulation S), except pursuant to an exemption from or in a transaction not subject to, registration requirements of the U.S. Securities Act and applicable U.S. state Securities laws. Accordingly, the Equity Shares are only being Issued or sold outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions 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 applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229(1) of Chapter IX of the SEBI (ICDR) Regulations 2018, whereby, an issuer whose post issue face value capital would be less than ten crore rupees, issue shares to the public and propose to list the same on the SME Platform of BSE Limited. For further details regarding the salient features and terms of such this Issue, please refer to Sections titled “*Terms of the Issue*” and “*Issue Procedure*” beginning on pages 233 and 241, respectively, of this draft prospectus.

The present Issue of 19,94,000 Equity Shares at an issue price of ₹51/- each aggregating to ₹ 1,016.94 Lakhs by our Company. The Issue and the Net Issue will constitute 28.51% and 27.08%, respectively of the post issue paid up equity share capital of the Issuer Company.

| Particulars of the Issue | Net Issue to Public* | Market Maker Reservation Portion |
|---|--|---|
| Number of Equity Shares | 18,94,000 Equity Shares | 1,00,000 Equity Shares |
| Percentage of Issue Size available for allocation | 94.98% of the Issue Size | 5.02% of the Issue Size |
| Basis of Allotment/Allocation if respective category is oversubscribed | Proportionate subject to minimum allotment of Equity Shares and further allotment in multiples of 2,000 Equity Shares each. For further details please refer to “ <i>Basis of Allotment</i> ” under Section titled “ <i>Issue Procedure</i> ” beginning on page 241 of this draft prospectus. | Firm Allotment |
| Mode of Application | Through ASBA Process or up to Rs. 5.00 lakhs through UPI for Individual Investors | Through ASBA Process Only |
| Mode of Allotment | Compulsorily in dematerialised form. | Compulsorily in dematerialised form. |
| Minimum Application Size | For Other than Retail Individual Investors: 4,000 Equity Shares at Issue price of ₹51/- each so that the Application Value exceeds ₹2,00,000. For Retail Individuals: 2,000 Equity Shares at Issue price of ₹51/- each. | 1,00,000 Equity Shares @ ₹51/- each |
| Maximum Application Size | For Other than Retail Individual Investors: 9,46,000 Equity Shares at Issue price of ₹51/- each. (The maximum application size is the Net Issue to public subject to limits the investor has to adhere under the relevant laws and regulations applicable.) For Retail Individuals Investors: 2,000 Equity Shares at Issue price of ₹51/- each. | 1,00,000 Equity Shares @ ₹51/- each |
| Trading Lot | 2,000 Equity Shares | 2,000 Equity Shares. However, the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018. |
| Terms of Payment | 100% at the time of application | 100% at the time of application |

This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations. For further details please refer to section titled “*Issue Structure*” beginning on page 239 of this Draft Prospectus.

*Since present issue is a fixed price issue, the allocation in the net offer to the public category in terms of Regulation 253 (2) of the SEBI (ICDR) Regulations, 2018 shall be made as follows:

- a) Minimum fifty per cent to retail individual investors; and
- b) Remaining to: (i) individual applicants other than retail individual investors; and (ii) other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;

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

Explanation: If the retails individual investor category is entitled to more than fifty per cent of the issue size on a proportionate basis, the retails individual investors shall be allocated that higher percentage. For further information on the Allocation of Net Offer to Public, please refer to chapter titled **“The Issue”** on page no. 22 of this Draft Prospectus.

WITHDRAWAL OF THE ISSUE

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

In case, our Company wishes to withdraw the Issue after Issue Opening but before allotment, our Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two (2) widely circulated national newspapers (one each in English and Hindi) and one (1) in regional newspaper where the registered office of the Company is situated.

The Lead Manager, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within one (1) Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared, and the Stock Exchange will also be informed promptly. If our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public Issuing of Equity Shares, our Company will file a fresh Issue document with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares Issued through this draft prospectus, which our Company will apply for only after Allotment.

ISSUE PROGRAMME

| | |
|--|-----|
| Issue Opening Date | [●] |
| Issue Closing Date | [●] |
| Finalisation of Basis of Allotment with BSE SME | [●] |
| Initiation of Allotment / Refunds/ unblocking of ASBA Accounts | [●] |
| Credit of Equity Shares to demat accounts of the Allottees | [●] |
| Commencement of trading of the Equity Shares on BSE SME | [●] |

Note: The above timetable is indicative in nature and does not constitute any obligation on the Company or the Lead Manager. While our Company shall ensure that all the steps for completion of all the necessary formalities for the listing and trading of our equity shares on the SME Platform of BSE Limited are taken within 3 working days of the issue closing date, the time table may change due to various factors such as extension of the issue period by the Company or any delay in receiving final listing and trading approval from the BSE. The Commencement of the trading of Equity shares will be entirely at the discretion of the BSE SME in accordance with the applicable laws.

Applications and any revisions to the same will be accepted only between 10:00 a.m. to 5:00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form. On the Issue Closing Date when applications will be accepted only between 10:00 a.m. to 4:00 p.m. (Indian Standard Time).

Due to limitation of time available for uploading the application on the Issue Closing Date, Applicants are advised to submit their applications one day prior to the Issue Closing Date and, in any case, not later than 1:00 p.m. IST on the Issue Closing Date. Any time mentioned in this draft prospectus is IST. Applicants are cautioned that, in the event a large number of applications are received on the Issue Closing Date, as is typically experienced in public Issues, some applications may not get uploaded due to lack of sufficient time. Such applications that cannot be uploaded will not be considered for allocation under this Issue.

Applications 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 the 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, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the abridged prospectus accompanying the Application Form. The General Information Document is available on the websites of the Stock Exchanges and the Lead Managers. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue especially in relation to the process for Bids by Retail Individual Investors through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the 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 Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.

SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for Retail Individual Investors 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 Retail Individual Investors through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with 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**”). However, given the prevailing uncertainty due to the COVID-19 pandemic, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, has decided to **continue with the UPI Phase II till further notice**. Thereafter, the final reduced timeline of T+3 days has been made effective using the UPI Mechanism for applications by Retail Individual Investors (“**UPI Phase III**”), is prescribed by SEBI vide circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 09, 2023 effective from issue opening on or after September 01, 2023 on voluntary basis and on or after December 01, 2023 on mandatory basis. The Issue will be undertaken pursuant to the processes and procedures under UPI Phase III, subject to any circulars, clarification or notification issued by the SEBI from time to time.

SEBI vide Circular No. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, (“UPI Streamlining Circular”) read with SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular shall come into force for initial public offers opening on or after May 1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and the provisions of this circular are deemed to form part of this Draft Prospectus.

Further, SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 09, 2023 has further reduced the time period for refund of applications money from four days to two days from issue closing date viz. initiation not later than 09.30 am on T+2 day (T is issue Closing Date) and completion before 2.00 pm on T+2 day for fund transfer and completion before 4.00pm on T+2 day for unblocking.

SEBI vide Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 05, 2022, which came into force for public issue opening on or after May 01, 2022 has decided that all Individual Investors applying in Public Issues where the application amount is upto Rs. 5 Lakhs shall use UPI.

Further, as per SEBI circular no SEBI/HO/CFD/DIL2/CIR/P/2022/75 dated May 30, 2022. All ASBA applications in Public Issues shall be processed only after the application money is blocked in the investor's bank accounts. The provisions of the circular shall be for all issues opening from September 01, 2022 onwards.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of Rs.100 per day for the entire duration of delay exceeding two Working Days from the Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The LM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Our Company and the LM do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft 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 Prospectus. Further, our Company and the LM are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Issue.

