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**DRAFT PROSPECTUS**

**Dated: December 24, 2024**

Please read Section 26 of the Companies Act, 2013

**100 % Fixed Price Issue**



**MANOJ JEWELLERS LIMITED**

**Corporate Identity Number (CIN): U52393TN2007PLC064834**

REGISTERED OFFICE		CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
No. 59, NSC Bose Road, Sowcarpet, Chennai, Tamil Nadu - 600079		Ms. Vaneeta Khanna, Company Secretary & Compliance Officer	<b>E-mail:</b> <a href="mailto:cs@manojjewellerslimited.com">cs@manojjewellerslimited.com</a> <b>Tel No.:</b> 044 – 4204 9741	<a href="https://manojjewellerslimited.com/">https://manojjewellerslimited.com/</a>
<b>PROMOTERS: MR. MANOJ KUMAR, MS. RAJ KUMARI, MR. SUNIL SHANTILAL AND MS. SHALU</b>				
<b>DETAILS OF THE ISSUE</b>				
TYPE	FRESH ISSUE SIZE	OFFER FOR SALE	TOTAL ISSUE SIZE	ELIGIBILITY 229(1) / 229(2) & SHARE RESERVATION AMONG NII & RII
Fresh Issue	Up to 30,00,000 Equity Shares aggregating up to ₹ [●] Lakhs	N.A.	Up to 30,00,000 Equity Shares aggregating up to ₹ [●] Lakhs	The Issue is being made pursuant to Regulation 229(1) of SEBI ICDR Regulations, as the Company's post issue face value capital does not exceed ₹ 10.00 Crores.
<b>DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDERS AND THEIR AVERAGE COST OF ACQUISITION - NOT APPLICABLE AS THE ENTIRE ISSUE CONSTITUTES FRESH ISSUE OF EQUITY SHARES</b>				
<b>RISKS IN RELATION TO FIRST ISSUE</b>				
This being the first public issue of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is Rs. 10 each. The Issue Price is ₹ [●] times of the face value of the Equity Shares. The Issue Price as determined by our Company in consultation with the LM and as stated under "Basis for Issue Price" beginning on page 84 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 and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.				
<b>GENERAL RISKS</b>				
Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this 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 this Issue. For taking an investment decision, investors must rely on their own examination of the Issuer and this Issue, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Prospectus. Specific attention of the investors is invited to "Risk Factors" beginning on page 29.				
<b>COMPANY'S ABSOLUTE RESPONSIBILITY</b>				
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 this Issue, which is material in the context of this 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.				
<b>LISTING</b>				
The Equity Shares offered through the Prospectus are proposed to be listed on the SME Platform of BSE Limited ("BSE SME"). Our Company has received in-principle approval from BSE for listing of the Equity Shares pursuant to its letter dated [●]. For the purposes of this Issue, BSE shall be the Designated Stock Exchange. A signed copy of the Prospectus shall be filed with the RoC in accordance with Sections 26(4) of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Prospectus up to the Issue Closing Date, see "Material Contracts and Documents for Inspection" beginning on page 294.				
<b>LEAD MANAGER TO THE ISSUE</b>				
LOGO	NAME OF LM	CONTACT PERSON	TEL & EMAIL	
	<b>Jawa Capital Services Private Limited</b>	Contact Person: Ms. Shree Khurana/Ms. Archana Sharma	<b>Tel No.:</b> +91-11-47366600; <b>E-mail:</b> <a href="mailto:mdb@jawacapital.in">mdb@jawacapital.in</a>	
<b>REGISTRAR TO THE ISSUE</b>				
LOGO	NAME OF REGISTRAR	CONTACT PERSON	TEL & EMAIL	
	<b>Skyline Financial Services Private Limited</b>	Mr. Anuj Rana	<b>Tel No.:</b> 011-40450193-97; <b>Email:</b> <a href="mailto:ipo@skylinerta.com">ipo@skylinerta.com</a>	
<b>ISSUE PROGRAMME</b>				
ISSUE OPENS ON	[●]	ISSUE CLOSES ON	[●]	

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**DRAFT PROSPECTUS**

Dated: December 24, 2024

Please read Section 26 of the Companies Act, 2013

**100% Fixed Price Issue****MANOJ JEWELLERS LIMITED**

Our company was incorporated as private limited Company under the name “Manoj Jewellers Private Limited” under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated September 21, 2007 issued by Assistant Registrar of Companies, Tamil Nadu, Chennai, Andaman and Nicobar Islands. Subsequently, our Company was converted into a public limited company pursuant to approval of the Shareholders at an Extraordinary General meeting held on June 13, 2022 and consequently, the name of our Company was changed to “Manoj Jewellers Limited” and a Fresh Certificate of Incorporation consequent upon conversion to Public Limited Company was issued by Registrar of Companies, Chennai, on July 14, 2022. For further details on Incorporation and changes in the registered office of our company, please refer to the chapter titled “History and Certain Corporate Matters” beginning on page 128 of this Draft Prospectus.

**Corporate Identity Number (CIN)** of the Company is U52393TN2007PLC064834.

**Regd. Office:** No. 59, NSC Bose Road, Sowcarpet, Chennai – 600079, Tamil Nadu, India;

**Tel No.:** 044 4204 9741; **E-mail:** [investor@manojjewellerslimited.com](mailto:investor@manojjewellerslimited.com); **Website:** <http://www.manojjewellerslimited.com>;

**Contact Person:** Ms. Vaneeta Khanna, Company Secretary and Compliance Officer

**PROMOTERS: MR. MANOJ KUMAR, MS. RAJ KUMARI, MR. SUNIL SHANTILAL, MS. SHALU**

INITIAL PUBLIC OFFERING OF UP TO 30,00,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH (“EQUITY SHARES”) OF MANOJ JEWELLERS LIMITED (THE COMPANY) FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ [●] PER EQUITY SHARE) (“ISSUE PRICE”) AGGREGATING TO ₹ [●] LAKHS (“THE ISSUE”) OF WHICH [●] EQUITY SHARES AGGREGATING TO ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER (“MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. NET ISSUE OF [●] EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE AGGREGATING TO ₹ [●] LAKHS (“NET ISSUE”). THE ISSUE AND THE NET ISSUE WILL CONSTITUTE [●] % AND [●] % OF THE POST ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, PLEASE REFER TO CHAPTER TITLED “TERMS OF THE ISSUE” BEGINNING ON PAGE 221 OF THIS DRAFT PROSPECTUS.

**THE FACE VALUE OF THE EQUITY SHARES IS RS. 10 EACH AND THE ISSUE PRICE OF RS. [●] IS [●] TIMES OF THE FACE VALUE OF THE EQUITY SHARES.**

In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended (“SCRR”) the Issue has been made for at least 25% of the post-issue paid-up Equity Share capital of our Company. This Issue is being made through Fixed Price process in accordance and compliance with Chapter IX and other applicable provisions of SEBIICDR Regulations wherein a minimum 50% of the Net Issue is allocated for Retail Individual Investors and the balance shall be offered to individual applicants other than Retail Individual Investors and other investors including corporate bodies or institutions, QIBs and Non-Institutional Investors. However, if the aggregate demand from the Retail Individual Investors is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject to valid applications being received from them. Additionally, if the Retail Individual Investors category is entitled to more than 50% on proportionate basis, the Retail Individual Investors shall be allocated that higher percentage. All potential investors shall participate in the Issue only through an Application Supported by Blocked Amount (“ASBA”) process including through UPI mode (as applicable) by providing details of the respective bank accounts and / or UPI IDs, in case of RIIs, if applicable, which will be blocked by the Self Certified Syndicate Banks (“SCSBs”) for the same. For details in this regard, specific attention is invited to “Issue Procedure” beginning on page 231 of this Draft Prospectus. A copy of the Prospectus shall be filed with the Jurisdictional Registrar of Companies as required under Section 26 of the Companies Act, 2013.

**RISKS IN RELATION TO FIRST ISSUE**

This being the first public issue of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is Rs. 10 each. The Issue Price is [●] times of the face value of the Equity Shares. The Issue Price as determined by our Company in consultation with the LM and as stated under “Basis for Issue Price” beginning on page 84, 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 and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISKS**

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this 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 this Issue. For taking an investment decision, investors must rely on their own examination of the Issuer and this Issue, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Prospectus. Specific attention of the investors is invited to “Risk Factors” beginning on page 29.

**COMPANY’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 this Issue, which is material in the context of this Issue, that the information contained in this Draft Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect.

**LISTING**

The Equity Shares offered through the Prospectus are proposed to be listed on the SME Platform of BSE Limited. Our Company has received in-principle approval from BSE for listing of the Equity Shares pursuant to its letter dated [●]. For the purposes of this Issue, BSE shall be the Designated Stock Exchange. A signed copy of the Prospectus shall be filed with the RoC in accordance with Sections 26(4) of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Prospectus up to the Issue Closing Date, see “Material Contracts and Documents for Inspection” beginning on page 294.

**LEAD MANAGER TO THE ISSUE****Jawa Capital Services Private Limited**

Plot No. 93, First Floor, Pocket 2,

Near DAV School, Jasola, New Delhi- 110025

**Tel No.:** +91-11-47366600;

**E-mail:** [mbd@jawacapital.in](mailto:mbd@jawacapital.in)

**Investor Grievance Email:** [investorsrelation@jawacapital.in](mailto:investorsrelation@jawacapital.in)

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

**Contact Person:** Ms. Shree Khurana/Ms. Archana Sharma

**SEBI Registration No.:** MB/INM000012777

**REGISTRAR TO THE ISSUE****SKYLINE FINANCIAL SERVICES PRIVATE LIMITED**

D-153A, 1st Floor Okhla Industrial Area, Phase-I, New Delhi -110 020, India.

**Tel No.:** 011-4045 0193-97; **E-mail:** [ipo@skylinerta.com](mailto:ipo@skylinerta.com)

**Investor grievance e-mail:** [grievances@skylinerta.com](mailto:grievances@skylinerta.com)

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

**Contact Person:** Mr. Anuj Rana

**SEBI Registration No.:** INR000003241

**ISSUE PROGRAMME**

**ISSUE OPENS ON :** [●]

**ISSUE CLOSES ON:** [●]

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## TABLE OF CONTENTS

<b>SECTION I – GENERAL</b> .....	<b>6</b>
DEFINITIONS AND ABBREVIATIONS .....	6
PRESENTATION OF FINANCIAL INDUSTRY AND MARKET DATA .....	19
FORWARD LOOKING STATEMENTS .....	21
<b>SECTION II - SUMMARY OF OFFER DOCUMENT</b> .....	<b>23</b>
<b>SECTION III – RISK FACTORS</b> .....	<b>29</b>
<b>SECTION IV – INTRODUCTION</b> .....	<b>51</b>
THE ISSUE .....	51
SUMMARY OF FINANCIAL INFORMATION.....	52
GENERAL INFORMATION .....	55
CAPITAL STRUCTURE .....	64
<b>SECTION V – PARTICULARS OF THE ISSUE</b> .....	<b>78</b>
OBJECTS OF THE ISSUE .....	78
BASIS FOR ISSUE PRICE.....	84
STATEMENT OF POSSIBLE TAX BENEFITS.....	91
<b>SECTION VI – ABOUT THE COMPANY</b> .....	<b>93</b>
INDUSTRY OVERVIEW .....	93
OUR BUSINESS .....	111
KEY INDUSTRY REGULATIONS.....	120
HISTORY AND CERTAIN CORPORATE MATTERS .....	128
OUR MANAGEMENT.....	131
OUR PROMOTERS AND PROMOTER GROUP.....	148
OUR GROUP COMPANIES .....	155
DIVIDEND POLICY .....	156
<b>SECTION VII – FINANCIAL INFORMATION</b> .....	<b>157</b>
RESTATE FINANCIAL STATEMENTS.....	157
CAPITALISATION STATEMENT .....	184
FINANCIAL INDEBTEDNESS .....	185
MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.....	187
<b>SECTION VIII – LEGAL AND OTHER INFORMATION</b> .....	<b>198</b>
OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENT .....	198
GOVERNMENT AND OTHER STATUTORY APPROVALS .....	203
OTHER REGULATORY AND STATUTORY DISCLOSURES .....	208
<b>SECTION IX – ISSUE INFORMATION</b> .....	<b>221</b>
TERMS OF THE ISSUE.....	221
ISSUE STRUCTURE.....	229
ISSUE PROCEDURE .....	231
RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES .....	256
<b>SECTION X -MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION</b> .....	<b>258</b>
<b>SECTION XI – OTHER INFORMATION</b> .....	<b>294</b>
MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION .....	294
DECLARATION .....	296

## SECTION I – GENERAL

### DEFINITIONS AND ABBREVIATIONS

This Draft Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or unless otherwise specified, shall have the meaning as provided below. References to any legislation, act, regulations, rules, guidelines or policies shall be to such legislation, act, regulations, rules, guidelines or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Draft Prospectus, but not defined herein shall have, to the extent applicable, the meaning ascribed to such terms under SEBI ICDR Regulations, the Companies Act, the SCRA, the Depositories Act, and the rules and regulations made thereunder.

Notwithstanding the foregoing, the terms not defined but used in the chapters titled “Statement of Possible Tax Benefits”, “Restated Financial Statements”, “Outstanding Litigations and Material Developments”, “Key Industry Regulations and Policies” and section titled “Main Provisions of the Articles of Association” on page 91, 157, 198, 120 and 258 respectively of this Draft Prospectus, shall have the meanings ascribed to such terms in the respective sections.

#### GENERAL TERMS

Term	Description
“Manoj”, “the Company”, “Our Company” and Manoj Jewellers Limited	Manoj Jewellers Limited, a company incorporated under the provisions of the Companies Act, 1956 having its Registered Office at No. 59, NSC Bose Road, Sowcarpet, Chennai – 600 079, Tamil Nadu, India.
“we”, “us” and “our”	Unless the context otherwise indicates or implies, refers to our Company
“you”, “your” or “yours”	Prospective investors in this Issue

#### COMPANY RELATED TERMS

Term	Description
AOA / Articles / Articles of Association	The Articles of Association of Manoj Jewellers Limited as amended from time to time.
Audit Committee	The Audit Committee of our Company, re-constituted on May 11, 2024 in accordance with Section 177 of the Companies Act, 2013, as described in “ <i>Our Management</i> ” beginning on page 131 of this Draft Prospectus.
Auditors/ Statutory Auditors	The Statutory Auditors of our Company, currently being M/s. Mardia & Associates 1-A, Valliammal Road, Vepery, Chennai – 600 007, Tamil Nadu, India.
Bankers to the Company	Axis Bank Limited.
Board of Directors / the Board / our Board	The Board of Directors of our Company, including all duly constituted Committees thereof. For further details of our Directors, please refer to section titled “ <i>Our Management</i> ” beginning on page 131 of this Draft Prospectus.
Chairman/ Chairperson	The Chairman of Board of Directors of our Company being Mr. Manoj Kumar.
CIN	Corporate Identification Number of our Company i.e. U52393TN2007PLC064834
Chief Financial Officer/CFO	The Chief Financial Officer of our Company being Mr. Mayank Girishbhai Garach.
Companies Act / Act	The Companies Act, 2013 and amendments thereto. The Companies Act, 1956, to the extent of such of the provisions that are in force.
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company being Ms. Vaneeta Khanna.
DIN	Directors Identification Number.
Director(s) / our Directors	The Director(s) of our Company, unless otherwise specified.
Equity Shares	Equity Shares of our Company of Face Value of ₹10/- each fully paid-up
Equity Shareholders	Persons/ Entities holding Equity Shares of Our Company.
Executive Directors	Executive Directors are the Managing Director & Whole Time Directors of our Company.
Group Company	In terms of SEBI ICDR Regulations, the term “ <i>Group Company</i> ” includes companies (other than our Promoters and subsidiary/subsidiaries) with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards, any other companies as considered material by our Board, in accordance with the Materiality Policy and as disclosed in chapter titled “ <i>Our</i>

<b>Term</b>	<b>Description</b>
	<i>Group Companies</i> ” beginning on page 155 of this Draft Prospectus.
Independent Director(s)	Independent Directors on the Board, and eligible to be appointed as an Independent Director under the provisions of Companies Act and SEBI LODR Regulations. For details of the Independent Directors, please refer to chapter titled “ <i>Our Management</i> ” beginning on page 131 of this Draft Prospectus.
ISIN	International Securities Identification Number. In this case being INE0MV001018
Key Management Personnel / KMP	Key Managerial Personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations, together with the Key Managerial Personnel of our Company in terms of Section 2(51) of the Companies Act, 2013 and as disclosed in the chapter titled “ <i>Our Management</i> ” beginning on page 131 of this Draft Prospectus.
Key Performance Indicators” or “KPIs”	Key financial and operational performance indicators of our Company, as included in “ <i>Basis for Issue Price</i> ” beginning on page 84.
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, 2018.
MD or Managing Director	The Managing Director of our Company being Mr. Manoj Kumar.
MOA / Memorandum of Association	The Memorandum of Association of our Company, as amended from time to time
Non-Residents	A person resident outside India, as defined under FEMA Regulations, 2000
Nomination and Remuneration Committee	The Nomination and Remuneration Committee of our Company, constituted on May 11, 2024 in accordance with Section 178 of the Companies Act, 2013, the details of which are provided in “ <i>Our Management</i> ” beginning on page 131 of this Draft Prospectus.
Non-Executive Director	A Director not being an Executive Director or an Independent Director
NRI / Non-Resident Indians	A person resident outside India, as defined under Foreign Exchange Management Act, 1999, read with rules and regulations thereunder, and includes FPIs, VCFs, FVCIs and NRIs.
Peer Review Auditors	Auditor having a valid Peer Review certificate in our case being Statutory Auditor M/s. Mardia & Associates, Chartered Accountants.
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Promoter(s)	Shall mean promoters of our Company i.e., Mr. Manoj Kumar, Mr. Sunil Shantilal, Ms. Raj Kumari and Ms. Shalu. For further details, please refer to section titled “ <i>Our Promoters and Promoter Group</i> ” beginning on page 148 of this Draft Prospectus.
Promoter Group	Includes such Persons and entities constituting our promoter group covered under Regulation 2(1)(pp) of the SEBI (ICDR) Regulations as enlisted in the section titled “ <i>Our Promoters and Promoter Group</i> ” beginning on page 148 of this Draft Prospectus.
Registered Office	The Registered Office of our Company situated at No. 59, NSC Bose Road Sowcarpet, Chennai – 600079, Tamil Nadu, India.
RoC/ Registrar of Companies	Registrar of Companies, Chennai, Block No.6, B Wing 2nd Floor, Shastri Bhawan 26, Haddows Road, Chennai – 600 034, Tamil Nadu, India.
Restated Financial Information	Restated Financial Statements for the period ended on September 30, 2024 and Financial Years ended on 2024, 2023, and 2022 (prepared in accordance with the Indian GAAP read with Section 133 of the Companies Act, 2013 and restated in accordance with requirements of Section 26 of Part I of Chapter III of Companies Act 2013, as amended, the SEBI ICDR Regulations, as amended and the Guidance Note on “ <i>Reports in Company Prospectuses (Revised 2019)</i> ” issued by ICAI, as amended) which comprises the restated summary Statement of Assets & Liabilities, the restated summary Statement of Profit and Loss, the restated summary Statement of Cash Flows and restated statement of change in equity along with all the schedules, annexures and notes thereto.
Shareholders	Shareholders of our Company
Stock Exchange	Unless the context requires otherwise, refers to, BSE Limited
Subscriber to MOA / Initial Promoters	Initial Subscriber to MOA & AOA being Mr. Manoj Kumar, Mr. Sunil Shantilal and Mr. Shantilal Sammirmal Jain.
Stakeholders Relationship Committee	The Stakeholders’ Relationship Committee of our Company, constituted on May 11, 2024 in accordance with Section 178 of the Companies Act, 2013, the details of which are



Term	Description
	provided in “ <i>Our Management</i> ” beginning on page 131 of this Draft Prospectus
Senior Management	Senior Management of our Company in terms of Regulation 2(1) (bbbb) of the SEBI ICDR Regulations and as disclosed in the chapter titled “ <i>Our Management</i> ” beginning on page 131 of this Draft Prospectus.
Whole Time Director	Whole Time Director of our Company being Ms. Raj Kumari.

## KEY PERFORMANCE INDICATORS

Key Financial Performance	Explanations
Revenue from Operations	Revenue from Operations is used by the management to track the revenue profile of the business and in turn helps to assess the overall financial performance of the Company and volume of the business.
EBITDA	EBITDA provides information regarding the operational efficiency of the business.
EBITDA Margin	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business.
PAT	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin	PAT Margin (%) is an indicator of the overall profitability and financial performance of the business.
Net Worth	Net worth of the company is an important metric to gauge a company's health, providing a useful snapshot of its current financial position.
Return on Equity	Return on equity provides how efficiently the Company generates profits from shareholders' funds.
Return on Equity Ratio	Return on equity (ROE) is a measure of financial performance.
Return on Capital Employed	Return on capital employed provides how efficiently the Company generates earnings from the capital employed in the business.
Debt-Equity Ratio	Debt / Equity Ratio is used to measure the financial leverage of the Company and provides comparison benchmark against peers
Current Ratio	The current ratio is a liquidity ratio that measures our company's ability to pay short-term obligations or those due within one year
Net asset value per share	NAV represents the per share book value of the company

## ISSUE RELATED TERMS

Term	Description
Abridged Prospectus	Abridged Prospectus to be issued under Regulation 255 of SEBI ICDR Regulations and appended to the Application Form.
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application.
Allot/Allotted Allotment/ Allotment of Equity Shares	Allotment of Equity Shares pursuant to the Fresh Issue.
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchanges
Allotment Date	Date on which allotment is made
Allottee (s)	The successful bidder to whom the Equity Shares are being / have been allotted.
Applicant/ Investor	Any prospective investor who makes an application for Equity Shares in terms of this Draft Prospectus.
Application	An indication to make an Issue 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 amount at which the Applicant makes an application for the Equity Shares of our Company in terms of Draft Prospectus.
Application Form	The form in terms of which the Applicant shall make an Application, including ASBA Form, and which shall be considered as the application for the Allotment pursuant to the terms of this Draft Prospectus.



<b>Term</b>	<b>Description</b>
Application Supported by Blocked Amount or ASBA or UPI	An application, whether physical or electronic, used by ASBA Applicants, to make a Application authorizing a SCSB to block the Application 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 maintained with an SCSB by an ASBA Applicant, as specified in the ASBA Form submitted by ASBA Applicants for blocking the B Application id Amount mentioned in the relevant ASBA Form and includes the account of a Retail Individual Investor which is blocked upon acceptance of a UPI Mandate Request made by the Retail Individual Investors using the UPI Mechanism
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 Bid	A Bid made by an ASBA Bidder.
ASBA Bidder(s)	Any prospective investor who makes a bid pursuant to the terms of the Draft Prospectus and the Bid cum Application Form including through UPI mode (as applicable).
ASBA Form	A bid cum application form, whether physical or electronic, used by ASBA bidders, which will be considered as the bid for Allotment in terms of the 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 the names and contact details of the Registered Brokers, are available on the websites of the Stock Exchange.
Banker(s) 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(s) to the Issue and Sponsor Bank Agreement	Agreement dated [●], entered into between our Company, Lead Manager, the Registrar to the Issue, Banker to the Issue and Sponsor Bank for collection of the Bid Amount on the terms and conditions thereof.
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Bidders under the Issue and which is described in the chapter titled “ <i>Issue Procedure</i> ” beginning on page 231 of this Draft Prospectus.
Broker to the Issue	All recognized members of the stock exchange would be eligible to act as the Broker to the Issue.
Business Day	Monday to Friday (except public holidays).
CAN / 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.
Collecting Registrar and Share Transfer Agent / CRTAs	Registrar to an Issue and share transfer agents registered with SEBI and eligible to procure Application at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI.
Controlling Branches / Controlling Branches of the SCSBs	Such branches of the SCSBs which co-ordinate Application Forms by the ASBA Applicants with the Lead Manager, Registrar to the Issue and BSE Limited and a list of which is available at www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time.
Collection Centers	Centers at which the Designated Intermediaries shall accept the ASBA Forms.
Client ID	Client identification number maintained with one of the Depositories in relation to Demat account
Collecting Depository Participant(s) or CDP(s)	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular No. GR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI as per the list available on the respective websites of the Stock Exchanges, as updated from time to time
Demographic Details	The demographic details of the Bidders such as their Address, PAN, Occupation, Bank Account details and UPI ID (if applicable), etc.
Depository / Depositories	NSDL and CDSL registered with SEBI under the Securities and Exchange Board of India (Depositories and Participant) Regulations, as amended from time to time.
Depository Participant / DP	A depository participant as defined under the Depositories Act, 1966
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the website of

Term	Description
	BSE Limited.
Designated Date	The date on which relevant amounts are transferred from the ASBA Accounts to the Public Issue Account or the Refund Account, as the case may be, and the instructions are issued to the SCSBs (in case of UPI Bidders using UPI Mechanism, instruction issued through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Issue Account or the Refund Account, as the case may be, in terms of the Prospectus following which Equity Shares will be Allotted in the Issue
Designated Intermediaries	Collectively, the members of the Syndicate, sub-syndicate or agents, SCSBs (other than in relation to RIBs using the UPI Mechanism), Registered Brokers, CDPs and RTAs, who are authorised to collect Bid cum Application Forms from the relevant Bidders, in relation to the Issue.  In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidder using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate/agents, Registered Brokers, CDPs, SCSBs and RTAs.  In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders (not using the UPI Mechanism), Designated Intermediaries shall mean Syndicate, sub-syndicate/agents, SCSBs, Registered Brokers, the CDPs and RTAs
Designated Market Maker	Shreni Shares 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 by amendment to SEBI ICDR Regulations.
Designated RTA Locations	Such locations of the RTAs where ASBA Bidders can submit the Bid cum Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the website of the Stock Exchange ( <a href="https://www.bseindia.com/">https://www.bseindia.com/</a> )
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Application Forms to RTAs. A list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> Intermediaries or at such other website as may be prescribed by SEBI from time to time
Designated Stock Exchange	BSE Limited (“BSE SME”)
Draft Prospectus / DRHP	This Draft Prospectus dated December 24, 2024 issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the issue, including any addenda or corrigenda thereto
Eligible NRI(s)	A non-resident Indian, resident in a jurisdiction outside India where it was not unlawful to make an issue or invitation under the issue and in relation to whom the Prospectus and the Bid Cum Application Form constituted an invitation to subscribe or purchase for the Equity Shares
Eligible QFIs	Qualified Foreign Investors from such jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Draft Prospectus constitutes an invitation to purchase the Equity Shares Issue thereby and who have opened demat accounts with SEBI registered qualified depository participants.
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.
Escrow Account	Account to be opened with the Escrow Collection Bank and in whose favour the Anchor Investors will transfer money through NACH/direct credit/NEFT/RTGS in respect of the Bid Amount when submitting a Bid.
Escrow Collection Bank(s)	Bank(s), which are clearing members and registered with SEBI as a banker to an issue under the SEBI BTI Regulations and with whom the Escrow Account will be opened, in this case being, [●]
Fresh Issue	The fresh issue of up to 30,00,000 Equity shares of ₹10/- each at an Issue Price of ₹[●] aggregating to ₹[●] Lakhs by our Company.
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.

<b>Term</b>	<b>Description</b>
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
FPI / Foreign Portfolio Investor	Foreign Portfolio Investor as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
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. The General Information Document is available on the websites of the Stock Exchange and the LM
Gross Proceeds	Gross proceeds of the issue that will be available to our Company
IPO	Initial Public Offer
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and BSE
Lead Manager / LM	The Lead Manager for the issue being, Jawa Capital Services Private Limited
Market Maker	The Market Maker to the Issue, namely, Shreni Shares Limited
Market Maker Reservation Portion	The Reserved portion of [●] Equity shares of ₹10/- each at an Issue Price of ₹ [●] aggregating to ₹ [●] for Designated Market Maker in the Public Issue of our Company.
Market Making Agreement	The Agreement among the Market Maker, the Lead Manager and our Company dated December 19, 2024
Mobile App(s)	The mobile applications listed on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=4">www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=4</a> 3 or such other website as may be updated from time to time, which was used by UPI Bidders to submit Bids using the UPI Mechanism.
Mutual Fund	A Mutual Fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended
Net Issue	The Net Issue (excluding Market maker portion) of [●] Equity Shares of ₹10/- each at price of ₹ [●] per Equity Shares aggregating to ₹ [●]
Net Proceeds	The Issue Proceeds less the Issue related expenses. For further details regarding the use of the Net Proceeds and the issue expenses, see “ <i>Objects of the issue</i> ” beginning on page 78 of this Draft Prospectus
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 and Indian Banks Association (IBA).
Non - Institutional Bidders / Non - Institutional Investors / NIIs	All Bidders that are not QIBs, RIBs and who have Bid for Equity Shares, for an amount of more than ₹2.00 lakhs (but not including NRIs other than Eligible NRIs)
Non-Resident / NR	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FPIs registered with SEBI and FVCI registered with SEBI
BSE SME	SME Platform of BSE Limited
Issue	The Issue of up to 30,00,000 Equity Shares of ₹10/- each at price of ₹[●] per Equity Shares aggregating to ₹ [●] Lakhs
MOU/Issue Agreement	The agreement dated October 04, 2024, entered amongst our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue
Issue Proceeds	The proceeds of the Fresh Issue which shall be available to our Company. For further information about use of the Issue Proceeds, see “ <i>Objects of the Issue</i> ” on page 78
Prospectus	The prospectus to be filed with the RoC on or after the Pricing Date in accordance with Section 26 of the Companies Act, and the SEBI ICDR Regulations containing, inter alia, the Issue Price that is determined at the end of the Fixed Issue Price, the size of the Issue and certain other information including any addenda or corrigenda thereto
Public Issue Account	Bank account opened with the Public Issue Account Bank(s) under Section 40(3) of the Companies Act, 2013, to receive monies from the Escrow Account(s) and ASBA Accounts on the Designated Date.
Public Issue Bank	The banks which are a clearing member and registered with SEBI as a banker to an issue and with whom the Public Issue Account for collection of Bid Amounts from Escrow Account and ASBA Accounts will be opened, in this case being [●]
Qualified Institutional Buyers / QIBs / QIB Bidders	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
Prospectus	The Prospectus to be issued by our Company in accordance with Section 32 of the

Term	Description
	Companies Act, and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Issue, including any addenda or corrigenda thereto. The Prospectus will be filed with the RoC at least three working days before the Bid / Issue Opening Date and will become the Prospectus upon filing with the RoC after the pricing date.
Refund Account	The account opened with the Refund Bank, from which refunds, if any, of the whole or part of the Bid Amount to the Anchor Investors shall be made.
Refund Bank(s)	The Banker(s) to the Issue with whom the Refund Account(s) will be opened, in this case being [●]
Registered Brokers	The stockbrokers registered with the stock exchanges having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids
Registrar / Registrar to the Issue	Registrar to the Issue being Skyline Financial Services Private Limited
Registrar Agreement	The agreement dated October 09, 2024, among our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the issue.
Registrar and Share Transfer Agents / 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 and available on the websites of the Stock Exchanges at <a href="https://www.bseindia.com/">https://www.bseindia.com/</a>
Retail Individual Bidders / Retail Individual Investors / RIBs / RIIs	Individual Bidders submitting Bids, who have Bid for the Equity Shares for an amount not more than ₹2.00 lakhs in any of the bidding options in the Issue (including HUFs applying through their Karta) and Eligible NRIs
Retail Portion	The portion of the Issue being not less than 50% of the Net Issue comprising of [●] Equity Shares, which shall be available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price
Revision Form	The Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their ASBA Form(s) or any previous Revision Form(s). QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bid during the Issue Period or withdraw their Bids until Bid / Issue Closing Date
SCORES	SEBI Complaints Redress System, a centralized web-based complaints redressal system launched by SEBI
Self-Certified Syndicate Bank(s) / SCSBs	The banks registered with SEBI, offering services, (i) in relation to ASBA (other than through UPI Mechanism), a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a> or such other website as updated from time to time, and (ii) in relation to ASBA through the UPI Mechanism, a list of which is available on the website of SEBI at <a href="https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> or such other website as updated from time to time.  In relation to Bids (other than Bids by Anchor Investor) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a> and updated from time to time.  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, UPI Bidders using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> and <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43</a> respectively, as updated from time to time
Specified Locations	The Bidding Centres where the Syndicate shall accept ASBA Forms from Bidders and in case of RIBs only ASBA Forms with UPI.



