

## ADDENDUM TO DRAFT PROSPECTUS DATED NOVEMBER 21, 2024



### SPINAROO COMMERCIAL LIMITED

(Erstwhile known as 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](mailto:compliance@spino.co.in)  
**Website:** [www.spino.co.in](http://www.spino.co.in) ; **CIN:** U74999WB2012PLC184812

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



#### ADDENDUM TO THE DRAFT PROSPECTUS DATED NOVEMBER 21, 2024: NOTICE TO INVESTORS (THE "ADDENDUM")

**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.**

Potential Investors may note the following:

"**SUMMARY OF DRAFT PROSPECTUS**", "**RISK FACTORS**", "**OBJECT OF THE ISSUE**", "**OUR BUSINESS**", "**OUR MANAGEMENT**", "**GOVERNMENT AND OTHER APPROVALS**", "**OTHER REGULATORY AND STATUTORY DISCLOSURES**" and "**TERMS OF THE ISSUE**" have been updated in accordance with the suggestions made by BSE.

The above is to be read in conjunction with the Draft Prospectus and accordingly their references in the Draft Prospectus stand amended pursuant to this Addendum. Please note that the changes pursuant to this Addendum will be appropriately included in the Prospectus, as and when filed with the RoC, the SEBI and the Stock Exchange. All capitalized terms used in this Addendum shall, unless the context otherwise requires, have the meaning ascribed to them in the Draft Prospectus.

|   |   |
|---|---|
| <b>Place:</b> Kolkata   | <b>For and on behalf of Spinaroo Commercial Limited</b><br>Sd/-<br>Ankita Periwal,<br>Company Secretary and Compliance Officer  |
| <b>Date:</b> February 06, 2025  |   |
| <b>LEAD MANAGER TO THE ISSUE</b>  | <b>REGISTRAR TO THE ISSUE</b>   |
|  <b>FINSHORE</b><br>Creating Enterprise Managing Values<br><b>FINSHORE MANAGEMENT SERVICES LIMITED</b><br>Anandlok Building, Block-A, 2 <sup>nd</sup> Floor, Room No. 207,<br>227 A.J.C Bose Road, Kolkata-700020, West Bengal, India<br><b>Telephone:</b> 033 – 2289 5101 / 4603 2561<br><b>Email:</b> <a href="mailto:info@finshoregroup.com">info@finshoregroup.com</a><br><b>Contact Person:</b> Mr. S. Ramakrishna Iyengar |  <b>CAMEO</b><br><b>CAMEO CORPORATE SERVICES LIMITED</b><br>"Subramanian Building", No. 1, Club House Road,<br>Chennai - 600 002, India<br><b>Telephone:</b> +91-44-40020700 / 28460390<br><b>Email:</b> <a href="mailto:ipo@cameoindia.com">ipo@cameoindia.com</a><br><b>Contact Person:</b> Ms. K. Sreepriya |
| <b>ISSUE PROGRAMME</b>  |   |
| <b>ISSUE OPENS ON:</b> [●]  | <b>ISSUE CLOSES ON:</b> [●]   |

**SECTION II: SUMMARY OF DRAFT PROSPECTUS**  
SUMMARY OF DRAFT PROSPECTUS

**SECTION III: RISK FACTORS**  
RISK FACTORS

**SECTION VII: PARTICULARS OF THE ISSUE**  
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**SECTION VIII: ABOUT THE COMPANY AND THE INDUSTRY**  
OUR BUSINESS  
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**SECTION X: LEGAL AND OTHER INFORMATION**  
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**SECTION XI: ISSUE INFORMATION**  
TERMS OF THE ISSUE

## SECTION II: SUMMARY OF DRAFT PROSPECTUS

### SUMMARY OF DRAFT PROSPECTUS

#### Modification in 'Primary Business of our Company' and 'Summary of the Industry in which our company operates'

#### (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.

*(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:

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. 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 anticipated to cross a value of US\$ 9.35 billion by 2033.

*(For further detailed information, please refer to chapter titled "Industry Overview" beginning from page no. 88 of this draft prospectus.)*

## SECTION III: RISK FACTORS

### RISK FACTORS

#### Modification in Risk Factor No. 2, 7 & 16

2. ***There is a risk in the Procurement and Storage of Aluminium Reels in larger quantity for a longer period without proper protection and suitable environment.***

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.