Phased implementation of Unified Payments Interface (UPI)

SEBI has issued the various UPI Circulars in relation to streamlining the process of public issue of inter alia, equity shares. 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 ASBA) for applications by Retail Individual Investors 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 complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

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 Investor had the option to submit the ASBA Form with any of the Designated Intermediary and use his/her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

Phase II: This phase has become applicable from July 1, 2019. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 had extended the timeline for implementation of UPI Phase II till March 31, 2020. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020 decided to continue Phase II of UPI with ASBA until further notice. Under this phase, submission of the ASBA Form by Retail Individual Investors through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public issue closure to listing would continue to be six Working Days during this phase.

Phase III: 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, clarification or notification issued by SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

This Issue is mandatorily being made under Phase III of the UPI Mechanism.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such banks provide a written confirmation, in compliance with the SEBI RTA Master Circular in a format as prescribed by SEBI, from time to time, and such payment of processing fees to the SCSBs shall be made in compliance with circulars prescribed by SEBI and applicable law.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI. Our Company will be required to appoint one of the SCSBs as the Sponsor Bank(s) 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.

Individual investors bidding under the Non-Institutional Portion bidding for more than ₹ 200,000 and up to ₹ 500,000, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

Pursuant to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 (“UPI Streamlining Circular”), SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Streamlining Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one Working 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. Further, in terms of the UPI Circulars, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the Lead Manager, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Lead Manager. Additionally, if there is any delay in the redressal of investors’ complaints, the relevant SCSB as well as the Lead Manager will be required to compensate the concerned investor.

FIXED PRICE ISSUE PROCEDURE

The Issue is being made in compliance with the provisions of Chapter IX of the SEBI ICDR Regulations, and through the Fixed Price Process wherein 50% of the Net Issue to Public is being offered to the Retail Individual Applicants and the balance is being offered to Other Investors including QIBs and Non-Institutional Applicants. However, in case of under-subscription in either category, unsubscribed portion shall be allocated to investors in other category subject to valid Applications being received from them at the Issue Price.

Subject to the valid Applications being received at the Issue Price, allotment to all categories in the Net Issue, shall be made on a proportionate basis, except for the Retail Individual Investors Category where Allotment to each Retail Individual Applicants shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Individual Investors Category, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription, if any, in any category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the Lead Manager and the Stock Exchange.

The Equity Shares on Allotment shall be traded only in the dematerialised segment of the Stock Exchanges. Investors should note that the Equity Shares will be Allotted to all successful Applicants only in dematerialised form. It is mandatory to furnish the details of Applicant’s depository account along with Application Form. The Application Forms which do not have the details of the Applicants’ depository account, including the DP ID Numbers and the beneficiary account number shall be treated as incomplete and rejected. Application Forms which do not have the details of the Applicants’ PAN, (other than Applications made on behalf of the Central and the State Governments, residents of the state of Sikkim and official appointed by the courts) shall be treated as incomplete and are liable to be rejected. Applicants will not have the option of being Allotted Equity Shares in physical form.

APPLICATION FORM

Copies of Application Forms and Abridged Prospectus will be available with the Syndicate/sub-Syndicate members, SCSBs and at our Registered Office. In addition, an electronic copy of the Application Forms and Abridged Prospectus will also be available for download on the website of the Company, Lead Manager and Stock Exchange, BSE (www.bseindia.com), at least one day prior to the Issue Opening Date.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Issue only through the ASBA process. The Retail Individual Investors can additionally Bid through the UPI Mechanism.

All ASBA Bidders must provide either, (i) bank account details and authorizations to block funds in the ASBA Form; or (ii) the UPI ID (in case of Retail Individual Investors), as applicable, in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details will be rejected. Applications made by the Retail Individual Investors using third party bank account or using third party linked bank account UPI ID are liable for rejection. Retail Individual Investors bidding using the UPI Mechanism must provide the valid UPI ID in the relevant space provided in the Application Form and the Application Form that does not contain the UPI ID are liable to be rejected.

Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of a member of the Syndicate or the Registered Broker or the SCSBs or Registrars to an Issue and Share Transfer Agents or Depository Participants, as the case may be, submitted at the Collection centres only (except in case of electronic Application Forms) and the Application Forms not bearing such specified stamp are liable to be rejected.

The prescribed colour of the Application Form for various categories applying in this issue is as follows:

| Category | Colour |
|--|--------|
| Resident Indians and Eligible NRIs applying on a non-repatriation basis (ASBA)** | White* |
| Non-Residents and Eligible NRIs applying on a repatriation basis (ASBA)** | Blue* |

* Excluding electronic Application Form.

** Application forms will also be available on the website of the BSE (www.bseindia.com). Same Application Form applies to all ASBA Applicants/ Retail Individual Applicants applying through UPI mechanism, irrespective of whether they are submitted to the SCSBs, to the Registered Brokers, to Registrars to an Issue and Share Transfer Agents, Depository Participants or to the Syndicate (in Specified Cities).

In case of ASBA Forms, Designated Intermediaries shall upload the relevant bid details in the electronic bidding system of the Stock Exchanges.

Subsequently, for ASBA Forms (other than Retail Individual Investors 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 Retail Individual Investors using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis through API integration to enable the Sponsor Bank to initiate UPI Mandate Request to Retail Individual Investors for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to Retail Individual Investors, 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 Retail Individual Investors (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 Banks and the issuer bank. The Sponsor Banks and the Bankers to the Issue shall provide the audit trail to the LM 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 LM in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three-way reconciliation with UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Banks on a continuous basis.

WHO CAN APPLY?

Each Applicant should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Applicants are requested to refer to the Application Form and GID for more details.

Subject to the above, an illustrative list of Applicants is as follows:

- i. Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, in single or joint names (not more than three);
- ii. Applications belonging to an account for the benefit of a minor (under guardianship);
- iii. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the Application is being made in the name of the HUF in the Application Form as follows: "Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Application by HUFs will be considered at par with Applications from individuals;
- iv. Companies, corporate bodies and societies registered under applicable law in India and authorised to invest in equity shares;
- v. QIBs;
- vi. NRIs on a repatriation basis or on a non-repatriation basis subject to applicable law;
- vii. Qualified Foreign Investors subject to applicable law;
- viii. Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations and other laws, as applicable);
- ix. Trusts/ societies registered under the Societies Registration Act, 1860, or under any other law relating to trusts/ societies and who are authorised under the irrespective constitutions to hold and invest in equity shares;
- x. Limited liability partnerships registered under the Limited Liability Partnership Act, 2008;
- xi. Insurance companies registered with IRDAI;
- xii. Mutual Funds registered with SEBI;
- xiii. FPIs other than Category III Foreign Portfolio Investor;
- xiv. Category III Foreign Portfolio Investors, which are foreign corporates or foreign individuals only under the Other Investors Category;
- xv. Scientific and/ or industrial research organizations authorised in India to invest in the Equity Shares; and
- xvi. Any other person eligible to Apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

Applications should not to be made by:

- i. Minors (except through their Guardians)
- ii. Partnership firms
- iii. Foreign Nationals (except NRIs)
- iv. Overseas Corporate Bodies

As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation.

The Equity Shares have not been and will not be registered under the U.S. Securities Act, 1933 (the "U.S. Securities Act") or the securities laws of any state of the United States and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold only 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 offers, and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The information below is given for the benefit of the applicants. Our Company, and the Lead Manager do not accept responsibility for the completeness and accuracy of the information stated. Our Company, and the Lead Manager is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the draft prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for does not exceed the limits prescribed under laws or regulations.