<b>Term</b>	<b>Description</b>
Sponsor Bank	A Banker to the Issue which is registered with SEBI and is eligible to act as a Sponsor Bank in a public issue in terms of applicable SEBI requirements and has been appointed by the Company in consultation with the LM to act as a conduit between the Stock Exchanges and NPCI to push the UPI Mandate Request in respect of UPI Bidders as per the UPI Mechanism, in this case being [●]
Sub-Syndicate Members	The sub-syndicate members, if any, appointed by the Lead Manager and the Syndicate Members, to collect ASBA Forms and Revision Forms.
Syndicate / Members of the Syndicate	Together, the Lead Manager and the Syndicate Members
Systemically Important Non-Banking Financial Company	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
TRS / Transaction Registration Slip	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the Bidder, as proof of registration of the Application
Underwriters	The Underwriters in this case are Smart Horizon Capital Advisors Private Limited (Formerly known as Shreni Capital Advisors Private Limited)
Underwriting Agreement	The Agreement among the Underwriters and our Company dated December 19, 2024
Unified Payments Interface / UPI	The instant payment system developed by the National Payments Corporation of India
UPI Circulars	SEBI circular no. CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 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 and Stock Exchanges in this regard along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 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 Payments Corporation of India (NPCI)
UPI Mandate Request	A request (intimating the UPI Bidder by way of a notification on the UPI application and by way of a SMS for directing the UPI Bidder to such UPI mobile application) to the UPI Bidder 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
UPI mechanism	Process for applications by UPI Bidders submitted with intermediaries with UPI as mode of payment, in terms of the UPI Circulars
UPI PIN	Password to authenticate UPI transaction
U.S. Securities Act	U.S. Securities Act of 1933, as amended
Wilful Defaulter or Fraudulent Borrower	Wilful defaulter or a fraudulent borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations
Working Day	Any day, on which commercial banks in Mumbai are open for business; provided however, with reference to (i) announcement of Price Band; and (ii) Bid / Issue Period, “Working Day” shall mean any day, excluding all Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and with reference to (iii) the time period between the Bid / Issue Closing Date and the listing of the Equity Shares on the Stock Exchanges, “Working Day” shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per the SEBI circular number SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 and the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018,

Term	Description
	including the UPI Circulars

## ABBREVIATIONS

Term	Description
AS / Accounting Standard	Accounting Standards as issued by the Institute of Chartered Accountants of India
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
ASBA	Applications Supported by Blocked Amount
Amt	Amount
AIF	Alternative Investment Funds registered under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended.
AY	Assessment Year
AOA	Articles of Association
Approx	Approximately
B. A	Bachelor of Arts
BBA	Bachelor of Business Administration
B. Com	Bachelor of Commerce
B. E	Bachelor of Engineering
B. Sc	Bachelor of Science
B. Tech	Bachelor of Technology
Bn	Billion
BG/LC	Bank Guarantee / Letter of Credit
BIFR	Board for Industrial and Financial Reconstruction
BRLM / LM	Lead Manager
BSE	BSE Limited
BSE SENSEX	Sensex in an index; market indicator of the position of stock that is listed in the BSE
Banking Regulation Act	The Banking Regulation Act, 1949
CDSL	Central Depository Services (India) Limited
CAGR	Compounded Annual Growth Rate
CAN	Confirmation of Allocation Note
Category I Alternate Investment Fund / Category I AIF	AIFs who are registered as “Category I Alternative Investment Funds” under the SEBI AIF Regulations
Category I Foreign Portfolio Investor(s) / Category I FPIs	FPIs who are registered as “Category I foreign portfolio investors” under the SEBI FPI Regulations
Category II Alternate Investment Fund / Category II AIF	AIFs who are registered as “Category II Alternative Investment Funds” under the SEBI AIF Regulations
Category II Foreign Portfolio Investor(s) / Category II FPIs	FPIs who are registered as “Category II foreign portfolio investors” under the SEBI FPI Regulations
Category III Alternate Investment Fund / Category III AIF	AIFs who are registered as “Category III Alternative Investment Funds” under the SEBI AIF Regulations.
CA	Chartered Accountant
CB	Controlling Branch
CDSL	Central Depository Services (India) Limited
CC	Cash Credit
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
CS	Company Secretary
CSR	Corporate social responsibility.
CFA	Chartered Financial Analyst
CS & CO	Company Secretary & Compliance Officer
CFO	Chief Financial Officer
CENVAT	Central Value Added Tax

<b>Term</b>	<b>Description</b>
CIBIL	Credit Information Bureau (India) Limited
CST	Central Sales Tax
COVID – 19	A public health emergency of international concern as declared by the World Health Organization on January 30, 2020 and a pandemic on March 11, 2020
CWA/ICWA/CMA	Cost and Works Accountant
CMD	Chairperson and Managing Director
Companies Act	Unless specified otherwise, this would imply to the provisions of the Companies Act, 2013 to the extent notified) and /or Provisions of Companies Act, 1956 w.r.t. the sections which have not yet been replaced by the Companies Act, 2013 through any official notification
Depository or Depositories	NSDL and CDSL.
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce, Government of India
DP	Depository Participant
DP ID	Depository Participant's Identification Number
EBITDA	Earnings Before Interest, Taxes, Depreciation & Amortization
ECS	Electronic Clearing System
ESIC	Employee's State Insurance Corporation
EPS	Earnings Per Share
EGM /EOGM	Extraordinary General Meeting
ESOP	Employee Stock Option Plan
EXIM/ EXIM Policy	Export – Import Policy
FCNR Account	Foreign Currency Non-Resident Account
FIPB	Foreign Investment Promotion Board
FY / Fiscal/Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
FEMA	Foreign Exchange Management Act, 1999 as amended from time to time, and the regulations framed there under.
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017
FCNR Account	Foreign Currency Non-Resident Account
FBT	Fringe Benefit Tax
FDI	Foreign Direct Investment
FIs	Financial Institutions
FIIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
FPIs	Foreign Portfolio Investors as defined under the SEBI FPI Regulations.
FTA	Foreign Trade Agreement.
FVCI	Foreign Venture Capital Investors registered with SEBI under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
FV	Face Value
GOI/Government	Government of India
GDP	Gross Domestic Product
GAAP	Generally Accepted Accounting Principles in India
GST	Goods and Service Tax
GVA	Gross Value Added
HNI	High Net Worth Individual
HUF	Hindu Undivided Family
ICAI	The Institute of Chartered Accountants of India
ICAI/ICMAI (Previously known as ICWAI)	The Institute of Cost Accountants of India
IMF	International Monetary Fund
INR / ₹/ Rupees/Rs.	Indian Rupees, the legal currency of the Republic of India
IIP	Index of Industrial Production
IPO	Initial Public Offer
ICSI	The Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
i.e	That is



<b>Term</b>	<b>Description</b>
I.T. Act	Income Tax Act, 1961, as amended from time to time
IT Authorities	Income Tax Authorities
IT Rules	Income Tax Rules, 1962, as amended, except as stated otherwise
Indian GAAP	Generally Accepted Accounting Principles in India
IRDA	Insurance Regulatory and Development Authority
KMP	Key Managerial Personnel
Ltd.	Limited
MAT	Minimum Alternate Tax
MCA	Ministry of Corporate Affairs, Government of India
MoF	Ministry of Finance, Government of India
M-o-M	Month-On-Month
MOU	Memorandum of Understanding
M. A	Master of Arts
M. B. A	Master of Business Administration
M. Com	Master of Commerce
Mn	Million
M. E	Master of Engineering
MRP	Maximum Retail Price
M. Tech	Masters of Technology
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MAPIN	Market Participants and Investors Database
MSMEs	Micro, Small and medium Enterprises
MoA	Memorandum of Association
NA	Not Applicable
Networth	The aggregate of paid-up Share Capital and Share Premium account and Reserves and Surplus (Excluding revaluation reserves) as reduced by aggregate of Miscellaneous Expenditure (to the extent not written off) and debit balance of Profit & Loss Account
NEFT	National Electronic Funds Transfer
NECS	National Electronic Clearing System
NAV	Net Asset Value
NPV	Net Present Value
NRI	Non-Resident Indians
NRE Account	Non-Resident External Account
NRO Account	Non-Resident Ordinary Account
NSE	National Stock Exchange of India Limited
NOC	No Objection Certificate
NSDL	National Securities Depository Limited
OCB	Overseas Corporate Bodies
P.A.	Per Annum
PF	Provident Fund
PG	Post Graduate
PAC	Persons Acting in Concert
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
PLI	Postal Life Insurance

<b>Term</b>	<b>Description</b>
POA	Power of Attorney
PSU	Public Sector Undertaking(s)
Pvt.	Private
RBI	The Reserve Bank of India
ROE	Return on Equity
R&D	Research & Development
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SCSB	Self-Certified Syndicate Banks
SEBI	Securities and Exchange Board of India
SEBI Act	The Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended from time to time
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended from time to time
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time
SEBI Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.
SEBI LODR Regulations/ SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time
SEBI (PFUTP) Regulations/PFUTP Regulations	SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003
SEBI Takeover Regulations or SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as repealed by the SEBI AIF Regulations, as amended
SICA	Sick Industrial Companies (Special provisions) Act, 1985, as amended from time to time
SME	Small and Medium Enterprises
STT	Securities Transaction Tax
Sec.	Section
SPV	Special Purpose Vehicle
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
TAN	Tax Deduction Account Number
TDS	Tax Deducted at Source
TRS	Transaction Registration Slip
TIN	Taxpayers Identification Number
US/United States	United States of America
UPI	Unified Payments Interface as a payment mechanism through National Payments Corporation of India with Application Supported by Block Amount for applications in public issues by retail individual investors through SCSBs
USD/ US\$/ \$	United States Dollar, the official currency of the United States of America
VCF / Venture Capital Fund	Foreign Venture Capital Funds as defined under the SEBI AIF Regulations
VAT	Value Added Tax
w.e.f.	With effect from
WIP	Work in process
Willful Defaulter	An entity or person categorized as a willful defaulter by any bank or financial institution or consortium thereof, in terms of regulation 2(1)(III) of the SEBI ICDR Regulations

<b>Term</b>	<b>Description</b>
YoY	Year over Year

*The words and expressions used but not defined in this Draft Prospectus will have the same meaning as assigned to such terms under the Companies Act, 1956/2013 the Securities and Exchange Board of India Act, 1992 (the "SEBI Act"), the SCRA, the Depositories Act and the rules and regulations made thereunder.*

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

## PRESENTATION OF FINANCIAL INDUSTRY AND MARKET DATA

### CERTAIN CONVENTIONS

All references in this Draft Prospectus to 'India' are to the Republic of India and its territories and possessions and all references herein to the 'Government', 'Indian Government', 'GoI', 'Central Government' or the 'State Government' are to the GoI, central or state, as applicable.

Unless otherwise specified, any time mentioned in this Draft Prospectus is in Indian Standard Time ("IST").

Unless indicated otherwise, all references to a year in this Draft Prospectus are to a calendar year.

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, our Company has presented numerical information in "lakhs" units. One lakh represents 1,00,000.

### FINANCIAL DATA

Unless stated otherwise, the financial statements in this Draft Prospectus are derived from our audited restated financial statements for the period ended on September 30, 2024 and the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 prepared in accordance with Indian GAAP which are included in this prospectus. For further information, see please refer section titled "**Restated Financial Statements**" beginning on page 157 of this Draft Prospectus.

In this Draft Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places.

Our Company's financial year commences on April 1st and ends on March 31st of the next year. Accordingly, all references to a particular financial year, unless stated otherwise, are to the 12-month period ended on March 31 of that year. Unless stated otherwise, or the context requires otherwise, all references to a "year" in this Draft Prospectus are to a calendar year.

There are significant differences between Indian GAAP, IFRS and US GAAP. The Company has not attempted to quantify their impact on the financial data included herein and urges you to consult your own advisors regarding such differences and their impact on the Company's financial data. Accordingly, to what extent, the Restated Financial Statements included in this Draft Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices, the Companies Act, Ind AS, and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian Accounting Practices on the financial disclosures presented in this Draft Prospectus should accordingly be limited.

Unless the context otherwise indicates, any percentage amounts, as set forth in "**Risk Factors**", "**Our Business**" and "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" beginning on page 29 , 111 and 187 respectively, of this Draft Prospectus, and elsewhere in this Draft Prospectus have been calculated on the basis of the "**Restated Financial statements**" of our Company as beginning on page 157 of this Draft Prospectus.

### CURRENCY AND UNITS OF PRESENTATION

In this Draft Prospectus, unless the context otherwise requires, all references to (a) 'Rupees' or 'Rs.' Or 'INR' are to Indian rupees, the official currency of the Republic of India; (b) 'US Dollars' or 'US\$' or 'USD' or '\$' are to United States Dollars, the official currency of the United States of America. All references to the word 'Lakh' or 'Lakhs', 'Lac' or 'Lacs', means 'One hundred thousand' and the word 'Million' means 'Ten Lakh' and the word 'Crore' means 'Ten Million' and the word 'Billion' means 'One Thousand Million'.

In this Draft Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures derived from our Restated Financial Statements in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places.

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

## **DEFINITIONS**

For definitions, please refer the chapter titled “*Definitions and Abbreviations*” beginning on page 6 of this Draft Prospectus. In the section titled “*Main Provisions of the Articles of Association*” beginning on page 258 of this Draft Prospectus, defined terms have the meaning given to such terms in the Articles of Association.

## **INDUSTRY AND MARKET DATA**

Unless stated otherwise, the industry and market data and forecasts used throughout this Draft Prospectus has been obtained from industry sources as well as Government Publications. Industry sources as well as Government 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 and underlying assumptions are not guaranteed and their reliability cannot be assured.

Further, the extent to which the industry and market data presented in this Draft Prospectus is meaningful depends on the reader’s familiarity with and understanding of the methodologies used in compiling such data. There are standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources.

## FORWARD LOOKING STATEMENTS

All statements contained in this Draft Prospectus that are not statements of historical fact constitute forward-looking statements. All statements regarding our expected financial condition and results of operations, business, plans and prospects are forward-looking statements. These forward-looking statements include statements with respect to our business strategy, our revenue and profitability, our projects and other matters discussed in this Draft Prospectus regarding matters that are not historical facts. Investors can generally identify forward-looking statements by the use of terminology such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “objective”, “plan”, “project”, “may”, “will”, “will continue”, “will pursue”, “contemplate”, “future”, “goal”, “propose”, “will likely result”, “will seek to” or other words or phrases of similar import. All forward-looking statements (whether made by us or any third party) are predictions and are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect.

Further the actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industries in India in which our Company operates and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and overseas which have an impact on our business activities or investments, the monetary and fiscal policies of India and other jurisdictions in which we operate, inflation, deflation, unanticipated volatility in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes, changes in competition in our industry and incidence of any natural calamities and/or acts of violence.

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

- Our ability to keep pace with the latest trends and customers’ requirements.
- Our ability to maintain optimum inventory levels.
- Any damage to repute of our brand, name or logo or any deterioration in public perception of our brand, could affect customer footfall, resulting in adverse impact our business, financial condition, cash flows and results of operations.
- Any adverse development affecting the region in which we operate, may have an adverse effect on our business, prospects, financial condition and results of operations.
- Our inability to meet our working capital requirements, on commercially acceptable terms, may have an adverse impact on our business, financial condition and results of operations.
- Competition from the big brands as well as small players operating in the sector in which we operate.
- Inability to effectively manage or expand our retail network and operations, or pursue our growth strategy,
- Our dependence on third -party artisans for the production and manufacturing of all of our products.
- Our manufacturing work is done by skilled craftsmen who do not work exclusively for us which exposes us to any risks/adverse developments affecting the skilled craftsmen.
- Changes in government policies and regulatory actions that apply to or affect our business;
- Changes in political and social conditions in India, the monetary and interest rate policies of India and other countries;
- The occurrence of natural disasters or calamities;

For further discussions of factors that could cause our actual results to differ, please refer the section titled “*Risk Factors*” and chapter titled “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page 111 and 187 of this Draft Prospectus, respectively. By their nature, certain market risk disclosures are only estimating and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

Forward-looking statements reflect the current views as of the date of this Draft Prospectus and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect.

Neither our Company, our Directors, our Promoters, the Lead Manager nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with the SEBI ICDR Regulations, our Company, will ensure that the investors in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchange for the Equity Shares pursuant to the Issue.



## SECTION II - SUMMARY OF OFFER DOCUMENT

The following is a general summary of certain disclosures included in this Draft Prospectus and is neither exhaustive, nor purports to contain a summary of all the disclosures in this Draft Prospectus or the Prospectus or the Prospectus, when filed, or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Prospectus, including “Risk Factors”, “The Issue”, “Capital Structure”, “Objects of the Issuer”, “Industry Overview”, “Our Business”, “Our Promoters and Promoter Group”, “Restated Financial Information”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, “Outstanding Litigation and Material Developments”, “Issue Procedure” and “Main Provisions of The Articles Of Association” on pages 6, 51, 64, 78, 93, 111, 148, 157, 187, 198, 231 and 258, respectively.

### SUMMARY OF OUR BUSINESS

Our company “**Manoj Jewellers Limited**” is engaged in the retail and wholesale business of jewellery and ornaments made from gold and diamonds, embellished with precious and semiprecious stones. Our extensive portfolio includes a wide range of items such as rings, earrings, armlets, pendants, gajrahs, nose rings, bracelets, chains, necklaces, bangles, and other wedding jewellery pieces. Our diverse collection caters to various tastes and occasions, offering customers a selection of exquisite pieces to choose from. Manoj Jewellers Limited aims to provide high-quality and beautifully crafted jewellery to meet the needs and preferences of our clientele.

For more details, please refer chapter titled “*Our Business*” beginning on page 111 of this Draft Prospectus.

### SUMMARY OF OUR INDUSTRY

The market size for India's gems and jewelry sector was valued at US\$ 78.50 billion in FY21. Growth in exports is mainly due to revived import demand in the export market of the US and fulfillment of orders received by numerous Indian exhibitors during the Virtual Buyer-Seller Meets (VBSMs) conducted by GJEPC.

India’s gems and jewelry exports reached US\$ 39.14 billion in 2021-22, a 54.13% rise from the previous year. In October 2022, India’s gems and jewelry exports was at US\$ 1.48 billion. The Government of India is aiming at US\$ 70 billion in jewelry export in the next five years (until 2025), up from US\$ 35 billion in 2020.

India's position as a hub for jewelry manufacturing, supported by 450 organized manufacturers, importers, and exporters, is likely to strengthen as liberal policies continue to benefit the sector. The industry is projected to reach a market size of US\$ 100 billion by 2027, supported by these positive developments and increasing demand for jewellery.

For more details, please refer chapter titled “*Industry Overview*” beginning on page 93 of this Draft Prospectus.

### OUR PROMOTERS

The promoters of our company are Mr. Manoj Kumar, Ms. Raj Kumari, Mr. Sunil Shantilal and Ms. Shalu.

### SIZE OF ISSUE

The following table summarizes the details of the Issue. For further details, see “*The Issue*” and “*Issue Structure*” beginning on pages 51 and 229, respectively.

<b>Issue of Equity Shares</b>	Up to 30,00,000 Equity shares of ₹10/- each for cash at a price of ₹ [●] per Equity share (including a premium of ₹ [●] per Equity Share) aggregating to ₹ [●] Lakhs
<b>Out of which:</b>	
➤ Fresh Issue <sup>(1)</sup>	Up to 30,00,000 Equity Shares aggregating up to ₹ [●] Lakhs
<b>Of which:</b>	
<b>Market Maker Reservation Portion</b>	[●] Equity shares of ₹10/- each for cash at a price of ₹ [●] per Equity shares aggregating to ₹ [●] Lakhs
<b>Net Issue</b>	[●] Equity shares of ₹10/- each for cash at a price of ₹ [●] per Equity shares aggregating to ₹ [●] Lakhs

(1) The Fresh Issue has been authorized by our Board pursuant to resolutions passed at its meetings held on September 26, 2024 and by our Shareholders pursuant to a special resolution passed at their meetings held on September 27, 2024.

## OBJECTS OF THE ISSUE

Our Company intends to utilize the Net Proceeds for the following objects:

(₹ in Lakhs)

Sr. No	Particulars	Amount
1.	Repayment/ prepayment of certain borrowings availed by our Company	1323.00
2.	General Corporate Purpose	[•]
3.	Issue Expenses	[•]
	<b>Total</b>	[•]

#The amount utilized for general corporate purpose shall not exceed 25% of the gross proceeds of the Issue, or such amount as may be provided in the extant legislations applicable at the time of filing the Prospectus with the RoC.

\*To be determined upon finalisation of the Issue Price and updated in the Prospectus prior to filing with the RoC.

For further details, please refer to chapter titled “Objects of the Issue” beginning on page 78 of this Draft Prospectus.

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

Set forth is the Pre-Issue shareholding of our Promoters, Promoter group as a percentage of the paid-up share capital of the Company:

Category of Promoter	Pre-Issue	
	No. of Shares	% of pre-issue Capital
<b>Promoters</b>		
Mr. Manoj Kumar	25,66,615	42.88%
Mr. Sunil Shantilal	14,77,264	24.68%
Ms. Raj Kumari	6,32,500	10.57%
Ms. Shalu	9,17,126	15.32%
<b>Promoter Group</b>		
Ms. Damayanthi Bai	9,624	0.16%
Ms. Vanshika M	41,250	0.69%
Ms. Prachi M	41,250	0.69%
<b>Total</b>	<b>56,85,629</b>	<b>94.99%</b>

## SUMMARY OF RESTATED FINANCIAL STATEMENTS

(₹ in lakhs other than share data)

Particulars	For the period ended on September 30 , 2024	For the year ended March 31		
		2024	2023	2022
Share Capital	598.56	598.56	598.56	166.75
Net worth#	1205.33	979.88	655.74	243.38
Total Revenue\$	2479.42	4338.42	1363.52	675.82
Profit after Tax	225.46	324.13	62.36	36.47
Earnings per share (Basic & diluted) (₹)@	7.53	5.42	1.14	0.69
Net Asset Value per Equity Share (₹)*	20.14	16.37	12.03	4.60
Total borrowings^	1911.15	1538.40	567.34	1200.82

#Net Worth = Restated Equity Share Capital plus Restated Reserves & Surplus

\$Total Revenue = Restated Revenue from operations plus Restated Other Income

@ Earnings per share (Basic & diluted) = Restated profit after tax for the period divided by Restated weighted average number of Equity Shares outstanding during the period

\*Net Asset Value per Equity Share = Restated Net worth divided by Restated weighted average number of Equity Shares outstanding during the period

^Total Borrowings = Restated Long-Term Borrowings plus Restated Short Term Borrowings

**Notes:**

- (1) Our Board of Directors pursuant to a resolution dated June 10, 2022 and Shareholders pursuant to an ordinary resolution dated June 10, 2022, have approved the issuance and allotment of 4,16,876 bonus Equity Shares in the ratio of One Equity Shares for every Four existing fully paid-up Equity Share.
- (2) Our Board of Directors pursuant to a resolution dated June 17, 2022 and Shareholders pursuant to an ordinary resolution dated June 17, 2022, have approved the issuance and allotment of 2,08,438 bonus Equity Shares in the ratio of One Equity Shares for every ten existing fully paid-up Equity Share.
- (3) Our Board of Directors pursuant to a resolution dated December 23, 2022, have approved issuance and allotment of 7,00,000 Equity Shares in terms of Rights Issue.
- (4) Our Board of Directors pursuant to a resolution dated January 06, 2023 and Shareholders pursuant to an ordinary resolution dated January 06, 2023, have approved the issuance and allotment of 29,92,814 bonus Equity Shares in the ratio of One Equity Shares for every One existing fully paid-up Equity Share.

**QUALIFICATIONS OF AUDITORS**

There are no qualifications included by the Statutory Auditors in their audit reports and hence no effect is required to be given in the Restated Financial Information.

**SUMMARY OF OUTSTANDING LITIGATIONS & MATERIAL DEVELOPMENTS**

A summary of pending legal proceedings and other material litigations involving our Company, our Promoters, our Directors and our Group Companies as on the date of this Draft Prospectus is provided 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	Aggregate amount involved (Rs in Lakhs)
<b>Company</b>						
By the Company	NA	NA	NA	NA	NA	NA
Against the Company	NA	1	NA	NA	NA	0.89
<b>Directors</b>						
By our Directors	NA	NA	NA	NA	NA	NA
Against the Directors	NA	2	NA	NA	NA	16.58
<b>Promoters*</b>						
By Promoters	NA	NA	NA	NA	NA	NA
Against Promoters	NA	5	NA	NA	NA	17.56
<b>Subsidiaries</b>						
By Subsidiaries	NA	NA	NA	NA	NA	NA
Against Subsidiaries	NA	NA	NA	NA	NA	NA
<b>Group Companies</b>						
By Group Companies	NA	NA	NA	NA	NA	NA
Against Group Companies	NA	NA	NA	NA	NA	NA

\*Our Promoter is also the Managing director of the Company. Hence litigation against him has not been included under the heading of director to avoid repetition.

**Brief details of top 5 Criminal Case against our Promoters:**

Sr. No.	Particulars	Litigation filed by	Current status	Amount involved
1	NA	NA	NA	NA

**RISK FACTORS**

For details relating to risk factors, please refer section titled “Risk Factors” beginning on page 29 of this Draft Prospectus.

**SUMMARY OF CONTINGENT LIABILITIES OF OUR COMPANY**

The following is a summary table of our company’s contingent liabilities as:

Particulars	As on September 30, 2024	As at March 31,		
		2024	2023	2022
Related to Direct Tax matter	0.87	0.86	0.77	0.75
Related to Indirect Tax matter	1.40	-	-	-
<b>Total</b>	<b>2.27</b>	<b>0.86</b>	<b>0.77</b>	<b>0.75</b>

For details, please refer to Section titled “Restated Financial Statements” beginning on page 157 of this Draft Prospectus.

**SUMMARY OF RELATED PARTY TRANSACTIONS**

**ANNEXURE - IX: Restated Standalone Statement of Related Party Disclosures**

As required under Accounting Standard 18 “Related Party Disclosures” as notified pursuant to Company (Accounting Standard) Rules 2006, following are details of transactions during the year with related parties of the company as defined in AS 18.

**List of Related Parties where Control exists and Relationships:**

Sr. No	Name of the Related Party	Relationship
1.	Mr.S.Manoj Kumar	Key Managerial Personnel
2.	Mr. S. Sunil	Key Managerial Personnel
3.	Ms. Rajkumari M	Key Managerial Personnel
4.	Ms. Vaneeta Khanna	Key Managerial Personnel
5.	Mr. Mayank GirishBhai Garach	Key Managerial Personnel
6.	Ms. Damayanthi Bai	Relative of KMP
7.	Ms. Prachi	Relative of KMP
8.	Ms. Shalu	Relative of KMP
9.	Ms.Vanshika M	Relative of KMP

**Note 1:** The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure IX

(Rs. in Lakhs)

Transactions during the year:	September 30, 2024	For the Year Ended on		
		March 31, 2024	March 31, 2023	March 31, 2022
<b>Interest Expense</b>				
Mr.S.Manoj Kumar	1.99	1.21	9.96	10.56
Mr. S. Sunil	2.74	2.57	8.27	8.11
Ms. Rajkumari M	-	-	-	-
<b>Remuneration</b>				

Mr.S.Manoj Kumar	6.00	12.00	12.00	7.00
Mr. S. Sunil	5.00	10.00	10.00	7.00
Ms. Rajkumari M	4.00	8.00	8.66	3.30
Ms. Shalu	2.80	4.80	2.79	1.40
Ms.Vanshika M	-	-	2.64	0.85
Ms. Vaneeta Khanna	1.32	2.58	1.26	-
Mr. Mayank GirishBhai Garach	0.20	-	-	-

## FINANCING ARRANGEMENTS

There have been no financing arrangements whereby our Promoters, members of the Promoter group, our directors and their relatives have financed the purchase by any other person of securities of our Company during a period of six (6) months immediately preceding the date of this Draft Prospectus.

## WEIGHTED AVERAGE PRICE OF EQUITY SHARES ACQUIRED BY OUR PROMOTERS

The weighted average cost of acquisition of Equity Shares by our Promoters in the last one (1) year preceding the date of this Draft Prospectus set forth in the table below:

Name of Promoters	Number of Shares	Weighted Average Cost of Acquisition per Equity Share (in ₹)
Mr. Manoj Kumar	NA	NA
Mr. Sunil Shantilal	NA	NA
Ms. Shalu	NA	NA
Ms. Raj Kumari	NA	NA

*The weighted average cost of acquisition of Equity Shares by our Promoters have been calculated by taking into account the amount paid by them to acquire and Shares allotted to them divided by number of shares acquired in last one (1) year.*

*\*As certified by M/s. Mardia & Associates., Chartered Accountants, by way of their certificate dated December 02, 2024.*

## AVERAGE COST OF ACQUISITION OF PROMOTERS

The average cost of acquisition of Equity Shares by our Promoters is set forth in the table below:

Name of Promoters	Number of Shares	Average Cost of Acquisition per Equity Share (in ₹)
Mr. Manoj Kumar	25,66,615	7.8846
Mr. Sunil Shantilal	14,77,264	9.9678
Ms. Shalu	9,17,126	0.7905
Ms. Raj Kumari	6,32,500	0.7905

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

*\*As certified by M/s. Mardia & Associates., Chartered Accountants, by way of their certificate dated December 02, 2024.*

## DETAILS OF PRE-IPO PLACEMENT

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

## ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH IN THE LAST ONE (1) YEAR

Our company has not issued Equity Shares for consideration other than cash in the one (1) year preceding the date of this Draft Prospectus.

## SPLIT / CONSOLIDATION OF EQUITY SHARES IN THE LAST ONE YEAR

Our Company has not undertaken consolidation of the Equity Shares in the one year preceding the date of this Draft Prospectus.

**EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS, IF ANY, GRANTED BY SEBI**

Our company has not applied or received any exemption from complying with any provisions of securities laws by SEBI.

## SECTION III – RISK FACTORS

An investment in Equity Shares involves a high degree of financial risk. Investors should carefully consider all information in this Draft Prospectus, including the risks described below, before making an investment in our Equity Shares. If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our business, results of operations, cash flows and financial condition could suffer, the price of the Equity Shares could decline, and you may lose all or part of your investment. In making an investment decision, prospective investors must rely on their own examination of us and the terms of the Issue including the merits and risks involved. Investors should consult their tax, financial and legal advisors about particular consequences to them of an investment in the Issue. The risk factors set forth below do not purport to be complete or comprehensive in terms of all the risk factors that may arise in connection with our business or any decision to purchase, own or dispose of the Equity Shares. This section addresses general risks associated with the industry in which we operate and specific risks associated with our Company. However, there are certain risk factors where the financial impact is not quantifiable and, therefore, such financial impact cannot be disclosed in such risk factors. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section. Any of the following risks, as well as the other risks and uncertainties discussed in this Draft Prospectus, could have a material adverse effect on our business and could cause the trading price of our Equity Shares to decline and you may lose all or part of your investment.

This Draft Prospectus also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Prospectus. See chapter titled “Forward Looking Statements” beginning on page 21 of this Draft Prospectus.

To obtain a better understanding of our business, you should read this chapter in conjunction with other chapters of this Draft Prospectus, including the chapters titled “Our Business”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, “Industry Overview” and “Restated Financial Statements” on page 111, 187, 93 and 157 respectively of this Draft Prospectus, together with all other Restated Financial Statements contained in this Draft Prospectus. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Prospectus.

Unless otherwise stated, the financial data in this chapter is derived from our Restated Financial Statements for the period ended on September 30, 2024 and financial years ended March 31, 2024, 2023, and 2022 as included in “Restated Financial Statements” beginning on page 157 of this Draft Prospectus.

### MATERIALITY

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

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

### INTERNAL RISKS

#### 1. We have certain outstanding litigation against us, an adverse outcome of which may adversely affect our business, reputation and results of operations.

A summary of outstanding matters set out below includes details of civil and criminal proceedings, tax proceedings, statutory and regulatory actions and other material pending litigation involving us, our Subsidiary, Directors, Promoter and Group Company, as at the date of this Draft Prospectus.

#### Cases against our Company

Nature of Cases	No of Outstanding Cases	Amount involved (In Lakhs)
Criminal Complaints	--	--
Statutory/ Regulatory Authorities	--	--
Taxation Matters	1	0.89
Other Litigation	--	--



### Cases against our Director and / or Promoters

Nature of Cases	No of Outstanding Cases	Amount involved (In Lakhs)
Criminal Complaints	--	--
Statutory/ Regulatory Authorities	--	--
Taxation Matters	7	34.13
Other Litigation	--	--

### Cases against our Group Companies and / or Subsidiaries

Nature of Cases	No of Outstanding Cases	Amount involved (In Lakhs)
Criminal Complaints	--	--
Statutory/ Regulatory Authorities	--	--
Taxation Matters	--	--
Other Litigation	--	--

The amounts claimed in these proceedings have been disclosed to the extent ascertainable and include amounts claimed jointly and severally. If any new developments arise, such as a change in Indian law or rulings against us by appellate courts or tribunals, we may need to make provisions in our financial statements that could increase our expenses and current liabilities.

We cannot assure you that any of the outstanding litigation matters will be settled in our favour or that no additional liabilities will arise out of these proceedings. In addition to the above, we could also be adversely affected by complaints, claims or legal actions brought by persons, including before consumer forums or sector-specific or other regulatory authorities in the ordinary course of business or otherwise, in relation to our business operations, our intellectual property, our branding or marketing efforts or campaigns or our policies. We may also be subject to legal action by our employees and/or former employees in relation to alleged grievances, such as termination of employment. We cannot assure you that such complaints, claims or requests for information will not result in investigations, enquiries or legal actions by any regulatory authority or third persons against us.

For further details of certain material legal proceedings involving our Company, our Promoter, our directors, see “*Outstanding Litigations and Material Developments*” beginning on page 198 of this Draft Prospectus.

### ***2. Our income and sales are subject to seasonal fluctuations and lower income in a peak season may have a disproportionate effect on our results of operations.***

We operate in an industry that is driven by fluctuation seasonal fluctuations. Our sales peak during festival/wedding seasons and on occasions such as Akshay Tritiya, Dhanteras, Diwali, wedding season, etc. While we stock certain inventory to account for this seasonality, our fixed costs such as lease rentals, employee salaries, showroom operating costs and logistics-related expenses, which form a significant portion of operating costs, are relatively constant throughout the year. Consequently, lower than expected net sales during the third or fourth quarters of the fiscal year or more pronounced seasonal variations in sales in the future could have a disproportionate impact on our operating results for the fiscal year, or could strain our resources and impair our cash flows. Any slowdown in demand for our jewellery during peak seasons or failure by us to accurately anticipate and prepare for such seasonal fluctuations could have a material adverse effect on our business, financial condition and results of operations.

### ***3. We may be unable to respond to changes in consumer demands and market trends in a timely manner.***

Our success depends on our ability to identify, originate and define product and market trends, both on a pan India, international and more local level, as well as to anticipate, gauge and react to rapidly changing consumer demands in a timely manner. Our products must also appeal to a broad range of customers whose preferences may vary significantly across regions and cannot be predicted with certainty. We cannot assure you that the demand for our products with end-consumers will continue to grow or that we will be able to continue to develop appealing styles or meet rapidly changing consumer demands in the future. If we misjudge the market for our jewellery products or fail to anticipate a shift in consumer preferences, we may be faced with a reduction in revenues. Customer preferences regarding diamonds, gold and other precious metals and gemstones also influence the level of our sales. Customer preferences could be affected by a variety of issues, including promotion of specific types of jewellery by the fashion industry, such as the promotion of silver over traditional gold jewellery, a decrease in the perceived value and customer satisfaction of the jewellery compared to its price, the availability of alternate metals and consumer attitudes towards the substitution of our products with other products or a shift in customer preference to other luxury products. Any inability to respond to changes in

consumer demands and market trends in a timely manner could have a material adverse effect on our business, financial condition and results of operations.

**4. *Our ability to attract customers is dependent on the success and visibility of our showrooms.***

Sales at our showroom is derived, in part, from the volume of customer visits in the relevant locations. Showroom locations may become unsuitable, and our sales volume and customer traffic generally may be slowed, by, among other things: economic downturns in a particular area; competition from nearby jewellery companies; changing consumer demographics in a particular market; changing lifestyle choices of consumers in a particular market; government-imposed lockdowns due to pandemics, such as COVID-19; and the popularity of other businesses located near our showrooms. Given our dependence on customers visiting our showrooms, our success is partially dependent upon the continued popularity of our location. Changes in areas around our showroom location that result in reductions in customer traffic or otherwise render the locations unsuitable could result in reduced sales volume, which could materially and adversely affect our business, financial condition and results of operations.

**5. *The non-availability or high cost of quality gold bullion and diamonds and fluctuations in their prices may have an adverse effect on our business, results of operations and financial condition.***

The jewellery industry is generally affected by fluctuations in the price and supply of gold, diamonds and, also to some extent, other precious and semi-precious metals and stones. Timely procurement of materials such as gold bullion, diamonds and precious and semiprecious stones, as well as the quality and the price at which it is procured, play an important role in the successful operation of our business. Accordingly, our business is affected by the availability, cost and quality of raw materials. The prices and supply of these and other materials depend on factors beyond our control, including general economic conditions, competition, production levels and regulatory factors such as custom duties. Further, fluctuations in gold prices may affect our results of operations in various ways. An increase in the price of gold may result in an increase in our income from sales assuming such increases do not adversely affect sales volumes. However, a significant increase in the price of gold or a negative outlook on future gold prices could, in the short term, adversely affect our sales volumes. We cannot assure you that we will be able to procure quality raw materials at competitive prices or at all.

**6. *Jewellery purchases are discretionary and often perceived as luxury purchases. Any factor negatively impacting discretionary spending by consumers may adversely affect our business, results of operations, financial condition and prospects.***

Jewellery purchases are typically high-value, luxury purchases and depend on consumer's discretionary spending power. Various factors affect discretionary consumer spending, including economic conditions, perceptions of such conditions by consumers, economic outlook, employment, the level of consumer's disposable income, the savings ratio, business conditions, inflation levels, interest rates, consumer debt and asset values, availability of credit and levels of taxation, among others.

Most of our customers are individuals who purchase jewellery for personal use and who are generally less financially resilient than corporate entities. Additionally, gold and diamond jewellery is not perceived to be a necessity which may result in a significant fall in demand in the case of adverse economic conditions as opposed to demand for those goods that are perceived as a necessity. Any such fall in demand or a decline in the general economic conditions in India or our international markets or conditions which may bring discretionary spending by consumers under pressure could adversely affect our business, financial condition and results of operations.

**7. *The strength of our brands is crucial to our growth and success and we may not succeed in continuing to maintain and develop our brands.***

We consider our brand "Manoj Jewellers" particularly to be very important for our business. Our business and results of operations are influenced by the strength and popularity of our brands, including the level of consumer recognition and perception of our brands in the mind of varied customers. We believe that in the business of gold jewellery the value and the trust of a brand plays a very important role in the overall growth of the business and its result of operations. The strength of our brands depends on factors such as our growth, our product designs, the materials used to make our products, the quality of our products, the designs, the distinct character and presentation of our products as well as the presentation and layout of our showrooms. Public communication activities such as advertising, public relations, promotions, offers and marketing as well as the general perception of our business also impact our brands. Failure to manage any of the above factors or failure of our promotional and allied activities to differentiate and further strengthen our brands could adversely affect the value and perception of our brands and our ability to maintain existing customers and attract new customers, and, as a result, have a material adverse effect on our business, results of operations and financial condition. We may face negative brand publicity and brand dilution to the extent we fail to develop, promote and position our brands effectively

and consistently in the competitive market, with respect to new products, current products, various range of offerings or any new product categories. However, there can be no assurance that our advertising or marketing efforts are or will be successful at all times and may result in increased sales. Furthermore, there can be no assurance that our marketing efforts will succeed in maintaining our brand and its perception with customers.

**8. *Volatility in the market price of gold and diamonds has a bearing on the value of our inventory and may affect our income, profitability and scale of operations.***

The jewellery industry generally is affected by fluctuations in the price and supply of gold, to a lesser extent, diamonds and other precious and semi-precious metals and stones. Gold prices have been volatile in the recent past, although, there has been an increased investment demand for gold globally. Fluctuations in gold prices may affect consumer demand as well as operating costs of our Company. An increase in the price of gold may result in an increase in our income from sales assuming such increases do not adversely affect sales volumes. However, a significant increase in the price of gold or a negative outlook on future gold prices could, in the short term, adversely affect our sales volumes. Any such fluctuation in the price of gold, diamonds or other raw materials may materially and adversely affect our revenue from operations and profitability.

**9. *The operations of our Company are located in the state of Tamil Nadu, any adverse developments affecting operations in this region could have a significant impact on our business, and results of operations.***

Our Showrooms are located in Chennai, Tamil Nadu. We essentially carry our business operations, including procuring of raw material and sale of our products, in the state of Tamil Nadu only. This reliance on specific operating location heightens our exposure to adverse developments related to economic and demographic changes in this region, which may adversely affect our business prospects, financial conditions and results of operations. While we strive to maintain a stable supply chain, various factors—such as economic fluctuations, regulatory changes, or natural disruptions impacting the state of Tamil Nadu, could impact our procurement process. As such, there may be potential risks that could affect availability and pricing of the raw materials required by us.

Economic downturns in these regions may affect suppliers' ability to deliver consistent quality and quantity of materials. Furthermore, any adverse regulatory, economic, social or force majeure events, within the State of Tamil Nadu, may deter the customers from investing in capital goods, which may have adverse effect on our business and results of operations.

Although we haven't faced any such instances in the past, but we cannot assure you that any such event which will have direct impact on the region where we operate, will not cause any adverse impact on the business of the Company, accordingly 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.

**10. *The coronavirus pandemic ("COVID-19") has had an effect on our business and operations, and the extent to which it may continue to do so in the future cannot be predicted.***

In the first half of calendar year 2020, COVID-19 spread to a majority of countries across the world, including India. The COVID-19 pandemic has had, and may continue to have, significant repercussions across local, national and global economies and financial markets. The global impact of the COVID-19 pandemic has been rapidly evolving and public health officials and governmental authorities responded by taking measures, including in India where our operations are primarily based, such as prohibiting people from assembling in large numbers, instituting quarantines, restricting travel, issuing "stay-at-home" orders and restricting the types of businesses that may continue to operate, among many others. Due to such government mandated lockdown in India, we had to temporarily close all of our showrooms and our offices. Like any other business across the country, even our operations and revenues had an impact during the lockdown.