7. ***We also deal in trading of machineries related to our industry which is very infrequent and opportunity based resulting into volatility of Revenue from trading segments.***

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.

16. ***Our Business operation is Labour-Intensive and any disruption such as strikes, lockouts, or industrial action, could have a considerable negative impact on our business.***

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.

Shifting of Risk Factor No. 17 to Risk Factor No. 9

**9. 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. Our Productions were disrupted due to natural calamity such as Amphan cyclone and Covid in the past.

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.

Shifting of Risk Factor No. 52 to Risk Factor No. 10

**10. 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                  |
| 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                    |

| Forms  | Purpose   | Date of Event | Date of Filing | Due Dates  | Nos. of Days delayed |
|--------|---|---------------|----------------|------------|----------------------|
| 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.

Shifting of Risk Factor No. 24 to Risk Factor No. 13

**13. 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.

Shifting of Risk Factor No. 27 to Risk Factor No. 14

**14. 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.

Shifting of Risk Factor No. 53 to Risk Factor No. 15

**15. 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.

Merger of Risk Factor No. 44 & 45 in to Risk Factor No. 44 and Shifting of Risk Factor No. 44 to Risk Factor No. 19

**19. Our lenders have charge over our movable properties, book debts, stocks in respect of finance availed by us and we have excessive dependence on ICICI Bank Limited in respect of Loan facilities obtained by our Company.**

We have secured our lenders by creating a charge over our movable/immovable properties, book debts, stocks in respect of loans / facilities availed by us from **ICICI Bank Limited**. Further, the loan has been secured by providing exclusive charge on immovable properties owned by our Promoter Groups and Personal/Corporate Guarantees. 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, the assets may be forfeited by lenders, which in turn could have significant adverse effect on business, financial condition or results of operations.

Further, 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.

For further information on the **“Financial Indebtedness”** please refer to page 198 of this Draft Prospectus.

Deletion of Risk Factor No. 45

~~**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.~~

Addition of Risk Factor No. 20

**20. Conflicts of interest may arise out of common business objects shared by our Company and our Promoter Group Entity.**

Our Promoter Group Entity i.e. Spino Paper Products Pvt Ltd which is based in Orrisa and Spino Poly products Pvt Ltd which mainly deals in plastic materials is involved in some activities similar to those conducted by our Company. However, they are not exactly comparable, but our company has not entered into any non-compete agreements with them, there may be a conflict of interest between our Company and the said Promoter Group Entity. Such a conflict of interest may have an adverse effect on our business and growth.

## SECTION VII: PARTICULARS OF THE ISSUE

### OBJECTS OF THE ISSUE

Deletion of word '(Capital + Long Term Borrowings)'

#### 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) |                 |               |               |
| <b>Working Capital Gap</b>                                     | <b>1,185.01</b>              | <b>1,118.28</b> | <b>987.66</b> | <b>911.97</b> |
|  |                              |                 |               |               |
| <b>Source of Working Capital</b>                               |                              |                 |               |               |
| Short Term Borrowings  | 676.10                       | 658.06          | 632.53        | 719.98        |
| Internal Accrual ( <del>Capital + Long Term Borrowings</del> ) | 508.91                       | 460.22          | 355.13        | 192.00        |
| <b>Total</b>   | <b>1,185.01</b>              | <b>1,118.28</b> | <b>987.66</b> | <b>911.97</b> |

Deletion of word 'Companies Act, 1956'

#### Means of Finance:

We propose to meet the additional requirement of funds for the stated objects of the Issue from the IPO Proceeds, Short-term Borrowings 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~~.