MAXIMUM AND MINIMUM APPLICATION SIZE:

1. For Retail Individual Applicants:

The Application must be for a minimum of 2,000 Equity Shares and in multiples of 2,000 Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed Rs 2,00,000. In case of revision of Applications, the Retail Individual Applicants have to ensure that the Application Price does not exceed Rs 2,00,000. As the application price payable by the Retail Individual Applicants cannot exceed Rs. 2,00,000, **they can make Application only upto 2,000 Equity Shares.**

2. For Other than Retail Individual Applicants (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds Rs 2,00,000 and in multiples of 2,000 Equity Shares thereafter. An application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs 2,00,000 for being considered for allocation in the Non-Institutional Portion.

3. Minimum Bid Lot: 2,000 Equity Shares

ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

As per SEBI ICDR Regulation 268

- a) The issuer shall not make an allotment pursuant to a public issue if the number of allottees in an initial public offer is less than 50 (fifty).
- b) The issuer shall not make any allotment in excess of the specified securities offered through the offer document except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the designated stock exchange.

Provided that in case of oversubscription, an allotment of not more than ten per cent. of the net offer to public may be made for the purpose of making allotment in minimum lots.

- c) The allotment of specified securities to applicants other than retail individual investors and anchor investors shall be on proportionate basis within the specified investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed in the offer document: Provided that the value of specified securities allotted to any person, except in case of employees, in pursuance of reservation made under clause (a) of sub-regulation (1) or clause (a) of sub-regulation (2) of regulation 254, shall not exceed two lakhs rupees.
- d) The Authorised employees of the Designated Stock Exchange, along with the Lead Manager and Registrar to the Issue, shall ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2018.

Notes on Allotment Process

Receipt & Validation of Bid data:

- Bid data is downloaded from the stock exchange(s) via SFTP and same is validated with depositories to check for Invalid demat accounts, Invalid client status and PAN Mismatch records.
- Upon completion of the validation, the error records are marked with respective rejection criteria.

Collection of FCs and Schedule Data:

- RTA will follow up with all SCSBs and collect the Final certificate confirming the total amount blocked and no. of applications alongwith schedule data comprising of detailed application wise details with number of shares applied and amount blocked.
- Reconciliation of bid data vs Bank schedule data will be completed, upon which applications without funds blocked, will be removed from application master.

Draft Prospectus

- Once reconciliation of Final certificate with applications/ bids are completed, the final valid data with funds blocked will be taken for allotment process
- Technical rejection process as per the terms of letter of offer will be carried out thereafter and total valid applications will be identified for preparation of basis of allotment

Basis of allotment

- Basis of allotment will be prepared category wise, i.e., Retail Individual investors who are applying with value less than Rs. 2 lakhs and High Networth Individual Investor who are applying with value more than Rs.2 lakhs and Market Maker.
- The applications will be tagged as per above category and considered for basis of allotment in respective category.
- The allocable shares for each category will be as per the offer document, in the proportion of subscription amongst each category, with a minimum allotment of 50% of the net issue to Retail category.
- Within each basis of allotment, the number of applications are pooled based on lot category and proportionate eligibility of allotment of shares for each category calculated as per illustration of HNI basis as shown below:

HNI basis: (Example)

Lot size: 1000 shares

Allocable shares as per Prospectus: 75000

| No. of Shares applied for (Category wise) | Number of applications received | Total No. of Shares applied in each category | % to total | Proportionate shares available | Allocation per Applicant (Before rounding off) | Allocation per Applicant (After rounding off) | Ratio of allottees to applicants | No. of successful applicants (after rounding off) | Total No. of Shares allocated/ allotted | Surplus / Deficit [14]-[7] |
|---|---------------------------------|--|------------|--------------------------------|--|---|----------------------------------|---|---|----------------------------|
| (1) | (2) | (3) = (1*2) | (4) | (5) = 75000 * (4)/100 | (6) = (5)/(2) | (7) | (8) | (9) | (10) = (9) * (7) | (11) |
| 1000 | 30 | 30000 | 26.09 | 19568 | 652.26 | 1000 | 2:3 | 20 | 20000 | -432 |
| 2000 | 20 | 40000 | 34.78 | 26085 | 1304.25 | 1000 | FIRM | 20 | 20000 | 85 |
| | | | | | | 1000 | 3:10 | | 6000 | |
| 3000 | 15 | 45000 | 39.13 | 29347 | 1956.46 | 1000 | FIRM | 15 | 15000 | 347 |
| | | | | | | 1000 | 14:15 | | 14000 | |
| | | 115000 | | 75000 | | | | | | 0 |

Allotment Procedure

- In the event of over subscription in any of the IPO, the lottery system allotment is strictly random and there is absolutely no scope of discretion.
- Registrar to share the valid data and the reverse application number data with the external auditor, company and the lead Manager, before incorporating drawl of lots/lucky numbers in the RTA database
- Based on the oversubscription in the respective category (i.e., lot size's), the drawl of lots/lucky no(s) to be shared by the Designated Stock Exchange against each ratio.
- The Registrar incorporates the drawl of lots/lucky numbers in the RTA Data base, as per the following order.
 - Prepare the Net Valid Data (excluding technical rejections, if any)
 - Generate each Category wise (lot size wise) Running Serial No. on the following Order
 - Share Category (i.e., lot size)
 - Reverse the Application No. (example appl no 12345678 and reversed to 87654321)
 - PAN
 - If ration is 2: 5, the 2 lucky numbers in the range will be shared by the designated stock exchange
 - The total no. of applications received in this category/lot size will be segregated into buckets of 5 each.
 - Every 3rd & 4th application in this bucket will get the allotment from every bucket, assuming that the lucky numbers given by the Designated Exchange are 3 & 4 for this category.
 - The process needs to be repeated for all the categories wherever oversubscription, the allotment needs to be done on lottery basis/drawl of lots.
- The registrar needs to tally the allocation for each category wise with the Basis of Allotment approved by designated stock exchange.
- The Registrar shares the allotment register with the company's appointed auditor to check the drawl of lots/lucky numbers assigned to correct investors and confirm.

Allotment will be made in consultation with the Designated Stock Exchange. In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as mentioned above

The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for Retail Individual applicants as described below:

- As per Regulation 253(2) of the SEBI (ICDR) Regulations 2018, as the Retail Individual Investor category is entitled to minimum fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
- Remaining to Individual applicants other than retail individual investors and other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;
- The unsubscribed portion in either of the categories specified in (i) or (ii) above may be available for allocation to the applicants in the other category, if so required.

“Retail Individual Investor” means an investor who applies for shares of value of not more than ₹2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with the designated stock exchange.

PARTICIPATION BY ASSOCIATES /AFFILIATES OF LM AND THE SYNDICATE MEMBERS

The LM, Market Maker and the Underwriter, if any shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting and market making obligations. However, associates/affiliates of the LM and Syndicate Members, if any may subscribe for Equity Shares in the Issue, either in the QIB Category or in the Non- Institutional Category as may be applicable to the Applicants, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

APPLICATION BY MUTUAL FUNDS

As per the current regulations, the following restrictions are applicable for investments by Mutual fund:

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any Company’s paid-up share capital carrying voting rights.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

The Application made by Asset Management Companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

APPLICATIONS BY ELIGIBLE NRI’S

Only Applications accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRIs intending to make payment through freely convertible foreign exchange and Applying on a repatriation basis could make payments through the ASBA process only by blocking the funds for the amount payable on application in their NRE Account or FCNR Accounts, maintained with banks authorised by the RBI to deal in foreign exchange.

Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non-Residents, accompanied by a bank certificate confirming that the payment has been made by blocking the relevant funds in their NRE or FCNR account, as the case may be. Payment for Application by non-resident Applicants applying on a repatriation basis will not be accepted out of NRO accounts for the full Application amount, at the time of submission of the Application Form.