In accordance to the government notification passed at regular intervals, we had to ensure that we maintain all our employees at all our showrooms and offices with very minimal business and revenue being generated. This had an effect on our financials.

**11. *The Indian jewellery retail industry is extremely competitive***

Competition in the Indian jewellery industry is significant. We operate in highly competitive and fragmented markets, and competition in these markets is based primarily on market trends and customer preferences. The players in the jewellery sector in India often offer their products at highly competitive prices and many of them are well established in their local markets.

Some of our competitors may be larger than us in terms of business volume and may have greater capital, technical capabilities and financial and other resources than us which may enable them to undertake larger and more complex projects. In addition, our competitors that are smaller specialized companies may compete effectively against us based on price and their concentrated size and focus. For details of our competitors, see the section “*Our Business*” beginning on page 111.

Customer acquisition and retention remain key focus areas for us. We compete for customers, based on various factors, including design of our jewellery, pricing, quality of our jewellery and after sales service. If we do not compete in these areas effectively, this could lead to a decrease in our market share, an increase in our marketing and other expenses. This could adversely affect our profitability, as it would cause us to experience lower revenue and additional selling costs to replace customers and recapture lost revenue. Aggressive discounting by competitors may force us to reduce our prices in order to remain competitive and may thereby adversely impact our results of operations. The pricing of gold jewellery in particular is extremely competitive due to its objectively verifiable value, resulting in us having limited control over our pricing of gold jewellery. There can be no assurance that we can effectively compete with our competitors in the future, and any such failure to compete effectively may have a material adverse effect on our business, financial condition, results of operations and prospects.

***12. If we lose the services of the members of our senior management or other key employees or if we are not able to attract or retain qualified persons, our business and operations would be adversely affected.***

Our performance is substantially dependent on the performance of our senior management and key employees. Although some of the members of our senior management have been with us for a long period of time, there can be no assurance that any member of our senior management or other key employees will not leave us in the future. Such departures may adversely affect our business and operations.

Our success is also highly dependent on our continuing ability to identify, hire, train, retain and motivate highly qualified management, technical, sales and marketing personnel. In particular, the recruitment of skilled product developers and experienced sales personnel remains critical to our success. Competition for such skills is intense and continuous, and we may not be able to attract, integrate or retain highly qualified technical, sales or managerial personnel in the future. In addition, in our effort to attract and retain critical personnel, we may experience increased compensation costs that are not offset by either improved productivity or higher sales/ prices for our software products or services.

***13. We are dependent on third-party transportation providers for the delivery of our products, and any disruption in such delivery or failure by third parties to provide their services may adversely affect our operations.***

Our success depends on the uninterrupted supply and transportation of our products. We rely on our vendors to deliver our finished products. Although we have not encountered any significant disruption to the supply and transportation restrictions/ lockdown consequent to the outbreak of the COVID-19 pandemic temporarily affected our ability to transport of our finished products. There can be no assurance that any such disruption will not occur in near future as a result of these factors and that such disruptions will not be material. Transportation strikes may have an adverse effect on supplies and deliveries. In addition, products 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 products which may also affect our business and results of operation negatively. A failure to deliver our products in an efficient and reliable manner could have a material and adverse effect on our business, financial condition and results of operations. Any recompense received from insurers or third-party transportation providers may be insufficient to cover the cost of any delays and will not repair damage to our relationships with our affected customers.

***14. Any failure in our quality control processes may have an adverse effect on our business, brand, results of operations and financial condition.***

We ensure at all times that we undertake a number of quality control procedures to ensure that our products meet quality expectations of our customers. We ensure that all our jewellery is hallmarked as prescribed by Bureau of Indian Standards (“**BIS**”) at all times and the necessary documents and certificate are duly provided as a part of the packaging of our products. However, there is no assurance that the quality control measures carried out by us for all products will be effective at all times and that our product shall match the highest quality standard. If we receive negative publicity about the quality of our jewellery due to our quality control process being ineffective, it will have an adverse effect on our business, brand, result of operation and financial condition.

***15. We have informal arrangements with various artisans who are engaged in making jewellery for us. procure We do not enter into long term formal agreements with such artisans and may not be able to procure sufficient quantities or desired quality of products from such artisans in a timely manner or at acceptable prices, or on an exclusive basis, which may adversely affect our business, financial condition and results of operations.***

We engage the services of third-party artisans for making the jewellery items for our Company. We do not have any artisans and/or jewellery designers on our rolls, further we do not have any formal or long terms agreements with such artisans and they work for us solely based on an informal arrangement. We generally work with the third-party artisans on purchase order basis and these artisans don't work with us on exclusive basis. In the event of disruption of the services of any of our artisans, we may face delays in supplies and owing to which our results and financial position would be adversely effected.

Furthermore, discontinuation of production by these artisans or a failure of these artisans to adhere to the delivery schedule or the required quality could hamper our inventory management. There can be no assurance that strong demand, capacity limitations or other problems experienced by our artisans will not result in occasional shortages or delays in their supply of products to us. Further, we cannot assure you that our artisans will continue to be associated with us on reasonable terms, or at all. Since these artisans are not contractually bound to deal with us exclusively, we may face the risk of our competitors offering better terms to such artisans, which may cause them to cater to our competitors alongside, or even instead of us. In the event that we fail to secure sufficient quantities of such products from our artisans at acceptable quality and prices in a timely manner, our business, financial performance and cash flows may be adversely affected. While there have not been any instances or events in the past that has resulted in any shortfall in supply of our products, we cannot assure you that such incidents will not occur in the future.

***16. We are dependent upon few suppliers for supply of our products. In an eventuality where our suppliers are unable to deliver us the required materials in a time-bound manner it may have a material adverse effect on our business operations and profitability.***

For the six months period ended September 30, 2024 and for the financial years ended on March 31, 2024, 2023 and 2022, our top 10 suppliers contributed around 83.93%, 70.03%, 46.38%, and 90.77% respectively and top 5 suppliers contributed around 71.43%, 64.82%, 38.24%, and 72.97%, respectively of our purchases. In the event of a delay, inadequacy or default in deliveries by any of our vendors, we may not be able to source our products on an adequate and timely basis or on commercially acceptable terms. A major disruption to the timely and adequate supplies of products could adversely affect our business, results of operations and financial condition. Any problems faced by our suppliers in their manufacturing facilities resulting in delays or non-adherence to quality requirements could adversely impact our ability to meet our customers' requirements in time and our operations would be affected to the extent we are unable to line up supplies from alternate suppliers.

***17. Current locations of our stores may become unattractive, and suitable new locations may not be available for a reasonable price or acceptable terms, if at all.***

The success of any store depends in part on its location. We aim to make our products available in stores opened in strategic locations and in high-density cluster areas. We cannot assure you that current locations of store operated by us will continue to be attractive or profitable as demographic patterns change, or as leases are renewed/extended on terms less favourable to us. Neighbourhood or economic conditions where our stores are located could decline in the future, thus resulting in reduced sales. Alternatively, neighbourhoods could continue to improve and escalate real estate prices, which may not be proportionate to the sales we are able to carry out. In the event real estate prices increase or if we are unable to renew lease agreements for our existing stores on terms favourable to us, such store locations may not be profitable for our business, and we may be compelled to reassess the feasibility of such store.

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

Our revenues are influenced by our marketing plans including brand building activities and advertising. If we adopt unsuccessful marketing and advertising campaigns, we may fail to attract new customers or retain existing customers. If our marketing and advertising strategies are unsuccessful, our business and results of operations could be materially adversely affected.

The support of our employees is also critical for the success of our marketing programmes, such as local marketing and any new strategic initiatives we seek to undertake. While we can mandate certain strategic initiatives, we need the active support of our employees if the implementation of these initiatives is to be successful. The failure of our employees to support our marketing programmes and strategic initiatives could adversely affect our ability to implement our business strategy and harm our business, financial condition, results of operations and prospects.

**19. *We could become liable to customers, suffer adverse publicity and incur substantial costs as a result of defects in our products, 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/services 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/services 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 products, services including those arising from a drop in quality of merchandise from our vendors, mishaps resulting from the use of our products, or any other unforeseen events could affect our reputation and our results from operations.

**20. *We may be subject to fraud, theft, employee negligence or similar incidents.***

Our operations may be subject to incidents of theft or damage to inventory in transit, prior to or during showroom stocking and display. Our industry typically encounters some inventory loss on account of employee theft, shoplifting, vendor fraud, credit card fraud and general administrative error. Although we have set up various security measures, there can be no assurance that we will not experience any fraud, theft, employee negligence, security lapse, loss in transit or similar incidents in the future, which could adversely affect our results of operations and financial condition.

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

**21. *If we are unable to maintain an optimal level of inventory, our business, results of operations and financial condition may be adversely affected.***

The success of our business depends upon our ability to anticipate and forecast customer demand and trends. Any error in our forecast could result in either surplus stock, which we may not be able to sell in a timely manner, or at all, or under stocking, which could affect our ability to meet customer demand. An optimal level of inventory is important to our business as it allows us to respond to customer demand effectively and to maintain a full range of products at our stores. We plan our inventory and estimate our sales based on the forecast, demand and requirements for the forthcoming seasons. If we fail to accurately forecast customer demand, we may experience excess inventory levels or a shortage of products available for sale. If we under-stock inventory, our ability to meet customer demand may be impaired. If we over-stock inventory, our capital requirements may increase and we may incur additional financing and storage costs. Any unsold inventory may have to be sold at cost price or lower than cost price or discarded, potentially leading to losses. We cannot assure you that we will be able to sell surplus stock in a timely manner, or at all, which in turn may adversely affect our business, results of operations and financial condition.

**22. *We are required to maintain various licences and permits for our business***

Our business is subject to applicable government regulations and legislations and we require certain statutory and regulatory approvals, licences, registrations and permissions for operating our business. These permits, licences and approvals may also be tied to numerous conditions and terms, obtaining some of which may be time consuming and may incur high cost. We cannot assure you that we will be able to continuously meet such conditions or be able to prove compliance with such conditions to statutory authorities, which may lead to cancellation, revocation or suspension of relevant permits, licenses, registrations and approvals. There is no assurance in the future that the permits, licenses, registrations and approvals applied for or held by us will be issued, approved or renewed in a prompt manner, or at all, under applicable laws. Further, applications for approvals, licenses, registrations and permissions for operating our business need to be made within certain timeframes and are often subject to the discretion of relevant authorities. If we are unable to make applications or renew or obtain necessary permits, licenses and approvals on acceptable terms, in a timely manner, at a reasonable cost, or at all or in the event we fail to comply with the terms and conditions therein, it could materially and adversely affect our financial condition and results of operations, including cancellation, revocation or suspension of relevant permits, licenses, registrations and approvals and the imposition of penalties by relevant authorities. For details, see “*Government and Other Approvals*” on page 203.

**23. We may be unable to renew our leases for the properties occupied by us or secure leases for our existing or new properties on commercially acceptable terms.**

We typically enter into lease agreements for the properties occupied by us. While we renew these lease agreements periodically in the ordinary course of business, in the event that these existing leases are terminated or they are not renewed on commercially acceptable terms, we may suffer a disruption in our operations. If alternative premises are not available at the same or similar costs, sizes or locations, our business, financial condition and results of operations may be adversely affected. In addition, any adverse development relating to the landlords' title or ownership rights to such properties may entail significant disruptions to our operations, especially if we are forced to vacate leased spaces following any such developments. If our sales do not increase in line with our rent and costs, including setup and interior design costs, our profitability and results of operations could be adversely affected. Our growth strategy involves expanding our showroom network, which necessitates the identification of suitable locations, considering the positioning and visibility of the space as well as the characteristics of nearby businesses and the demographics of the area. The premises for most of our proposed new showrooms are also expected to be taken on lease.

The success of our business is significantly dependent on factors such as the availability of suitable sites for our showroom in prime, business district, financially viable and desirable areas on commercially acceptable terms and we encounter competition from other jewellery companies in this regard. There can be no assurance that we will be able to secure leases for our showrooms in suitable areas, in time, or on terms that are acceptable to us or at all. Failure to do so may adversely affect our business prospects, financial condition and results of operations.

**24. Our Company had negative cash flows in the past years, details of which are given below. Sustained negative cash flow could impact our growth and business.**

We have experienced negative cash flows in the past which have been set out below:

Particulars	<i>(Rs. in Lakhs)</i>			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Net cash generated from/ (used in) operating activities	(552.64)	(589.75)	486.09	113.03
Net cash generated from/ (used in) investing activities	(35.90)	(39.43)	3.05	0.77
Net cash generated from/ (used in) financing activities	284.00	861.00	(389.68)	(111.63)

Cash flows of a company is a key indicator to show the extent of cash generated from the operations of a company to meet capital expenditure, pay dividends, repay loans and make new investments without raising finance from external resources. If we are not able to generate sufficient cash flows, it may adversely affect our business and financial operations. For further details, see section titled "Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 157 and 187, respectively of this Draft Prospectus.

**25. We have contingent liabilities, and our financial condition could be adversely affected if any of these contingent liabilities materializes.**

The following table sets forth our contingent liabilities as derived from our Restated Financial Statements;  
*(Amount in Lakhs, Unless Otherwise Stated)*

Particulars	As on September 30, 2024	As at March 31,		
		2024	2023	2022
Related to Direct Tax matter	0.87	0.86	0.77	0.75
Related to Indirect Tax matter	1.40	-	-	-
<b>Total</b>	<b>2.27</b>	<b>0.86</b>	<b>0.77</b>	<b>0.75</b>

For details, please refer to Section titled "Restated Financial Statements" beginning on page 157 of this Draft Prospectus.



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

In the past, our company has obtained vehicle loans from Axis Bank and Daimler Financial Service India Private Limited but have failed to file form CHG-1 in respect of the said borrowings, with the concerned Registrar of Companies. Further, there have been some instances of delays in filing statutory forms with the RoC such as form DPT-3 was filed under the CFSS Scheme, 2020 of MCA without any penalty. Further we have at several instances, delayed in filing our GST returns as a result of which, we have been required to pay the late filing fees along with interest on delayed deposit of due taxes. Although the late filing fees levied are small but if we continue this practice, the accumulated amounts of each delay may adversely affect our cash flows. Further no-show cause notice has been issued against our Company till date, in respect of above, in the event of any cognizance being taken by the concerned authorities in respect of above, actions may be taken against our Company and its directors, in which event the financials of our Company and our directors may be affected. Further we cannot assure that we may not do delay filings in future and not be subjected to penalty or interest.

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

**27. *Our Promoters plays a key role in our functioning and we heavily rely on their knowledge and experience in operating our business and therefore, it is critical for our business that our promoters remain associated with us.***

We benefit from our relationship with our Promoters and our success depends upon the continuing services of our Promoters who have been responsible for the growth of our business and is closely involved in the overall strategy, direction and management of our business. Our Promoters have been actively involved in the day-to-day operations and management. Accordingly, our performance is heavily dependent upon the services of our Promoters. If our Promoters are unable or unwilling to continue in his present position, we may not be able to replace them easily or at all. Our Promoters, have over the years-built relations with various customers and other persons who are form part of our stakeholders and are connected with us. The loss of their services could impair our ability to implement our strategy, and our business, financial condition, results of operations and prospects may be materially and adversely affected.

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

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

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

For further details, see section on “Government and Other Approvals” beginning on page 203 of the Draft Prospectus.

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

We have secured our lenders by creating a charge over our movable and immovable properties in respect of loans / facilities availed by us from banks and financial institutions. The total amounts outstanding and payable by us as secured loans and unsecured loans were Rs 1472.15 lakhs, Rs 47.00 lakhs and Rs 208.81 lakhs for the financial year ended March 31, 2024, 2023 and 2022 and Rs. 66.25 lakhs, Rs 529.345 lakhs, and Rs 1091.44 lakhs for the financial year ended March 31, 2024, 2023 and 2022. In the event we default in repayment of the loans / facilities availed by us and any interest thereof, our properties 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 185 of this Draft Prospectus.

**30. *Any IT system failures or lapses on part of any of our employees may lead to operational interruption, liabilities or reputational harm.***

The success of our businesses depends in part upon our ability to effectively deploy, implement and use information technology systems and advanced technology initiatives in a cost effective and timely basis. Our computer networks may be vulnerable to unauthorised access, computer hacking, computer viruses, worms, malicious applications and other

security problems caused by unauthorised access to, or improper use of, systems by our employees, subcontractors or third-party vendors. Any systems failure or security breach or lapse on our part or on the part of our employees and other ecosystem participants that results in the release of user data could harm our reputation and brand and, consequently, our business, in addition to exposing us to potential legal liability. Any such legal proceedings or actions may subject us to significant penalties and negative publicity, require us to change our business practices, increase our costs and severely disrupt our business.

**31. *If we are unable to protect credit card or debit card data or any data related to any other electronic mode of payment, or any other personal information that we collect from customers, our reputation could be significantly harmed.***

The use of electronic payment methods and collection of other personal information from customers exposes us to an increased risk of privacy and security breaches as well as other risks. Although, we rely on, among other security measures, firewalls, web content filtering, encryption and authentication technology, unauthorized use of, or inappropriate access to, our networks, computer systems or services could potentially jeopardize the security of such confidential information. The techniques used to obtain unauthorized access, disable or degrade service or sabotage systems change frequently and often are not recognized until launched against a target. We may be unable to anticipate these techniques or to implement adequate preventative measures. Non-technical means, such as actions (or inactions) by an employee, can also result in a data breach. We cannot assure you that any security measures taken by us will be effective in preventing these activities. We may need to expend significant resources to protect against security breaches or to address problems caused by such breaches.

Further, third parties may have the technology or know-how to breach the security of the customer information transmitted in connection with credit and debit card sales and use of e-wallets, and our security measures and those of technology suppliers may not effectively prohibit others from obtaining improper access to this information. If a person is able to circumvent our security measures or otherwise gain access to the confidential information that we collect, they may be able to destroy or steal valuable information or otherwise disrupt our operations. While we have not experienced any such instances in the past, we may become subject to claims for purportedly fraudulent transactions arising out of the actual or alleged theft of credit or debit card information or other confidential information, and we may also be subject to lawsuits or other proceedings relating to these types of incidents. Any such claim or proceeding could cause us to incur significant unplanned expenses, which could have an adverse impact on our financial condition, results of operations and cash flows. Further, adverse publicity resulting from these allegations could significantly harm our reputation and may have a material adverse effect on us and our stores.

Moreover, we receive and process certain personal financial and other information about our customers and employees when we accept credit cards for payment. While we do not store customers' credit and debit card payment information, the use and handling of this information is regulated by evolving and increasingly demanding laws and regulations in India. If our security and information systems are compromised as a result of data corruption or loss, cyberattack or a network security incident or our employees, or suppliers fail to comply with these laws and regulations, and this information is obtained by unauthorized persons or used inappropriately, it could subject us to litigation and government enforcement actions, damage our reputation, cause us to incur substantial costs, liabilities and penalties and/or result in a loss of customer confidence, any and all of which could adversely affect our business, financial condition and results of operations.

**32. *Any increase in interest rates would have an adverse effect on our results of operations and will expose our Company to interest rate risks.***

We are dependent upon the availability of equity, cash balances and debt financing to fund our operations and growth. Any fluctuations in interest rates may directly impact the interest costs of such loans and, in particular, any increase in interest rates could adversely affect our results of operations. Furthermore, our indebtedness means that a material portion of our expected cash flow may be required to be dedicated to the payment of interest on our indebtedness, thereby reducing the funds available to us for use in our general business operations. If interest rates increase, our interest payments will increase and our ability to obtain additional debt and non-fund-based facilities could be adversely affected with a concurrent adverse effect on our business, financial condition and results of operations. For further details, please refer chapter titled "*Financial Indebtedness*" beginning on page 185 of this Draft Prospectus.

**33. *Our loan agreements with various lenders have several restrictive covenants and certain unconditional rights in favour of the lenders, which could influence our ability to expand, in turn affecting our business and results of operations.***

We have entered into agreements for short term and long-term borrowings with certain lenders. As on November 30, 2024 an aggregate of Rs. 1707.85 lakhs was outstanding towards loans availed from banks and financial institutions. The credit

facilities availed by our Company are secured by way of mortgage of fixed assets, hypothecation of assets. In case we are not able to pay our dues in time, the same may amount to a default under the loan documentation and all the penal and termination provisions therein would get triggered and the loans granted to the Company may be recalled with penal interest. This could severely affect our operations and financial condition. In addition to the above, our loan documentation includes certain conditions and covenants that require us to obtain consents from the aforesaid banks prior to carrying out certain activities like entering into any amalgamation, demerger, merger and corporate reconstruction, changing our management and operating structure, making any fresh borrowings or creating fresh charges on assets, etc. Any failure to comply with any condition or covenant under our financing agreements that is not waived by the lending banks or is not otherwise cured by us, may lead to a termination of our credit facilities, acceleration of all amounts due under the said credit facility, which may adversely affect our ability to conduct our business and operations or implement our business plans. Further, the said credit facilities can be renewed/enhanced/cancelled/suspended/reduced and the terms and conditions of the same can be altered by the lending banks, at their discretion. In the event, the lending banks refuse to renew / enhance the credit facilities and/or cancels / suspends / reduces the said credit facilities and/or alters the terms and conditions to the derogation of our Company, our existing operations as well as our future business prospects and financial condition may be severely affected. It may be noted that we have received NOCs from our lenders for the purpose of the proposed Initial Public Offering, however the NOCs were obtained by the Company during January 2024 and February 2024, and although there is no mention w.r.t. validity of the NOCs in the NOCs so obtained, as a common practice such NOCs are assumed to be valid for a period of 1 year. Accordingly, the Company is already in process to get the NOCs re-validated from the respective lenders.

**34. Unsecured loans taken by our Company can be recalled by the lenders at any time.**

As on November 30, 2024 our Company has unsecured loans amounting to Rs. 154.75 lakhs from directors and banks that are repayable on demand to the relevant lender. These loans are not repayable in accordance with any agreed repayment schedule and may be recalled by the relevant lender at any time. In such cases, our Company may be required to repay the entirety of the unsecured loans together with accrued interest. Our Company may not be able to generate sufficient funds at short notice to be able to repay such loans and may resort to refinancing such loans at a higher rate of interest and on terms not favourable to it. Failure to repay unsecured loans in a timely manner may have a material adverse effect on our business, cash flows and financial condition. For further details of unsecured loans of our Company, please refer the chapter titled “*Financial Statements as Restated*” beginning on page 157 of this Draft Prospectus.

**35. We have taken guarantees from Promoters in relation to debt facilities provided to us.**

We have taken guarantees from Promoters in relation to our secured debt facilities availed from our Bankers. In an event any of these persons withdraw or terminate its/their guarantees, the lender for such facilities may ask for alternate guarantees, repayment of amounts outstanding under such facilities, or even terminate such facilities. We may not be successful in procuring guarantees satisfactory to the lender and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could adversely affect our financial condition. For more information, please see the chapter titled “*Financial Indebtedness*” beginning on page 185 of this Draft Prospectus.

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

Our business is working capital intensive. Summary of our working capital position as per our Restated Financial Information is given below: -

(Rs. in Lakhs)

Sr. No.	Particulars	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
1.	Inventory	2,070.38	1,125.77	1,426.71
2.	Trade Receivables	100.00	0.00	0.00
3.	Cash & Bank Balances	349.99	118.14	18.69
4.	Short Term Loans & Advances	0.84	0.00	0.00
5.	Other Current Assets	10.17	1.49	7.87
	<b>Total Current Assets</b>	<b>2,531.38</b>	<b>1,245.40</b>	<b>1,453.27</b>
6.	Short Term Borrowings	200.17	109.85	579.38
7.	Trade Payable	1.06	42.39	8.08
8.	Other Current Liabilities	24.45	19.22	44.74
9.	Short Term Provisions	68.32	6.26	14.02
	<b>Total Current Liabilities</b>	<b>294.00</b>	<b>177.72</b>	<b>646.21</b>
	<b>Net Working Capital</b>	<b>2,237.38</b>	<b>1,067.68</b>	<b>807.05</b>

We intend to continue growing by expanding our business operations. This may result in increase in the quantum of our current assets. Our inability to maintain sufficient cash flow, credit facility and other sources of fund, in a timely manner, or at all, to meet the requirement of working capital could adversely affect our financial condition and result of our operations. For further details regarding working capital requirement, please refer to the chapter titled “*Objects of the Issue*” beginning on page 78 of this Draft Prospectus.

***37. We have in the past entered into related party transactions and may continue to do so in the future.***

We have entered into various transactions with Our Promoters, Directors and their relatives. While we believe that all such transactions are conducted on arm’s length basis, there can be no assurance that we could not have achieved more favourable terms had such transactions were not entered into with related parties. Furthermore, it is likely that we will enter into related party transactions in future. There can be no assurance that such transactions, individually or in aggregate, will not have an adverse effect on our financial condition and results of operation. For details on the transactions entered by us, please refer to chapter “*Financials Statements*” beginning on page 157 of the Draft Prospectus.

***38. 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 is 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.

***39. 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.

***40. We are subject to risks associated with expansion into new geographic regions.***

Expansion into new geographic regions, including different states in India and overseas expansion, subjects us to various challenges, including those relating to our lack of familiarity with the culture, legal regulations and economic conditions of these new regions, language barriers, difficulties in staffing and managing such operations, and the lack of brand recognition and reputation in such regions. The risks involved in entering new geographic markets and expanding operations, may be higher than expected, and we may face significant competition in such markets. By expanding into new geographical regions, we could be subject to additional risks associated with establishing and conducting operations, including, laws and regulations, uncertainties and customer’s preferences, political and economic stability. By expanding into new geographical regions, we may be exposed to significant liability and could lose some or all of our investment in such regions, as a result of which our business, financial condition and results of operations could be adversely affected.

***41. 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.

***42. We do not own our Registered Office and our showroom from where we operate.***

The premises where the registered office of our Company is located, is not owned by us. Our company has taken the said premises on lease for a period of 11 months commencing from 01<sup>st</sup> August 2024. There can be no assurance that the term of the agreements will be either continued or renewed for further period, and in event the lessor terminates or does not renew the agreements, we may require to vacate the registered office and identify alternative premises and enter into fresh

lease agreement. Such a situation could result in loss of business, time overruns and may adversely affect our operations and profitability and brand image also.

Further, the premises where our showroom is located has been taken on lease for a period of 60 Months commencing from June 25, 2024. It may however be noted that the said lease deed is not registered with appropriate authority. In the event if the Lessor revokes the lease deed or imposes terms and conditions that are unfavorable to us, or if we are otherwise unable to occupy such property, it would have an adverse impact on the business and financial results.

Further, if the lease deeds are not registered with local authorities or may are not duly registered as per applicable law, we may not be able to enforce these leases in the event of default on behalf of the Lessor(s). We may also be required to make additional stamp duty or similar payments for lease deeds entered into in connection with the farmlands currently occupied by us.

We cannot assure that we will be able to renew our leases on commercially favourable terms or at all in future. We also cannot assure you that we will be permitted to use any of our leased properties on a continuous basis. In the event that we are required to vacate the aforementioned premises, we would be required to make alternative arrangements for new offices and other infrastructure and we cannot assure that the new arrangements will be on commercially acceptable terms. In the event, we are unable to continue to use the premises or renew the lease agreement on favourable terms or at all, we may suffer disruption in our business and administrative operations, which may have an adverse effect on the business, financial condition and results of operations on our Company.

**43. *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 although the deployment of funds would be monitored by the Audit Committee of the Company, it 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.

**44. *Within the parameters as mentioned in the chapter titled “Objects of the Issue” beginning on page 78 of this Draft Prospectus, our Company’s management will have flexibility in applying the proceeds of the Issue. The fund requirement and deployment mentioned in the Objects of this Issue have not been appraised by any bank or financial institution.***

We intend to use Net Proceeds towards meeting the funding the working capital requirements of the Company and General corporate purposes. We intend to deploy the Net Proceeds in financial year [●] and [●] such deployment is based on certain assumptions and strategy which our Company believes to implement in future. The funds raised from the Issue may remain idle on account of change in assumptions, market conditions, strategy of our Company, etc., For further details on the use of the Net Proceeds, please refer chapter titled “Objects of the Issue” beginning on page 78 of this Draft Prospectus.

The deployment of funds for the purposes described above is at the discretion of our Company’s Board of Directors. The fund requirement and deployment is based on internal management estimates and has not been appraised by any bank or financial institution. Accordingly, within the parameters as mentioned in the chapter titled “Objects of the Issue” beginning on page 78 of this Draft Prospectus, the Management will have significant flexibility in applying the proceeds received by our Company from the Issue. Our Board of Directors will monitor the proceeds of this Issue.

However, Audit Committee will monitor the utilization of the proceeds of this Issue and prepare the statement for utilization of the proceeds of this Issue. However, in accordance with Section 27 of the Companies Act, 2013, and relevant provisions of SEBI ICDR Regulations, 2018, a company shall not vary the objects of the Issue without our Company being authorised to do so by our shareholders by way of special resolution and other compliances in this regard. Our Promoters and controlling shareholders shall provide exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

**45. *We have not made any alternate arrangements for meeting our capital requirements for the Objects of the Issue. Further we have not identified any alternate source of financing the ‘Objects of the Issue’. Any shortfall in raising / meeting the same could adversely affect our growth plans, operations and financial performance.***

As on date, we have not made any alternate arrangements for meeting our capital requirements for the Objects of the Issue. We meet our capital requirements through our bank finance, owned funds and internal accruals. Any shortfall in our net owned funds, internal accruals and our inability to raise debt in future would result in us being unable to meet our capital

requirements, which in turn will negatively affect our financial condition and results of operations. Further, we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this Issue or any shortfall in the Issue proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details please refer to the chapter titled “*Objects of the Issue*” beginning on page 78 of this Draft Prospectus.

**46. *Our insurance coverage may not be adequate.***

Our Company has obtained insurance coverage in respect of certain risks. For further details in relation to the insurance obtained, please refer to the section titled – Insurance in the chapter titled “*Our Business*” beginning on page 111 of this Draft Prospectus. This insurance policy are renewed periodically to ensure that the coverage is adequate, however, our insurance policies do not cover all risks. There can be no assurance that our insurance policies will be adequate to cover the losses in respect of which the insurance has been availed. If we suffer a significant uninsured loss or if insurance claim in respect of the subject-matter of insurance is not accepted or any insured loss suffered by us significantly exceeds our insurance coverage, our business, financial condition and results of operations may be materially and adversely affected. For further details, please refer chapter titled “*Our Business*” beginning on page 111 of this Draft Prospectus.

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

After completion of the Issue, our Promoters and Promoter Group will collectively own 91.36% of the Equity Shares. As a result, Our Promoters together with the members of the Promoter Group will be able to exercise a significant degree of influence over us and will be able to control the outcome of any proposal that can be approved by a majority shareholder vote, including, the election of members to our Board, in accordance with the Companies Act and our AoA. Such a concentration of ownership may also have the effect of delaying, preventing or deterring a change in control of our Company.

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

**48. *Our future funds requirements, in the form of offer of capital or securities and/or loans taken by us, may be prejudicial to the interest of the shareholders depending upon the terms on which they are eventually raised.***

We may require additional capital from time to time depending on our business needs. Any issue of shares or convertible securities would dilute the shareholding of the existing shareholders and such issuance may be done on terms and conditions, which may not be favourable to the then existing shareholders. If such funds are raised in the form of loans or debt, then it may substantially increase our interest burden and decrease our cash flows, thus prejudicially affecting our profitability and ability to pay dividends to our shareholders.

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

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Accordingly, realization of a gain on shareholder investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our dividend history, see “*Dividend Policy*” on page 156 of this Draft Prospectus.

**50. *In addition to normal remuneration or benefits and reimbursement of expenses, some of our directors and key managerial personnel are interested in our Company to the extent of their shareholding and dividend entitlement in our Company.***

Our Directors and Key Managerial Personnel (“**KMP**”) are interested in our Company to the extent of remuneration paid to them for services rendered and reimbursement of expenses payable to them. In addition, some of our Directors and KMP may also be interested to the extent of their shareholding and dividend entitlement in our Company. For further information, see “*Capital Structure*” and “*Our Management*” on pages 64 and 131, respectively, of this Draft Prospectus.

**51. *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 reports of certain independent third party 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.

**52. *Our Promoters have recently transferred their shares at a price which is less than the Issue Price.***

Our Promoters Mr. Manoj Kumar has sold 2,99,999 Equity Shares in the Company at a price of Rs. 20 per Equity Share on August 28, 2024. The price at which the said transaction has been carried out is anticipated to be less than the price at which the shares are proposed to be issued under the present Issue.

**53. *The average cost of acquisition of Equity Shares by our Promoters is lower than the price determined at time of registering the Prospectus.***

Our Promoters average cost of acquisition of Equity Shares in our Company is lower than the Price as may be decided by the Company in consultation with the LM. For further details regarding average cost of acquisition of Equity Shares by our Promoters in our Company and build-up of Equity Shares by our Promoters in our Company, please refer chapter title “Capital Structure” beginning on page 64 of this Draft Prospectus.

## **EXTERNAL RISKS**

**54. *The Issue price of our Equity Shares may not be indicative of the market price of our Equity Shares after the Issue and the market price of our Equity Shares may decline below the Issue Price and you may not be able to sell your Equity Shares at or above the Issue Price.***

The Issue Price of our Equity Shares has been determined by fixed price method. The price is based on numerous factors (For further information, please refer chapter titled “Basis for Issue Price” beginning on page 84 of this Draft Prospectus) and may not be indicative of the market price of our Equity Shares after the Issue.

The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price. Among the factors that could affect our share price include without limitation. The following:

- i. quarterly variations in the rate of growth of our financial indicators, such as earnings per share, net income and revenues;
- ii. changes in revenue or earnings estimates or publication of research reports by analysts;
- iii. results of operations that vary from those of our competitors;
- iv. speculation in the press or investment community;
- v. new laws and governmental regulations applicable to our industry;
- vi. future sales of the Equity Shares by our shareholders;
- vii. general market conditions; and
- viii. domestic and international economic, legal and regulatory factors unrelated to our performance.

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

Prior to the Issue, there has been no public market for our Equity Shares, and an active trading market may not develop or be sustained after the Issue. Listing and quotation does not guarantee that a market for our Equity Shares will develop or, if developed, does not guarantee the liquidity of such market for the Equity Shares. Investors might not be able to rapidly sell the Equity Shares at the quoted price if there is no active trading in the Equity Shares. The Issue Price of the Equity Shares has been determined by our Company in consultation with the LM through the Fixed Price Process. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our



operating results of our Company, market conditions specific to the industry we operate in, developments relating to India, volatility in securities markets in jurisdictions other than India, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors.

**56. *There is no guarantee that the Equity Shares issued pursuant to the Issue 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 the Equity Shares issued pursuant to the Issue will not be granted until after the Equity Shares have been issued and allotted. Approval for listing and trading will require all relevant documents authorizing the issuing of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on the SME Platform of BSE Limited. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares.

**57. *Any future issuance of Equity Shares may dilute your shareholding and sale of our Equity Shares by our Promoters or other shareholders may adversely affect the trading price of the Equity Shares***

Any future equity issuances by us, including in a primary offering, may lead to the dilution of investors' shareholdings in our Company. Any future equity issuances by us or sales of our Equity Shares by our Promoters or other major shareholders may adversely affect the trading price of the Equity Shares. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our Equity Shares.

**58. *There are restrictions on daily weekly monthly movement in the price of the equity shares, which may adversely affect the shareholder's ability to sell for 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 the 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. The percentage limit on circuit breakers is said by the stock exchange based on the historical volatility in the price and trading volume of the Equity Shares. The stock exchange does not inform us of the percentage limit of the circuit breaker in effect from time to time, and may change it without our knowledge. This circuit breaker limits the upward and downward movements in the price of the Equity Shares. As a result of the 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.

**59. *Fluctuations in the exchange rate of the Rupee and other currencies could have a material adverse effect on the value of the Equity Shares, independent of our operating results.***

The Equity Shares would be quoted in Rupees on the stock exchange. Any dividends in respect of the Equity Shares will be paid in Rupees and subsequently converted into appropriate foreign currency for repatriation. Any adverse movement in exchange rates during the time it takes to undertake such conversion may reduce the net dividend to investors. In addition, any adverse movement in exchange rates during a delay in repatriating the proceeds from a sale of Equity Shares outside India, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares may reduce the net proceeds received by shareholders.

The exchange rate of the Rupee has changed substantially in the last two decades and could fluctuate substantially in the future, which may have a material adverse effect on the value of the Equity Shares and returns from the Equity Shares, independent of our operating results.

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

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realized in excess of Rs. 1,00,000/- on the sale of listed equity shares on a stock exchange held for more than 12 months will be subject to long term capital gains tax in India at the specified rates in case STT was paid on the sale transaction. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of Securities Transaction Tax ("STT"), on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold.

Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India. Capital gains arising from the sale of the Equity Shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a

result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares.

**61. *Our future funds requirements, in the form of fresh issue of capital or securities and/or loans taken by us, may be prejudicial to the interest of the shareholders depending upon the terms on which they are eventually raised.***

We may require additional capital from time to time depending on our business needs. Any fresh issue of shares or convertible securities would dilute the shareholding of the existing shareholders and such issuance may be done on terms and conditions, which may not be favourable to the then existing shareholders. If such funds are raised in the form of loans or debt, then it may substantially increase our interest burden and decrease our cash flows, thus prejudicially affecting our profitability and ability to pay dividends to our shareholders.