**SECTION VIII: ABOUT THE COMPANY AND THE INDUSTRY**

**OUR BUSINESS**

Modification in 'Insurance Policies'






**INSURANCE POLICIES**

| Policy No.               | Name of the Insurer                | Policy Type                                   | Asset Insured   | Sum Assured (₹ in lakhs)   | Validity                            |
|--------------------------|------------------------------------|---|---|--|-------------------------------------|
| 0307051123<br>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: Biprannpara, Jalan Industrial Complex, Wb606, Begri, Howrah, West Bengal, Pin 711411                                      | 819.01 lakhs   | 17/12/2024                          |
| 0307051123<br>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                          |
| 5103001124<br>4300000057 | The New India Assurance Co. Ltd.   | New India Bharat Laghu Udyam Suraksha Policy  | <b>Unit – I</b><br>Building<br>Plant & Machinery<br>Furniture & Fixtures<br>Stocks<br><b>Total (1)</b><br><br><b>Unit – II</b><br>Building<br>Plant & Machinery<br>Furniture & Fixtures<br>Stocks<br><b>Total (2)</b><br><br><b>Gr. Total (1+2)</b> | 250.00 Lakh<br>190.00 Lakh<br>20.00 Lakh<br>400.00 Lakh<br><b>860.00 Lakh</b><br><br>250.00 Lakh<br>180.00 Lakh<br>20.00 Lakh<br>750.00 Lakh<br><b>1200.00 Lakh</b><br><br><b>2060.00 Lakh</b> | From<br>13/12/2024 to<br>12/12/2025 |
| 5103004624<br>0100000301 | The New India Assurance Co. Ltd.   | Burglary                                      | <b>For Unit – I &amp; II</b><br>Stock   | 1150.00 Lakh   | From<br>13/12/2024 to<br>12/12/2025 |
| 100900112<br>310000747   | National Insurance Company Ltd     | National Bharat Sookshma Udayam Suraksha Plus | <b>Unit – II</b><br>Building<br>Furniture and Fixtures<br><b>Total</b>  | 250.00 lakh<br>1.00 Lakhs<br><b>251.00 Lakhs</b>   | From<br>26/02/2024 to<br>25/02/2025 |
| 100900592<br>310000634   | National Insurance Company Ltd     | Burglary Insurance                            | <b>Unit – II</b><br>Furniture and Fixtures  | 1.00 lakh  | From<br>26/02/2024 to<br>25/02/2025 |


Modification in 'Intellectual Property Rights'

**INTELLECTUAL PROPERTY RIGHTS**

**Trademarks:**

| Application No | Trademark   | Class | Date of Application | Status     | Validity              |
|----------------|---|-------|---------------------|------------|-----------------------|
| 2856556        |  | 6     | 05.12.2014          | Registered | Valid till 05.12.2034 |
| 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 |

## OUR MANAGEMENT

### Modification in 'Profile of Mr. Amit Sultania'

#### **BRIEF BIOGRAPHIES OF THE DIRECTORS:**

**Mr. Amit Sultania**, aged about 47 years, is one of the Promoters and Executive Director cum CFO of our Company. His educational qualification includes a Bachelor of Commerce degree from Calcutta University in the year 1998. He has also cleared the CA foundation exam held by The Institute of Chartered Accountants of India in the year 1997 and worked under Chartered Accountancy firm for approx. 5-6 years handling Accounts, Finance and Income Tax Matters before starting his self-made entrepreneurship journey. 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 entire CNF operations primarily for FMCG products. His expertise extends to marketing and distribution network management, a critical aspect of our industry and handling the Accounts and finance as well for all the entities promoted by him. 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.

### Modification in 'Committees of our Board'

#### **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 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 powers, including the following:

- To investigate any activity within its terms of reference;
- The audit committee shall have powers to investigate any activity within its terms of reference, seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.
- To have full access to information contained in the records of the company;
- To invite the finance director or head of the finance function, head of internal audit and a representative of the statutory auditor and any other such executives to be present at the meetings of the committee.

- May call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company
- Such powers as the Board may deem fit in accordance with the Act, LODR and any other rules and regulations.