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents (white in colour). Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non-Residents (blue in colour).

APPLICATIONS BY HUF

Application by Hindu Undivided Families or HUFs should be in the individual name of the Karta. The Applicant should specify that the Application is being made in the name of the HUF in the Application Form as follows: “Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta”. Application by HUFs will be considered at par with Applications by individuals.

APPLICATIONS BY FPI’S

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) is not permitted to exceed 10% of our post-Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased upto the sectoral cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to the RBI.

In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with ‘know your client’ norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority. In case of Applications made by FPIs, a verified true copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached along with the Application form, failing which our Company reserves the right to reject the Application without assigning any reasons thereof.

APPLICATIONS BY BANKING COMPANIES

In case of Applications made by banking companies registered with the RBI, certified copies of: (i) the certificate of registration issued by the RBI, and (ii) the approval of such banking company’s investment committee are required to be attached to the Application Form, failing which our Company reserves the right to reject any Application by a banking company without assigning any reason therefor.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the “Banking Regulation Act”), and the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, 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 bank’s own paid-up share capital and reserves, whichever is lower. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt/corporate debt restructuring/strategic debt restructuring, or to protect the bank’s interest on loans/investments made to a company. The bank is required to submit a timebound action plan for disposal of such shares within a specified period to the RBI. A banking company would require a prior approval of the RBI to make (i) investment in a subsidiary and 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 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016.

APPLICATIONS BY SCSB'S

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for ASBA applications.

APPLICATIONS BY SEBI REGISTERED VENTURE CAPITAL FUNDS, ALTERNATIVE INVESTMENT FUNDS AND FOREIGN VENTURE CAPITAL INVESTORS

The SEBI VCF Regulations and the SEBI FVCI Regulations, as amended, inter alia prescribe the investment restrictions on VCFs and FVCIs, respectively, registered with SEBI. Further, the SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs.

Accordingly, 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 upto 33.33% of the investible funds in various prescribed instruments, including in public offerings.

The category I and II AIFs cannot invest more than 25% of the corpus in one investee company. A category III AIF cannot invest more than 10% of the corpus in one investee company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulations.

All Non-Resident Applicants including Eligible NRIs, FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and / or commission. There is no reservation for Eligible NRIs, FIIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.

Further, according to the SEBI Regulations, the shareholding of VCFs, category I or II AIFs and FVCIs held in a company prior to making an initial public offering would be exempt from lock-in requirements only if the shares have been held by them for at least one year prior to the time of filing the draft prospectus with SEBI. However, such equity shares shall be locked in for a period of at least one year from the date of purchase by the VCF, category I or II AIF or FVCI, as the case may.

APPLICATIONS BY LIMITED LIABILITY PARTNERSHIPS

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof.

APPLICATIONS BY INSURANCE COMPANIES

In case of Applications made by Insurance Companies, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 (the "IRDAI Investment Regulations") are broadly set forth below:

- a) Equity shares of a company: the lower of 10% of the outstanding Equity Shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- b) The entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and

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- c) The industry sector in which the investee company belong to not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under points (i), (ii) and (iii) above, as the case may be.

The above limit of 10.00% shall stand substituted as 15.00% of outstanding equity shares (face value) for insurance companies with investment assets of ₹2,500,000 million or more and 12.00% of outstanding equity shares (face value) for insurers with investment assets of ₹500,000.00 million or more but less than ₹2,500,000.00 million.

Insurance companies participating in this Issue, shall comply with all applicable regulations, guidelines and circulars issued by IRDA from time to time.

APPLICATIONS BY PROVIDENT FUNDS/ PENSION FUNDS

In case of Applications made by provident funds/ pension funds, subject to applicable laws, with minimum corpus of ₹250 million, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application, without assigning any reason thereof.

APPLICATIONS UNDER POWER OF ATTORNEY

In case of Applications made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Mutual Funds, Eligible FPIs, insurance companies Systemically Important Non-Banking Financial Companies, 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 ₹250 million and pension funds with a minimum corpus of ₹250 million (in each case, subject to applicable law and in accordance with their respective constitutional documents), 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, as applicable must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any such Application without assigning any reasons therefor.

APPLICATIONS BY SYSTEMICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES

In case of Application by Systemically Important Non-Banking Financial Companies, certified copy of a) the certificate of registration issued by RBI, b) certified copy of its latest audited financial statement on a standalone basis and a net worth certificate from its statutory auditor and c) such other approval as may be required by Systemically Important Non-Banking Financial Companies are required to be attached to the Application Form. Failing this, our Company reserves the right to accept or reject any such Application without assigning any reasons therefor. Systemically Important Non-Banking Financial Companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this draft prospectus. Applicants are advised to make their independent investigations and Applicants are advised to ensure that any single Application from them does not exceed the applicable investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this draft prospectus.

ISSUE PROCEDURE FOR APPLICATION SUPPORTED BY BLOCKED ACCOUNT (ASBA)

Applicants In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Application Form, please refer the above-mentioned SEBI link.

METHOD AND PROCESS OF APPLICATIONS

1. The Designated Intermediaries shall accept applications from the Applicants during the Issue Period.
2. The Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Issue Period may be extended, if required, by an additional three Working Days, subject to the total Issue Period not exceeding 10 Working Days.
3. During the Issue Period, Applicants who are interested in subscribing to the Equity Shares should approach the Designated Intermediaries to register their applications.
4. The Applicant cannot apply on another Application Form after applications on one Application Form have been submitted to the Designated Intermediaries. Submission of a second Application form to either the same or to another Designated Intermediaries will be treated as multiple applications and is liable to be rejected either before entering the application into the electronic collecting system or at any point prior to the allocation or Allotment of Equity Shares in this Issue.
5. Designated Intermediaries accepting the application forms shall be responsible for uploading the application along with other relevant details in application forms on the electronic bidding system of stock exchange and submitting the form to SCSBs for blocking of funds (except in case of SCSBs, where blocking of funds will be done by respective SCSBs only). All applications shall be stamped and thereby acknowledged by the Designated Intermediaries at the time of receipt.
6. The Designated Intermediaries will enter each application option into the electronic collecting system as a separate application and generate a TRS and give the same to the applicant.
7. Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Intermediaries shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, prior to uploading such applications with the Stock Exchange.
8. If sufficient funds are not available in the ASBA Account, the Designated Intermediaries shall reject such applications and shall not upload such applications with the Stock Exchange.
9. If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each application option into the electronic collecting system as a separate application and generate a TRS for each price and demand option. The TRS shall be furnished to the Applicant on request.
10. The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/ failure of the Issue or until withdrawal/ rejection of the Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants to the Public Issue Account. In case of withdrawal/ failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

TERMS OF PAYMENT

The entire Issue price of ₹51/- per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Applicants.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The applicants should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Applicants.

PAYMENT MECHANISM

The applicants shall specify the bank account number in their Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount.