**62. *Holders of Equity Shares may be restricted in their ability to exercise pre-emptive rights under Indian law and thereby may suffer future dilution of their ownership position.***

Under the Companies Act, a company having share capital and incorporated in India must offer its holders of equity shares pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages before the issuance of any new equity shares, unless the pre-emptive rights have been waived by adoption of a special resolution. However, if the laws of the jurisdiction the investors are located in do not permit them to exercise their pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, the investors will be unable to exercise their pre-emptive rights unless we make such a filing. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for the investor's benefit. The value the custodian receives on the sale of such securities and the related transaction costs cannot be predicted. In addition, to the extent that the investors are unable to exercise pre-emptive rights granted in respect of the Equity Shares held by them, their proportional interest in us would be reduced.

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

Indian 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 shareholders of our Company than as shareholders of a corporation in another jurisdiction.

**64. *The requirements of being a listed company may strain our resources.***

We are not a listed company and have not, historically, been subjected to the increased scrutiny of our affairs by shareholders, regulators and the public at large that is associated with being a listed company. As a listed company, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company. We will be subject to the SEBI Listing Regulations which will require us to file audited annual and unaudited quarterly reports with respect to our business and financial condition. If we experience any delays, we may fail to satisfy our reporting obligations and/or we may not be able to readily determine and accordingly report any changes in our results of operations as promptly as other listed companies.

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

**65. *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 BSE SME 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.

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

The Indian economy and its securities markets are influenced by economic developments and volatility in securities markets in other countries. Investors' reactions to developments in one country may have adverse effects on the market price of securities of companies located elsewhere, including India. Adverse economic developments, such as rising fiscal or trade deficit, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general. Any of these factors could depress economic activity and restrict our access to capital, which could have an adverse effect on our business, financial condition and results of operations and reduce the price of our Equity Shares. Any financial disruption could have an adverse effect on our business, future financial performance, shareholders' equity and the price of our Equity Shares.

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 countries 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, 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 and financial condition. 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 margins.

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

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

**68. Foreign investors are subject to foreign investment restrictions under Indian laws that may limit our ability to attract foreign investors, which may have a material adverse impact on 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. For further details, see "Restrictions on Foreign Ownership of Indian Securities" on page 256. If the transfer of shares is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection or a tax clearance certificate from the income tax authority. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT, Government of India, investments where the beneficial owner of the Equity Shares is situated in or is a citizen of a country which shares land border with India, can only be made through the Government approval route, as prescribed in FDI Policy. These investment restrictions shall also apply to subscribers of offshore derivative instruments. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or at all.

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

Our borrowing costs and our access to the debt capital markets depend significantly on the credit ratings of India. India's sovereign ratings have recently been downgraded. Any further adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing. A downgrading of India's credit ratings may occur, for example, upon a change of government tax or fiscal policy, which are outside our control. This could have an adverse effect on our ability to fund our growth on favourable terms and consequently adversely affect our business and financial performance and the price of the Equity Shares.

**70. Significant differences exist between Indian GAAP and other accounting principles, such as U.S. GAAP and IFRS, which may be material to the financial statements prepared and presented in accordance with SEBI ICDR Regulations contained in this Draft Prospectus.**

As stated in the reports of the Peer Reviewed Auditor included in this Draft Prospectus under chapter “*Financial Statements as restated*” beginning on page 157, the financial statements included in this Draft Prospectus are based on financial information that is based on the audited financial statements that are prepared and presented in conformity with Indian GAAP and restated in accordance with the SEBI ICDR Regulations, and no attempt has been made to reconcile any of the information given in this Draft Prospectus to any other principles or to base it on any other standards. Indian GAAP differs from accounting principles and auditing standards with which prospective investors may be familiar in other countries, such as U.S. GAAP and IFRS. Significant differences exist between Indian GAAP and U.S. GAAP and IFRS, which may be material to the financial information prepared and presented in accordance with Indian GAAP contained in this Draft Prospectus. Accordingly, the degree to which the financial information included in this Draft Prospectus will provide meaningful information is dependent on familiarity with Indian GAAP, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian GAAP on the financial disclosures presented in this Draft Prospectus should accordingly be limited.

***71. The occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition. Hostilities, fires, epidemics, pandemics, acts of war, terrorist attacks, civil unrest and other events could materially and adversely affect our business.***

Natural disasters (such as typhoons, flooding and earthquakes), epidemics, pandemics such as COVID-19, acts of war, terrorist attacks and other events, many of which are beyond our control, may lead to economic instability, including in India or globally, which may in turn materially and adversely affect our business, financial condition and results of operations. Our operations may be adversely affected by fires, natural or man-made disasters and/or severe weather, which can result in damage to our property or inventory and generally reduce our productivity and may require us to evacuate personnel and suspend operations. Any terrorist attacks or civil unrest as well as other adverse social, economic and political events in India or countries to who we export our products could have a negative effect on us. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the price of the Equity Shares.

***72. Investors may not be able to enforce a judgment of a foreign court against us.***

Our Company is a company incorporated under the laws of India. All our Company’s Directors and officers are residents of India and all of our assets are located in India. As a result, it may not be possible for investors to effect service of process upon our Company or such persons in jurisdictions outside India, or to enforce judgments obtained against such parties outside India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if that court was of the view that the amount of damages awarded was excessive or inconsistent with public policy, or if judgments are in breach or contrary to Indian law. In addition, a party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI to execute such a judgment or to repatriate outside India any amounts recovered.

***73. Natural calamities could have a negative impact on the Indian economy and cause our Company’s business to suffer.***

India has experienced natural calamities such as earthquakes, tsunami, floods etc. In recent years, the extent and severity of these natural disasters determine their impact on the Indian economy. Prolonged spells of abnormal rainfall or other natural calamities could have a negative impact on the Indian economy, which could adversely affect our business, prospects, financial condition and results of operations as well as the price of the Equity Shares.

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

Any major hostilities involving India or other acts of violence, including civil unrest or similar events that are beyond our control, could have a material adverse effect on India’s economy and our business. Incidents such as the terrorist attacks and war, 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.

***75. If inflation were to rise in India, we might not be able to increase the prices of our products at a proportional rate in order to pass costs on to our customers and our profits might decline.***

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

High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to pass on to our customers, whether entirely or in part, and the same may adversely affect our business and financial condition. In particular, we might not be able to reduce our costs or increase our rates to pass the increase in costs on to our customers. In such case, our business, results of operations, cash flows and financial condition may be adversely affected.

Further, the GoI has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that Indian inflation levels will not worsen in the future.

***76. Changing laws, rules and regulations and legal uncertainties, including adverse application or interpretation of corporate and tax laws, may adversely affect our business, prospects and results of operations.***

The regulatory and policy environment in which we operate is evolving and subject to change. 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. In such instances, and including the instances mentioned below, our business, results of operations and prospects may be adversely impacted, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy. Any political instability in India, such as corruption, scandals and protests against certain economic reforms, which have occurred in the past, could slow the pace of liberalization and deregulation. The rate of economic liberalization could change, and specific laws and policies affecting foreign investment, currency exchange rates and other matters affecting investment in India could change as well.

Additionally, the Government of India has introduced (a) the Code on Wages, 2019; (b) the Code on Social Security, 2020; (c) the Occupational Safety, Health and Working Conditions Code, 2020; and (d) the Industrial Relations Code, 2020 which consolidate, subsume and replace numerous existing central labour legislations. While the rules for implementation under these codes have not been notified, the implementation of such laws could increase our employee and labour costs, thereby adversely impacting our results of operations, cash flows, business and financial performance.

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. For instance, companies can voluntarily opt in favour of a concessional tax regime (subject to no other special benefits/exemptions being claimed), which reduces the rate of income tax payable to 22% subject to compliance with conditions prescribed, from the erstwhile 25% or 30% depending upon the total turnover or gross receipt in the relevant period. Any such future amendments may affect our other benefits such as exemption for income earned by way of dividend from investments in other domestic companies and units of mutual funds, exemption for interest received in respect of tax-free bonds, and long-term capital gains on equity shares if withdrawn by the statute in the future, and the same may no longer be available to us. Any adverse order passed by the appellate authorities/tribunals/ courts would have an effect on our profitability.

Further, the GoI has announced the union budget for Fiscal 2024, pursuant to which the Finance Bill, 2023 (“Finance Bill”), has introduced various amendments. The Finance Bill has received assent from the President of India on March 31, 2023, and has been enacted as the Finance Act, 2023. We cannot predict whether any amendments made pursuant to the Finance Act, 2023 would have an adverse effect on our business, financial condition and results of operations. Furthermore, changes in capital gains tax or tax on capital market transactions or the 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.

There can be no assurance that the GoI will not implement new regulations and policies requiring us to obtain approvals and licenses from the GoI or other regulatory bodies, or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the applicability, interpretation and implementation of any amendment or change to governing laws, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent in the jurisdictions in which we operate may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future,

It may also have a material adverse effect on our business, financial condition, cash flows and results of operations. In addition, we may have to incur expenditures to comply with the requirements of any new regulations, which could materially harm our results of operations or cash flows. Any unfavourable changes to the laws and regulations applicable to us could also subject us to additional liabilities.

We are unable to determine the impact of any changes in or interpretations of existing, or the promulgation of, new, laws, rules and regulations applicable to us and our business. If that was to occur it could result in us, our business, operations or group structure being deemed to be in contravention of such laws and/or may require us to apply for additional

approvals. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future.

***77. Our business is substantially affected by prevailing economic, political and other conditions.***

We are incorporated in and substantially all our operations are located in India. As a result, we are highly dependent on prevailing economic conditions in India and our results of operations and cash flows are significantly affected by factors influencing the Indian economy. Factors that may adversely affect the Indian economy, and hence our results of operations and cash flows, may include:

- any increase in Indian interest rates or inflation;
- any exchange rate fluctuations;
- any scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing for our expansions;
- prevailing income conditions among Indian consumers and Indian corporates;
- volatility in, and actual or perceived trends in trading activity on India's principal stock exchanges;
- changes in India's tax, trade, fiscal or monetary policies;
- political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries;
- occurrence of natural or man-made disasters;
- prevailing regional or global economic conditions, including in India's principal export markets;
- any downgrading of India's debt rating by a domestic or international rating agency;
- financial instability in financial markets; and
- other significant regulatory or economic developments in or affecting India or its construction sector.

On February 24, 2022, Russian military forces invaded Ukraine. Although the length, impact and outcome of the ongoing military conflict in Ukraine is highly unpredictable, this conflict and responses from international communities could lead to significant market and other disruptions, including significant volatility in commodity prices and supply of energy resources, instability in financial markets, supply chain interruptions, political and social instability, changes in consumer or purchaser preferences as well as increase in cyberattacks and espionage.

To date, we have not experienced any material interruptions in our supply chain, manufacturing facility and distribution network in connection with these conflicts. We have no way to predict the progress or outcome of the conflict in Ukraine as the conflict, and any resulting government reactions, are rapidly developing and beyond our control. The extent and duration of the military action, sanctions and resulting market disruptions could be significant and could potentially have a substantial impact on the global economy and our business for an unknown period of time. Any of the abovementioned factors could affect our business, financial condition and results of operations.

In addition, any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, could adversely affect our business, results of operations, cash flows and financial condition and the price of the Equity Shares.

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

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

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

Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such

additional financing may be available. This could have an adverse effect on our business and future financial performance, our ability to obtain financing for capital expenditures and the trading price of our Equity Shares.

***80. The ability of Indian companies to raise foreign capital may be constrained by Indian law.***

As an Indian Company, we are subject to exchange controls that regulate borrowing in foreign currencies, including those specified under FEMA. Such regulatory restrictions limit our financing sources for our projects under development and hence could constrain our ability to obtain financing on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that the required approvals will be granted to us without onerous conditions, or at all. Limitations on foreign debt may adversely affect our business growth, results of operations and financial condition.

***81. Investors may not be able to enforce a judgment of a foreign court against us.***

Our Company is a company incorporated under the laws of India. All our Company's Directors and officers are residents of India and all of our assets are located in India. As a result, it may not be possible for investors to effect service of process upon our Company or such persons in jurisdictions outside India, or to enforce judgments obtained against such parties outside India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if that court was of the view that the amount of damages awarded was excessive or inconsistent with public policy, or if judgments are in breach or contrary to Indian law. In addition, a party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI to execute such a judgment or to repatriate outside India any amounts recovered.

***82. Financial instability in other countries may cause increased volatility in Indian financial markets.***

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, particularly emerging market countries in Asia. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy. Financial disruptions may occur again and could impact our business, our future financial performance and the prices of the Equity Shares.



## SECTION IV – INTRODUCTION

### THE ISSUE

PRESENT ISSUE OF EQUITY SHARES BY OUR COMPANY IN TERMS OF THIS DRAFT PROSPECTUS	
<b>Equity Shares Issued</b> <sup>(1)(2)(3)</sup>	Up to 30,00,000, Equity Shares of face value of ₹10/- each fully paid for cash at a price of ₹ [●] per Equity Share aggregating ₹[●] Lakhs
<b>Out of which:</b>	
<b>Issue Reserved for the Market Maker</b>	Up to [●] Equity Shares of face value of ₹10/- each fully-paid up for cash at a price of ₹[●] per Equity Share aggregating ₹[●] Lakhs
<b>Net Issue to the Public</b>	Up to [●] Equity Shares of having face value of ₹10/- each fully paid-up for cash at a price of ₹[●] per Equity Share aggregating ₹[●] Lakhs
<b>Pre and Post – Issue Equity Shares</b>	
<b>Equity shares outstanding prior to the Issue</b>	59,85,628 Equity Shares of face value of ₹10/- each fully paid-up
<b>Equity shares outstanding after the Issue</b>	Up to 85,50,628 Equity Shares of face value of ₹10/- each fully paid-up
<b>Use of Net Proceeds</b>	Please refer to the chapter titled “ <i>Objects of the Issue</i> ” beginning on page 78 of this Draft Prospectus

**Notes:**

- (1) *The Issue is being made in terms of Chapter IX of the SEBI ICDR Regulations, as amended from time to time. This Issue is being made by our company in terms of Regulation of 229 (1) of 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) *The Fresh Issue has been approved by our Board pursuant to the resolutions passed at its meetings held on 26.09.2024 and by our Shareholders pursuant to a special resolution passed at their meetings held on 27.09.2024.*
- (3) *Since present issue is a Fixed Price Issue, the allocation in the net Issue to the public category shall be made as per the requirements of Regulation 253(2) of SEBI ICDR Regulations, as amended from time to time, which reads 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 clauses (a) or (b) may be allocated to applicants in the other category.*

*Explanation - For the purpose of Regulation 253 (2), if the Retail Individual Investors category is entitled to more than fifty per cent of the issue size on a proportionate basis, the Retail Individual Investors shall be allocated that higher percentage.*

For further details please refer to the chapter titled “*Issue Structure*” beginning on page 229 of this Draft Prospectus.

## SUMMARY OF FINANCIAL INFORMATION

### MANOJ JEWELLERS LIMITED ANNEXURE - I STATEMENT OF ASSETS & LIABILITIES, AS RESTATED

(₹ in Lakhs)

	Particulars	Note	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>I</b>	<b>EQUITY AND LIABILITIES</b>					
	1. Shareholders' funds					
	(a) Share Capital	I.1	598.56	598.56	598.56	166.75
	(b) Reserves and surplus	I.2	606.77	381.31	57.18	76.63
	<b>Sub Total Shareholders Funds (A)</b>		<b>1,205.33</b>	<b>979.88</b>	<b>655.74</b>	<b>243.38</b>
	2. Non-current liabilities					
	(a) Long-term borrowings	I.3	1,301.27	1,338.23	457.49	621.44
	(b) Other Non-current Liabilities	I.4	-	-	-	-
	(c) Deferred Tax liability	I.5	-	-	-	-
	(d) Long-term provisions	I.6	11.08	10.18	7.76	6.79
	<b>Sub Total Non Current Liabilities (B)</b>		<b>1,312.35</b>	<b>1,348.41</b>	<b>465.25</b>	<b>628.23</b>
	3. Current liabilities					
	(a) Short-term borrowings	I.7	609.88	200.17	109.85	579.38
	(b) Trade payables	I.8				
	i) Due to MSME		-	-	-	-
	ii) Due to Others		78.37	1.06	42.39	8.08
	(c) Other current liabilities	I.9	76.29	24.45	19.22	44.74
	(d) Short-term provisions	I.10	88.58	68.32	6.26	14.02
	<b>Sub Total Current Liabilities (C)</b>		<b>853.12</b>	<b>294.00</b>	<b>177.72</b>	<b>646.21</b>
	<b>TOTAL (A+B+C)</b>		<b>3,370.80</b>	<b>2,622.29</b>	<b>1,298.71</b>	<b>1,517.82</b>
<b>II.</b>	<b>ASSETS</b>					
	1. Non-current assets					
	(a) Property, Plant and Equipment and Intangible assets					
	(i) Property, Plant and Equipment	I.11	69.13	16.03	22.29	31.40
	(ii) Intangible Assets		3.10	-	-	-
	(iii) Capital work-in-progress		-	30.79	-	-
	(b) Non-current investments	I.12	-	-	-	-
	(c) Long-term loans and advances	I.13	31.10	31.10	20.10	20.10
	(d) Deferred Tax Assets	I.5	12.43	11.02	9.87	9.47
	(e) Non Current Assets	I.14	3.60	2.00	1.05	3.59
	<b>Total Non Current Assets (A)</b>		<b>119.35</b>	<b>90.93</b>	<b>53.31</b>	<b>64.55</b>
	2. Current assets					
	(a) Inventories	I.15	2,404.63	2,070.38	1,125.77	1,426.71
	(b) Trade receivables	I.16	747.32	100.00	-	-
	(c) Cash and Bank Balances	I.17	45.44	349.99	118.14	18.69
	(d) Short-term loans and advances	I.18	46.67	0.84	-	-
	(e) Other Current Assets	I.19	7.39	10.17	1.49	7.87
	<b>Total Current Assets (B)</b>		<b>3,251.44</b>	<b>2,531.38</b>	<b>1,245.40</b>	<b>1,453.27</b>
	<b>TOTAL (A+B)</b>		<b>3,370.80</b>	<b>2,622.29</b>	<b>1,298.71</b>	<b>1,517.82</b>

Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

As per our report of even date attached

**M/s. Mardia & Associates**  
Chartered Accountants  
Firm's Registration No: 007888S

For and on behalf of the Board of Directors  
Manoj Jewellers Limited

**Manish Mardia**  
Partner  
M No.205307  
UDIN: 24205307BKATXY7321

**S Manojkumar**  
Managing Director  
DIN: 01730747

**Raj Kumari M**  
Whole-time Director  
DIN: 09607998

**MANOJ JEWELLERS LIMITED**  
**ANNEXURE - II**  
**STATEMENT OF PROFIT & LOSS, AS RESTATED**

(₹ in Lakhs)

	Particulars	Note	For the Period Ended On			
			Sept 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
I	Revenue from operations	II.1	2,477.83	4,335.11	1,363.01	675.18
II	Other Income	II.2	1.59	3.31	0.51	0.64
III	<b>Total Income (I+II)</b>		<b>2,479.42</b>	<b>4,338.42</b>	<b>1,363.52</b>	<b>675.82</b>
	<b>Expenses:</b>					
	(a) Cost of materials consumed	II.3	-	-	-	-
	(b) Purchases of stock-in-trade	II.4	2,287.36	4,544.02	714.52	446.29
	(c) Changes in inventories of finished goods and work-in- progress	II.5	(334.26)	(944.60)	300.94	(8.78)
	(d) Employee benefits expense	II.6	34.90	74.73	62.73	41.44
	(e) Finance costs	II.7	88.74	110.06	106.20	101.49
	(f) Depreciation and amortisation expense	I.11	10.49	6.26	9.10	13.00
	(g) Other expenses	II.8	79.65	89.26	81.31	31.35
IV	<b>Total expenses</b>		<b>2,166.89</b>	<b>3,879.73</b>	<b>1,274.80</b>	<b>624.81</b>
V	<b>Profit/(Loss) before tax and Exceptional Items (III-IV)</b>		<b>312.53</b>	<b>458.69</b>	<b>88.72</b>	<b>51.01</b>
VI	Exceptional Items	II.9	-	-	-	-
VII	<b>Profit/(Loss) before tax (V-VI)</b>		<b>312.53</b>	<b>458.69</b>	<b>88.72</b>	<b>51.01</b>
VIII	<b>Tax expense:</b>					
	(a) Current tax expense		88.49	135.70	26.76	15.36
	Less: MAT credit setoff		-	-	-	-
	(b) Deferred tax charge/(credit)		(1.41)	(1.15)	(0.40)	(0.82)
			<b>87.08</b>	<b>134.55</b>	<b>26.36</b>	<b>14.55</b>
IX	<b>Profit after tax for the year (VII-VIII)</b>		<b>225.46</b>	<b>324.13</b>	<b>62.36</b>	<b>36.47</b>
XII	<b>Earnings per share (face value of ₹ 10/- each):</b>	II.10				
	(a) Basic (in ₹) (Annualised for Sept 30, 2024):		7.53	5.42	1.14	0.69
	(b) Diluted (in ₹) (Annualised for Sept 30, 2024):		7.53	5.42	1.14	0.69

Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

As per our report of even date attached

**M/s. Mardia & Associates**  
**Chartered Accountants**  
**Firm's Registration No: 007888S**

**For and on behalf of the Board of Directors**  
**Manoj Jewellers Limited**

**Manish Mardia**  
**Partner**  
**M No.205307**  
**UDIN: 24205307BKATXY7321**

**S Manojkumar**  
**Managing Director**  
**DIN: 01730747**

**Raj Kumari M**  
**Whole-time Director**  
**DIN: 09607998**

**Place: Chennai**  
**Date: November 28, 2024**

**Place: Chennai**  
**Date: November 28, 2024**

**MANOJ JEWELLERS LIMITED**  
**ANNEXURE - III**  
**STATEMENT OF CASH FLOW, AS RESTATED**

(₹ in Lakhs)

Particulars	For the Period Ended On			
	Sept 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit before Extraordinary items	312.53	458.69	88.72	51.01
<b>Adjustment For:</b>				
(a) Depreciation and Amortization	10.49	6.26	9.10	13.00
(b) Finance Charges	88.74	110.06	106.20	101.49
(c) (Gain)/Loss on Sale of Assets	-	-	-	-
(d) Provision for Gratuity	0.98	2.74	1.10	0.19
(e) Interest & Other income	(1.59)	(3.31)	(0.51)	(0.64)
(f) Preliminary Expenses written off	-	-	-	-
Operating Profit before Working Capital Changes	<b>411.15</b>	<b>574.44</b>	<b>204.62</b>	<b>165.05</b>
Adjustment For :				
(a) (Increase)/Decrease in Inventories	(334.25)	(944.61)	300.94	(8.78)
(b) (Increase)/Decrease in Trade Receivables	(647.32)	(100.00)	-	2.18
(c) (Increase)/Decrease in Loans & Advances	(45.83)	(0.84)	-	3.51
(d) (Increase)/Decrease in Other Assets	2.78	(8.68)	6.38	(0.06)
(e) Increase / (Decrease) in Trade Payables	77.31	(41.33)	34.32	(63.01)
(f) Increase / (Decrease) in Other Liabilities	51.84	5.23	(25.52)	19.92
<b>CASH GENERATED FROM OPERATIONS</b>	<b>(484.30)</b>	<b>(515.80)</b>	<b>520.73</b>	<b>118.81</b>
Less : Direct Taxes paid (Net of Refund)	(68.34)	(73.95)	(34.64)	(5.78)
CASH FLOW BEFORE EXTRAORDINARY ITEMS	<b>(552.64)</b>	<b>(589.75)</b>	<b>486.09</b>	<b>113.03</b>
NET CASH FROM OPERATING ACTIVITIES (A)	<b>(552.64)</b>	<b>(589.75)</b>	<b>486.09</b>	<b>113.03</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
(a) Purchase of Fixed Assets	(66.68)	(30.79)	-	(0.62)
(b) Sale of Fixed Assets	30.79	-	-	-
(c) (Increase) / Decrease in Investment	-	-	-	-
(d) (Increase) / Decrease in Long term loans and advances	0.00	(11.00)	-	-
(e) (Increase) / Decrease in Non Current Assets	(1.60)	(0.95)	2.54	0.75
(f) Interest and other income	1.59	3.31	0.51	0.64
NET CASH FROM INVESTING ACTIVITIES (B)	<b>(35.90)</b>	<b>(39.43)</b>	<b>3.05</b>	<b>0.77</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
(a) Increase/(Decrease) in Long Term Borrowing	(36.96)	880.74	(163.95)	(132.65)
(b) Increase/(Decrease) in Short Term Borrowing	409.71	90.32	(469.53)	122.51
(c) Increase / ( Decrease ) in Long Term Provisions	-	-	-	-
(d) Interest Paid	(88.74)	(110.06)	(106.20)	(101.49)
(e) Fresh issue of Equity Shares	-	-	350.00	-
NET CASH FLOW IN FINANCING ACTIVITIES (C)	<b>284.00</b>	<b>861.00</b>	<b>(389.68)</b>	<b>(111.63)</b>
NET INCREASE IN CASH & CASH EQUIVALENTS (A)+(B)+(C )	(304.54)	231.82	99.46	2.17
OPENING BALANCE – CASH & CASH EQUIVALENT	<b>349.99</b>	<b>118.15</b>	<b>18.69</b>	<b>16.51</b>
CLOSING BALANCE - CASH & CASH EQUIVALENT	<b>45.44</b>	<b>349.99</b>	<b>118.15</b>	<b>18.69</b>

As per our report of even date attached

**M/s. Mardia & Associates**  
**Chartered Accountants**  
**Firm's Registration No: 007888S**

**For and on behalf of the Board of Directors**  
**Manoj Jewellers Limited**

**Manish Mardia**  
**Partner**  
**M No.205307**  
**UDIN: 24205307BKATXY7321**

**S Manojkumar**  
**Managing Director**  
**DIN: 01730747**

**Raj Kumari M**  
**Whole-time Director**  
**DIN: 09607998**

**Place: Chennai**  
**Date: November 28, 2024**

**Place: Chennai**  
**Date: November 28, 2024**

## GENERAL INFORMATION

Our company was incorporated as private limited Company under the name “Manoj Jewellers Private Limited” under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated September 21, 2007 issued by Assistant Registrar of Companies, Tamil Nadu, Chennai, Andaman and Nicobar Islands. Subsequently, our Company was converted into a public limited company pursuant to approval of the Shareholders at an Extraordinary General meeting held on June 13, 2022 and consequently, the name of our Company was changed to “Manoj Jewellers Limited” and a Fresh Certificate of Incorporation consequent upon conversion from Private Company to Public Company was issued by Registrar of Companies, Chennai, on July 14, 2022.

The Corporate Identity Number (CIN) of the Company is U52393TN2007PLC064834.

### REGISTERED OFFICE AND SHOW ROOM ONE OF OUR COMPANY

#### Manoj Jewellers Limited

No. 59, NSC Bose Road, Sowcarpet,  
Chennai – 600 079, Tamil Nadu, India.

**Tel No:** 044 4204 9741

**Email:** [investor@manojjewellerslimited.com](mailto:investor@manojjewellerslimited.com)

**Website:** <http://www.manojewellerslimited.com>

**CIN:** U52393TN2007PLC064834

For further details and details of changes in the registered office of our company, please refer to the chapter titled “*History and Certain Corporate Matters*” beginning on page 128 of this Draft Prospectus.

### SHOW ROOM TWO

#### Manoj Jewellers Limited

No.16, Mangalam Mitra Apartments,  
Ranganthan Avenue, Kilpauk  
Chennai – 600 079, Tamil Nadu, India.

**Tel No:** 044 4688 9588

**Email:** [investor@manojjewellerslimited.com](mailto:investor@manojjewellerslimited.com)

**Website:** <http://www.manojewellerslimited.com>

**CIN:** U52393TN2007PLC064834

### REGISTRAR OF COMPANIES

#### Registrar of Companies, Chennai

Block No.6, B Wing, 2<sup>nd</sup> Floor,  
Shastri Bhawan 26, Haddows Road,  
Chennai-600034, Tamil Nadu, India

**Tel No:** + 044-28270071/28276654

**Fax:** 044-28234298

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

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

### DESIGNATED STOCK EXCHANGE

#### BSE Limited (SME Platform of BSE Limited)

25<sup>th</sup> Floor, P.J. Towers, Dalal Street,  
Fort, Mumbai - 400 001.

**E-mail:** [bsesme.info@bseindia.com](mailto:bsesme.info@bseindia.com)

### BOARD OF DIRECTORS

As on the date of this Draft Prospectus, the Board of Directors of our Company comprises of the following:

Name	Designation	DIN	Residential Address
Mr. Manoj Kumar	Chairman & Managing Director	01730747	B2 Block, Tens Orchards, 12/73 Halls Road, Taylors Road Park, Kilpauk, Chennai- 600010, Tamil Nadu, India.

Name	Designation	DIN	Residential Address
Mr. Sunil Shantilal	Executive Director	01730790	The Gate Way, A2 House, Dr. Munniyappa Street, Kilpauk, Chennai- 600010, Tamil Nadu, India.
Ms. Raj Kumari	Whole Time Director	09607998	B2 Block Tens Orchards, 12/73, Halls Road Taylors Road Park, Kilpauk, Chennai- 600010, Tamil Nadu, India.
Mr. Ranjith Kumar Sharup	Independent Director	10621525	No 5/6/7, B Block No 10, Sankeshwara Vatika, Clements Road, Vepery, Tamil Nadu 600007, Chennai, India
Mr. Prathik Prasanchand Daga	Independent Director	09660743	Flat No. 2D Skylark Apartment 2 <sup>nd</sup> Floor, No. 5-9 Diwan Raman Road, Purasaiwalkam, Flower Road, Chennai-600084, Tamil Nadu, India.
Mr. Suganchand Ramesh Kumar	Independent Director	09661906	72/2 Jermian Road, Vepery, Chennai- 600007, Tamil Nadu, India.

For detailed profile of our Board of Directors, please see chapter titled “*Our Management*” beginning on page 131 of this Draft Prospectus.

#### COMPANY SECRETARY AND COMPLIANCE OFFICER

Ms. Vaneeta Khanna is our Company Secretary and Compliance Officer. Her contact details are as follows:

**Ms. Vaneeta Khanna**

No. 59, NSC Bose Road,  
Sowcarpet, Chennai - 600079,  
Tamil Nadu, India.

**Tel No:** +91-7338918916

**Email:** [cs@manojjewellerslimited.com](mailto:cs@manojjewellerslimited.com)

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

#### LEAD MANAGER TO THE ISSUE

**Jawa Capital Services Private Limited**

**Address:** Plot No. 93, F/F, Pocket-2, Near DAV School,  
Jasola, Delhi-110025

**Tel:** +91-11-47366600

**E-mail:** [mbd@jawacapital.in](mailto:mbd@jawacapital.in)

**Investor Grievance Email:** [investorsrelations@jawacapital.in](mailto:investorsrelations@jawacapital.in)

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

**Contact Person:** Ms. Shree Khurana/Ms. Archana Sharma

**SEBI Registration No.:** MB/INM000012777

#### REGISTRAR TO THE ISSUE

**Skyline Financial Services Private Limited**

D-153A, 1<sup>st</sup> Floor, Okhla Industrial Area,  
Phase -I, New Delhi - 110 020, India

**Tel No:** 011 - 4045 0193/97

**Fax:** 011- 2681 2683

**Email:** [ipo@skylinerta.com](mailto:ipo@skylinerta.com)

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

**Investor Grievance Email:** [grievances@skylinerta.com](mailto:grievances@skylinerta.com)

**Contact Person:** Mr. Anuj Rana

**SEBI Registration No.:** INR000003241

#### LEGAL ADVISOR TO THE ISSUE

**Asha Agarwal & Associates**

118, Shila Vihar, Gokulpura,  
Kalwar Road, Jhotwara,  
Jaipur – 302 012, Rajasthan, India

**Tel No:** +91 99509 33137  
**Email:** [ashaagarwalassociates@gmail.com](mailto:ashaagarwalassociates@gmail.com)  
**Contact Person:** Ms. Asha Agarwal

#### **BANKERS TO THE COMPANY**

**Axis Bank Limited**  
Corporate Banking Branch  
Old No.2, New No.3, Club House Road, Anna Salai  
Chennai – 600 002, Tamil Nadu, India.  
**Tel No.:** 044 - 61372000  
**Email:** [cbchennai.operationshead@axisbank.com](mailto:cbchennai.operationshead@axisbank.com)  
**Website:** [www.axisbank.com](http://www.axisbank.com)  
**Contact Person:** Rekha S.

#### **STATUTORY AND PEER REVIEWED AUDITORS OF OUR COMPANY**

**M/s. Mardia & Associates**, Chartered Accountants  
1-A, Valliammal Road, Vepery,  
Chennai – 600007  
**Tel No.:** +91-44-42601133  
**Email:** [mardiassociate@gmail.com](mailto:mardiassociate@gmail.com)  
**Contact Person:** Mr. Manish Mardia  
**Firm Registration No.:** 007888S  
**Peer Review No.:** 016323

*M/s. Mardia & Associates, Chartered Accountants hold a peer review certificate dated February 09, 2024 issued by the Institute of Chartered Accountants of India*

#### **BANKERS TO THE ISSUE / ESCROW COLLECTION BANK, REFUND BANK AND PUBLIC ISSUE BANK**

[•]

#### **STATEMENT OF INTER-SE ALLOCATION OF RESPONSIBILITIES**

Jawa Capital Services Private Limited is the sole Lead Manager to this Issue and all the responsibilities relating to co-ordination and other activities in relation to the Issue shall be performed by them and hence a statement of inter-se allocation of responsibilities is not required.

#### **SELF-CERTIFIED SYNDICATE BANKS (“SCSBs”)**

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

#### **SCSBS AND MOBILE APPLICATIONS ENABLED FOR UPI MECHANISM**

The banks registered with SEBI, which offer the facility of ASBA services, (i) in relation to ASBA, where the Bid Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34> and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to UPI Bidders using the UPI Mechanism, a list of which is available on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40> or such other website as updated from time to time.

In accordance with SEBI RTA Master Circular, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, read with other applicable UPI Circulars, UPI Bidders Bidding through UPI Mechanism may apply through the SCSBs and mobile applications, using



UPI handles, whose name appears on the SEBI website. A list of SCSBs and mobile applications, which, are live for applying in public offers using UPI mechanism is provided in the list available on the website of SEBI at [www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43](http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) and updated from time to time and at such other websites as may be prescribed by SEBI from time to time.

#### **SYNDICATE SCSB BRANCHES**

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

#### **REGISTERED BROKERS**

Bidders (other than RIBs) can submit ASBA Forms in the Offer using the stockbroker network of the stock exchange, i.e., through the Registered Brokers at the Broker Centers. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchange at <https://www.bseindia.com/>, as updated from time to time.

#### **REGISTRAR AND SHARE TRANSFER AGENTS (“RTA”)**

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 the SEBI on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>, as updated from time to time.

#### **COLLECTING DEPOSITORY PARTICIPANTS (“CDP”)**

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. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Application Forms from the Designated Intermediaries will be available on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> and updated from time to time.

#### **CREDIT RATING**

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

#### **IPO GRADING**

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

#### **DEBENTURE TRUSTEES**

Since this is not a debenture issue, appointment of debenture trustee is not required.

#### **MONITORING AGENCY**

Since our issue size does not exceed 10,000 Lakhs, we are not required to appoint monitoring agency for monitoring the utilization of Net Proceeds in accordance with Regulation 262(1) of SEBI ICDR Regulations. 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.

#### **FILING OF THE DRAFT PROSPECTUS**

The Draft Prospectus is being filed with BSE Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001 Maharashtra, India.

Pursuant to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022, Draft Prospectus shall not be submitted to SEBI, however, soft copy of Prospectus shall be submitted to SEBI pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, through SEBI

Intermediary Portal at <https://siportal.sebi.gov.in>. SEBI will not issue any observation on the issue document in terms of Regulation 246 (2) of the SEBI ICDR Regulations.

A copy of the Prospectus along with the material contracts and documents referred elsewhere in the Prospectus required to be filed under Section 26 of the Companies Act, 2013 will be delivered to the Registrar of Companies, Chennai, situated at Block No.6, B Wing, 2nd Floor, Shastri Bhawan 26, Haddows Road, Chennai- 600034, Tamil Nadu and Andaman and Nicobar Islands, India at least (3) three working days prior from the date of opening of the Issue.

#### APPRAISING ENTITY

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

#### TYPE OF ISSUE

The present issue is considered to be 100% Fixed Price issue.

#### GREEN SHOE OPTION

No green shoe option is contemplated under the Issue.

#### EXPERTS TO THE ISSUE

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received written consent from Statutory Auditor namely, M/s. Mardia & Associates, Chartered Accountants, to include their name in respect of the reports on the Restated Financial Statements dated November 28, 2024 and the Statement of Possible Tax Benefits dated December 02, 2024 issued by them and included in this Draft Prospectus, as required under section 26(1)(a)(v) of the Companies Act, 2013 in this Draft Prospectus and as “Expert” as defined under section 2(38) of the Companies Act, 2013 and such consent has not been withdrawn as on the date of this Draft Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

#### CHANGES IN AUDITORS IN LAST THREE YEARS

Particulars	Appointment/ Cessation	Date of Appointment/Cessation	Reason for change
<b>Dinesh Kumar Jain, Chartered Accountant</b> <b>Address:</b> No. 43 & 44, Erullappan Street, Roop Chambers, Vth Floor, Shop No. E504, Sowcarpet, Chennai – 600079 <b>Tel No.:</b> +91 44 – 25390583 <b>Email ID:</b> dinesh.bhansali@gmail.com <b>Contact Person:</b> CA Dinesh Kumar Jain <b>Membership No.:</b> 216139	Cessation	August 27, 2024	Completion of tenure
<b>Mardia &amp; Associates, Chartered Accountant</b> <b>Address:</b> 1, Valliammal Road, Vepery, Chennai – 600007 <b>Tel No.:</b> +91- 44-42601133/26414638 <b>Email ID:</b> mardiaassociates@gmail.com <b>Contact Person:</b> CA Manish Mardiya <b>Membership No.:</b> 205307 <b>FRN No.:</b> 007888S	Appointment	August 27, 2024	Appointment for the period from April 01, 2024, till March 31, 2029.