**Role of Audit Committee:** The role of the Audit Committee shall include the following:

- oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Act;
  - changes, if any, in accounting policies and practices and reasons for the same;
  - major accounting entries involving estimates based on the exercise of judgment by management;
  - significant adjustments made in the financial statements arising out of audit findings;
  - compliance with listing and other legal requirements relating to financial statements;
  - disclosure of any related party transactions;
  - modified opinion(s) in the draft audit report;
- reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- examination of the financial statement and the auditors' report thereon;
- approval or any subsequent modification of transactions of the company with related parties;
- scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of the company, wherever it is necessary;
- evaluation of internal financial controls and risk management systems;
- monitoring the end use of funds related through public offers and related matters
- reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- discussion with internal auditors of any significant findings and follow up there on;
- reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- to review the functioning of the whistle blower mechanism;
- approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
- consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the company and its shareholders.
- Carrying out any other function as is mentioned in the terms of reference of the audit committee.

Further, the Audit Committee shall mandatorily review the following information:

- management discussion and analysis of financial condition and results of operations;
- management letters / letters of internal control weaknesses issued by the statutory auditors;

- internal audit reports relating to internal control weaknesses; and
- the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- statement of deviations: (a) half yearly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1); (b) annual statement of funds utilized for purposes other than those stated in the draft prospectus/notice in terms of Regulation 32(7).

Frequency of meeting and quorum thereof shall be in accordance with the provisions of the Companies Act, SEBI LODR Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India.

#### ❖ *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 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 is in accordance with the Section 178 of the Companies Act, 2013 read with Regulation 19 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Set forth below are the role of our Nomination and Remuneration Committee:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - use the services of an external agencies, if required;
  - consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - consider the time commitments of the candidates.
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Devising a policy on diversity of board of directors;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the board of directors their appointment and removal.
- To extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- To recommend to the Board, all remuneration, in whatever form, payable to senior management.

Frequency of meeting and quorum thereof shall be in accordance with the provisions of the Companies Act, SEBI LODR Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India.

❖ **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 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**

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc;
- Review of measures taken for effective exercise of voting rights by shareholders;
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company; and
- To carry out any other function as prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as and when amended from time to time.

Frequency of meeting and quorum thereof shall be in accordance with the provisions of the Companies Act, SEBI LODR Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India.

❖ **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.

## SECTION X: LEGAL AND OTHER INFORMATION

### GOVERNMENT AND OTHER APPROVALS

#### Addition of 'Factory License'






#### IV. Business and Operations Related Approvals

| Name of Registration                | Registration No | Applicable Law          | Issuing Authority                         | Date of Issue    | Validity         |
|-------------------------------------|-----------------|-------------------------|---|------------------|------------------|
| License to Work a Factory (Unit II) | 0567/HW/X/2025  | The Factories Act, 1948 | Chief Inspector of Factories, West Bengal | January 27, 2025 | January 31, 2027 |


#### Modification in 'Intellectual Property Related Approvals'

#### VI. Intellectual Property Related Approvals

##### *Trademarks:*

| Trademark   | Trade Mark Number | Class of Registration | Trademark Type | Date of Issue/ Application | Status     | Validity          |
|---|-------------------|-----------------------|----------------|----------------------------|------------|-------------------|
|  | 2856556           | 6                     | Device         | December 05, 2014          | Registered | December 05, 2034 |
|  | 4613246           | 7                     | Device         | August 18, 2020            | Registered | August 18, 2030   |
|  | 4413345           | 21                    | Device         | January 20, 2020           | Registered | January 20, 2030  |
|  | 4413346           | 35                    | Device         | January 20, 2020           | Registered | January 20, 2030  |
|  | 4413347           | 40                    | Device         | January 20, 2020           | Registered | January 20, 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 | Goaddomainregistry.com/1533 | February 24, 2020 | February 24, 2026 |

Deletion of '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.'

**VII. 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

### Modification in 'Net Tangible Assets'

❖ **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:

| <i>₹ in lakhs</i>          |               |
|----------------------------|---------------|
| Details                    | 31-03-2024    |
| Net Assets                 | 602.92        |
| Less: Intangible Assets    | 0.20          |
| <b>Net Tangible Assets</b> | <b>602.72</b> |