However, Non-Retail Applicants shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/failure of the Issue or until rejection of the Application by the ASBA Applicant, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Offer shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public offer have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

ELECTRONIC REGISTRATION OF APPLICATIONS

3. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
4. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Issue Closing Date.
5. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to, (i) the applications accepted by them, (ii) the applications uploaded by them (iii) the applications accepted but not uploaded by them or (iv) with respect to applications by Applicants, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Application form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
6. Neither the Lead Manager nor our Company nor the Registrar to the Issue, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) The applications accepted by any Designated Intermediaries (ii) The applications uploaded by any Designated Intermediaries or (iii) The applications accepted but not uploaded by any Designated Intermediaries
7. The Stock Exchange will offer an electronic facility for registering applications for the Issue. This facility will available at the terminals of Designated Intermediaries and their authorized agents during the Issue Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Lead Manager on a regular basis.
8. With respect to applications by Applicants, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Application Forms to Designated Branches of the SCSBs for blocking of funds:

| Sl. No. | Details* |
|---------|-------------------|
| 1 | Symbol |
| 2 | Intermediary Code |
| 3 | Location Code |
| 4 | Application No. |
| 5 | Category |
| 6 | PAN |
| 7 | DP ID |
| 8 | Client ID |
| 9 | Quantity |
| 10 | Amount |

*Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields

9. With respect to applications by Applicants, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Applicants into in the on-line system:
 - Name of the Applicant;
 - IPO Name;
 - Application Form Number;
 - Investor Category;

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- PAN (of First Applicant, if more than one Applicant);
 - DP ID of the demat account of the Applicant;
 - Client Identification Number of the demat account of the Applicant;
 - Number of Equity Shares Applied for;
 - Bank Account details;
 - Locations of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
 - Bank account number.
10. In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Application Form number which shall be system generated.
 11. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
 12. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
 13. In case of Non-Retail Applicants and Retail Individual Applicants, applications would not be rejected except on the technical grounds as mentioned in the Draft Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
 14. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
 15. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
 16. The SCSBs shall be given one day after the Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.
 17. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

ALLOCATION OF EQUITY SHARES

- 1) The Issue is being made through the Fixed Price Process wherein 1,00,000 Equity Shares shall be reserved for Market Maker and 18,94,000 Equity shares (Net Issue) will be allocated on a proportionate basis to Retail Individual Applicants, and Non-Retail Applicants.
- 2) Under- subscription if any, in any category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company in consultation with the Lead Managers and the Stock Exchange.
- 3) Allocation to Non-Residents, including Eligible NRIs, Eligible QFIs, FIIs and FVCIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines and approvals.
- 4) In terms of SEBI Regulations, Non-Retail Applicants shall not be allowed to either withdraw or lower the size of their applications at any stage and retail individual investors can withdraw or revise their bids till issue closure date.
- 5) Allotment status details shall be available on the website of the Registrar to the Issue.

PRE-ISSUE ADVERTISEMENT

Subject to Section 30 of the Companies Act 2013, our Company shall, after filing the prospectus with the RoC, publish a pre- Issue advertisement, in the form prescribed by the SEBI Regulations, in (i) English National Newspaper; (ii) Hindi National Newspaper and (iii) Regional Newspaper each with wide circulation where the registered office of the Company is situated.

ISSUANCE OF ALLOTMENT ADVICE (CAN)

- 1) Upon approval of the basis of allotment by the Designated Stock Exchange.
- 2) On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the issue. The Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Applicants who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Applicant.
- 3) Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful applicants Depository Account within 2 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

DESIGNATED DATES

| | |
|--|-----|
| Issue Opening Date | [●] |
| Issue Closing Date | [●] |
| Finalisation of Basis of Allotment with BSE SME | [●] |
| Initiation of Allotment / Refunds/ unblocking of ASBA Accounts | [●] |
| Credit of Equity Shares to demat accounts of the Allottees | [●] |
| Commencement of trading of the Equity Shares on BSE SME | [●] |

Note: The above timetable is indicative in nature and does not constitute any obligation on the Company or the Lead Manager. While our Company shall ensure that all the steps for completion of all the necessary formalities for the listing and trading of our equity shares on the SME Platform of BSE Limited are taken within 3 working days of the issue closing date, the time table may change due to various factors such as extension of the issue period by the Company or any delay in receiving final listing and trading approval from the BSE. The Commencement of the trading of Equity shares will be entirely at the discretion of the BSE SME in accordance with the applicable laws

GENERAL INSTRUCTIONS

Do's:

- Check if you are eligible as per the terms of this Draft Prospectus and under applicable law, rules, regulations, guidelines and approvals. All applicants (other than Anchor Investors) should submit their Bids through the ASBA process only;
- Read all the instructions carefully and complete the applicable Application Form;
- Ensure that the details about the PAN, DP ID and Client ID are correct and the Applicants depository account is active, as Allotment of Equity Shares will be in the dematerialized form only;
- Applicant shall use only his / her own bank account or only his / her own bank account linked UPI ID to make an application
- Ensure that the Demographic Details are updated, true and correct in all respects;
- Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant.
- Ensure that you have funds equal to the Application Amount in the ASBA account or UPI ID linked Bank Account maintained with the SCSB before submitting the Application Form under the ASBA process to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centers), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
- Instruct your respective Banks to not release the funds blocked in the ASBA Account/UPI ID linked Bank Account under the ASBA process;
- Ensure that the Applications are submitted at the Collection centres only on forms bearing the stamp of the Syndicate or Registered Broker or RTAs or DPs or SCSB (except in case of electronic forms). Ensure that your Application is submitted either to a member of the Syndicate (in the Specified Locations), a Designated Branch of the SCSB where the Applicant has a bank account or a UPI ID linked Bank Account, or to a Registered Broker at the Broker Centres or to RTAs or DPs at collection centres and not to our Company.
- Ensure that the Application Form is signed by the account holder in case the applicant is not the account holder.
- Ensure that you (other than the Anchor Investors) have mentioned the correct details of ASBA Account (i.e. bank account or UPI ID, as applicable) in the Application Form if you are not a Retail Individual Investor bidding using the UPI Mechanism in the Application Form and if you are a Retail Individual Investor using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Application Form.
- Submit revised Applications to the same member of the Syndicate, SCSB or Non-Syndicate Registered Broker, or

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- RTAs or DPs as applicable, through whom the original Application was placed and obtain a revised TRS;
- Ensure that the Application Forms are delivered by the applicants within the time prescribed as per the Application Form and the draft prospectus;
- Ensure that you have requested for and receive a TRS;
- Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your application options;
- All Investors submit their applications through the ASBA process only except as mentioned in *SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 & SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021*;
- Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form; and
- The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

- Do not apply for lower than the minimum Application size;
- Do not apply for a price different from the price mentioned herein or in the Application Form;
- Do not apply on another Application Form after you have submitted an application to the SCSBs, Registered Brokers of Stock Exchange, RTA and DPs registered with SEBI;
- Do not pay the Application Price in cash, by money order or by postal order or by stock invest;
- Do not send Application Forms by post, instead submit the Designated Intermediary only;
- Do not submit the Application Forms to any non-SCSB bank or our Company;
- Do not apply on an Application Form that does not have the stamp of the relevant Designated Intermediary;
- Do not submit the application without ensuring that funds equivalent to the entire application Amount are blocked in the relevant ASBA Account;
- Do not apply for an Application Amount exceeding Rs. 2,00,000 (for applications by Retail Individual Applicants);
- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue Size and/or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground;
- Do not submit incorrect details of the DP ID, beneficiary account number and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
- Do not submit applications on plain paper or incomplete or illegible Application Forms in a color prescribed for another category of Applicant; and
- Do not make Applications if you are not competent to contract under the Indian Contract Act, 1872, as amended.
- Do not make more than one application from one bank account.
- Do not use third party bank account or third-party UPI ID linked Bank Account for making the Application;

Instructions for Completing the Application Form

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Application Forms should bear the stamp of the Designated Intermediaries. ASBA Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Application forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e., www.bseindia.com 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 Application forms in Public Issue with effect front January 01, 2016. The List of ETA and DPs centers for collecting the application shall be disclosed is available on the websites of BSE i.e., www.bseindia.com and NSE i.e., www.nseindia.com.