#### UNDERWRITING AGREEMENT

This issue is Underwritten by Smart Horizon Capital Advisors Private Limited (Formerly known as Shreni Capital Advisors Private Limited) and Jawa Capital Services Private Limited in the capacity of underwriter to the issue. The underwriting agreement is dated December 19, 2024. Pursuant to the terms of the underwriting Agreement, the obligations of the underwriters are several and are subject to certain conditions specified therein. The underwriters have indicated their intention to underwrite the following number of specified securities being issued through this issue:

(₹ in Lakhs)

Details of the Underwriter	No. of Equity Shares Underwritten*	Amount Underwritten	% of total Issue size underwritten
<b>Smart Horizon Capital Advisors Private Limited</b> (Formerly known as Shreni Capital Advisors Private Limited) B/908, Western Edge II, Kanakia Space, Behind Metro Mall, Off Western Express Highway, Magathane, Borivali East, Mumbai - 400066, Maharashtra, India. <b>Tel No:</b> +91-22-28706822 <b>Email:</b> director@shcapl.com <b>Website:</b> www.shcapl.com <b>Investor Grievance E-mail:</b> investor@shcapl.com <b>Contact Person:</b> Mr. Parth Shah <b>SEBI Registration No.:</b> INMO000013183	Up to [●]	[●]	85%
<b>Jawa Capital Services Private Limited</b> Plot No. 93, First Floor, Pocket 2, Near DAV School, Jasola, New Delhi- 110025 <b>Tel No.:</b> +91-11-47366600; E-mail: mbd@jawacapital.in <b>Investor Grievance Email:</b> investorsrelation@jawacapital.in <b>Website:</b> www.jawacapital.in <b>Contact Person:</b> Mr. Anoop Kumar Gupta <b>SEBI Registration No.:</b> MB/INM000012777	Up to [●]	[●]	15%
<b>Total</b>	Upto 30,00,000*	[●]	100%

\*Includes up to [●] Equity Shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker in its own account in order to claim compliance with the requirements of Regulation 261 of the SEBI ICDR Regulations, as amended.

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

## MARKET MAKER

### Shreni Shares Limited

Office No. 217, Hive 67 Icon, Poisar Gymkhana Road  
 Lokmanya Tilak Nagar Poisar, Near Raghuleela Mall,  
 Kandivali West, Mumbai - 400067,  
 Maharashtra, India

**Tel:** +91-22-2089 7022

**Email:** shrenisharespvtltd@yahoo.in

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

**Contact Person:** Mr. Hitesh Punjani

**SEBI Registration No.:** INZ000268538

**BSE Clearing Number:** 6219

## DETAILS OF THE MARKET MAKING AGREEMENT

In accordance with Regulation 261 of the SEBI ICDR Regulations, we shall enter into an agreement with the Lead Manager and the Market Maker (duly registered with BSE to fulfil the obligations of Market Making) dated December 19, 2024, to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in this issue

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

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

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

1. a) The Market maker shall subscribe [●] Equity Shares being the market maker reservation portion as specified in the Prospectus, on a firm basis and pay the amounts as are specified in the Draft Prospectus and Prospectus. The Market Maker agrees not to withdraw its application; and b) ensure Market Making in the Equity Shares of Company in the manner and on the terms and conditions contained this Agreement, and as specified by SEBI and BSE from time to time.
2. The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. The spread (difference between the sell and buy quote) shall not be more than 10% or as specified by the Stock Exchange from time to time Further, the Market Maker shall inform the exchange in advance for each and every black out period when the quotes are not being issued by the Market Maker.
3. The prices quoted by the Market Maker shall be in compliance with the Market Maker Spread requirements and other particulars as specified or as per the requirements of BSE and SEBI from time to time.
4. The minimum depth of the quote shall be ₹1,00,000. However, the investors with holdings of value less than ₹1,00,000 shall be allowed to issue 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. Based on the IPO price of ₹ [●] per share the minimum lot size is [●] Equity Shares thus minimum depth of the quote shall be [●] Equity Shares until the same, would be revised by BSE.
5. After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Equity Shares of market maker in our Company reaches to 25%. Or upper limit (Including the 5% of Equity Shares ought to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this issue over and above 25% equity shares would not be taken into consideration of computing the threshold of 25%. As soon as the Shares of market maker in our Company reduce to 24%, the market maker will resume providing 2-way quotes.
6. There shall be no exemption/threshold on downside. However, in the event the market maker exhausts his inventory through market making process, the concerned stock exchange may intimate the same to SEBI after due verification.
7. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. The securities of the company will be placed in Special Pre-Open Session (SPOS) and would remain in Trade for Trade settlement for 10 days from the date of listing of Equity shares on the Stock Exchange.
8. 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.
9. The Inventory Management and Buying/Selling Quotations and its mechanism shall be as per the relevant circulars issued by SEBI and BSE from time to time.
10. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by them.
11. There would not be more than five Market Makers for the Company's Equity Shares at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
12. The shares of the company will be traded in continuous trading session from the time and day the company gets listed on BSE SME and market maker will remain present as per the guidelines mentioned under BSE and SEBI circulars.
13. 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.
14. 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.

15. The Market Maker shall have the right to terminate said arrangement by giving one-month notice or on mutually acceptable terms to the Company, who shall then be responsible to appoint a replacement Market Maker.
16. In case of termination of the abovementioned Market Making Agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Company 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 reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed 5 (five) or as specified by the relevant laws and regulations applicable at that particular point of time.
17. **Risk containment measures and monitoring for Market Maker:** BSE will have all margins which are applicable on the Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.
18. **Punitive Action in case of default by Market Maker:** BSE will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and / or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (issuing two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership. 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.
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:
- 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.
  - 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.

20. The following spread will be applicable on the BSE SME:

Sr. No.	Market Price Slab (in ₹)	Proposed spread (in % to sale price)
1.	Up to 50	9
2.	50 to 75	8
3.	75 to 100	6
4.	Above 100	5

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

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

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

23. 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.
24. On the first day of listing, there will be a pre-open session (call auction) and there after trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. The securities of the Company will be placed in SPOS and would remain in Trade for Trade settlement for 10 days from the date of listing of Equity Shares on the Stock Exchange.

## CAPITAL STRUCTURE

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

(₹ in lakhs except share data)

Sr. No.	Particulars	Aggregate Value at Face Value	Aggregate Value at Issue Price
<b>A.</b>	<b>Authorized Share Capital <sup>(1)</sup></b>		
	1,00,00,000 Equity Shares of face value of ₹10/- each	1,000.00	-
<b>B.</b>	<b>Issued, Subscribed and Paid-Up Equity Capital before the Issue</b>		
	59,85,628 Equity Shares of face value of ₹10/- each	598.56	-
<b>C.</b>	<b>Present Issue in Terms of this Draft Prospectus</b>		
	Issue up to 30,00,000 Equity Shares of face value of ₹10/- each at a price of ₹[●]/- per Equity Share <sup>(2) and (4)</sup>	[●]	[●]
	<i>of which</i>		
	up to [●] Equity Shares of face value of ₹10/- each at a price of ₹ [●] per Equity Share <sup>(4)</sup> reserved as Market Maker Portion	[●]	[●]
	Net Issue to Public of up to [●] Equity Shares of ₹10/- each at a price of ₹ [●] per Equity Share <sup>(4)</sup> to the Public	[●]	[●]
	<i>Of Which</i>		
	Allocation to Retail Individual Investors of up to [●] Equity Shares	[●]	[●]
	Allocation to other than Retail Individual Investors of up to [●] Equity Shares	[●]	[●]
<b>D.</b>	<b>Issued, Subscribed and Paid-Up Capital After the Issue*</b>		
	Up to 85,50,628 Equity Shares of face value of ₹10/- each	[●]	-
<b>E.</b>	<b>Securities Premium Account</b>		
	Before the Issue <sup>(3)</sup>		-
	After the Issue <sup>(4)</sup>		[●]

(1) For details in relation to the changes in the authorised share capital of our Company, see “History and Certain Corporate Matters” beginning on page 128.

(2) The Present Issue has been authorized by our Board pursuant to resolutions passed at its meetings held on September 26, 2024 and by our Shareholders pursuant to a special resolution passed at their meetings held on September 27, 2024.

(3) Securities Premium before the Issue as on March 31, 2024.

(4) To be finalized upon determination of the Issue Price.

### CLASS OF SHARES

As on the date of Draft Prospectus, our Company has only one class of share capital i.e., Equity Shares of ₹10/- each. All Equity Shares issued are fully paid-up. Our Company has no outstanding convertible instruments as on the date of this Draft Prospectus.

### NOTES TO THE CAPITAL STRUCTURE

#### 1. A. Changes in Authorized Share Capital

Since incorporation, the capital structure of our Company has been altered in the following manner:

Date of change	Nature of increase/ Change	Number of Shares	Face Value	Nature of Instrument	Cumulative authorized Share Capital (In Rs.)



At the time of Incorporation	Initial Capital	50,000	10	Equity	5,00,000
October 08, 2007	Increase in Authorised Share Capital	7,00,000	10	Equity	7,50,000
March 25, 2017	Increase in Authorised Share Capital	9,50,000	10	Equity	17,00,000
April 02, 2018	Increase in Authorised Share Capital	40,00,000	10	Preference	57,00,000
May 18, 2022	Reclassification	40,00,000*	10	Equity	57,00,000
November 30, 2022	Increase in Authorised Share Capital	43,00,000	10	Equity	100, 00,000
		<b>1,00,00,000</b>			<b>10,00,00,000</b>

\*The Authorized Capital was reclassified from ₹1,70,00,000 divided into 17,00,000 Equity Shares of ₹10/- each to ₹1,70,00,000 divided into 17,00,000 Equity Shares of ₹10/- each and ₹4,00,00,000 divide into 40,00,000 Preference Shares to ₹5,70,00,000 divided into 57,00,000 Equity Shares of ₹10/- each vide shareholders' resolution dated May 18, 2022.

## B. Changes in Preference Share Capital

Since incorporation, the capital structure of our Company has been altered in the following manner:

Date of change	Nature of increase/ Change	Number of Shares	Face Value	Nature of Instrument	Cumulative authorized Share Capital (In Rs.)
April 02, 2018	Issue of Preference share	40,00,000*	10	Preference	40,00,000
May 18, 2022	Reclassification of shares**	Nil	10	Equity	Nil
		<b>40,00,000</b>			<b>40,00,000</b>

\*The Authorized Capital was increased 40,00,000 Preference Shares vide shareholders' resolution dated April 02, 2018.

\*\*The Authorized Capital was reclassified from ₹1,70,00,000 divided into 17,00,000 Equity Shares of ₹10/- each to ₹1,70,00,000 divided into 17,00,000 Equity Shares of ₹10/- each and ₹4,00,00,000 divide into 40,00,000 Preference Shares to ₹5,70,00,000 divided into 57,00,000 Equity Shares of ₹10/- each vide shareholders' resolution dated May 18, 2022.

## 2. Equity Share Capital History of our Company

The following table sets forth details of the history of the Equity Share capital of our Company:

Date of Allotment	No. of Equity Shares allotted	Face Value (Rs)	Issue Price (Rs)	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Paid-Up Equity Shares Capital (Rs)	Cumulative Share Premium (Rs)
Upon Incorporation	10,000	10/-	10/-	Cash	Subscription to MOA <sup>(i)</sup>	10,000	1,00,000	Nil
October 30, 2007	1,96,000	10/-	10/-	Cash	Right issue <sup>(ii)</sup>	2,06,000	20,60,000	Nil
January 03, 2008	11,500	10/-	10/-	Other than Cash	Conversion of loan into equity <sup>(iii)</sup>	2,17,500	21,75,000	Nil
March 31, 2008	1,00,000	10/-	100/-	Cash	Right Issue <sup>(iv)</sup>	3,17,500	31,75,000	90,00,000/-

Date of Allotment	No. of Equity Shares allotted	Face Value (Rs)	Issue Price (Rs)	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Paid-Up Equity Shares Capital (Rs)	Cumulative Share Premium (Rs)
November 15, 2009	20,000	10/-	100/-	Cash	Further Allotment (v)	3,37,500	33,75,000	1,08,00,000/-
December 15, 2009	25,000	10/-	100/-	Cash	Further Allotment (vi)	3,62,500	36,25,000	1,30,50,000/-
March 25, 2017	13,05,000	10/-	Nil	Other than Cash	Bonus Issue in ratio of 18:5 (vii)	16,67,500	1,66,75,000	Nil
June 10, 2022	4,16,876	10/-	Nil	Other than Cash	Bonus Issue in ratio of 1:4 (viii)	20,84,376	2,08,43,760	Nil
June 17, 2022	2,08,438	10/-	Nil	Other than Cash	Bonus Issue in ratio of 1:10 (ix)	22,92,814	2,29,28,140	Nil
January 04, 2023	7,00,000	10/-	50/-	Cash	Right Issue (x)	29,92,814	2,99,28,140	2,80,00,000
January 06, 2023	29,92,814	10/-	Nil	Other than Cash	Bonus Issue in ratio of 1:1 (xi)	59,85,628	5,98,56,280	Nil

(i) Initial Subscribers to the Memorandum of Association of our company upon incorporation.

Sr. No	Name	No of Equity Shares
1.	Manoj Kumar	4,000
2.	Sunil Shantilal	4,000
3.	S Shantilal Jain	2,000
	<b>Total</b>	<b>10,000</b>

(ii) Right Issue of 1,96,000 Equity Shares of face value of ₹10/- each allotted-on October 30, 2007.

Sr. No	Name	No of Equity Shares
1.	S Shantilal Jain	50,000
2.	Manoj Kumar	56,000
3.	Sunil Shantilal	40,000
4.	Raj Kumari	50,000
	<b>Total</b>	<b>1,96,000</b>

(iii) Conversion of loan into equity of 11,500 Equity Shares of face value of ₹10/- each allotted-on January 03, 2008.

Sr. No	Name	No of Equity Shares
1.	Sunil Shantilal	11,500
	<b>Total</b>	<b>11,500</b>

(iv) Rights Issue of 1,00,000 Equity Shares of face value of ₹10/- each allotted-on March 31, 2008.

Sr No	Name	No of Equity Shares
1.	B Gouthamchand	35,000
2.	Deepika	7,000
3.	Naresh	3,000
4.	Pinky	3,000
5.	Praful	10,000
6.	Prema Kumari	42,000
	<b>Total</b>	<b>1,00,000</b>

(v) Fresh Allotment of 20,000 Equity Shares of face value of ₹10/- each allotted-on November 15, 2009.

Sr. No	Name	No of Equity Shares
1.	Rawgold Securities Private Limited	20,000
	<b>Total</b>	<b>20,000</b>

(vi) Fresh Allotment of 25,000 Equity Shares of face value of ₹10/- each allotted-on December 15, 2009.

Sr. No	Name	No of Equity Shares
1.	Aarika Steels & Metals Private Limited	10,000
2.	Sonal Cosmetics Exports Limited	15,000
	<b>Total</b>	<b>25,000</b>

(vii) Bonus Issue in ratio of 18:5 for allotment of 13,05,000 Equity Shares of face value of ₹10/- each allotted-on March 25, 2017.

Sr. No	Name	No of Equity Shares
1.	Manoj Kumar	2,16,000
2.	Sunil Shantilal	1,99,800
3.	S Shantilal Jain	1,87,200
4.	Raj Kumari	1,80,000
5.	Shalu	2,61,000
6.	Damayanthi Bai	2,61,000
	<b>Total</b>	<b>13,05,000</b>

(viii) Bonus Issue in ratio of 1:4 for allotment of 4,16,876 Equity Shares of face value of ₹10/- each allotted-on June 10, 2022.

Sr No	Name	No of Equity Shares
1.	Manoj Kumar	1,84,238
2.	Sunil Shantilal	83,388
3.	Raj Kumari	57,500
4.	Shalu	83,375
5.	Damayanthi Bai	875
6.	Vanshika	3,750
7.	Prachi	3,750
	<b>Total</b>	<b>4,16,876</b>

(ix) Bonus Issue in ratio of 1:10 for allotment of 2,08,438 Equity Shares of face value of ₹10/- each allotted-on June 17, 2022.

Sr. No	Name	No of Equity Shares
1.	Manoj Kumar	92,119
2.	Sunil Shantilal	41,694
3.	Raj Kumari	28,750
4.	Shalu	41,688
5.	Damayanthi Bai	437
6.	Vanshika	1,875
7.	Prachi	1,875
	<b>Total</b>	<b>2,08,438</b>

(x) Fresh Allotment of 7,00,000 Equity Shares of face value of ₹10/- each allotted-on January 04, 2023.

Sr. No	Name	No of Equity Shares
1.	Manoj Kumar	4,20,000
2.	Sunil Shantilal	2,80,000
	<b>Total</b>	<b>7,00,000</b>

(xi) Bonus Issue in ratio of 1:1 for allotment of 2,992,814 Equity Shares of face value of ₹10/- each allotted-on January 06, 2023.

Sr. No	Name	No of Equity Shares
1.	Manoj Kumar	14,33,307
2.	Sunil Shantilal	7,38,632
3.	Raj Kumari	3,16,250
4.	Shalu	4,58,563
5.	Damayanthi Bai	4,812
6.	Vanshika	20,625
7.	Prachi	20,625
	<b>Total</b>	<b>29,92,814</b>

3. We hereby confirm that the Company has duly complied with the extant provisions of the Companies Act, 2013 and rules framed thereunder, with respect to the issuance of Equity Shares, as stipulated under para 2 above.
4. Except as disclosed below, we have not issued any Equity Shares for consideration other than cash, at any point of time since Incorporation:

Date of Allotment	No. of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Reasons of Allotment	Benefits accrued to company	Allottees	No. of Shares Allotted
January 03, 2008	11,500	10/-	10/-	Conversion of loan into equity	Reduction in borrowings of the Company	Sunil Shantilal	11,500
March 25, 2017	13,05,000	10/-	Nil	Bonus Issue in ratio of 18:5	Capitalization of Surplus	Manoj Kumar	2,16,000
						Sunil Shantilal	1,99,800
						S Shantilal Jain	1,87,200
						Raj Kumari	1,80,000
						Shalu	2,61,000
June 10, 2022	4,16,876	10/-	Nil	Bonus Issue in ratio of 1:4	Capitalization of Surplus	Damayanthi Bai	2,61,000
						Manoj Kumar	1,84,238
						Sunil Shantilal	83,388
						Raj Kumari	57,500
						Shalu	83,375
						Damayanthi Bai	875
June 17, 2022	2,08,438	10/-	Nil	Bonus Issue in ratio of 1:10	Capitalization of Surplus	Vanshika	3,750
						Prachi	3,750
						Manoj Kumar	92,119
						Sunil Shantilal	41,694
						Raj Kumari	28,750
						Shalu	41,688
January 06, 2023	29,92,814	10/-	Nil	Bonus Issue in ratio of 1:1	Capitalization of Surplus	Damayanthi Bai	437
						Vanshika	1,875
						Prachi	1,875
						Manoj Kumar	14,33,307
						Sunil Shantilal	7,38,632
						Raj Kumari	3,16,250
						Shalu	4,58,563
Damayanthi Bai	4,812						
Vanshika	20,625						
Prachi	20,625						

5. No equity shares have been allotted in terms of any scheme approved under sections 391-394 of the Companies Act, 1956 and sections 230-234 of the Companies Act, 2013.
6. The Company does not have any employee stock option schemes under which any equity shares of the Company is granted. Accordingly, no Equity Shares have been offered or transferred by our Company pursuant to the exercise of any employee under the Employee Stock Option Scheme.

7. We have not re-valued our assets since inception and have not issued any equity shares (including bonus shares) by capitalizing any revaluation reserves.
8. We have not issued any Equity Shares at price below Issue price within last one year from the date of this Draft Prospectus.

## 9. 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 Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full 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)*
								Class-Equity	No of Voting Rights		Total as a % of (A+B+C)			No (a)	As a % of total Shares held (b)	No (a)	As a % of total Shares held (b)	
									Class	Total								
A	Promoters & Promoter group	7	56,85,629	-	-	56,85,629	94.99	56,85,629	-	56,85,629	100.00	-	100.00	-	-	-	-	56,85,629
B	Public	4	2,99,999	-	-	2,99,999	5.01	2,99,999	-	2,99,999	100.00	-	100.00	-	-	-	-	2,99,999
C	Non - Promoters Non - Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C1	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C2	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>11</b>	<b>59,85,628</b>	<b>-</b>	<b>-</b>	<b>59,85,628</b>	<b>100.00</b>	<b>59,85,628</b>	<b>-</b>	<b>59,85,628</b>	<b>100.00</b>	<b>-</b>	<b>100.00%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>100.00%</b>

10. Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company as on the date of this Draft Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity shares	Percentage of the pre - issue Equity Share Capital (%)
1.	Manoj Kumar	25,66,615	42.88%
2.	Sunil Shantilal	14,77,264	24.68%
3.	Rajkumari	6,32,500	10.57%
4.	Shalu	9,17,126	15.32%
5.	Heena Girish Jain	1,00,000	1.67
6.	Gaurav Singh	66,666	1.11
7.	Sagar Haresh Kumar Doshi	66,667	1.11
8.	Bhavya Jain	66,666	1.11
	<b>Total</b>	<b>54,68,505</b>	<b>96.36%</b>

11. Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company two years prior to this Draft Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity shares	Percentage of then pre - issue Equity Share Capital (%)
1.	Manoj Kumar	7,36,950	44.19%
2.	Sunil Shantilal	3,33,550	20.00%
3.	Rajkumari	2,30,000	13.79%
4.	Shalu	3,33,500	20.00%
	<b>Total</b>	<b>16,34,000</b>	<b>97.98%</b>

12. Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company as of one year prior to the date of this Draft Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity shares	Percentage of the pre - issue Equity Share Capital (%)
1.	Manoj Kumar	28,66,614	47.89%
2.	Sunil Shantilal	14,77,264	24.68%
3.	Rajkumari	6,32,500	10.57%
4.	Shalu	9,17,126	15.32%
	<b>Total</b>	<b>58,93,504</b>	<b>98.46%</b>

13. Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company as of 10 days prior to the date of this Draft Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity shares	Percentage of the pre - issue Equity Share Capital (%)
1.	Manoj Kumar	25,66,614	42.88%
2.	Sunil Shantilal	14,77,264	24.68%
3.	Rajkumari	6,32,500	10.57%
4.	Shalu	9,17,126	15.32%
	<b>Total</b>	<b>55,93,504</b>	<b>98.46%</b>

14. Our Company has not made any public issue (including any rights issue to the public) since its incorporation, except as stated above.
15. Our Company does not have any intention or proposal to alter our capital structure within a period of six (6) months from the date of opening of the issue by way of split/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., except that if our Company may further issue Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the listing of equity shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.

## 16. Shareholding of our Promoters

As on the date of this Draft Prospectus, our Promoters hold 93.45% of the pre-issue, subscribed and paid-up Equity Share capital of our Company.

Build-up of the shareholding of our Promoters in our Company since incorporation:

Date of Allotment / Transfer	Nature of Issue / Transaction	Nature of Consideration	No. of Equity Shares	Cumulative No. of shares	FV (Rs)	Acquisition / Transfer Price	% Of Pre-Issue Equity Share Capital	% Of Post Issue Equity Share Capital	Pledge
<b>Manoj Kumar</b>									
September 21, 2007	Initial subscription to the MoA	Cash	4,000	4,000	10/-	10/-	0.07%	[●]%	No
October 30, 2007	Further Allotment	Cash	56,000	60,000	10/-	10/-	0.94%	[●]%	No
March 25, 2017	Bonus Issue in ratio of 18:5	Consideration other than Cash	2,16,000	2,76,000	10/-	Nil	3.61%	[●]%	No
April 25, 2018	Transfer	Gift	1,60,950	4,36,950	10/-	Nil	2.69%	[●]%	No
February 25, 2022	Transfer	Gift	3,30,000	7,66,950	10/-	Nil	5.51%	[●]%	No
February 25, 2022	Transfer	Gift	(15,000)	7,51,950	10/-	Nil	(0.25%)	[●]%	No
February 25, 2022	Transfer	Gift	(15,000)	7,36,950	10/-	Nil	(0.25%)	[●]%	No
June 10, 2022	Bonus Issue in ratio of 1:4	Consideration other than Cash	1,84,238	9,21,188	10/-	Nil	3.08%	[●]%	No
June 17, 2022	Bonus Issue in ratio of 1:10	Consideration other than Cash	92,119	10,13,307	10/-	Nil	1.54%	[●]%	No
January 04, 2023	Rights Issue	Cash	4,20,000	14,33,307	10/-	50/-	7.02%	[●]%	No
January 06, 2023	Bonus Issue in ratio of 1:1	Consideration other than Cash	14,33,307	28,66,614	10/-	Nil	23.95%	[●]%	No
August 28, 2024	Transfer	Cash	(2,99,999)	25,66,615	10/-	20/-	(3.34%)	[●]%	No
	Total		25,66,615		10/-		42.88%	[●]%	
<b>Raj Kumari</b>									
October 30, 2007	Further Allotment	Cash	50,000	50,000	10/-	10/-	0.84%	[●]%	No
March 25, 2017	Bonus Issue in ratio of 18:5	Consideration other than Cash	1,80,000	2,30,000	10/-	Nil	3.01%	[●]%	No
June 10, 2022	Bonus Issue in ratio of 1:4	Consideration other than Cash	57,500	2,87,500	10/-	Nil	0.96%	[●]%	No

Date of Allotment / Transfer	Nature of Issue / Transaction	Nature of Consideration	No. of Equity Shares	Cumulative No. of shares	FV (Rs)	Acquisition / Transfer Price	% Of Pre-Issue Equity Share Capital	% Of Post Issue Equity Share Capital	Pledge
June 17, 2022	Bonus Issue in ratio of 1:10	Consideration other than Cash	28,750	3,16,250	10/-	Nil	0.48%	[●]%	No
January 06, 2023	Bonus Issue in ratio of 1:1	Consideration other than Cash	3,16,250	6,32,500	10/-	Nil	5.28%	[●]%	No
	Total		6,32,500				10.57%	[●]%	
<b>Sunil Shantilal</b>									
September 21, 2007	Initial subscription to the MoA	Cash	4,000	4,000	10/-	10/-	0.07%	[●]%	No
October 30, 2007	Further Allotment	Cash	40,000	44,000	10/-	10/-	0.67%	[●]%	No
August 03, 2008	Conversion of Loan to equity	Other than cash	11,500	55,500	10/-	10/-	0.19%	[●]%	No
March 25, 2017	Bonus Issue in ratio of 18:5	Consideration other than Cash	1,99,800	255,300	10/-	Nil	3.34%	[●]%	No
April 25, 2018	Transfer	Gift	78,250	3,33,550	10/-	Nil	1.31%	[●]%	No
June 10, 2022	Bonus Issue in ratio of 1:4	Consideration other than Cash	83,388	4,16,938	10/-	Nil	1.39%	[●]%	No
June 17, 2022	Bonus Issue in ratio of 1:10	Consideration other than Cash	41,694	4,58,632	10/-	Nil	0.70%	[●]%	No
January 04, 2023	Rights Issue	Cash	2,80,000	7,38,632	10/-	50/-	4.68%	[●]%	No
January 06, 2023	Bonus Issue in ratio of 1:1	Consideration other than Cash	7,38,632	14,77,264	10/-	Nil	12.34%	[●]%	No
	Total		14,77,264				24.68%	[●]	
<b>Shalu</b>									
May 25, 2010	Transfer	Cash	22,000*	22,000*	10/-	10/-	0.37%	[●]%	No
May 30, 2010	Transfer	Cash	10,000*	32,000*	10/-	10/-	0.17%	[●]%	No
May 30, 2010	Transfer	Cash	5,000*	37,000	10/-	10/-	0.08%	[●]%	No
May 30, 2010	Transfer	Cash	3,000*	40,000	10/-	10/-	0.05%	[●]%	No
May 30, 2010	Transfer	Cash	3,000*	43,000	10/-	10/-	0.05%	[●]%	No
May 30, 2010	Transfer	Cash	17000*	60000	10/-	10/-	0.28%	[●]%	No
May 30, 2010	Transfer	Cash	11,000*	71,000	10/-	10/-	0.18%	[●]%	No



Date of Allotment / Transfer	Nature of Issue / Transaction	Nature of Consideration	No. of Equity Shares	Cumulative No. of shares	FV (Rs)	Acquisition / Transfer Price	% Of Pre-Issue Equity Share Capital	% Of Post Issue Equity Share Capital	Pledge
May 30, 2010	Transfer	Cash	9,000*	80,000	10/-	10/-	0.15%	[●]%	No
May 30, 2010	Transfer	Cash	10,000*	90,000	10/-	10/-	0.17%	[●]%	No
May 30, 2010	Transfer	Cash	10,000*	1,00,000	10/-	10/-	0.17%	[●]%	No
May 30, 2010	Transfer	Cash	20,000*	1,20,000	10/-	10/-	0.33%	[●]%	No
May 30, 2010	Transfer	Cash	10,000*	1,30,000	10/-	10/-	0.17%	[●]%	No
May 30, 2010	Transfer	Cash	15,000*	1,45,000	10/-	10/-	0.25%	[●]%	No
March 25, 2017	Transfer	Gift	(22,000)	1,23,000	10/-	Nil	(0.37%)	[●]%	No
March 25, 2017	Transfer	Gift	(10,000)	1,13,000	10/-	Nil	(0.17%)	[●]%	No
March 25, 2017	Transfer	Gift	(5,000)	1,08,000	10/-	Nil	(0.08%)	[●]%	No
March 25, 2017	Transfer	Gift	(3,000)	1,05,000	10/-	Nil	(0.05%)	[●]%	No
March 25, 2017	Transfer	Gift	(3,000)	1,02,000	10/-	Nil	(0.05%)	[●]%	No
March 25, 2017	Transfer	Gift	(17,000)	85,000	10/-	Nil	(0.28%)	[●]%	No
March 25, 2017	Transfer	Gift	(11,000)	74,000	10/-	Nil	(0.18%)	[●]%	No
March 25, 2017	Transfer	Gift	(1,500)	72,500	10/-	Nil	(0.03%)	[●]%	No
March 25, 2017	Bonus Issue in ratio of 18:5	Consideration other than Cash	2,61,000	3,33,500	10/-	Nil	4.36%	[●]%	No
June 10, 2022	Bonus Issue in ratio of 1:4	Consideration other than Cash	83,375	4,16,875	10/-	Nil	1.39%	[●]%	No
June 17, 2022	Bonus Issue in ratio of 1:10	Consideration other than Cash	41,688	4,58,563	10/-	Nil	0.70%	[●]%	No
January 06, 2023	Bonus Issue in ratio of 1:1	Consideration other than Cash	4,58,563	9,17,126	10/-	Nil	7.66%	[●]%	No
	Total		9,17,126				15.32%		

\*Shares were initially acquired by Ms. Shalu as a first Joint holder along with Ms. Damyantibai as the Second Joint Holder.

# Out of 1,45,000 shares jointly held by Ms. Shalu alongwith Ms. Damyantibai, 50% shares i.e. 72500 shares were transferred to Ms. Damyantibai as a single holder and remaining 50 % i.e. 72500 equity shares were held by Ms. Shalu as a single holder.

All the Equity Shares held by our Promoters were fully paid-up on the respective dates of acquisition of such Equity Shares. Further, our Promoters have not pledged any of the Equity Shares that they hold in our Company.

17. Pre-Issue and Post-Issue Shareholding of our Promoters and Promoter Group.

Category of Promoter	Pre-Issue	
	No. of Shares	% of Pre-Issue Capital
Promoters		

Category of Promoter	Pre-Issue	
	No. of Shares	% of Pre-Issue Capital
Manoj Kumar	25,66,615	42.88%
Sunil Shantilal	14,77,264	24.68%
Raj Kumari	6,32,500	10.57%
Shalu	9,17,126	15.32%
<b>Promoter Group</b>		
Damayanthi Bai	9,624	0.16%
Vanshika	41,250	0.69%
Prachi	41,250	0.69%
<b>Total</b>	<b>56,85,629</b>	<b>94.99%</b>

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

Name	Designation	No. of Equity Shares held	% of Pre-Issue paid up capital	% of Post-Issue paid up capital
Manoj Kumar	Chairman & Managing Director	25,66,615	42.88%	[●]
Sunil Shantilal	Executive Director	14,77,264	24.68%	[●]
Raj Kumari	Whole Time Director	6,32,500	10.57%	[●]

19. Except as mentioned below, there has been no acquisition, sale or transfer of Equity Shares by our Promoter Group and/or director of the Company and their relative during last 6 months preceding the date of filing of this Draft Prospectus.:

(a) In case of Acquisition by Transfer

S. No.	Name of the Transferee(s)	Name of the Transferor(s)	No. of Equity Shares	Transfer Date	Face Value (Rs.)	Acquisition Price (Rs.)	Consideration
1.	Sagar Haresh Kumar Doshi	Manoj Kumar	66667	28-08-2024	10	20	13,33,340
2.	Gaurav Singh	Manoj Kumar	66666	28-08-2024	10	20	13,33,320
3.	Heena Girish Jain	Manoj Kumar	100000	28-08-2024	10	20	20,00,000
4.	Bhavya Jain	Manoj Kumar	66666	28-08-2024	10	20	13,33,320

20. None of our Promoters, Promoter Group, Directors and their relatives and partners of our body corporate promoter has entered into any financing arrangement or financed the purchase of the Equity Shares of our Company by any other person during the period of six months immediately preceding the date of filing of the Draft Prospectus.

## 21. Promoters' Contribution and Lock-in details

### *Details of Promoter's Contribution locked-in for three (3) years*

Pursuant to the Regulation 236 and 238 of SEBI ICDR Regulations, an aggregate of at least 20% of the post issue Equity Share capital of our Company held by our Promoter shall be locked-in for a period of three years from the date of Allotment in this issue. As on date of this Draft Prospectus, our Promoters holds 55,93,505 Equity Shares constituting 93.45% of the post issue, Subscribed and Paid-up Equity Share Capital of our Company, which are eligible for Promoter's Contribution.

Our promoters have granted consent to include such number of equity shares held by them as may constitute 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 commencement of the lock-in period specified below.

Details of the Equity Shares forming part of Promoters' Contribution and their lock-in details are as follows:

Date of Allotment/transfer/	Nature of acquisition	Number of Equity Shares	Face Value per	Issue price per	% Of Pre-Issue Equity Share Capital	% Of Post-Issue	Lock-in Period
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made fully paid up			Equity Share (₹)	Equity Share (₹)		Equity Share Capital	
[●]							
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]

The Equity Shares that are being locked-in are not, and will not be, ineligible for computation of Promoters' Contribution under Regulation 237 of the SEBI ICDR Regulations. In this computation, as per Regulation 237 of the SEBI ICDR Regulations, our Company confirms that the Equity Shares locked-in do not, and shall not, consist of:

- Equity Shares acquired three years preceding the date of this Draft Prospectus for consideration other than cash and out of revaluation of assets or capitalization of intangible assets or bonus shares out of revaluation reserves or reserves without accrual of cash resources or unrealized profits or against equity shares which are otherwise ineligible for computation of Promoters' Contribution.
- The Equity Shares acquired during the year preceding the date of this Draft Prospectus, at a price lower than the price at which the Equity Shares are being offered to the public in this issue is not part of the minimum promoter's contribution.
- The Equity Shares held by the promoters and offered for minimum 20% Promoter's Contribution are not subject to any pledge or any other form of encumbrances.
- Specific written consent has been obtained from the Promoters for inclusion of [●] Equity Shares for ensuring lock-in of three years to the extent of minimum [●] % of post issue paid-up Equity Share Capital from the date of allotment in the public issue.
- The minimum Promoters' Contribution has been brought to the extent of not less than the specified minimum lot and from the persons defined as Promoters under the SEBI ICDR Regulations.
- We further confirm that our Promoters' contribution of minimum 20% of the post issue Equity does not include any contribution from Alternative Investment Funds or FVCI or Scheduled Commercial Banks or Public Financial Institutions or Insurance Companies registered with Insurance Regulatory and Development Authority of India.

***Equity Shares locked-in for one year other than Minimum Promoters' Contribution***

- Pursuant to Regulation 238(b) and 239 of the SEBI ICDR Regulations, other than the Equity Shares held by our Promoters, which will be locked-in as minimum Promoters' contribution for three years, all pre-issue [●] Equity Shares shall be subject to lock-in for a period of one year from the date of Allotment in this Issue.

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

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

***Pledge of Locked in Equity Shares***

Pursuant to Regulation 242 of the SEBI ICDR Regulations, the locked-in Equity Shares held by our Promoters can be pledged with any scheduled commercial bank or public financial institution or systematically important non-banking finance company or a housing finance company as collateral security for loans granted by them, provided that:

- if the equity shares are locked-in in terms of clause (a) of Regulation 238, the loan has been granted to the company or its subsidiary(ies) for the purpose of financing one or more of the objects of the Issue and pledge of equity shares is one of the terms of sanction of the loan;
- if the specified securities are locked-in in terms of clause (b) of Regulation 238 and the pledge of specified securities is one of the terms of sanction of the loan.