*"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;*

## SECTION XI: ISSUE INFORMATION

### TERMS OF THE ISSUE

#### Modification in “Migration to Main Board”

#### **MIGRATION TO MAIN BOARD**

SEBI vide Circular Nos. CIR/MRD/DSA/17/2010 dated May 18, 2010, has stipulated the requirements for migration from SME platform to Main Board. BSE has reviewed its criteria for Migration of SME Companies to BSE Main Board dated November 24, 2023 vide notice no. 20231124-55 effective from January 01, 2024 as follows:

| <b>Eligibility Criteria</b>  | <b>Details</b>   |
|--|--|
| <b>Paid up capital and market capitalization</b>                                 | Paid-up capital of more than Rs. 10 Crores and Market Capitalisation should be minimum Rs. 25 Crores.<br><i>(Market Capitalisation will be the product of the price (average of the weekly high and low of the closing price of the related shares quoted on the stock exchange during 3 (Three) months prior to the date of the application) and the post issue number of equity shares.)</i>   |
| <b>Promoter holding</b>  | Promoter(s) shall be holding at least 20% of equity share capital of the company at the time of making application.  |
| <b>Financial Parameters</b>  | <ul style="list-style-type: none"> <li>• The applicant company should have positive operating profit (earnings before interest, depreciation and tax) from operations for at least any 2 out of 3 financial years and has positive Profit after tax (PAT) in the immediately preceding Financial Year of making the migration application to Exchange.</li> <li>• The applicant company should have a Net worth of at least Rs. 15 crores for 2 preceding full financial years.</li> </ul>   |
| <b>Track record of the company in terms of listing/ regulatory actions, etc.</b> | The applicant company is listed on SME Exchange/ Platform having nationwide terminals for atleast 3 years.   |
| <b>Regulatory action</b>   | <ul style="list-style-type: none"> <li>• No material regulatory action in the past 3 years like suspension of trading against the applicant company, promoters/promoter group by any stock Exchange having nationwide trading terminals.</li> <li>• No Debarment of company, promoters/promoter group, subsidiary company by SEBI.</li> <li>• No Disqualification/Debarment of directors of the company by any regulatory authority.</li> <li>• The applicant company has not received any winding up petition admitted by a NCLT.</li> </ul>  |
| <b>Public Shareholder:</b>   | The applicant company shall have a minimum of 250 public shareholders as per the latest shareholding pattern.  |
| <b>Other parameters like No. of shareholders, utilization of funds</b>           | <ul style="list-style-type: none"> <li>• No proceedings have been admitted under the Insolvency and Bankruptcy Code against the applicant company and Promoting companies.</li> <li>• No pending Defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders by the applicant, promoters/promoter group /promoting company(ies), Subsidiary Companies.</li> <li>• The applicant company shall obtain a certificate from a credit rating agency registered with SEBI with respect to utilization of funds as per the stated objective pursuant to IPO and/or further funds raised by the company, if any post listing on SME platform.</li> <li>• The applicant company has no pending investor complaints.</li> <li>• Cooling off period of 2 months from the date the security has come out of trade-to-trade category or any other surveillance action.</li> </ul> |

**Notes:**

1. Net worth definition to be considered as per definition in SEBI ICDR.
2. Company is required to submit Information Memorandum to the Exchange as prescribed in SEBI (ICDR) Regulations.
3. The application submitted to the Exchange for listing and mere fulfilling the eligibility criteria does not amount to grant of approval for listing.
4. If the documents and clarification received from the applicant company are not to the satisfaction of BSE, BSE has the right to close the application at any point of time without giving any reason thereof. Thereafter, the company can make fresh application as per the extant norms.
5. The Exchange may reject application at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Guidelines / Regulations issued by statutory authorities or for any reason in the interest of Investors and market integrity. The Exchange may also reject the application if the company is found not fulfilling internal BSE standards.
6. Companies that have approached for listing on any stock exchange and has been denied listing for any reason whatsoever or has chosen to withdraw its application from the Exchange, they may reapply for listing after a minimum period of 6 months (6 months after date of rejection/ withdrawal). If rejected for a second time, the company would not be eligible to apply again.
7. BSE decision w.r.t admission of securities for listing and trading is final.
8. BSE has the right to change / modify / delete any or all the above norms without giving any prior intimation to the company.
9. The companies are required to submit documents and comply with the extant norms.
10. The company shall use BSE's reference regarding listing only after the Exchange grants its in-principle listing approval to the company