Applicant's Depository Account and Bank Details

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the application form is mandatory and applications that do not contain such details are liable to be rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Applicants including mailing of the Allotment Advice. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

Submission of Application Form

All Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

Communications

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

Disposal of Application and Application Moneys and Interest in Case of Delay

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at the SME Platform of BSE Limited where the Equity Shares are proposed to be listed are taken within 3 (Three) working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

- Allotment and Listing of Equity Shares shall be made within 3 (Three) days of the Issue Closing Date;
- 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
- If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

Right to Reject Applications

In case of QIB Applicants, the Company in consultation with the LM may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non-Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

OTHER INSTRUCTIONS FOR THE APPLICANTS

Joint Applications

In the case of Joint Applications, the Applications should be made in the name of the Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such First Applicant would be required in the Application Form and such First Applicant would be deemed to have signed on behalf of the joint holders. All communications may be addressed to such Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

Multiple Applications

An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or to the Designated Intermediaries and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.

IMPERSONATION:

Attention of the application is specifically drawn to the provisions of the 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.
- d) The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending upto 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending upto three times of such amount.”

INVESTOR GRIEVANCE

In case of any pre-Issue or post-Issue related problems regarding demat credit/refund orders/unblocking etc., the investors can contact the Compliance Officer of our Company.

NOMINATION FACILITY TO APPLICANT

Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Applicants should inform their respective DP.

GROUND FOR TECHNICAL REJECTIONS

Applicants are advised to note that the Applications are liable to be rejected, inter-alia, on the following technical grounds:

- Amount paid does not tally with the amount payable for the Equity shares applied for;
- In case of partnership firms, Application for Equity Shares made in the name of the firm. However, a Limited Liability Partnership can apply in its own name.
- Application by persons not competent to contract under the Indian Contract Act, 1872, including minors, insane person.
- PAN not mentioned in the Application Form.
- GIR number furnished instead of PAN.
- Applications for lower number of Equity Shares than the minimum specified for that category of investors;
- Applications made using a third-party bank account or using third party UPI ID linked bank account;
- Applications at a price other than the Fixed Price of the Issue;
- Applications for number of Equity Shares which are not in multiples of 2,000;
- Category not ticked;
- Multiple Applications as defined in this draft prospectus as such, based on common PAN;
- In case of Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are not being submitted;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicants within the time prescribed as per the Application Form, Issue Opening Date advertisement and draft prospectus as per the instructions in this draft prospectus and Application Forms;
- In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US person other than in reliance on Regulation S or “qualified institutional buyers” as defined in Rule 144A under the Securities Act;
- Application not duly signed by the sole applicant;
- Application by any person outside India if not in compliance with applicable foreign and Indian Laws;

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- Application that do not comply with the securities laws of their respective jurisdictions are liable to be rejected.
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Application by person not eligible to acquire equity shares of the company in terms of all applicable laws, rules, regulations, guidelines, and approvals. Application or revision thereof by QIB Applicants, Non-Institutional Applicants where the Application Amount is in excess of Rs. 2,00,000 received after 3.00 pm on the issue Closing date unless the extended time is permitted by BSE.
- Inadequate funds in the bank account to block the Application Amount specified in the Application Form/Application Form at the time of blocking such Application Amount in the bank account;
- Where no confirmation is received from SCSB for blocking of funds;
- Applications by Applicants, other Retail Individual Applicants, not submitted through ASBA process and Applications by Retail Individual Applicants not submitted through ASBA process or the UPI process;
- Failure of Retail Individual Applicants to validate the request of blocking of Application amount sent by the Sponsor Bank;
- Applications not uploaded on the terminals of the Stock Exchanges;
- Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Application Form;
- Details of ASBA Account not provided in the Application form;
- In case of Retail Individual Applicants applying through the UPI mechanism, details of UPI ID, not provided in the Application form; etc.

For details of instruction in relation to the Application Form, Applicants may refer to the relevant section of GID and UPI Circular.

APPLICANT SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGE BY THE BROKERS DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE APPLICATION FORM IS LIABLE TO BE REJECTED.

NAMES OF ENTITIES RESPONSIBLE FOR FINALIZING THE BASIS OF ALLOTMENT IN A FAIR AND PROPER MANNER

The authorised employees of the Stock Exchange, along with the LM and the Registrar, shall ensure that the Basis of Allotment is finalized in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 3 (three) Working Days of the Issue Closing Date. The Registrar to the Issue may dispatch the Allotment Advice within 3 (three) Working Days of the Issue Closing Date.

SIGNING OF UNDERWRITING AGREEMENT AND FILING OF PROSPECTUS WITH ROC

- a) The issue is 100% underwritten. Our company has entered into an Underwriting Agreement dated November 15, 2024 with Lead Manager. For Further information, please refer section “**General Information**” beginning from page no 51 of this draft prospectus.
- b) A copy of prospectus will be filled with the RoC in terms of Section 26 & 32 of Companies Act, 2013.

UNDERTAKINGS BY OUR COMPANY

We undertake as follows:

- 1) That the complaints received in respect of the Issue shall be attended to by us expeditiously and satisfactorily;
- 2) That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 3 (three) Working days of Issue Closing Date.
- 3) That the funds required for making refunds/unblocking to unsuccessful applicants as per the mode(s) disclosed shall be made available to the registrar to the issue by the issuer.
- 4) That where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the specified period of closure of the issue giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund.
- 5) That the promoters' contribution in full, wherever required, shall be brought in advance before the Issue opens for

public subscription and the balance, if any, shall be brought on a pro rata basis before the calls are made on public in accordance with applicable provisions in these regulations.

- 6) That no further issue of securities shall be made till the securities offered through the draft prospectus are listed or till the application monies are refunded on account of non-listing, under subscription, etc., other than as disclosed in accordance with Regulation 19.
- 7) That adequate arrangements shall be made to collect all Applications Supported by Blocked Amount and to consider them similar to non-ASBA applications while finalizing the basis of allotment.
- 8) That if the Company do not proceed with the Issue, the reason thereof shall be given as a public notice to be issued by our Company within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the pre- Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
- 9) That if the Company withdraws the Issue after the Issue Closing Date, our Company shall be required to file a fresh offer document with the RoC/ SEBI, in the event our Company subsequently decides to proceed with the Issuer;

UTILIZATION OF ISSUE PROCEEDS

The Board of Directors of our Company certifies that:

- 1) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act, 2013;
- 2) Details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the issue proceeds remains unutilized, under an appropriate head in our balance sheet of our company indicating the purpose for which such monies have been utilized;
- 3) Details of all unutilized monies out of the Issue, if any shall be disclosed under the appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested.
- 4) The utilisation of monies received under the Promoters' contribution shall be disclosed, and continue to be disclosed till the time any part of the 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;
- 5) The details of all unutilised monies out of the funds received under the Promoters' contribution shall be disclosed under a separate head in the balance sheet of our Company indicating the form in which such unutilised monies have been invested.

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 had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a) Agreement dated August 06, 2024 between NSDL, the Company and the Registrar to the Issue;
- b) Agreement dated August 09, 2024 between CDSL, the Company and the Registrar to the Issue;

The Company's equity shares bear an ISIN No. **"INE10XX01012"**.

RESTRICTIONS OF FOREIGN OWNERSHIP OF INDIAN SECURITIES

There are two routes through which foreign investors may invest in India. One is the “automatic route”, where no government approval is required under Indian foreign exchange laws to make an investment as long as it is within prescribed thresholds for the relevant sector. The other route is the “government route”, where an approval is required under foreign exchange laws from the relevant industry regulator, prior to the investment.