Provided that such lock-in shall continue pursuant to the invocation of the pledge and such transferee shall not be eligible to transfer the equity shares till the lock-in period stipulated in these regulations has expired.

### ***Transferability of Locked in Equity Shares***

1. Pursuant to Regulation 243 of the SEBI ICDR Regulations, Equity Shares held by our Promoters, which are locked in as per Regulation 238 of the SEBI ICDR Regulations, may be transferred to and amongst our Promoters/ Promoter Group or to a new promoter or persons in control of our Company subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI SAST Regulations as applicable.
2. Pursuant to Regulation 243 of the SEBI ICDR Regulations, Equity Shares held by shareholders other than our Promoters, which are locked-in as per Regulation 239 of the SEBI ICDR Regulations, may be transferred to any other person holding shares, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI SAST Regulations as applicable.
22. Neither the Company, nor its Promoters, Directors or the Lead Manager have entered into any buyback and/or standby arrangements for purchase of Equity Shares of the Company from any person.
23. All Equity Shares offered pursuant to the issue shall be fully paid-up at the time of Allotment and there are no partly paid-up Equity Shares as on the date of this Draft Prospectus. Further, since the entire money in respect of the Issue is being called on application, all the successful Applicants will be offered fully paid-up Equity Shares.
24. As on the date of this Draft Prospectus, the Lead Manager and their respective associates (as defined under the SEBI MB Regulations 1992) do not hold any Equity Shares of our Company. The Lead Manager and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.
25. As on date of this Draft Prospectus, there are no outstanding ESOP's, warrants, options or rights to convert debentures, loans or other instruments convertible into the Equity Shares, nor has the company ever allotted any equity shares pursuant to conversion of ESOPs till date. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
26. Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed under "*Basis of Allotment*" in the chapter titled "*Issue Procedure*" beginning on page 231 of this Draft Prospectus. In case of over-subscription in all categories the allocation in the issue shall be as per the requirements of Regulation 253 (2) of SEBI ICDR Regulations, as amended from time to time.
27. 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 Promoters and subject to lock-in shall be suitably increased; so as to ensure that 20% of the post issue paid-up capital is locked in.
28. Subject to valid applications being received at or above the Issue Price, under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.
29. We have 11 (Eleven) Shareholders as on the date of filing of the Draft Prospectus.
30. The Equity Shares of our company are in the dematerialization form.
31. There shall be only one denomination of Equity Shares of our Company unless otherwise permitted by law. Our Company shall comply with disclosure and accounting norms as may be specified by SEBI from time to time.
32. No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoters to the persons who receive allotments, if any, in this issue.

33. Our Company shall ensure that transactions in the Equity Shares by our Promoters and our Promoter Group between the date of this Draft Prospectus and the issue Closing Date shall be reported to the Stock Exchange within 24 hours of such transaction.
34. Our Promoters and Promoter Group will not participate in the issue.
35. Pre-IPO Placement – Our Company is not proposing any Pre-IPO Placement.

## SECTION V – PARTICULARS OF THE ISSUE

### OBJECTS OF THE ISSUE

The Issue comprises of fresh issue of up to 30,00,000 Equity Shares by our Company aggregating to ₹ [●] Lakhs.

#### FRESH ISSUE

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

1. Repayment/ prepayment of certain borrowings availed by our Company; and
2. General corporate purposes.

(Collectively, referred to herein as the “*Objects of the Issue*”)

The main objects and objects incidental and ancillary to the main objects, as set out in our Memorandum of Association, enable our Company to undertake our existing business activities and the activities for which funds are being raised by us through the Issue. In addition, our Company expects to receive the benefits of listing of Equity Shares on the SME Platform of BSE Limited i.e. BSE SME including enhancing our visibility and our brand image among our existing and potential customers and creating a public market for our Equity Shares in India.

#### ISSUE PROCEEDS

The details of the proceeds of the Fresh Issue are set forth in the table below:

(₹ in Lakhs)

Particulars	Amount
Gross Proceeds of the Issue	[●]
<b>Less: Issue related Expenses (only those apportioned to the Company) *</b>	[●]
<b>Net Proceeds of the Issue</b>	[●]

\*To be finalized on determination of the Issue Price and updated in the Prospectus prior to filing with the ROC.

#### UTILISATION OF NET PROCEEDS

The Net Proceeds are proposed to be utilised in the manner set out in the following table:

(₹ in Lakhs)

Sr. No	Particulars	Estimated Amt. (₹ in Lakhs) *	% Of Gross Proceeds	% Of Net Proceeds
1.	Repayment/ prepayment of certain borrowings availed by our Company	1323.00	[●]	[●]
2.	General Corporate Purpose <sup>#</sup>	[●]	[●]	[●]

#The amount utilized for general corporate purpose shall not exceed 25% of the gross proceeds of the Issue, or such amount as may be provided in the extant legislations applicable at the time of filing the Prospectus with the RoC.

\*To be determined upon finalisation of the Issue Price and updated in the Prospectus prior to filing with the RoC.

#### PROPOSED SCHEDULE OF IMPLEMENTATION AND DEPLOYMENT OF THE NET PROCEEDS

The Net Proceeds of the Fresh Issue (“**Net Proceeds**”) are currently expected to be deployed in accordance with the schedule as stated below:

(₹ in lakhs)

Sr. No.	Object	Amount to be financed from Net Proceeds*	Estimated Utilization of Net Proceeds in F. Y. 2024-25	Estimated Utilization of Net Proceeds in F. Y. 2025-26
1.	Repayment/ prepayment of certain borrowings availed by our Company	1323.00	1323.00	0.00
2.	General Corporate Purpose <sup>#</sup>	[●]	[●]	[●]
	<b>Total</b>	[●]	[●]	[●]

#The amount utilized for general corporate purpose shall not exceed 25% of the gross proceeds of the Issue, or such amount as may be provided in the extant legislations applicable at the time of filing the Prospectus with the RoC.

*\*To be determined upon finalisation of the Issue Price and updated in the Prospectus prior to filing with the RoC.*

In the event of the estimated utilization of the Net Proceeds in a scheduled financial year being not undertaken in its entirety, the remaining Net Proceeds shall be utilized in subsequent financial years, as may be decided by our Company, in accordance with applicable laws. Further, if the Net Proceeds are not completely utilized for the Objects during the respective periods stated above due to factors such as (i) economic and business conditions; (ii) increased competition; (iii) timely completion of the Issue; (iv) market conditions outside the control of our Company; and (v) any other commercial considerations, the remaining Net Proceeds shall be utilised (in part or full) in subsequent periods as may be determined by our Company, in accordance with applicable laws.

The fund requirements mentioned above are based on the internal management estimates of our Company and have not been verified by the Lead Manager or appraised by any bank, financial institution or any other external agency. The fund requirements are based on current circumstances of our business and our Company may have to revise its estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment, costs of commodities and interest or exchange rate fluctuations. Consequently, the fund requirements of our Company are subject to revisions in the future at the discretion of the management. In the event of any shortfall of funds for the activities proposed to be financed out of the Net Proceeds as stated above, our Company may re-allocate the Net Proceeds to the activities where such shortfall has arisen, subject to compliance with applicable laws. Further, in case of a shortfall in the Net Proceeds or cost overruns, our management may explore a range of options including utilising our internal accruals or seeking debt financing.

## **MEANS OF FINANCE**

The deployment of funds indicated above is based on management estimates, current circumstances of our business and prevailing market conditions, all of which are subject to change. The deployment of funds described herein has not been appraised by any bank or financial institution or any other independent agency. We may have to revise our funding requirements and deployment from time to time on account of various factors, such as financial and market conditions, competition, business and strategy and interest/ exchange rate fluctuations and other external factors, which may not be within the control of our management. In the event that estimated utilization out of the Net Proceeds in a Fiscal Year is not completely met, the same shall be utilized in the next Fiscal Year. This may entail rescheduling the proposed utilisation of the Net Proceeds and changing the allocation of funds from its planned allocation at the discretion of our management, subject to compliance with applicable law.

Our Company proposes to deploy the entire Net Proceeds towards the aforementioned Objects during Fiscal 2024-25. In the event that the estimated utilization of the Net Proceeds in scheduled fiscal years is not completely met, due to the reasons stated above, the same shall be utilized in the next fiscal year, as may be determined by the Board, in accordance with applicable laws. If the actual utilization towards any of the Objects is lower than the proposed deployment, such balance will be used towards general corporate purposes, to the extent that the total amount to be utilized towards general corporate purposes is within the permissible limits in accordance with the SEBI ICDR Regulations. Further, in case of variations in the actual utilization of funds earmarked 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 the Issue, subject to compliance with applicable laws

The fund requirements set out for the aforesaid Objects are proposed to be met entirely from the Net Proceeds, internal accruals, net worth and existing debt financing. Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Net Proceeds and existing identifiable internal accruals.

For further details on the risks involved in our proposed fund utilization as well as executing our business strategies, please refer the section titled “*Risk Factors*” on page 29 of this Draft Prospectus.

## **DETAILS OF THE OBJECTS OF THE ISSUE**

### **1. Repayment/ prepayment of certain borrowings availed by our Company**

Our Board in its meeting dated December 02, 2024 took note that an amount of ₹1323.00 Lakhs is proposed to be utilised for repayment/ prepayment of certain borrowings availed by our Company from the Net Proceeds. Our business is capital intensive and we avail majority of our fund based and non-fund based facilities in the ordinary course of business from various banks and/or financial institutions. . For further details, please refer “Financial Indebtedness” on page 185 of this Draft Prospectus. As on November 30, 2024, the aggregate outstanding secured borrowings of our Company, is ₹ 1707.85 Lakhs. Our Company proposes to utilise an estimated amount of ₹ 1323.00 Lakhs from the Net Proceeds towards part or full repayment and/or pre-payment of borrowings availed by us, the details of which are listed below:

Name of the Lender	Brief Terms and conditions	Amount proposed to be repaid from the proceeds of the Issue
Indusind Bank Limited	<p><b>Nature of Borrowing:</b> Working Capital Term Loan</p> <p><b>Date of sanction of loan:</b> December 30, 2022</p> <p><b>Amount outstanding as on November 30, 2024:</b> ₹ 358.46 Lakhs</p> <p><b>Rate of Interest:</b> Repo rate + 3.25%</p> <p><b>Purpose:</b> Working Capital</p> <p><b>Pre-Payment Penalty:</b> In case of full pre-payment, charges of 4% (plus taxes as applicable) of the principal outstanding as on the date of pre-payment will be applicable.</p> <p><b>Security:</b> Personal guarantee of all directors and personal property of directors is mortgaged.</p>	₹ 358.00 Lakhs
Indusind Bank Limited	<p><b>Nature of Borrowing:</b> Working Capital Term Loan</p> <p><b>Date of sanction of loan:</b> November 30, 2023</p> <p><b>Amount outstanding as on November 30, 2024:</b> ₹ 674.24 Lakhs</p> <p><b>Rate of Interest:</b> Repo rate + 2.60%</p> <p><b>Purpose:</b> Working Capital</p> <p><b>Pre-Payment Penalty:</b> In case of full pre-payment, charges of 4% (plus taxes as applicable) of the principal outstanding as on the date of pre-payment will be applicable.</p> <p><b>Security:</b> Personal guarantee of all directors and personal property of directors is mortgaged.</p>	₹ 674.00 Lakhs
Arka Fincap Limited	<p><b>Nature of Borrowing:</b> Working Capital Term Loan</p> <p><b>Date of sanction of loan:</b> November 30, 2023</p> <p><b>Amount outstanding as on November 30, 2024:</b> ₹ 291.99 Lakhs</p> <p><b>Rate of Interest:</b> AFL Reference rate less 6.75%</p> <p><b>Purpose:</b> Working Capital</p> <p><b>Pre-Payment Penalty:</b> Post 12 months, 5% of the principal outstanding amount plus applicable taxes.</p> <p><b>Security:</b> Land and Building – No 31 16 41 6 Veerappan Street, Sowcarpet, Chennai 600079 Tamil Nadu</p>	₹ 291.00 Lakhs
	<b>Total</b>	<b>Rs. 1323.00 Lakhs</b>



Note: The details included in the above table have been certified by our Statutory Auditors pursuant to their certificate dated December 02, 2024.

*In accordance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations, we have obtained a certificate dated December 02, 2024 from Statutory Auditors of our Company certifying that the borrowings have been utilised towards the purposes for which such borrowings were availed by us.*

Payment of pre-payment penalty or premium, if any, shall be made by our Company out of the Net Proceeds of the Issue. In the event the Net Proceeds of the Issue are not sufficient for the said payment of pre-payment penalty or premium, our Company shall make such payment from its internal accruals. We may also be required to provide notice to some of our lenders prior to prepayment.

Given the nature of these borrowings and the terms of repayment or prepayment, the aggregate outstanding amounts under these borrowings may vary after payment of due instalments. In light of the above, at the time of filing the Draft Prospectus, the above table shall be suitably updated to reflect the revised amounts or loan as the case may be which have been availed by us. We believe that such repayment and/or pre-payment will help reduce our outstanding indebtedness, debt servicing costs assist us in maintaining a favourable debt-to-equity ratio and enable utilization of some additional amount from our internal accruals for further investment in our business growth and expansion. Additionally, we believe that since our debt-equity ratio will improve significantly, it will enable us to raise funds at competitive rates in the future to fund potential business development opportunities and plans to grow and expand our business in the future.

## **2. General corporate purposes;**

Our management will have flexibility to deploy the balance Net Proceeds of the Issue towards general corporate purposes, to be deployed towards including but not restricted to strategic initiatives, partnerships, joint ventures and acquisitions, meeting exigencies which our Company may face in the ordinary course of business, to renovate and refurbish certain of our existing Company owned/leased and operated facilities or premises, towards brand promotion activities or repayment of liabilities (on demand) if any or any other purposes as may be approved by our Board, subject to compliance with the necessary provisions of the Companies Act.

The quantum of utilization of funds towards any of the above purposes will be determined based on the amount actually available under this head and the business requirements of our Company, from time to time. This may also include rescheduling the proposed utilization of Net Proceeds. Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. In the event that we are unable to utilize the entire amount that we have currently estimated for use out of Net Proceeds in a Fiscal, we will utilize such unutilized amount in the subsequent Fiscals.

We further confirm that in terms of the SEBI ICDR Regulations, the extent of the Net Proceeds proposed to be utilized for general corporate purposes shall not exceed 25.00% of the gross proceeds of the issue

## **ESTIMATED ISSUE RELATED EXPENSES**

The Total expenses for this Issue are estimated to be approximately Rs. [●] Lakhs which is [●] % of the Issue Size. All the Issue related expenses shall be proportionately met out from proceeds of the Issue as per applicable laws. The break-up of the same is as follows:

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

*\*The fund deployed out of internal accruals up to December 02, 2024 is ₹ 3.00 Lakhs towards issue expenses vide certificate dated December 12, 2024, having UDIN: 24205307BKATYI5221 received M/s. Mardia & Associates, Chartered Accountants,, and the same will be recouped out of issue expenses.*

*\*\*Issue expenses include goods and services tax, where applicable. Issue expenses will be incorporated at the time of filing of the Prospectus with the RoC. Issue expenses are estimates and are subject to change.*

Structure for commission and brokerage payment to the SCSBs Syndicate, RTAs, CDPs and SCSBs:

- 1) *SCSBs will be entitled to a processing fee of ₹ [●]- per Application Form for processing of the Application Forms only for the Successful Allotments procured by other Application Collecting Intermediary and submitted to them.*
- 2) *Selling commission payable to registered broker, SCSBs, RTAs, CDPs on the portion directly procured from Retail Individual Investors and Non-Institutional Investors, would be [●] % on the Allotment Amount.*
- 3) *No additional uploading/processing charges shall be payable to the SCSBs on the applications directly procured by them.*
- 4) *The commission and processing fees shall be released only after the SCSBs provide a written confirmation to the Lead Manager not later than 30 days from the finalization of Basis of Allotment by Registrar to the Issue in compliance with SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.*
- 5) *Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price.*

## **BRIDGE LOANS**

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Draft Prospectus, which are proposed to be repaid from the Net Proceeds of the Issue.

## **MONITORING OF UTILIZATION OF FUNDS**

As this is a Fresh Issue for less than ₹10,000 lakhs, we are not required to appoint a monitoring agency for the purpose of the Issue in terms of the SEBI ICDR Regulations.

Our Board and Audit committee shall monitor the utilization of the net proceeds of the Issue. Our Company will disclose the utilization of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. Our Company will indicate investments, if any, of unutilized Net Proceeds in the balance sheet of our Company for the relevant financial years subsequent to the completion of the Issue.

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

## **INTERIM USE OF FUNDS**

Pending utilization of the Net Proceeds for the purposes described above, our Company will deposit the Net Proceeds only with scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as amended, as may be approved by our Board. In accordance with Section 27 of the Companies Act, 2013, our company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets or investing in any real estate product or real estate linked products.

## **VARIATION IN OBJECTS**

In accordance with Sections 13(8) and 27 of the Companies Act and applicable rules, our Company shall not vary the Objects without our Company being authorized to do so by the Shareholders by way of a special resolution through a postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the "Postal Ballot Notice") shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in the vernacular language of the jurisdiction where our Registered Office is situated. Our Promoters or controlling Shareholders will be required to provide an exit opportunity to such shareholders who do not agree to the above stated proposal, at a price as may be prescribed by SEBI, in this regard.

## **OTHER CONFIRMATIONS / PAYMENT TO PROMOTERS AND PROMOTER'S GROUP FROM THE IPO PROCEEDS**

There is no proposal whereby any portion of the Net Proceeds will be paid to Our Promoters, Promoter Group, Directors and Key Managerial Personnel, Group Companies, except in the ordinary course of business. Further, there are no existing or anticipated transactions in relation to the utilisation of the Net Proceeds entered into or to be entered into by our Company with Our Promoters, Promoter Group, Directors Group Companies, and/or Key Managerial Personnel.

## BASIS FOR ISSUE PRICE

The Issue Price shall be determined by our Company in consultation with the Lead Manager on the basis of the assessment of market demand for the Equity Shares through the fixed price method and on the basis of the qualitative and quantitative factors as described in this section. The face value of the Equity Shares is ₹10/- each and the Issue Price is [●] times of the face value.

Investors should read the following basis with the section titled “Risk Factors” and chapters titled “Restated Financial Statements”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Our Business” beginning on page 29, 157, 187 and 111 respectively, of this Draft Prospectus to get a more informed view before making any investment decisions.

### QUALITATIVE FACTORS

Some of the qualitative factors and our strengths which form the basis for the Issue Price are:

- Wide product range
- Experience of our Promoters and senior management team
- Customer satisfaction
- Quality assurance

For further details regarding some of the qualitative factors, which form the basis for computing the Issue Price, please see chapter titled “Our Business” beginning on page 111 of this Draft Prospectus.

### QUANTITATIVE FACTORS

The information presented in this chapter is derived from company’s Restated Financial Statements for the period ended on September 30, 2024 and the financial year ended March 31 2024, March 31, 2023 and March 31, 2022 in accordance with Indian GAAP. For more details on financial information, investors please refer the chapter titled “Restated Financial Statements” beginning on page 157 of this Draft Prospectus.

Investors should evaluate our Company taking into consideration its niche business segment and other qualitative factors in addition to the quantitative factors. Some of the quantitative factors which may form the basis for computing the price are as follows:

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

#### 1. Basic and Diluted Earnings / (Loss) Per Share (“EPS”), as adjusted for changes in capital

##### As per Restated Financial Statements – Post Bonus

Period	Basic and Diluted EPS (In ₹)	Weights
For the Financial Year ended March 31, 2022	0.69	1
For the Financial Year ended March 31, 2023	1.14	2
For the Financial Year ended March 31, 2024	5.42	3
<b>Weighted Average</b>	<b>3.205</b>	-
For the period ended on September 30, 2024	<b>7.53</b>	

##### Note:

1. The figures disclosed above are based on the Restated Financial Statements of the Company.
2. The face value of each Equity Share is ₹ 10.00.
3. Earnings per Share has been calculated in accordance with Accounting Standard 20 – “Earnings per Share” issued by the Institute of Chartered Accountants of India.
4. Basic Earnings per share = Profit for the period / Weighted average number of equities shares outstanding during the three years.
5. Diluted Earnings per share = Profit for the period / Weighted average number of potential equities shares outstanding during the three years.

## 2. Price Earnings Ratio (“P/E”) in relation to the Issue Price of ₹ [●] per Equity Share

Particulars	P/E) Ratio (no. of times)
<b>Based on Restated Financial Statements</b>	
P/E ratio based on the Basic & Diluted EPS, as restated for FY 2023-24	11.76
P/E ratio based on the Weighted Average Basic & Diluted EPS	19.30

*Note: P/E ratio has been computed dividing the price per share by Earnings per Equity Share.*

## 3. Industry P/E Ratio

Particulars	P/E Ratio
Highest	68.20
Lowest	14.57
Industry Composite	37.61

## 4. Return on Net worth (RoNW)

*As per Restated Financial Statements*

Period	RONW	Weights
For the Financial Year ended March 31, 2022	14.99%	1
For the Financial Year ended March 31, 2023	9.51%	2
For the Financial Year ended March 31, 2024	33.16%	3
<b>Weighted Average</b>		<b>22.25</b>
For the period ended on September 30, 2024		<b>37.41%</b>

*Note:*

1. The figures disclosed above are based on the Restated Financial Statement of our Company. Return on Net worth has been calculated as per the following formula:

$$\text{Return on Net Worth (\%)} = \text{Restated PAT attributable to Equity Shareholders} / \text{Net Worth} \times 100$$

## 5. Net Asset Value (NAV)

*As per Restated Financial Statements – Post Bonus*

### 1) Net Asset Value (NAV) per Equity Share:

Period	Net Asset Value Per Share (In ₹)
For the Financial Year ended March 31, 2022	14.60
For the Financial Year ended March 31, 2023	10.96
For the Financial Year ended March 31, 2024	16.37
For the period ended on September 30, 2024	20.14
Net Asset Value per Equity Share after Issue	[●]
Issue Price	[●]

*Note:*

The NAV per Equity Share has been computed by dividing restated net worth with weighted average number of equity shares outstanding at the end of the year/period.

## 6. Comparison of accounting ratios with listed industry peers

Name of Company	Price (₹)	Face Value (₹)	Basic & Diluted EPS (₹)	PE Ratio (times)	RoNW(%)	NAV per Share (₹)
Manoj Jewellers Limited	[●]	10	5.42	[●]	33.08%	16.37
<b>Peer Group</b>						
D. P. Abhushan Limited	836.3	10	27.80	30.08	25.91%	235.41
Moksh Ornaments Limited	17.05	10	1.17	14.57	10.92%	10.67
Shubhlaxmi Jewel Art Limited	83.20	10	1.22	68.20	5.63%	20.44

Source: [www.bseindia.com](http://www.bseindia.com), [www.nseindia.com](http://www.nseindia.com).

### Notes:

- (1) The figures for our company are based on Restated Financial Statements for the year ended March 31, 2024.
- (2) P/E Ratio has been computed based on their respective closing market price on March 31, 2024, as divided by the Basic EPS as on March 31, 2024.
- (3) Restated Profit for the year attributable to equity shareholders divided by Net Worth of our Company.
- (4) Net asset value per equity share is calculated as net worth as of the end of relevant year divided by the weighted average number of equities shares outstanding at the end of the year.
- (5) Price Earning (P/E) Ratio in relation to the Issue Price of [●] per share.
- (6) The face value of our share is ₹10/- per share and the Issue Price is of [●] per share are [●] times of the face value.

Investor should read the above-mentioned information along with the section titled “Risk Factors” beginning on page 29 of this Draft Prospectus and the financials of our Company including important profitability and return ratios, as set out in the chapter titled “Restated Financial Statements” beginning on page 157 of this Draft Prospectus.

## 7. Key Performance Indicators (“KPIs”)

The KPIs disclosed below have been used historically by our Company to understand and analyse the business performance, which in result, help us in analysing the growth of various verticals in comparison to our peers. The KPIs disclosed below have been approved by a resolution of our Audit Committee dated December 02, 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 Peer Review Auditors, M/s. Mardia & Associates, Chartered Accountants, by their certificate dated December 02, 2024.

The KPIs of our Company have been disclosed in the chapters titled “Our Business” and Key Performance Indicators under the chapter “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 111 and 187 of this Draft Prospectus, respectively. We have described and defined the KPIs, as applicable, in “Definitions and Abbreviations” on page 6 of this Draft Prospectus.

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

### a) Key Performance Indicators of our Company\*

As per Restated Financial Statements

(₹ in Lakhs, otherwise mentioned)

Key Performance Indicator	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from Operations <sup>(1)</sup>	2,477.83	4,335.11	1,363.01	675.18
Revenue from Operation Growth %	14.31%	218.05%	101.87%	-3.06%

EBITDA <sup>(2)</sup>	410.18	571.22	202.84	164.28
EBITDA Margin <sup>(3)</sup>	16.55%	13.18%	14.88%	24.33%
Restated Profit After Tax	225.46	324.13	62.36	36.47
PAT Margin <sup>(4)</sup>	9.10%	7.48%	4.58%	5.40%
Net Worth <sup>(5)</sup>	1205.33	979.88	655.74	243.38
Capital Employed	2,805.65	1,860.24	1,323.97	1,421.98
ROE% <sup>(6)</sup>	41.27%	39.63%	13.87%	16.20%
ROCE% <sup>(7)</sup>	28.61%	30.57%	14.72%	10.72%

\*As certified by M/s. Mardia & Associates, Chartered Accountants, by way of their certificate dated December 02, 2024.

**Notes:**

Notes:

- 1) Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.
- 2) EBITDA is calculated as Profit before tax + Depreciation + Finance Cost
- 3) EBITDA Margin is calculated as EBITDA divided by Revenue from operations
- 4) PAT Margin is calculated as PAT for the period/year divided by revenue from operations.
- 5) Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account
- 6) Return on Equity is ratio of Profit after Tax and average Shareholder Equity
- 7) Return on Capital Employed is calculated as EBIT divided by average capital employed, which is defined as shareholders' equity plus total borrowings (current & non-current).

Figures have been annualised, wherever applicable.

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

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

**Explanations for the certain financial data based on Restated Financial Statements**

Key Performance	Financial	Explanations
<b>Financial KPIs</b>		
Revenue from Operations		Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of our Company and volume of our business
EBITDA		EBITDA provides information regarding the operational efficiency of the business
EBITDA Margin		EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business
PAT		Profit after tax provides information regarding the overall profitability of the business
PAT Margin (%)		PAT Margin (%) is an indicator of the overall profitability and financial performance of the business
Return on equity (%)		Return on equity (ROE) is a measure of financial performance
Debt-Equity Ratio (times)		Debt / Equity Ratio is used to measure the financial leverage of the Company and provides comparison benchmark against peers
Current Ratio (times)		The current ratio is a liquidity ratio that measures our company's ability to pay short-term obligations or those due within one year



c) Comparison with Listed Industry Peers

As on March 31, 2024:

(₹ in Lakhs, otherwise mentioned)

Key Financial Performance	Manoj Jewellers Limited	D. P. Abhushan Limited	Moksh Ornaments Limited	Shubhlaxmi Jewel Art Limited
Revenue from Operations <sup>(1)</sup>	4335.11	233995.99	44920.11	6835.71
EBITDA <sup>(2)</sup>	571.22	10059.14	1394.57	298.34
EBITDA Margin (%) <sup>(3)</sup>	13.18%	4.30%	3.10%	4.36%
PAT	324.13	6,186.21	625.29	121.90
PAT Margin (%) <sup>(4)</sup>	7.48%	2.64%	1.39%	1.78%
Return on Equity <sup>(5)</sup>	39.63%	25.91%	10.92%	5.63%
Debt to Equity <sup>(6)</sup>	1.59	7.21	4.60	1.00
Current Ratio <sup>(7)</sup>	8.61	1.72	2.23	2.91

As on March 31, 2023:

(₹ in Lakhs, otherwise mentioned)

Key Financial Performance	Manoj Jewellers Limited	D. P. Abhushan Limited	Moksh Ornaments Limited	Shubhlaxmi Jewel Art Limited
Revenue from Operations <sup>(1)</sup>	1363.01	197,512.02	32,401.68	7,760.15
EBITDA <sup>(2)</sup>	202.84	7676.66	798.57	262.63
EBITDA Margin (%) <sup>(3)</sup>	14.88%	3.89%	2.46%	3.38%
PAT	62.36	4531.69	513.27	101.65
PAT Margin (%) <sup>(4)</sup>	4.58%	2.29%	1.58%	1.31%
Return on Equity <sup>(5)</sup>	13.87%	25.03%	11.44%	5.48%
Debt to Equity <sup>(6)</sup>	0.87	5.20	2.57	1.31
Current Ratio <sup>(7)</sup>	7.01	1.61	3.16	2.50

As on March 31, 2022:

(₹ in Lakhs, otherwise mentioned)

Key Financial Performance	Manoj Jewellers Limited	D. P. Abhushan Limited	Moksh Ornaments Limited	Shubhlaxmi Jewel Art Limited
Revenue from Operations <sup>(1)</sup>	675.18	173,137.99	32,401.68	6170.32
EBITDA <sup>(2)</sup>	164.28	7676.66	798.57	191.73
EBITDA Margin (%) <sup>(3)</sup>	24.33%	4.34%	2.46%	3.11%
PAT	36.47	4043.54	513.27	77.87
PAT Margin (%) <sup>(4)</sup>	5.40%	2.34%	1.58%	1.26%
Return on Equity <sup>(5)</sup>	16.20%	29.29%	11.44%	4.58%
Debt to Equity <sup>(6)</sup>	4.93	6.86	0.35	0.79
Current Ratio <sup>(7)</sup>	2.25	1.52	10.45	3.35

Notes:

- (1) Revenue from operation means revenue from sale of products.
- (2) EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses.
- (3) EBITDA Margin is calculated as EBITDA divided by Revenue from Operations.
- (4) PAT Margin is calculated as PAT for the period/year divided by revenue from operations.
- (5) Return on Equity is calculated as PAT for the period/year divided by Average Shareholders Equity.
- (6) Debt to Equity is calculated as Total Debt divided by Shareholders Equity.
- (7) Current Ratio is calculated as Current Assets divided by Current Liabilities.



- (8) Financial information for Manoj Jewellers Limited is derived from the Restated Financial Statements.
- (9) All the financial information for listed industry peers mentioned above is on a standalone basis and is sourced from the annual reports as available of the respective company for the year ended March 31, 2024, March 31, 2023 and March 31, 2022 submitted to stock exchanges.

### Weighted Average Cost of Acquisition

- a) The Price per share of the Company based on primary / new issue of shares (equity/convertible securities), excluding shares issued under ESOP/ESOS and issuance of bonus shares, during the 18 months preceding the date of filing of the Draft Prospectus/Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days:

Date of Allotment	No. of Equity Shares allotted	Face value (Rs.)	Issue Price (Rs.)	(Issue price Adjusted for Bonus Issue)	Nature of consideration	Nature of Allotment	Consideration (in Rs.)
NIL							

- b) Price per share of the Company based on secondary sale / acquisition of shares (equity/convertible securities), where promoter / promoter group entities having the right to nominate director(s) in the Board of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of filing of the Draft Prospectus/ Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days:

Name of Transferee	Name of Transferor	Date of Transfer	Number of shares	Transfer price per Equity Share (in Rs.)
Sagar Haresh Kumar Doshi	Manoj Kumar	28-08-2024	66,667	20/-
Gaurav Singh	Manoj Kumar	28-08-2024	66,666	20/-
Heena Girish Jain	Manoj Kumar	28-08-2024	1,00,000	20/-
Bhavya Jain	Manoj Kumar	28-08-2024	66,666	20/-

- c) Issue price and cap price being [●] times the weighted average cost of acquisition (WACA) based on primary/ secondary transaction(s) as disclosed in terms of clause (a) and (b) above, shall be disclosed in the following manner:

Past Transaction	WACA (in Rs.)	IPO Issue Price is [●]
WACA of Primary Issuance	Nil	[●]
WACA of Secondary Transaction	Nil	[●]

- d) Detailed explanation for Issue price / cap price being [●] times of WACA of Primary issuance price / Secondary transaction price, along with comparison of Issuer Company's KPIs and financials ratios for the last three full financial years and stub period (if any) included in the Issue document.

Our company Manoj Jewellers Limited is engaged in the retail business of jewellery and ornaments made from gold and diamonds, embellished with precious and semiprecious stones. Our extensive portfolio includes a wide range of items such as rings, earrings, armlets, pendants, gajrahs, nose rings, bracelets, chains, necklaces, bangles, and other wedding jewellery pieces. Our diverse collection caters to various tastes and occasions, offering customers a selection of exquisite pieces to choose from. Manoj Jewellers Limited aims to provide high-quality and beautifully crafted jewellery to meet the needs and preferences of our clientele.

The turnover of our Company based on the restated financials of the Company was ₹ 675.82 Lakhs in the financial year 2022, ₹ 1,363.01 Lakhs in the financial year 2023 and ₹ 4,335.11 Lakhs in the financial year 2024 showing

compounded growth of 153%. The turnover for the period April 01, 2024 to September 30, 2024 was ₹ 2,477.83 Lakhs.

The EBITDA of our Company based on the restated financials of the Company was ₹ 164.87 Lakhs in the financial year 2022, ₹ 203.51 Lakhs in the financial year 2023 and ₹ 571.70 Lakhs in the financial year 2024. The EBITDA for the period April 01, 2024 to September 30, 2024 was Rs. 410.18 Lakhs.

The Net Worth based on the restated financials of the Company was ₹ 243.38 lakhs as on March 31, 2022, ₹ 655.74 Lakhs as on March 31, 2023 and ₹ 979.88 lakhs as on March 31, 2024. The Net Worth for the period April 01, 2024 to September 30, 2024 was ₹ 1205.33 Lakhs.

The PAT based on the restated financials of the Company was ₹ 36.47 Lakhs in the financial year 2022, ₹ 62.36 Lakhs in the financial year 2023 and ₹ 324.13 Lakhs in the financial year 2024. The PAT for the period April 01, 2024 to September 30, 2024 was ₹ 225.46 Lakhs.

**e) Explanation for issue price/ cap price being [●] times of WACA of Primary issuance price/ Secondary transaction price in view of the external factors which may have influenced the pricing of the issue, if any.**

The Company in consultation with the Lead Manager believes that the Issue Price of ₹ [●] per Equity Share for the Issue is justified in view of the above parameters. Investor should read the above-mentioned information along with the chapter titled “Risk Factors” beginning on page 29 of this Draft Red Herring Prospectus and the financials of our Company including important profitability and return ratios, as set out in the chapter titled “Restated Financial Statements” beginning on page 157 of this Draft Red Herring Prospectus.

The Face Value of the Equity Shares is ₹ 10 per Equity Share and the Issue Price is [●] times of the face value i.e. ₹ [●] per Equity Share.

## STATEMENT OF POSSIBLE TAX BENEFITS

To,  
The Board of Directors,  
**M/s Manoj Jewellers Limited**  
No. 59, NSC Bose Road  
Sowcarpet, Chennai – 600079,  
Tamil Nadu India

Dear Sirs,

**Sub: Statement of Possible Special Tax Benefits available to Manoj Jewellers Limited (“Company”) and its shareholders prepared in accordance with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR”) and the Companies Act, 2013, as amended (the “Act”).**

We hereby report that the accompanying Statement states the possible special tax benefits available to the Company and shareholders of the Company (hereinafter referred to as “**the Statement**”) under the Income Tax Act, 1961 (read with Income Tax Rules, circulars, notifications) as amended by the Finance Act, 2021 presently in force in India (together referred to as the “**Direct Tax Laws**”), the Goods and Service Tax laws & Customs Act, 1962 (read with rules, circulars, notifications) presently in force in India (together referred to as the “**Indirect Tax Laws**”).

These possible special tax benefits are dependent on the Company and/or the Company’s shareholders fulfilling the conditions prescribed under relevant Direct Tax Laws, Indirect Tax Laws and other laws. Hence, the ability of the Company or the Company’s shareholders to derive these possible special tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives the Company may face in the future and accordingly, the Company or the Company’s shareholders may or may not choose to fulfil. The Company does not have any subsidiary as on date of the Draft Prospectus/ Prospectus.

The benefits discussed in the enclosed Statement are not exhaustive and only cover the possible special direct and indirect tax benefits available to the Company and the Company’s shareholders. The Statement is neither designed nor intended to be a substitute for professional tax advice and each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of equity shares of the Company.

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

- a) the Company or its shareholders will continue to obtain these possible special tax benefits in future; or
- b) the conditions prescribed for availing the possible special tax benefits, where applicable, have been/would be met with; and

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

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 change from time to time. We do not assume responsibility to update the views consequent to such changes.

We conducted our examination in accordance with the “Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)” (“**Guidance Note**”) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

We hereby give consent to include this Statement in the Draft Prospectus and the Prospectus in connection with the proposed Initial Public Offering by the Company.

Yours faithfully,

For Manish Mardia,  
Chartered Accountants  
**FRN:** 007888S  
**Peer Review Certificate No.:** 016323

**Sd/-**  
**Name:** Manish Mardia  
**Designation:** Proprietor  
**Membership No:** 205307

**Date:** December 02, 2024  
**UDIN:** 24205307BKATYM7415  
**Place:** Chennai

## SECTION VI – ABOUT THE COMPANY

### INDUSTRY OVERVIEW

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

#### GLOBAL ECONOMIC OVERVIEW

##### **Global Economy Remains Resilient despite Uneven Growth; Challenges Lie Ahead.**

The global economy remains remarkably resilient, with growth holding steady as inflation returns to target. The journey has been eventful, starting with supply-chain disruptions in the aftermath of the pandemic, a Russian-initiated war on Ukraine that triggered a global energy and food crisis, and a considerable surge in inflation, followed by a globally synchronized monetary policy tightening. Yet, despite many gloomy predictions, the world avoided a recession, the banking system proved largely resilient, and major emerging market economies did not suffer sudden stops. Moreover, the inflation surge—despite its severity and the associated cost-of living crisis—did not trigger uncontrolled wage-price spirals. Instead, almost as quickly as global inflation went up, it has been coming down. On a year-over-year basis, global growth bottomed out at the end of 2022, at 2.3 percent, shortly after median headline inflation peaked at 9.4 percent. According to our latest projections, growth for 2024 and 2025 will hold steady around 3.2 percent, with median headline inflation declining from 2.8 percent at the end of 2024 to 2.4 percent at the end of 2025. Most indicators point to a soft landing. Markets reacted exuberantly to the prospect of central banks exiting from tight monetary policy. Financial conditions eased, equity valuations soared, capital flows to most emerging market economies excluding China have been buoyant, and some low-income countries and frontier economies regained market access there will be less economic scarring from the pandemic—the projected drop in output relative to pre-pandemic projections—for most countries and regions, especially for emerging market economies, thanks in part to robust employment growth. Astonishingly, the US economy has already surged past its pre-pandemic trend.

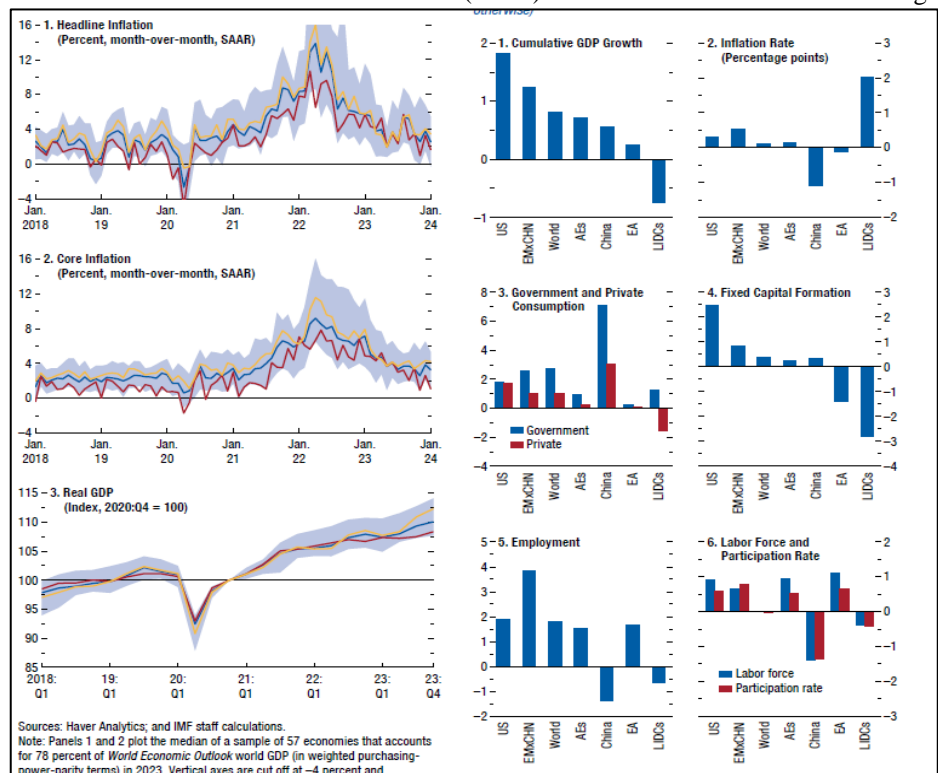
Resilient growth and faster disinflation point toward favourable supply developments, including the fading of earlier energy price shocks, the striking rebound in labour supply supported by strong immigration flows in many advanced economies. Decisive monetary policy actions, as well as improved monetary policy frameworks, especially in emerging market economies, have helped anchor inflation expectations. However, the transmission of monetary policy may have been more muted this time around in countries such as the United States, where an increased share of fixed-rate mortgages and lower household debt levels since the global financial crisis may have limited the drag on aggregate demand up to now.

Despite these welcome developments, numerous challenges remain, and decisive actions are needed. First, while inflation trends are encouraging, we are not there yet. Somewhat worryingly, the most recent median headline and core inflation numbers are pushing upward. This could be temporary, but there are reasons to remain vigilant. Most of the progress on inflation came from the decline in energy prices and goods inflation below its historical average. The latter has been helped by easing supply-chain frictions, as well as by the decline in Chinese export prices. But services inflation remains high—sometimes stubbornly so—and could derail the disinflation path. Bringing inflation down to target remains the priority. Second, the global view can mask stark divergence across countries. The exceptional recent performance of the United States is certainly impressive and a major driver of global growth, but it reflects strong demand factors as well, including a fiscal stance that is out of line with long-term fiscal sustainability. This raises short-term risks to the disinflation process, as well as longer-term fiscal and financial stability risks for the global economy since it risks pushing up global funding costs. Something will have to give in the euro area, growth will pick up this year, but from very low levels, as the trailing effects of tight monetary policy and past energy costs, as well as planned fiscal consolidation, weigh on activity. Continued high wage growth and persistent services inflation could delay the return of inflation to target. However, unlike in the United States, there is scant evidence of overheating and the European Central Bank will also need to carefully calibrate the pivot toward monetary easing to avoid an excessive growth slowdown and inflation undershoot. While labour markets appear strong, that strength could prove illusory if European firms have been hoarding labour in anticipation of a pickup in activity that does not materialize.

## Disinflation amid Economic Resilience

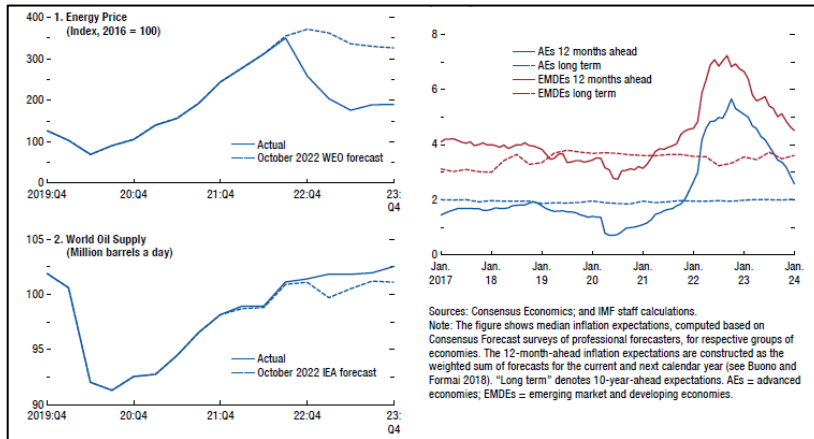
Economic activity was surprisingly resilient during the global disinflation of 2022–23. Growth in employment and incomes has held steady as favourable demand and supply developments have supported major economies, despite rising central bank interest rates aimed at restoring price stability. As inflation converges toward target levels and central banks pivot toward policy easing, a tightening of fiscal policies aimed at curbing high government debt levels, with higher taxes and lower government spending, is expected to weigh on growth. The pace of expansion is also expected to remain low by historical standards as a result of factors including the long-term consequences of the COVID-19 pandemic, Russia’s invasion of Ukraine, weak growth in productivity, and increasing geo-economics fragmentation. In late 2023, headline inflation neared its pre-pandemic level in most economies for the first time since the start of the global inflation surge. In the last quarter of 2023, headline inflation for advanced economies was 2.3 percent on a quarter-over-quarter annualized basis, down from a peak of 9.5 percent in the second quarter of 2022. For emerging market and developing economies, inflation was 9.9 percent in the last quarter of 2023, down from a peak of 13.7 percent in the first quarter of 2022, but this average was driven by high inflation in a few countries; for the median emerging market and developing economy, inflation declined to 3.9 percent. This progress notwithstanding, inflation is not yet at target in most economies. As global inflation descended from its peak, economic activity grew steadily, defying warnings of stagflation and global recession. During 2022 and 2023, global real GDP rose by a cumulative 6.7 percent. That is 0.8 percentage point higher than the forecasts made at the time of the October 2022 World Economic Outlook (WEO) The United States and several large

emerging market and middle-income economies displayed the greatest over performance, with aggregate demand supported by stronger-than-expected private consumption amid still-tight—though easing—labour markets. Households in advanced economies supported their spending by drawing down accumulated pandemic-era savings. Larger-than-expected government spending further supported the expansion of aggregate demand in most regions. The overall budgetary stance—measured by the structural fiscal balance—was more expansionary than expected, on average. Among large economies, the additional budgetary support, compared with October 2022 WEO forecasts, was estimated at 2 percent of GDP in the United States and 0.2 percent of GDP in the euro area, whereas in China, the fiscal stance was mildly tighter than expected, by 0.7 percent of GDP. The euro area also displayed the smallest upside growth surprise, reflecting weak consumer sentiment and the lingering effects of high energy prices. In parallel, global headline inflation declined broadly in line with expectations, averaging just 0.1 percentage point more than predicted in the October 2022 WEO for 2022 and 2023. However, in lower-income countries, inflation was on average higher than expected, reflecting cases in which pass-through into domestic prices from international food, fuel, and fertilizer costs, as well as from currency depreciation, was greater than expected. Price pressures in some lower-income countries were significant. These factors also caused these economies to grow more slowly than expected, suggesting a negative supply shock. In China, inflation fell unexpectedly, with the decrease reflecting sharply lower domestic food prices and pass-through effects on underlying (core) inflation. The resilience in global economic activity was compatible with falling inflation thanks to a post pandemic expansion on the supply side. A greater-than-expected rise in the labor force amid robust employment growth supported activity and disinflation in advanced economies and several large emerging market and middle-income economies. The labour force expansion reflected, in some economies, increased inflows of migrants, with faster growth in the foreign-born than in the domestic-born labour force since 2021 as well as higher labour force participation rates. Exceptions to this pattern include China, where labour market weakness, in the context of subdued demand, was broad based across sectors, and lower-income countries, where supply-side challenges held job creation back.

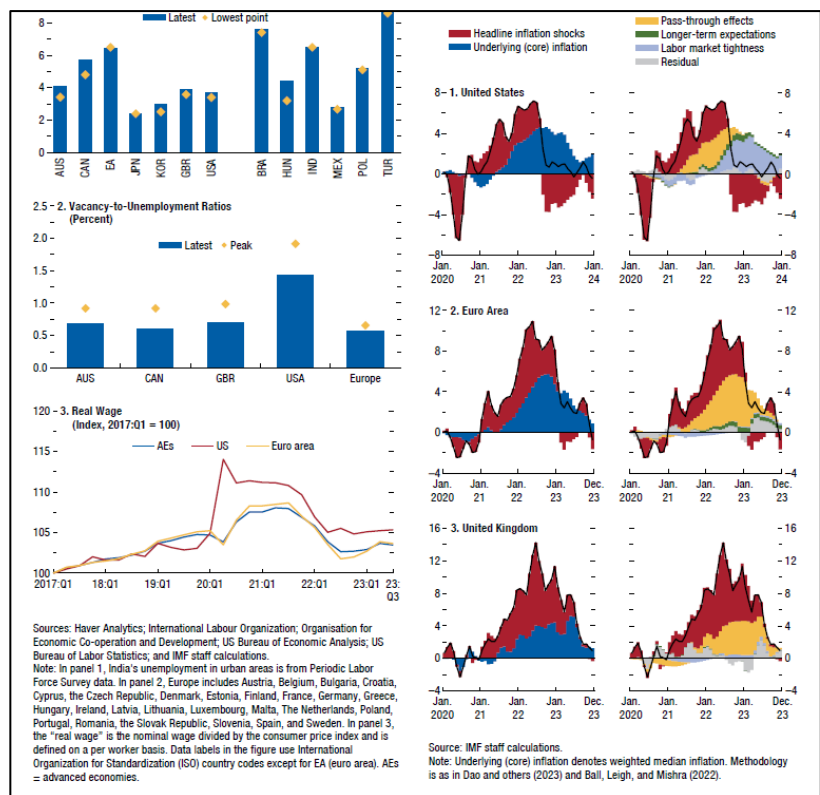


## Inflation (and Expectations) in Decline

The fall in headline inflation since 2022 reflects the fading of relative price shocks—notably those to energy prices—as well as lower core inflation. The decline in energy prices reflects not only increased global energy supply, but also the effects of tight monetary policies. The monetary tightening by central banks in major advanced economies during 2022–23 may have contributed strongly to lowering energy prices owing to its high degree of synchronization and the associated effect on curbing world energy demand (as in the analysis of Auclert and others 2023). Core inflation has declined as a result of the fading of effects of pass-through from past shocks to headline inflation, as well as because labour market pressures have eased. Pass-through effects include the effects of past relative price shocks—notably those to the price of energy and supply shifts in various industries through supply-chain inputs and wage demands. Near-term inflation expectations are an important pass-through channel because of their implications for both wage and price



setting and have declined toward target levels in both advanced economies and emerging market and developing economies, although measures of financial-market-based inflation expectations have recently shown signs of a pickup in the US. Longer-term inflation expectations have remained anchored, despite the string of large shocks since 2020—with decisive communication and action by central banks safeguarding the credibility of their inflation targets—and contributed little to recent movements in core inflation. Labor markets remain tight, especially in the United States, but the recent decline in the ratio of vacancies to the number of unemployed people amid a rise in unemployment rates suggests an easing across several economies. Nominal wage growth has generally remained contained in advanced economies since 2022, especially in the euro area, implying a moderation in real (inflation-adjusted) wages. Real wages are now close to or slightly below the level they were on before the pandemic in these economies. Wage-price spirals—in which prices and wages accelerate together for a sustained period—have generally not taken hold. Nevertheless, wages at the bottom of the wage distribution have risen faster than the average since the start of the pandemic, compressing the distribution. The roles of these factors in reducing core inflation have diverged across major economies. IMF staff analysis suggests that the rapid fading of pass-through from past relative price movements—in particular from energy price shocks—has played a larger role in the euro area and the United Kingdom than in the United States in reducing core inflation (the staff’s methodology was the same as that used in Dao and others 2023). In the United States, labour market tightness and, more broadly, strong macroeconomic conditions, which partly reflect the effects of earlier fiscal stimulus as well as strong private consumption, are the main source of remaining upward pressure on underlying inflation. In the United Kingdom, labor market tightness predating the pandemic may partly explain why inflation has been higher than in the US or euro area following the onset of the pandemic. Accordingly, IMF staff estimates of the gap between actual and potential output levels in 2023 are positive for the United States, at 0.7 percent, and negative for the euro area and for the United Kingdom, at –0.3 percent.



## The Outlook: Steady Growth and Disinflation



Latest projections are for the global economy to continue growing at a similar pace as in 2023 during 2024–25 and for global headline and core inflation to decline steadily. There is little change in the forecast for global growth since the January 2024 WEO Update, with some adjustments for major economies including a further strengthening in the projection for the United States, offset by modest downward revisions across several other economies. The forecast for global growth remains higher, however, than in the October 2023 WEO. The outlook for inflation is broadly similar to that in the October 2023 WEO, with a downward revision for advanced economies, offset by an upward revision for emerging market and developing economies. Medium-term prospects for growth in world output and trade remain the lowest in decades, with the pace of convergence toward higher living standards slowing for middle- and lower-income countries. The baseline forecasts for the global economy are predicated on a number of projections for global commodity prices, interest rates, and fiscal policies.

- **Commodity price projections:** As explained in the Commodity Special Feature in this chapter, prices by, on average, 9.7 percent, with oil prices falling by about 2.5 percent. The decreases reflect abundant spare capacity and strong non-OPEC+ (Organization of the Petroleum Exporting Countries plus selected nonmember countries, including Russia) supply growth. Coal and natural gas prices are expected to continue declining from their earlier peaks, by 25.1 percent for coal and 32.6 percent for natural gas in 2024, with the gas market becoming increasingly balanced on account of of fuel commodities are projected to fall in 2024 new supply, dampened demand, and high storage levels. The forecast for nonfuel commodity prices is broadly stable in 2024, with prices for base metals expected to fall by 1.8 percent, on account of weaker industrial activity in Europe and China. Food commodity prices are predicted to decline by 2.2 percent in 2024. Compared with those in the January 2024 WEO Update, forecasts for food prices have been revised slightly downward, driven by expectations of abundant global supplies for wheat and maize.
- **Monetary policy projections:** With inflation projected to continue declining toward targets and longer-term inflation expectations remaining anchored, policy rates of central banks in major advanced economies are generally expected to start declining in the second half of 2024. Among major central banks, by the fourth quarter of 2024, the Federal Reserve’s policy rate is expected to have declined from its current level of about 5.4 percent to 4.6 percent, the Bank of England to have reduced its policy rate from about 5.3 percent to 4.8 percent, and the European Central Bank to have reduced its short-term rate from about 4.0 percent to 3.3 percent. For Japan, policy rates are projected to rise gradually, reflecting growing confidence that inflation will sustainably converge to target over the medium term despite Japan’s history of deflation.

## Conclusions and Policy Recommendations

The chapter’s analysis suggests that the global economy’s declining actual growth and waning growth expectations largely reflect persistent headwinds. A significant slowdown in TFP has emerged as a key factor, with that slowdown driven by increased resource misallocation and slower growth in efficient TFP. A shrinking working-age population in major economies, coupled with lacklustre business investment, has also contributed. For the most part, the implications of the analysis here are sobering for medium-term global growth prospects. Absent timely policy interventions and a boost from emerging technologies, global growth is likely to remain well below its pre-pandemic historical average in the medium term. How could policies help elevate growth? The chapter’s findings suggest that interventions should focus on reforms that promote market competition, trade openness, financial accessibility, and labour market flexibility. These could significantly boost TFP growth by alleviating institutional and financial barriers that impede the efficient allocation of capital and labour across firms. Such reforms offer substantial gains for growth and can be complemented by governance and external sector reforms (Budina and others 2023). Industrial policies targeted to specific sectors, if poorly designed, may impede resource allocation to more productive firms or sectors at the same time, policies designed to facilitate the flow and integration of migrant workers, alongside measures to boost labour force participation among older workers in advanced economies—through retirement reforms and labour market programs—could mitigate the increasing demographic pressures on labour supply. Encouraging the participation of women in emerging market economies, by expanding education enrolment and childcare support, could unlock their untapped potential. These efforts should be complemented by policies that reduce social barriers and gender discrimination to ensure talent is optimally allocated across jobs.

Investment in human capital, especially in low-income developing countries, is essential to leverage their demographic dividend. In regard to capital formation, since higher corporate leverage has held back business investment in emerging market economies, reforming mechanisms for restructuring and insolvency and eliminating debt bias in corporate tax policies can also help support medium-term growth.

To lessen the negative growth impact from increased geo-economic fragmentation, it is important to steer clear of damaging unilateral trade and industrial policies. The global medium-term prospects are not all doom and gloom. Resilience amid various shocks and the emerging promise of technologies such as AI could prove transformative for medium-term global growth. To fully harness this potential, countries must strengthen their regulatory frameworks, including intellectual property protection, and revisit redistributive and other adjustment programs to ensure that the



benefits from AI are shared fairly and wide. Looking beyond the medium term, policies geared toward promoting innovation play a crucial role in defining the path of future global growth.

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

## INDIAN ECONOMY OVERVIEW

### Introduction

India's real GDP is projected to grow between 6.5–7 per cent in 2024-25. The Indian economy recovered swiftly from the pandemic, with its real GDP in FY24 being 20 per cent higher than the pre-COVID, FY20 levels. This was stated by the Economic Survey 2023-24 presented in Parliament today by the Union Minister of Finance and Corporate Affairs Smt Nirmala Sitharaman.

- The Survey points out that the domestic growth drivers have supported economic growth in FY24 despite uncertain global economic performance. It also adds that during the decade ending FY20, India grew at an average annual rate of 6.6 per cent, more or less reflecting the long-run growth prospects of the economy.
- The Survey, however cautions that any escalation of geopolitical conflicts in 2024 may lead to supply dislocations, higher commodity prices, reviving inflationary pressures and stalling monetary policy easing with potential repercussions for capital flows. This can also influence RBI's monetary policy stance. The global trade outlook for 2024 remains positive, with merchandise trade expected to pick up after registering a contraction in volumes in 2023.
- The Survey highlights that leveraging the initiatives taken by the government and capturing the untapped potential in emerging markets; exports of business, consultancy and IT-enabled services can expand. Despite the core inflation rate being around 3 per cent, the RBI, with one eye on the withdrawal of accommodation and another on the US Fed, has kept interest rates unchanged for quite some time, and the anticipated easing has been delayed.
- The Economic Survey says that India's economy showed resilience to a gamut of global and external challenges as real GDP grew by 8.2 percent in FY 24, exceeding 8 percent mark in three out of four quarters of FY 24, driven by stable consumption demand and steadily improving investment demand. The Survey underlines that the shares of the agriculture, industry and services sectors in overall GVA at current prices were 17.7 per cent, 27.6 per cent and 54.7 per cent respectively in FY24. GVA in the agriculture sector continued to grow, albeit at a slower pace, as the erratic weather patterns during the year and an uneven spatial distribution of the monsoon in 2023 impacted overall output.
- Within the industrial sector, manufacturing GVA shrugged off a disappointing FY23 and grew by 9.9 per cent in FY24, as manufacturing activities benefitted from reduced input prices while catering to stable domestic demand. Similarly, construction activities displayed increased momentum and registered a growth of 9.9 per cent in FY24 due to the infrastructure build out and buoyant commercial and residential real estate demand.
- Various high-frequency indicators reflect the growth in the services sector. Both Goods and Services Tax (GST) collections and the issuance of e-way bills, reflecting wholesale and retail trade, demonstrated double-digit growth in FY24. Financial and professional services have been a major driver of growth post the pandemic, the survey added.
- Gross Fixed Capital Formation (GFCF) continues to emerge as an important driver of growth. GFCF by private non-financial corporations increased by 19.8 per cent in FY23. There are early signs that the momentum in private capital formation has been sustained in FY24. As per data provided by Axis Bank Research, private investment across a consistent set of over 3,200 listed and unlisted non-financial firms has grown by 19.8 per cent in FY24.
- Apart from private corporations, households have also been at the forefront of the capital formation process. In 2023, residential real estate sales in India were at their highest since 2013, witnessing a 33 per cent YoY growth, with a total sale of 4.1 lakh units in the top eight cities.
- With cleaner balance sheets and adequate capital buffers, the banking and financial sector is well-positioned to cater to the growing financing needs of investment demand. Credit disbursement by scheduled commercial banks (SCBs) to industrial micro, small and medium enterprises (MSMEs) and services continues to grow in double

digits despite a higher base. Similarly, personal loans for housing have surged, corresponding to the increase in housing demand.

- The Survey states that despite global supply chain disruptions and adverse weather conditions, domestic inflationary pressures moderated in FY24. After averaging 6.7 per cent in FY23, retail inflation declined to 5.4 per cent in FY24. This has been due to the combination of measures undertaken by the Government and the RBI. The Union Government undertook prompt measures such as open market sales, retailing in specified outlets, timely imports, reduced the prices of Liquefied Petroleum Gas (LPG) cylinders and implemented a cut in petrol and diesel prices. The RBI raised policy rates by a cumulative 250 bps between May 2022 and February 2023.
- The Survey says, against the global trend of widening fiscal deficit and increasing debt burden, India has remained on the course of fiscal consolidation. The fiscal deficit of the Union Government has been brought down from 6.4 per cent of GDP in FY23 to 5.6 per cent of GDP in FY24, according to provisional actuals (PA) data released by the Office of Controller General of Accounts (CGA).
- The growth in gross tax revenue (GTR) was estimated to be 13.4 per cent in FY24, translating into tax revenue buoyancy of 1.4. The growth was led by a 15.8 per cent growth in direct taxes and a 10.6 per cent increase in indirect taxes over FY23.
- The Survey adds that broadly, 55 per cent of GTR accrued from direct taxes and the remaining 45 per cent from indirect taxes. The increase in indirect taxes in FY24 was mainly driven by a 12.7 per cent growth in GST collection. The increase in GST collection and E-way bill generation reflects increased compliance over time.
- The capital expenditure for FY24 stood at ₹9.5 lakh crore, an increase of 28.2 per cent on a YoY basis, and was 2.8 times the level of FY20. The Government's thrust on capex has been a critical driver of economic growth amidst an uncertain and challenging global environment. Spending in sectors such as road transport and highways, railways, defence services, and telecommunications delivers higher and longer impetuses to growth by addressing logistical bottlenecks and expanding productive capacities.
- The Survey says, it is also incumbent upon the private sector to take forward the momentum in capital formation on its own and in partnership with the Government. Their share in addition to the capital stock in terms of machinery and equipment, started growing robustly only since FY22, a trend that needs to be sustained on the strength of their improving bottom-line and balance sheets in order to generate high-quality jobs.
- The Survey points out that the State governments continued to improve their finances in FY24. Preliminary unaudited estimates of finances for a set of 23 states, published by the Comptroller and Auditor General of India, suggest that the gross fiscal deficit of these 23 states was 8.6 per cent lower than the budgeted figure of ₹9.1 lakh crore. This implies that fiscal deficit as a per cent of GDP for these states came in at 2.8 per cent as against a budgeted 3.1 per cent. The quality of spending by state governments improved, too, with state governments focusing on Capex as well.
- The Union Government's transfers to the states are highly progressive, with states with lower Gross State Domestic Product (GSDP) per capita receiving higher transfers relative to their GSDP.
- The Survey highlights that the RBI's vigil over the banking and financial system and its prompt regulatory actions ensure that the system can withstand any macroeconomic or systemic shock. Data from the RBI's Financial Stability Report of June 2024 show that the asset quality of Scheduled commercial banks has improved, with the Gross Non-Performing Assets (GNPA) ratio declining to 2.8 per cent in March 2024, a 12-year low.
- The profitability of SCBs remained steady, with the return on equity and return on assets ratios at 13.8 per cent and 1.3 per cent, respectively, as of March 2024. Macro stress tests also reveal that SCBs would be able to comply with minimum capital requirements even under severe stress scenarios. The soundness of the banking system will facilitate the financing of productive opportunities and lengthen the financial cycle, both of which are necessary to sustain economic growth.
- The Survey highlights that on the external front, moderation in merchandise exports continued during FY24, mainly on account of weaker global demand and persistent geopolitical tensions. Despite that India's service exports have remained robust, reaching a new high of USD 341.1 billion in FY24. The exports (merchandise and services) in FY24 grew by 0.15 per cent, while the total imports declined by 4.9 per cent stated the survey.

- Net private transfers, mostly comprising remittances from abroad, grew to USD 106.6 billion in FY24. As a result, the Current Account Deficit (CAD) stood at 0.7 per cent of the GDP during the year, an improvement from the deficit of 2.0 per cent of GDP in FY23. The net FPI inflows stood at USD 44.1 billion during FY24 against net outflows in the preceding two years.
- Overall, India's external sector is being deftly managed with comfortable foreign exchange reserves and a stable exchange rate. Forex reserves as of the end of March 2024 were sufficient to cover 11 months of projected imports.
- The Survey underscores that the Indian Rupee has also been one of the least volatile currencies among its emerging market peers in FY24. India's external debt vulnerability indicators also continued to be benign. External debt as a ratio to GDP stood at a low level of 18.7 per cent as of end-March 2024. The ratio of foreign exchange reserves to total debt stood at 97.4 per cent as of March 2024 as per the Economic Survey 2023- 24.
- The Survey points out that India's social welfare approach has undergone a shift from an input-based approach to outcome-based empowerment. Government initiatives like providing free-of-cost gas connections under PM Ujjwala Yojana, building toilets under the Swachh Bharat Mission, opening bank accounts under Jan Dhan Yojana, building pucca houses under PM-AWAS Yojana have improved capabilities and enhanced opportunities for the underprivileged sections. The approach also involves the targeted implementation of reforms for last-mile service delivery to truly realise the maxim of "no person left behind", the Survey added.
- The Direct Benefit Transfer (DBT) scheme and Jan Dhan Yojana-Aadhaar-Mobile trinity have been boosters of fiscal efficiency and minimization of leakages, with ₹36.9 lakh crore having been transferred via DBT since its inception in 2013.
- The Survey says, the all-India annual unemployment rate (persons aged 15 years and above, as per usual status) has been declining since the pandemic and this has been accompanied by a rise in the labour force participation rate and worker-to-population ratio. From the gender perspective, the female labour force participation rate has been rising for six years, i.e., from 23.3 per cent in 2017-18 to 37 per cent in 2022-23, driven mainly by the rising participation of rural women.
- On the global economic scenario the Survey says that after a year marked by global uncertainties and volatilities, the economy achieved greater stability in 2023. While uncertainty stemming from adverse geopolitical developments remained elevated, global economic growth was surprisingly robust.
- The Survey states as per the World Economic Outlook (WEO), April 2024 of the International Monetary Fund (IMF) , the global economy registered a growth of 3.2 per cent in 2023.

## Road Ahead

Ten years ago, India was the 10th largest economy in the world, with a GDP of USD 1.9 trillion at current market prices. Today, it is the 5th largest with a GDP of USD 3.7 trillion (est. FY24), despite the pandemic and despite inheriting an economy with macro imbalances and a broken financial sector. This ten-year journey is marked by several reforms, both substantive and incremental, which have significantly contributed to the country's economic progress. These reforms have also delivered an economic resilience that the country will need to deal with unanticipated global shocks in the future.

In the next three years, India is expected to become the third-largest economy in the world, with a GDP of USD 5 trillion. The government has, however, set a higher goal of becoming a 'developed country' by 2047. With the journey of reforms continuing, this goal is achievable. The reforms will be more purposeful and fruitful with the full participation of the state governments. The participation of the states will be fuller when reforms encompass changes in governance at the district, block, and village levels, making them citizen-friendly and small business-friendly and in areas such as health, education, land and labour in which states have a big role to play.

The strength of the domestic demand has driven the economy to a 7 per cent plus growth rate in the last three years. As discussed in the previous sections, the robustness seen in domestic demand, namely, private consumption and investment, traces its origin to the reforms and measures implemented by the government over the last ten years. The supply side has also been strengthened with investment in infrastructure – physical and digital – and measures that aim to boost manufacturing. These have combined to provide an impetus to economic activity in the country. Accordingly, in FY25, real GDP growth will likely be closer to 7 per cent.

There is, however, considerable scope for the growth rate to rise well above 7 per cent by 2030. The speed with which physical infrastructure is being built will allow the ICOR to decline, translating private investments into output quickly. The IBC has strengthened balance sheets and, in the process, has freed up economic capital that was otherwise rendered

unproductive. The rapidly expanding digital infrastructure is continuously improving institutional efficiency. Technological progress is picking up pace with rising collaboration with foreign partners in the production of goods and services. Decisive steps have been taken to speed up human capital formation. Finally, the overall investment climate is increasingly becoming more favourable with sustained enhancement in the ease of doing business.

(Source: <https://pib.gov.in/PressReleasePage.aspx?PRID=2034973>  
[https://dea.gov.in/sites/default/files/The%20Indian%20Economy%20-%20A%20Review\\_Jan%202024.pdf](https://dea.gov.in/sites/default/files/The%20Indian%20Economy%20-%20A%20Review_Jan%202024.pdf) )

## **GLOBAL TRADE INDUSTRY**

Trade contributes to global efficiency. When a country opens up to trade, capital and labour shift toward industries in which they are used more efficiently. That movement provides society a higher level of economic welfare. However, these effects are only part of the story.

Trade also brings dislocation to those firms and industries that cannot cut it. Firms that face difficult adjustment because of more efficient foreign producers often lobby against trade. So do their workers. They often seek barriers such as import taxes (called tariffs) and quotas to raise the price or limit the availability of imports. Processors may try to restrict the exportation of raw materials to depress artificially the price of their own inputs. By contrast, the benefits of trade are spread diffusely and its beneficiaries often do not recognize how trade benefits them. As a result, opponents are often quite effective in discussions about trade.

Reforms since World War II have substantially reduced government-imposed trade barriers. But policies to protect domestic industries vary. Tariffs are much higher in certain sectors (such as agriculture and clothing) and among certain country groups (such as less developed countries) than in others. Many countries have substantial barriers to trade in services in areas such as transportation, communications, and, often, the financial sector, while others have policies that welcome foreign competition.

Moreover, trade barriers affect some countries more than others. Often hardest hit are less developed countries, whose exports are concentrated in low-skill, labour-intensive products that industrialized countries often protect. The United States, for example, is reported to collect about 15 cents in tariff revenue for each \$1 of imports from Bangladesh (Elliott, 2009), compared with one cent for each \$1 of imports from some major western European countries. Yet imports of a particular product from Bangladesh face the same or lower tariffs than do similarly classified products imported from Western Europe. Although the tariffs on Bangladesh items in the United States may be a dramatic example, World Bank economists calculated that exporters from low-income countries face barriers on average half again greater than those faced by the exports of major industrialized countries (Kee, Nicita, and Olarreaga, 2006).

The World Trade Organization (WTO) referees international trade. Agreements devised since 1948 by its 153 members (of the WTO and its predecessor General Agreement on Trade and Tariffs) promote non-discrimination and facilitate further liberalization in nearly all areas of commerce, including tariffs, subsidies, customs valuation and procedures, trade and investment in service sectors, and intellectual property. Commitments under these agreements are enforced through a powerful and carefully crafted dispute settlement process.

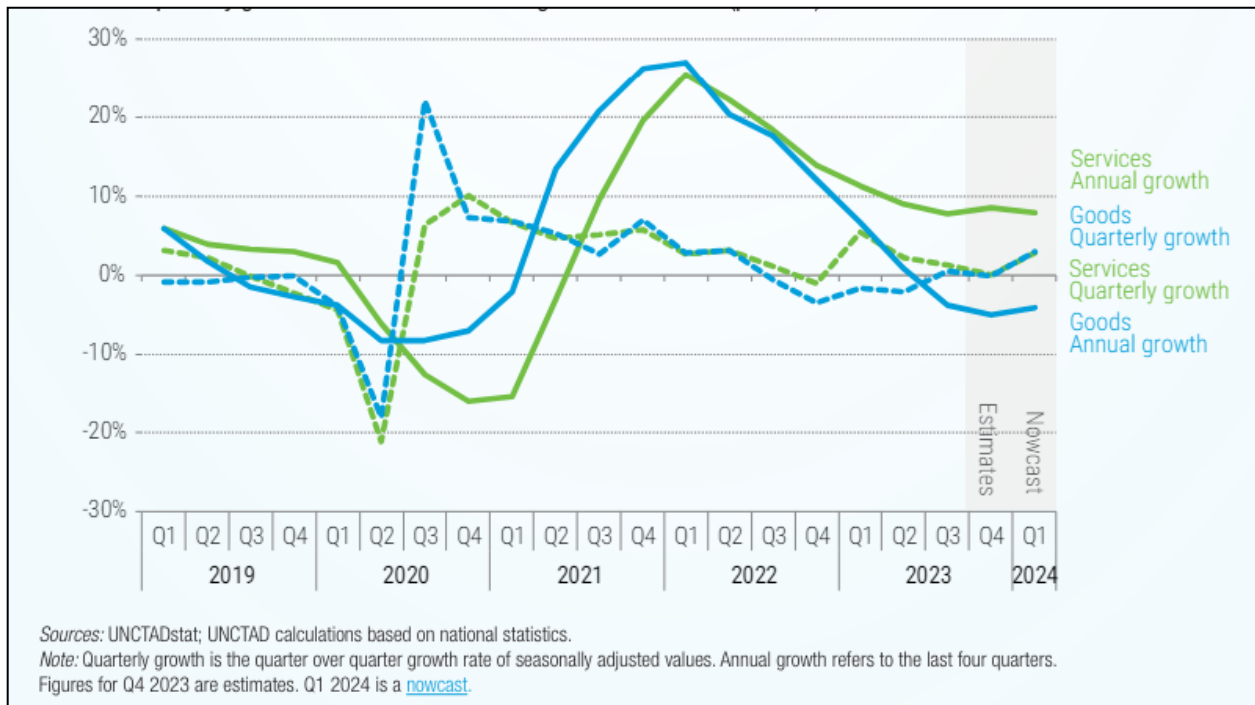
Under the rules-based international trading system centered in the WTO, trade policies have become more stable, more transparent, and more open. And the WTO is a key reason why the global financial crisis did not spark widespread protectionism. However, as seen most recently with the Doha Round of WTO trade negotiations, the institution faces big challenges in reaching agreements to open global trade further. Despite successes, restrictive and discriminatory trade policies remain common. Addressing them could yield hundreds of billions of dollars in annual global benefits. But narrow interests have sought to delay and dilute further multilateral reforms. A focus on the greater good, together with ways to help the relatively few that may be adversely affected, can help to deliver a fairer and economically more sensible trading system.

### **Global trade trends and now cast**

The value of global merchandise trade has experienced continuous decline since mid-2022. In contrast, trade in services-maintained growth throughout most of the period. Overall, the Global Trade Update projects that global trade in 2023 will amount to approximately US\$ 31 trillion, contracting by close to US\$ 1 trillion (or 3 per cent) compared to the record high of 2022. Specifically, trade in goods expected to contract by about US\$ 1.3 trillion in 2023, or 5 per cent, while services trade expected to gain about US\$ 500 billion, or 8 per cent. The UNCTAD nowcast for Q1 2024 foresees a small but positive increase both in goods and services trade.