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991, of the Government of India and FEMA. While the Industrial Policy, 1991, of the Government of India, prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. The Union Cabinet, as provided in the Cabinet Press Release dated May 24, 2017, has given its approval for phasing out the FIPB. 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. Accordingly, the process for foreign direct investment (“FDI”) and approval from the Government of India will now be handled by the concerned ministries or departments, in consultation with the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as the Department of Industrial Policy and Promotion) (“DPIIT”), Ministry of Finance, Department of Economic Affairs, FIPB section, through a memorandum dated June 5, 2017, has notified the specific ministries handling relevant sectors.

The Government has, from time to time, made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated FDI Policy Circular of 2020 (“FDI Policy”) by way of circular bearing number DPIIT file number 5(2)/2020-FDI Policy dated October 15, 2020, 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 of India has from time to time made policy pronouncements on FDI through press notes and press releases which are notified by RBI as amendments to FEMA. In case of any conflict between FEMA and such policy pronouncements, FEMA prevails.

RBI has also issued Master Direction- Foreign Investment in India dated January 4, 2018. In terms of the Master Direction, an Indian company may issue fresh shares to persons resident outside India (who are 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 RBI, in exercise of its power under the FEMA, has also notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017 to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”), or the securities laws of any state of the United States and may not be offered or sold within the United States, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold only 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 offers, and sale occur. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to consult their legal counsel, to make their independent investigations and ensure that Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION

**THE COMPANIES ACT 2013
ARTICLES OF ASSOCIATION**

OF

**SPINAROO COMMERCIAL LIMITED ^{*1}
(COMPANY LIMITED BY SHARES)**

Preliminary

Subject as hereinafter provided the Regulations contained in Table 'F' in Schedule I to the Companies Act, 2013 shall apply to the Company.

Interpretation

I. 1. In these regulations—

- (a) “The Act” means the Companies Act, 2013,
- (b) “The Seal” means the common seal of the company.
- (c) “The Year” means 1st April to 31st March respectively.

2. 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.

Public Company

3. As per Section 2(71) of the Companies Act, 2013 “Public company” means a company which—

- a) Is not a Private Company

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 purpose of this Act even where such Subsidiary Company continues to be a Private Company in its articles;

Share capital and variation of rights

II. 1. Subject to the provisions of the Act and these Articles, the shares 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. Further, provided that the option or right to call of shares shall not be given to any person except with the sanction of the Company in general meeting.

2. (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, —

- (a) one certificate for all his shares without payment of any charges; or
- (b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

***1 Altered vide resolution passed at the Extra Ordinary General Meeting dated 31.05.2024.**

- (ii) The Company agrees to issue certificates within fifteen days of the date of lodgement of transfer, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies or to issue within fifteen days of such lodgement for transfer, Pucca Transfer Receipts in denominations corresponding to the market units of trading autographically signed by a responsible official of the Company and bearing an endorsement that the transfer has been duly approved by the Directors or that no such approval is necessary;
 - (iii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
 - (iv) 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.
3. (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 the 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.
- (ii) The provisions of Articles (2) and (3) shall *mutatis mutandis* apply to debentures of the company.
4. 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 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. (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.
- (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.
- (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other.
6. (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.
- (ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall *mutatis mutandis* 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.
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 *pari passu* therewith
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.
9. Where at any time Company having Share Capital proposes to increase its subscribed capital by the issue of further Shares, such shares shall be offered in compliance with the relevant provisions of the Companies Act, 2013 and any other applicable law.

10. Dematerialisation of Shares

Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise its shares, debentures and other securities and to offer any shares, debentures or other securities proposed to be issued by it for subscription in a dematerialized form and on the same being done, the Company shall further be entitled to maintain a Register of Members/ Debenture holders/ other security holders with the details of members/debenture holders/ other securities both in materialized and dematerialized form in any medium as permitted by the Act.

Every person subscribing to or holding securities of the Company shall have the option to receive security certificates or to hold the securities in electronic form with a Depository. If a person opts to hold his security with a Depository, the Company shall intimate such Depository the details of allotment of the security, and on receipt of the information, the Depository shall enter in its records the name of the allottee as the Beneficial Owner of the Security.

Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears as the beneficial owner of the shares, debentures and other securities in the records of the Depository as the absolute owner thereof as regards receipt of dividends or bonus on shares, interest/premium on debentures and other securities and repayment thereof or for service of notices and all or any other matters connected with the Company and accordingly the Company shall not (except as ordered by the Court of competent jurisdiction or as by law required and except as aforesaid) be bound to recognise any benami trust or equity or equitable, contingent or other claim to or interest in such shares, debentures or other securities as the case may be, on the part of any other person whether or not it shall have express or implied notice thereof.

In the case of transfer of shares, debentures or other securities where the Company has not issued any certificates and where such shares, debentures or other securities are being held in an electronic and fungible form, the provisions of the Depositories Act, shall apply.

Provided that in respect of the shares and securities held by the depository on behalf of a beneficial owner, provisions of Section 9 and any other applicable section as amended of the Depositories Act shall apply so far as applicable. Every Depository shall furnish to the Company, information about the transfer of securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by the bye-laws of the Depository and the Company on that behalf.

Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in electronic form so far as they apply to shares in physical form subject however to the provisions of the Depositories Act.

Lien

11. (i) The company shall have a first and paramount lien—

(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

(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:

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.

Every fully paid shares shall be free from all lien and that in the case of partly paid shares the issuer's lien shall be restricted to moneys called or payable at fixed time in respect of such shares.

(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.

12. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien: Provided that no sale shall be made—

(a) unless a sum in respect of which the lien exists is presently payable; or

(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.

13. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.
(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
(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.
14. (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.
(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.

Calls on shares

15. (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 conditions of allotment thereof made payable at fixed times:

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.

(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.

(iii) A call may be revoked or postponed at the discretion of the Board.
16. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid in installments.
17. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
18. (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.

(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
19. (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.

(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.
20. The Board—
(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

(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, 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

21. (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.
22. 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.
 - (c) Provided however that the Company will not decline to register or acknowledge any transfer of shares on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever.
 - (d) The common form of transfer shall be used by the Company.
23. 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.
24. 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.

Transmission of shares

25. (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 any share which had been jointly held by him with other persons.
26. (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—
- (a) to be registered himself as holder of the share; or
 - (b) to make such transfer of the share as the deceased or insolvent member could have made.
- (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.
27. (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.
- (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- (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.
28. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:
- Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

Forfeiture of shares

29. If a member fails to pay any call, or installment 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 installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.

30. 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.
31. 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.
32. (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.
33. (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.
- (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.
34. (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.
- (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.
- (iii) The transferee shall thereupon be registered as the holder of the share.
- (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.
35. 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.

Alteration of capital

36. 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.
37. Subject to the provisions of section 61, the company may, by ordinary resolution,—
- (a) consolidate and divide all or any of its share capital into shares of larger amounts than its existing shares;
 - (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;
 - (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

(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.

38. Where shares are converted into stock,—

(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:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

(b) 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.

(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 “stock-holder” respectively.

39. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—

- (a) its share capital;
- (b) any capital redemption reserve account; or
- (c) any share premium account.

Capitalization of Profit

40. (i) The company in general meeting may, upon the recommendation of the Board, resolve—

(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;

(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.

(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—

(A) paying up any amounts for the time being unpaid on any shares held by such members respectively;

(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;

(C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);

(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;

(E) The board shall give effect to the resolution passed by the company in pursuance of this regulation.

41. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

(a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares if any; and (b) generally do all acts and things required to give effect thereto.

(ii) The Board shall have power—

(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 infractions; and

(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalization, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalized, of the amount or any part of the amounts remaining unpaid on their existing shares;

(iii) Any agreement made under such authority shall be effective and binding on such members.

(iv) Capital paid-up in advance of calls on any share may carry interest but shall not in respect thereof confer a right to dividend or to participate in profits.

Buy-back of shares

42. 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.

General meetings

43. All general meetings other than annual general meeting shall be called extra-ordinary general meeting.

44. (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.

Proceedings at general meetings

45. (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.

46. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

47. 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.

48. 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.

Adjournment of meeting

49. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

(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.

(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.

(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.

Voting rights

50. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—
- (a) on a show of hands, every member present in person shall have one vote; and
 - (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
51. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
52. (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.
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.
54. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of 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.
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.
- (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 notarized 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.
58. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
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.

Board of Directors

60. The number of directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them.

The First Directors of the Company are:

1. Mr. Akshay Dalai
2. Mr. Ashim Kumar Das
3. Priya Ranjan Bhoi

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.
62. The Board may pay all expenses incurred in getting up and registering the company.
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 section) make and vary such regulations as it may think fit respecting the keeping of any such register.
64. All cheques, promissory notes, drafts, *hundis*, 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.
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.
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.

67. MANAGING DIRECTOR(S)/WHOLE TIME DIRECTOR(S)/KEY MANAGERIAL PERSONNEL

The Managing Director or Whole Time Director shall be appointed in compliance with the provisions of Companies Act, 2013 and any other applicable law in force.

68. Powers and duties of Managing Director or whole-time Director

The Managing Director/Whole-time Director shall be subject to the supervision, control and direction of the Board and subject to the provisions of the Act, exercise such powers as are exercisable under these presents by the Board of Directors, as they may think fit and confer such power for such time and to be exercised as they may think expedient and they may confer such power either collaterally with or to the exclusion of any such substitution for all or any of the powers of the Board of Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any such powers. The Managing Directors/whole-time Directors may exercise all the powers entrusted to them by the Board of Directors in accordance with the Board's direction.

Proceedings of the Board

69. (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.
70. (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.
71. 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.

- 72.** (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 after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.
- 73.** (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
- 74.** (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.
- 75.** (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.
- 76.** 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.
- 77.** 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.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

- 78.** Subject to the provisions of the Act,—
- a. 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 the chief financial officer so appointed may be removed by means of a resolution of the Board;
- b. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
- 79.** 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.

The Seal

- 80.** (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.

Dividends and Reserve

81. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
82. 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.
83. (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, 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.
- (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
84. (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.
- (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.
- (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.
85. 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.
86. (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.
- (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
87. 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.
88. 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.
89. No dividend shall bear interest against the company.

Provided however that no amount outstanding as unclaimed dividends shall be forfeited unless the claim becomes barred by law.

Accounts

90. (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.
- (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.

Winding up

- 91.** Subject to the provisions of Chapter XX of the Act and rules made thereunder—
- a. 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.
 - b. 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.
 - c. 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.

Borrowing Powers

- 92.** Subject to the restrictions provided in the Act, the Directors may, from time to time, at their discretion raise or borrow, or secure payment of any loan or advance taken by the Company. Any such moneys may be raised and the payment or repayment of such moneys may be secured in such manner and upon such terms and conditions in all respects as the Directors may think fit and, in particular by promissory notes, or by opening current accounts or by receiving deposits and advances at interest, with or without security, or by the issue of debentures or debenture stock of the Company charged upon all or any part of the property of the Company (both present and future), including its uncalled capital for the time being, or by mortgaging, charging or pledging any lands, buildings, machinery, plants, goods or the other property and securities of the Company, or by such other means as to them may seem expedient.

Indemnity

- 93.** 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.

SECTION XII: OTHER INFORMATION**MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION**

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of the draft prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which have been attached to the copy of the prospectus delivered to the RoC for filing, and also the documents for inspection referred to hereunder, may be inspected at our Registered Office at Jalan Industrial Complex Gate-1, Right Lane-6, P.O. Jangalpur, Begri Gram Panchayat, Howrah- 711411, West Bengal, India between 10.00 a.m. to 5.00 p.m. (IST) on all working days and will also be available at the website of our company <http://www.spino.co.in> from the date of the draft prospectus until issue closing date.

A. Material Contracts to the Issue

1. Issue Agreement dated November 15, 2024 entered into among our Company and the Lead Manager.
2. Agreement dated October 29, 2024 entered into among our Company and the Registrar to the Issue.
3. Tripartite Agreement dated August 06, 2024 entered into among our Company, NSDL and the Registrar to the Issue.
4. Tripartite Agreement dated August 09, 2024 entered into among our Company, CDSL and the Registrar to the Issue.
5. Banker to the Issue Agreement [●] among our Company, the Lead Manager, Banker to the Issue and the Registrar to the Issue.
6. Market Making Agreement dated November 15, 2024 between our Company, the Lead Manager and the Market Maker.
7. Underwriting Agreement dated November 15, 2024 between our Company and the Lead Manager.

B. Material Documents

1. Certified copies of the Memorandum of Association and Articles of Association of our Company.
2. Certificate of Incorporations of our Company dated August 17, 2012 and August 22, 2024 issued by Registrar of Companies.
3. Resolution of the Board of Directors of our Company and Equity Shareholders of our Company dated October 10, 2024 and October 14, 2024 respectively, authorizing the Issue and other related matters.
4. Copies of Audited Financial Statements of our Company for the six months ended on September 30, 2024 and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022.
5. Peer Review Auditors Report dated November 14, 2024 on Restated Financial Statements of our Company for the six months ended on September 30, 2024 and for the financial years ended March 31, 2024, March 31, 2023, and March 31, 2022.
6. Copy of Statement of tax benefits dated November 14, 2024 from the Statutory Auditor included in this draft prospectus.

7. Consents of Directors, Company Secretary & Compliance Officer, Chief Financial Officer, Statutory Auditors, Peer Review Auditor, Legal Advisor to the Issue, Banker to the Issue, Sponsor Bank, Lead Manager, Registrar to the Issue, Underwriter and Market Maker to include their names in the draft prospectus to act in their respective capacities.
8. In-principle listing approval dated [●] from the BSE for listing the Equity Shares on the SME Platform of BSE Limited.
9. Due Diligence certificate dated [●] submitted to SEBI after filing the prospectus with RoC.

Any of the contracts or documents mentioned in this draft prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders subject to compliance with the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

I certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this draft prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this draft prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY:

Sd/-

Aditya Todi
Managing Director
DIN: 08193371

Date: November 21, 2024

Place: Kolkata, West Bengal

DECLARATION

I certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this draft prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this draft prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY:

Sd/-

Amit Sultania
Executive Director & CFO
DIN: 00548098

Date: November 21, 2024

Place: Kolkata, West Bengal

DECLARATION

I certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this draft prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this draft prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY:

Sd/-

Pushp Deep Rungta
Non – Executive Director
DIN: 10637697

Date: November 21, 2024

Place: Kolkata, West Bengal

DECLARATION

I certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this draft prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this draft prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY:

Sd/-

Rajesh Kumar Murarka
Independent Director
DIN: 10670428

Date: November 21, 2024

Place: Kolkata, West Bengal

DECLARATION

I certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this draft prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this draft prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY:

Sd/-

Shikha Gupta
Independent Director
DIN: 10654047

Date: November 21, 2024

Place: Kolkata, West Bengal

DECLARATION

I certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this draft prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this draft prospectus are true and correct.

SIGNED BY THE COMPANY SECRETARY & COMPLIANCE OFFICER OF OUR COMPANY:

Sd/-

Ankita Periwal
Company Secretary & Compliance Officer

Date: November 21, 2024

Place: Kolkata, West Bengal