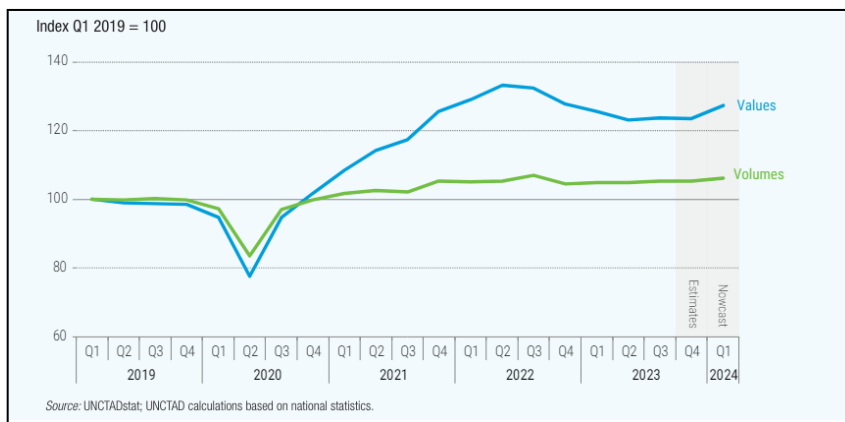
**After a decline through 2023, trade in goods is expected to slightly increase in Q1 2024**

Annual and quarterly growth in the value of trade in goods and services (per cent)



The volumes of trade growth stayed modestly positive throughout 2023. The slightly positive trend in the volume of international trade suggests a resilient global demand for imported products. A weak United States dollar also supported global trade volumes during 2023.

**Trade volumes show marginal increases in 2023**



**Summary and outlook**

The decline in the value of global trade throughout 2023 was primarily driven by reduced demand in developed nations and trade weaknesses within East Asia and Latin American regions. Lower commodity prices further contribute lowering the value of international trade in 2023. In contrast, trade in services saw growth for most of 2023. Among services, tourism and travel-related services rebounded strongly, increasing by almost 40 per cent. Significantly, the fourth quarter of 2023 signals a change from the patterns observed in previous quarters. Both merchandise and services trade stabilized quarter-over-quarter, signalling the end to the decline in global trade of goods, and the end of the strong upward trend in trade in services. Projections for 2024 are more optimistic. Overall, moderating global inflation and improving economic growth forecasts suggest a reversal of the downward trends. Additionally, rising demand for environmental goods should boost trade in 2024. However, it's important to note that the global trade outlook for 2024 remains subject to significant uncertainties. Persistent geopolitical tensions, rising shipping costs, and high levels of debt weighing on economic activity in many countries may still exert negative influences on global trade.

Some of the most relevant factors influencing global trade in 2024 include:

- Positive economic growth, but with significant disparities Global forecasts for GDP growth remain at around 3 per cent for 2024, but these still fall below historical averages. Furthermore, substantial disparities persist among countries and regions in terms of their anticipated economic outlook for the upcoming year. Such disparities will influence patterns of trade.
- Strong demand for both container shipping and raw materials During the last few months, there has been increasing demand for container shipping, as reflected by the strong increase in the Shanghai Containerized Freight Rate Index. Similarly, the Baltic Dry Index also exhibited a positive trend, indicating a rise in global demand for raw materials.
- Commodity prices volatility Ongoing geopolitical tensions and regional conflicts could renew volatility in energy and agricultural markets. Additionally, the increasing importance of secure access to critical minerals for the energy transition is expected to affect prices and further contribute to market volatility in these commodities.
- Lengthening of supply chains Global trade is being influenced by the response of supply chains to shifts in trade policy and geopolitical tensions. Some East Asian and Latin America economies may find opportunities to become more integrated into the supply chains affected by geopolitical concerns.
- Increase in subsidies and trade restrictive measures The prioritization of domestic concerns and the urgency of meeting climate commitments are driving changes in both industrial and trade policies. The utilization of trade restrictive measures and inward-looking industrial policies are anticipated to negatively impact on the growth of international trade.
- Shipping routes disruptions Geopolitical tensions are also causing disruptions in shipping routes, particularly those related to the Red Sea and Suez Canal. Moreover, efforts to maintain water levels in reservoirs supplying the Panama Canal are anticipated to continue reducing passages in 2024. These events are driving up shipping costs, extending voyage durations, and disrupting supply chains.

## Regional trade trends

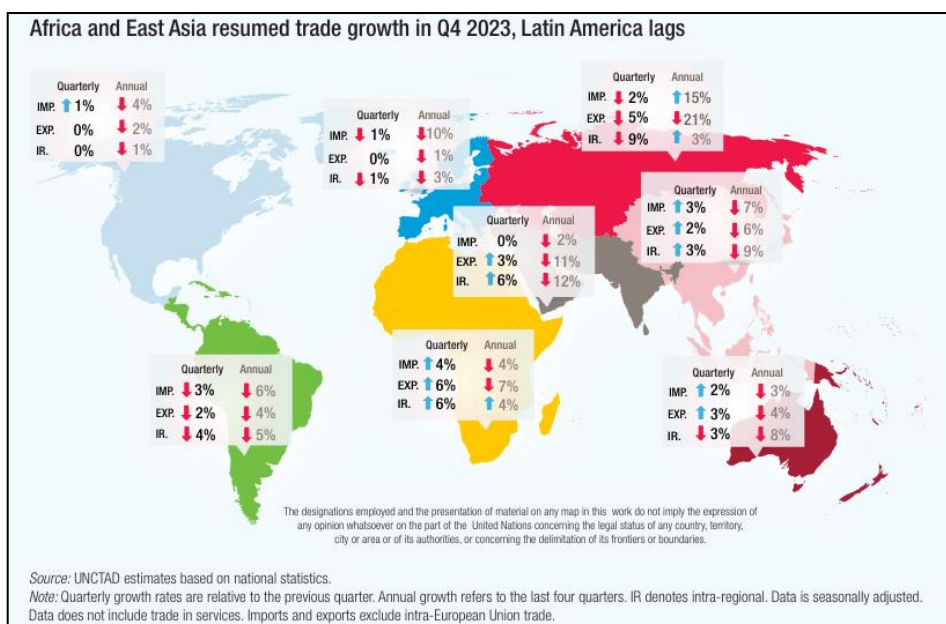
The decline in global trade has been more pronounced for developing countries. During 2023, imports and exports of developing countries declined by an average of 5 and 7 per cent, respectively. Conversely, trade for developed countries decreased by about 4 per cent for imports and 3 per cent for exports. Quarter-over-quarter figures indicate a positive trend for developing countries, while trade of developed countries has remained stable. Regarding South-South trade, the stronger-than-average decline during much of 2023 reversed in Q4 2023, with a quarter-over-quarter growth of about 3 per cent.

	Quarterly growth		Annual growth	
	Imports	Exports	Imports	Exports
Developed countries	0%	0%	↓ 4%	↓ 3%
Developing countries	↑ 2%	↑ 2%	↓ 5%	↓ 7%
South-South Trade	↑ 3%		↓ 7%	
Developing countries (excluding East Asia)	0%	↑ 2%	↓ 2%	↓ 7%
South-South Trade (excluding East Asia)	↑ 3%		↓ 10%	

Source: UNCTAD estimates based on national statistics.  
Note: Quarterly growth rates are relative to the previous quarter. Annual growth refers to the last four quarters. Data is seasonally adjusted. Data does not include trade in services.

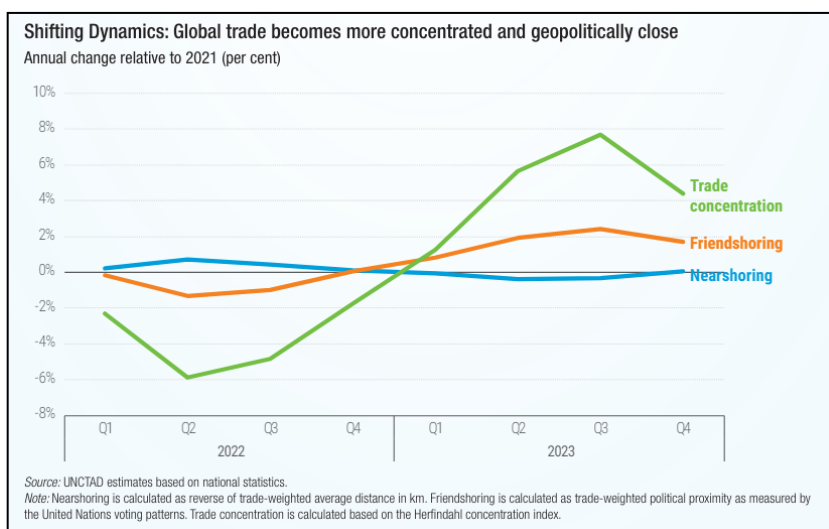
Most regions have undergone negative trade growth in 2023. The exception was a significant increase in intra-regional trade for the African region. Notably, during 2023 the region comprising the Russian Federation and Central Asian economies registered a strong decrease in exports but also a strong increase in imports. East Asian trade exhibited notable weakness throughout 2023, also in relation of intra-regional trade. During the last quarter, trade remained weak in Latin America and in the region comprising the Russian Federation and the Central Asian economies. Conversely, trade growth was positive for Africa and East Asia.





## Global trade dynamics and trade dependence

During the last two years, the geographical proximity of international trade has remained relatively constant, showing minimal near shoring or far-shoring trends. However, since the latter part of 2022, there has been a noticeable rise in the political proximity of trade. This indicates that bilateral trade patterns have been favouring trade between countries with similar geopolitical stances (a pattern generally referred to as friend-shoring). Concurrently, there has been an increasing concentration of global trade to favour major trade relationships, although this trend has softened in the last quarter of 2023.



Goeconomics issues continue to play a significant role in shaping key bilateral trade trends. These factors not only impact trade between the major global economies but also indirectly influence their trade dynamics with other trading partners.

## Global trade trends at the sectoral level

During 2023, global trade declined in most sectors, except for pharmaceuticals, transportation equipment, and road vehicles, the latter experiencing a strong increase in the trade of electric cars. Among the sectors where the value of trade declined by more than 10 per cent during 2023 are apparel, chemicals, energy metals, office equipment, and textiles. On a quarterly basis, most sectors experienced a rebound in Q4 2023. The most notable exception was apparel, where trade continued to contract. In contrast, quarterly increases were more pronounced for communication and transport equipment.

(Source: <https://www.imf.org/en/Publications/fandd/issues/Series/Back-to-Basics/Trade> )

(Source: <https://unctad.org/system/files/official-document/ditcinf2024d1.pdf> )

## INDIAN TRADE INDUSTRY

According to the Ministry of Commerce and Industry, FY24 concluded with the highest monthly merchandise exports of the fiscal year, totalling US\$41.68 billion in March 2024. Total goods import by India in 2023–24 decreased by 5.66 percent to US\$675.44 billion. Looking ahead, India is actively working on expanding its export portfolio beyond traditional sectors like iron ore and agricultural commodities. The focus is on diversifying into electronics, pharmaceuticals, engineering products, and food items. The Ministry of Commerce’s initiative aims to strengthen export offerings by introducing goods such as alcohol beverages, prepared meals, confectioneries, and value-added products like jackfruit and bananas. The 2023-24 trade data indicates that non-petroleum and non-gems and jewellery exports have seen a modest increase of 1.45 percent, rising from US\$315.64 billion in FY 2022-23 to US\$320.21 billion in FY 2023-24. Key drivers of merchandise export growth in FY24 were electronic goods, drugs & pharmaceuticals, engineering goods, iron ore, cotton yarn, fabrics, and made-ups, handloom products, ceramic products, and glassware.

According to data from the economic think tank GTRI, China has emerged as India’s largest trading partner, surpassing the US, with two-way commerce totalling US\$118.4 billion in FY 2023-24. In the same period, bilateral trade between India and the US amounted to US\$118.3 billion. Previously, the US was India’s top trading partner in 2021-22 and 2022-23.

GTRI’s analysis shows that India’s exports to China experienced a notable increase of 8.7 percent in FY24, reaching US\$16.67 billion. Key sectors driving this growth included iron ore, cotton yarn/fabrics/madeups, handloom products, spices, fruits and vegetables, as well as plastic and linoleum. Meanwhile, imports from China saw a moderate rise of 3.24 percent, totalling US\$101.7 billion. Key import items included high-tech gear like telecom and smartphone parts, laptop and PCs, as well as industrial inputs such as plastic, iron and steel, and chemicals.

Conversely, Indian exports to the US witnessed a slight decrease of 1.32 percent, amounting to US\$77.5 billion in FY24, compared to US\$78.54 billion in 2022–23. Additionally, imports from the US declined by approximately 20 percent, settling at US\$40.8 billion, as indicated by the data.

Based on data from the commerce ministry, China held the position of India’s primary trading partner from 2013-14 to 2017-18, and then again in 2020-21. Prior to China’s dominance, the UAE occupied the top spot as India’s largest trading partner. However, in FY24, the UAE ranked third with a trade volume of US\$83.6 billion. Following closely were Russia with US\$65.7 billion, Saudi Arabia with US\$43.4 billion, and Singapore with US\$35.6 billion in trade with India.

In FY24, imports from India’s key free trade agreement (FTA) partners (South Korea, Japan, Australia, UAE, Mauritius, ASEAN, and SAFTA) exhibited a robust growth rate, outpacing the overall influx of goods into the country. Specifically, these imports saw an impressive increase of nearly 38 percent, reaching a total of US\$187.92 billion. This growth rate surpassed the 31.4 percent jump in India’s total imports, which amounted to US\$675.45 billion during the same period. India’s total outbound shipments to its FTA partners grew at a more subdued pace.

India’s position among the world’s merchandise exporters has advanced from 19th to 17th place, with a marginal increase in its share from 1.70 percent in 2014 to 1.82 percent in 2023. India states that, despite global economic uncertainties, its exports have expanded to 115 countries out of a total of 238 destinations during the 2023-24 period.

These 115 export destinations, which represent 46.5 percent of India’s export portfolio, include key markets such as the US, UAE, Netherlands, China, UK, Saudi Arabia, Singapore, Bangladesh, Germany, and Italy.

While the country’s overall merchandise exports experienced a 3 percent decline to US\$437.1 billion in the previous fiscal year, services exports increased to US\$341.1 billion in 2023-24, up from US\$325.3 billion in 2022-23.

### **The distribution network in India**

There has been a significant expansion in distribution channels in India during the past few years. Indian retail industry is one of the fastest growing in the world. According to Invest India, the overall retail market is set to cross the \$2 trillion mark by 2032 from \$690 billion in 2021. The Indian retail e-commerce market, which amounted to \$72 billion in 2021, is also set to grow at an annual growth rate of 30% for a gross value of goods of \$350 billion by 2030. Retail is India's largest industrial sector, currently accounting for over 10% of India's GDP and 8% of total employment.

Most Indian manufacturers use a three-tier selling and distribution structure that has evolved over the years. This structure involves redistribution stockists, wholesalers, and retailers. As an example, an FMCG company operating on an all-India basis could have between 40 and 80 redistribution stockists (RS). The RS will sell the product to between 100 and 450 wholesalers. Finally, both the RS and wholesalers will service between 250,000-750,000 retailers throughout the country.



The RS will sell to both large and small retailers in the cities as well as interior parts of India. Depending on how a company chooses to manage and supervise these relations, its sales staff may vary from 75 to 500 employees. Wholesaling is profitable by maintaining low costs with high turnover, with typical FMCG product margins anywhere from 4-5%. Many wholesalers operate out of wholesale markets. In urban areas, the more enterprising retailers provide credit and home delivery. Now, with the advent of shopping malls, companies talk of direct delivery and discounts for large retail outlets.

In 2021, e-commerce generated \$63 billion in revenues, growing by 26% compared to 2020 (ecommerce DB). India will have 500 million online buyers by 2030, compared to 150 million in 2020, with digital spending projected to increase more than tenfold to \$800 billion and account for more than a third of all retail sales by 2030. Market share India's food and grocery retail industry is considered the third largest in the world with sales reaching \$858 billion in 2022 and expected to grow annually by 8.17% (Statista).

(Source: <https://www.lloydsbanktrade.com/en/market-potential/india/distribution>)

(Source: <https://www.india-briefing.com/news/indias-trade-performance-fy-2023-24-exploring-new-export-markets-32612.html/#:~:text=According%20to%20the%20Ministry%20of,percent%20to%20US%24675.44%20billion.>)

## GLOBAL GOLD INDUSTRY

The World Gold Council's Q1 2024 Gold Demand Trends report reveals that total global gold demand (inclusive of OTC purchases) was up 3% year-on-year to 1,238 tonnes, marking the strongest first quarter since 2016. Demand excluding OTC fell 5% to 1,102 tonnes in Q1 compared to the same period in 2023.

Gold is a highly liquid asset, which is no one's liability, carries no credit risk, and is scarce, historically preserving its value over time. It also benefits from diverse sources of demand: as an investment, a reserve asset, gold jewellery, and a technology component. These attributes mean gold can enhance a portfolio in three key ways:

- Delivering long-term returns
- Improving diversification
- Providing liquidity

Investors have long considered gold a beneficial asset during periods of uncertainty. Yet, historically, it has generated long-term positive returns in both good and bad economic times. Its diverse sources of demand give gold a particular resilience and the potential to deliver solid returns in various market conditions. Gold is, on the one hand, often used as an investment to protect and enhance wealth over the long term, but on the other hand it is also a consumer good, via jewellery and technology demand. During periods of economic uncertainty, it is the counter-cyclical investment demand that drives the gold price up. During periods of economic expansion, the pro-cyclical consumer demand supports its performance. Combined, these factors give gold the ability to provide stability under a range of economic environments.

Moreover, the shift towards a greater integration of environmental, social and governance (ESG) objectives within investment strategies has important implications and we believe gold can play a role in supporting these. Gold — from established investment sources — should be recognised as an asset that is responsibly produced and delivered from a supply chain that adheres to high ESG standards. Gold also has a potential role to play in reducing investor exposure to climate-related risks.

Healthy investment from the OTC market (also referred to as 'off exchange' trading which takes place directly between two parties, unlike exchange trading which is conducted via an exchange), persistent central bank buying, and higher demand from Asian buyers, helped drive the gold price to a record quarterly average of US\$2,070/oz—10% higher year-on-year and 5% higher quarter-on-quarter.

Central banks continued to buy gold apace, adding 290 tonnes to official global holdings during the quarter. Consistent and substantial purchases by the official sector highlight gold's importance in international reserve portfolios amidst market volatility and increased risk. Turning to investment demand, bar and coin investment increased 3% year-on-year, remaining steady at the same levels from Q4 2023 at 312 tonnes.

Gold ETFs continued to see outflows with global holdings falling by 114 tonnes, led by North American and European funds but slightly offset by inflows into Asian-listed products. China generated the bulk of that increase, with renewed investor interest in gold due to the weakening local currency and poorly performing domestic equity markets.

Global jewellery demand remained resilient, despite record-high prices, only falling 2% year-on-year. Demand in Asia countered decreases in both Europe and North America.

In addition, demand for gold in technology recovered 10% year-on-year driven by the AI boom in the electronics sector. On the supply side, mine production increased 4% year-on-year to 893 tonnes – a record first quarter. Recycling also reached the highest level since Q3 2020, jumping 12% year-on-year to 351 tonnes, as some investors saw the high price as an opportunity to take profits. Louise Street, Senior Markets Analyst at the World Gold Council, commented: “Since March, the gold price has climbed to all-time highs, despite traditional headwinds of a strong US dollar and interest rates that are proving to be ‘higher for longer’.

“A number of factors are behind the recent surge including heightened geopolitical risk and ongoing macroeconomic uncertainty driving safe-haven demand for gold. In addition, the continued and resolute demand from central banks, strong OTC investment and increased net buying in the derivatives market, have all contributed to the higher price of gold.

“Interestingly, we are witnessing shifting behaviour trends from Eastern and Western investors. Typically, investors in Eastern markets are more responsive to the price, waiting for a dip to buy, whereas Western investors have historically been attracted to a rising price, tending to buy into the rally. In Q1, we saw those roles reversed with investment demand in markets such as China and India growing considerably as the gold price surged.

“Looking ahead, 2024 is likely to produce a much stronger return for gold than we anticipated at the beginning of the year, based on its recent performance. Should the price level off in the coming months, some price-sensitive buyers may re-enter the market and investors will continue to look to gold for a safe haven asset as they seek clarity around rate cuts and election results.”

#### **India Demand Statistics for Q1 2024 (January – March)**

- Demand for gold in India for Q1 2024 was at 136.6 tonnes, up by 8% as compared to overall Q1 demand for 2023 (126.3 tonnes)
- India’s Q1 2024 gold demand value was Rs. 75,470 crores, up by 20% as compared to Q1 2023 (Rs 63,090 crores)
- Total Jewellery demand in India for Q1 2024 increased by 4% at 95.5 tonnes as compared to Q1 2023 (91.9 tonnes)
- The value of jewellery demand was Rs. 52,750 crores, up by 15% from Q1 2023 (Rs. 45,890 crores)
- Total Investment demand for Q1 2024 at 41.1 tonnes increased by 19% in comparison to Q1 2023 (34.4 tonnes)
- In value terms, gold Investment demand in Q1 2024 was Rs. 22,720 crores, up by 32% from Q1 2023 (Rs. 17,200 crores)
- Total gold recycled in India in Q1 2024 was 38.3 tonnes, up by 10% compared to 34.8 tonnes in Q1 2023
- Total gold imports in India in Q1 2024 was 179.4 tonnes, up by 25% compared to 143.4 tonnes in Q1 2023
- US\$/oz average quarterly price in Q1 2024 was US\$ 2,069.8 in comparison to US\$ 1,889.9 in Q1 2023
- INR/10g average quarterly price in Q1 2024 was INR 55,247.20 in comparison to INR 49,943.80 in Q1 2023 (without import duty and GST)

Sachin Jain, Regional CEO, India, World Gold Council said: “In Q1’24, India’s total gold demand was 136.7 tonnes, up by 8% in comparison to 126.3 tonnes in Q1 2023 reaffirming Indians enduring relationship with gold. Gold jewellery demand was 95 tonnes, 4% above the comparatively weak Q1’23. India’s continued strong macroeconomic environment was supportive for gold jewellery consumption even though prices reached a historic high in March leading to a slowdown in sales as the quarter ended.

“Q1’24 also saw healthy levels of gold bar and coin demand in India, up 19% y/y at 41 tonnes. This was on a par with Q1’22, which was itself the strongest first quarter since 2014. The price correction in February sparked investors interest, with anticipation of a rebound driving purchases. As the price rallied to successive record highs, investors remained bullish, contributing to the robust demand. Investments into gold ETF’s too saw positive inflows of over 2 tonnes. The Reserve Bank of India also grew its gold reserves by 19 tonnes during Q1, exceeding last year’s annual net purchases of 16 tonnes.

“Although Indian recycling volumes increased by 10% to 38.3 tonnes in Q1’24, there were very few reports of distress selling. With a strong economy and expectations of a normal-to-good monsoon, there seems little desire to cash in on high gold prices at the moment.

“As we look forward, while the current high gold prices may temporarily put strain on demand, strong cultural and seasonal factors such as festivals, weddings helped by an expectation for a better monsoon and solid economic growth would support demand. Our full year gold demand forecast for India is between 700-800 tonnes, if price rally continues it could be lower end of this range.”

(Source: <https://gjepec.org/solitaire/global-gold-demand-stays-strong-supporting-record-high-prices-world-gold-council/>)

(Source: <https://www.gold.org/goldhub/research/relevance-of-gold-as-a-strategic-asset/golds-key-attributes-1-return> )

## INDIAN GOLD INDUSTRY

India's pronounced preference for gold and deep-rooted cultural significance has gradually led to the development of a thriving gold-based financial market in the country. The precious metal plays a multifaceted role as a wealth-preserving asset, a hedge against inflation, and collateral for securing loans. It is no surprise that the country is the fifth-largest importer of gold and holds one of the largest gold reserves in the world.

Gold is considered to be auspicious, particularly in Hindu and Jain cultures. The ancient law-giver Manu decreed that gold ornaments should be worn for important ceremonies and occasions. Aside from Diwali, one of the most important dates in the Indian calendar, regional festivals across the country are celebrated with gold: in the south, Akshaya Tritiya, Pongal, Onam and Ugadi; in the east, Durga Puja; in the west, Gudi Pavda; in the north, Baisakhi and Karva Chauth.

Gold is central to more personal life events too. Gifting gold is a deeply ingrained part of marriage rituals in Indian society—weddings generate approximately 50 percent of annual gold demand in India.

### Gold loan market

India is also home to a flourishing gold jewellery market. Due to the emotional value associated with gold jewellery, people usually pledge their gold ornaments as collateral to secure short-term loans. A large part of the gold loan market in the country is still largely unorganized, with most of the unbanked population largely relying on pawn brokers and traditional moneylenders. However, with the widening scope of financial services in recent years, the share of organized players like non-banking financial companies (NBFCs) and banks has been on the rise. Certain gold loan NBFCs are now seeking priority sector status for eligible gold loans as taking loans against jewellery is a crucial form of funding for a wide section of micro, small, and medium-sized enterprises (MSMEs), farmers, and female borrowers. Financialization of gold.

In recent years, the inclusion of the gold industry in the mainstream financial system has transformed it into a legitimate asset class, an important development as a large part of Indian household gold sits in lockers and remains unutilized. Sovereign gold bonds (SGBs) were introduced as a part of the scheme to reduce interest in physical gold. SGBs reduce the risk of storage, and investors are assured of the market value of gold at the time of maturity. Moreover, physical gold-backed exchange-traded funds (ETFs) have emerged as alternative ways to access the market and diversify investment portfolios.

### Rising gold prices

In 2024, gold prices in India reached a record high of over 70,000 Indian rupees per 10 grams. This surge has been driven by several factors including geopolitical tensions, inflation, central bank purchases, and currency weakening. Geopolitical tensions have increased demand for gold, which has been seen as a safe asset during uncertain times. Because gold is considered a hedge against inflation, more investors have turned to it to preserve their wealth amid rising inflation concerns. Central bank-driven policy changes can further impact gold prices. The decline in the U.S. dollar index has made gold more attractive since it is priced in U.S. dollars. Simultaneously, the weakening of the Indian rupee against the dollar further escalated the prices in the country.

The IMF forecasts that per capita GDP growth will increase 23% between 2022 and 2026. On the face of it, rising living standards benefit gold, but there are other factors in play: the country's savings rate is declining, and the government's 'bank the unbanked' initiative is creating a sea change in investment choice and availability. Gold must respond if it is to successfully steer a course through these headwinds.

Despite – or perhaps because of – macroeconomic uncertainties, India's population resolutely turns to gold. Weddings and festivals are key drivers of gold demand and the country is one of the world's largest bar and coin markets. There is no doubt that gold retains prominence in the social and financial life of many Indians, both urban and rural.

India, the world's second largest consumer of gold jewellery, has experienced rapid change over the last few years due to evolving demographics.

- Weddings and festivals remain the most important drivers of Indian gold jewellery demand: bridal jewellery alone accounts for at least half of the market share.

- Over the long term, gold jewellery demand in India will be driven by developments in economic growth, income growth and wealth distribution, as well as the rate of urbanisation. India's gold jewellery exports have grown over the years, rising from US\$7.6bn in 2015 to US\$12.4bn in 2019, before the pandemic impacted the trade in 2020.
- Looking ahead, there is a greater need for Indian gold jewellery exporters to develop new markets; currently, nearly 90% of exports go to just five countries.<sup>4</sup> But a boost could come in the form of further proposals that will allow advance payments to overseas precious metal suppliers, as well as the formation of the Mega Common Facility Centres (CFCs) in the Santacruz Electronics Export Processing Zones (SEEPZ) of Mumbai and Surat.
- Gold is intrinsic to Indian culture, closely tied to religious beliefs, tradition and festivals. Bridal jewellery dominates the gold jewellery landscape, enjoying 50-55% of market share; weddings, together with festivals, constitute the two major gold purchase occasions in India. In the absence of official records, the country is estimated to have around 11-13mn weddings per year.
- With women marrying at an average age of 22 and with more than half of the country's 1.4bn population below the age of 25 demand for bridal jewellery looks set to remain strong over the long term.<sup>6,7</sup> The importance of this type of jewellery in India stems largely from the fact that the gold gifted to a woman for her wedding is solely her property and is therefore an important form of financial security.
- Agriculture remains important to gold demand. India has seen significant urbanisation yet 65% of the population still live in rural areas and depends on the land for their livelihood. Gold remains the most popular form of investment for these communities, and while access to bank accounts has increased, faith in gold has not diminished. Gold demand in this segment is seasonal, closely linked to the success or otherwise of harvests.
- Despite the traditional nature of India's gold demand, consumer behaviour over recent years has changed and continues to do so. Plain gold jewellery maintains 80-85% of market share, the majority of which is 22-carat although the market for 18-carat jewellery is growing.
- The country exhibits distinct regional preferences. Studded jewellery – known as Polki, Kundan or Jadau has an estimated market share of 15-20% overall, although in Northern India this share is considerably higher.
- In the South, consumers are more inclined towards plain gold products, 60-70% of which are studded with diamonds and the remaining 30-40% set with precious or semi-precious stones. Manufacturers are increasingly focused on producing lightweight pieces to satisfy demand from the younger consumer, especially those who want daily wear gold jewellery that matches their adoptive Western-style attire.
- Silver jewellery is becoming more common due to high gold prices and platinum is making an appearance, particularly in male jewellery items, but neither appears to have the cultural significance or the aspirational quality of gold and therefore do not pose a major threat.
- Over the last few years the Indian gold market has grappled with numerous changes in the regulatory environment and in consumer behaviour. Looking ahead, gold jewellery demand will face further challenges. Changing demographics and the possibility that millennial will move away from gold as other luxury items demand their attention cannot be ignored.
- Against these headwinds, gold jewellery demand will likely benefit from strong economic growth and growing urbanisation as incomes rise and the middle class grows. As more people are lifted out of poverty, gold jewellery demand will benefit.
- E-commerce opportunities are increasing and as a more robust regulatory structure emerges to support online gold jewellery sales at home and abroad, manufacturers and retailers will be able to use this to extend their reach.
- The Indian government seeks to boost manufacturing and exports, and as a consequence jewellery exports are likely to improve further over the coming years.

- The CFCs could facilitate sharing of manufacturing best practice and state-of-the-art machinery, which would bring the latest technology and resources within reach of small manufacturers. If these efforts are supported by appropriate communications around both quality and craftsmanship, the future of India’s gold jewellery market will be assured.

In Conclusion, India is the second largest jewellery market. The gold market forms a deeply intrinsic part of India. For the population of 1.4bn, gold, and specifically gold jewellery, plays a central role, acting both as an adornment and a form of investment. It is therefore not surprising that for decades India was the largest consumer of gold before being overtaken by China in 2009. In 2021, India bought 611t of gold jewellery, second only to China (673t) but comfortably ahead of all other gold-consuming markets (Chart 1).<sup>13</sup> ahead of all other gold-consuming markets (Chart 1).<sup>13</sup>

Much of the Indian gold market is very traditional, reflecting important cultural and religious ties. This can be seen in the long-standing preference for 22-carat jewellery and the dominance of bridal jewellery. But the gold market is evolving, with changing tastes and designs driven by economic growth, globalisation and changing consumer preferences. In recent years, for example, demand has grown for lightweight and studded jewellery.

Aside from gold, India has sizeable and vibrant silver jewellery market and is the world’s largest fabricator of silver jewellery. Our 2019 consumer survey, carried out by Hall & Partners, found that 60% of the women surveyed owned gold jewellery, closely followed by 57% who owned silver jewellery, but only 26% owned diamond jewellery.<sup>14</sup> Platinum jewellery did not appear among the top purchases by female consumers, as this market is still in its infancy in India.

Other markets often reflect on the long-established nature of India’s gold jewellery markets – both in scale and importance. The reasons behind gold’s history and longevity lie in how these metals are inextricably linked to Indian customs and religion.

During the festivals of Diwali and Akshaya Tritiya it is considered extremely auspicious to buy gold. Dhanteras (the first day of Diwali) usually falls during October or November, and Akshaya Tritiya between late April and early May. Hence retailers across the country introduce attractive designs in the run-up to these occasions. On average around 40-60t of gold is sold in India during these two auspicious festivals alone. Underlining the importance of these occasions, the household survey of India Gold Policy Centre-IIM Ahmedabad (IGPC-IIMA) found that 65-70% of respondents cited festivals as their main gold purchase occasion, with Dhanteras and Akshaya Tritiya accounting for 30-35% of these purchases.<sup>16</sup> And with prominent overseas Indian populations, the Middle East and East Asia also see significant gold buying at these times.

**Table 1: Jewellery demand peaks between September and November**

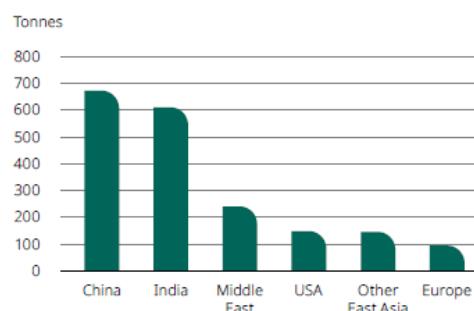
2023	Jan	Feb	Mar	Apr	May	June	July	Aug	Sep	Oct	Nov	Dec
Gold buying:												
Festivals												
Marriages												
Harvests			Rabi crops							Kharif crops		

Source: Metals Focus, World Gold Council

These developments have occurred both at the retail and trade level. The chief catalyst was the liberalisation of the economy in 1991, which kick-started India’s economic growth. The resultant gains in consumer incomes, which have continued over the last three decades, have given rise to a large middle and upper middle class in India. Consumers are now more informed than ever, contributing to some notable shifts across the retail jewellery market.

With better exposure to Indian and global trends, due to rising travel and internet penetration, jewellery tastes are no longer local and traditional. A consumer in the South of India is no longer opposed to Jaipur jewellery or studded diamond jewellery. Similarly, temple jewellery, which is widely popular and traditionally bought only in the South, now has acceptance even in the North. Modern takes on traditional jewellery are also increasingly popular, and young consumers are no longer fixated on buying only traditional pieces. The concerted shift from local to regional and national buying patterns has largely benefited chain stores, whose market share has grown sharply in recent years.

**Jewellery demand in 2021 by countries/regions**



Source: Metals Focus, World Gold Council

Separately, consumer behaviour has also been affected by the trend in rupee gold prices, which have touched record levels. Consumers normally have a fixed budget when they visit stores and so the amount of gold they can buy will vary with changing gold prices. As a result, over the last five to six years retailers and manufacturers have increasingly focused on lightweight products to satisfy a range of budgets. This is important, even for traditionally heavy bridal pieces and temple jewellery. As a result, I believe, over the years there has been at least a 10% drop in average product weights.

Aside from moving to lighter pieces, the daily wear segment has seen some key developments. Most important, I believe, has been a trend embracing modern designs to fit Western attire, which has seen increased demand for lower caratages, notably 18-carat and 14-carat. Given that more than 65% of the Indian population is below 35, their choice of jewellery differs greatly from earlier generations as younger consumers tend to prefer Western clothing.

Another significant development over the last decade has been the penetration of mobile phones and low-cost internet. About a decade ago very few jewellery retailers focused on online sales, but today every large and mid-sized retailer has an online platform. Lastly, rising internet access and the advent of social media have allowed retailers to interact directly with their consumers in new ways to create brand awareness and drive sales.

Overall, the Indian market will continue to evolve as the younger generation drives trends and as organised retailers gain market share. Retailers are trying to tap into the sizeable young population by offering products that suit their tastes and budget. It has made us adjust not just our product offerings, but also how we do business and interact with consumers.

While the South dominates the landscape, changes have emerged within the region. In particular, gold demand in Andhra Pradesh and Telangana has superseded other Southern states due to the inflow of investment since the state of Andhra Pradesh was sub-divided and Telangana was created. A robust policy framework and a good response mechanism have helped encourage investment in these two states.

On the other hand, demand in Kerala has been negatively impacted due to the slowdown in the Gulf during the COVID-19 pandemic. Southern India's gold market is dominated by plain 22-carat gold jewellery, although demand for 18-carat diamond pieces has increased in recent years driven by younger consumers who are more open to buying diamond-set products. North and West India enjoy 20%<sup>26</sup> and 25%<sup>27</sup> of market share respectively. In contrast, Eastern India has a market share of just 15%.

The Northern and Western markets are quite diverse, with a preference for 23-, 22-, 18- and 14-carat items. Unlike the South and West, the Eastern part of the country remains economically underdeveloped due to a lack of connectivity and difficult terrain. However, during the last few years the government has focused on developing the North-East, a policy that will likely result in a rise of market share in this region.

(Source: <https://www.gold.org/goldhub/research/indias-gold-market-reform-and-growth> )

(Source: <https://www.gold.org/about-gold/gold-demand/geographical-diversity/india>)

(Source: <https://www.statista.com/topics/10542/gold-market-in-india/#topicOverview> )

(Source: <https://www.gold.org/goldhub/research/indias-gold-market-reform-and-growth> )



## OUR BUSINESS

*This chapter 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 titled “Risk Factors” and chapters titled “Restated Financial Statements” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page 29, 157 and 187 respectively, of this Draft Prospectus.*

*Unless otherwise indicated, the Restated Financial Statements included herein is based on our Restated Financial Statements for the period ended on September 30, 2024 and Financial Years ended on March 31, 2024, 2023 and 2022 included in this Draft Prospectus. For further information, see “Restated Financial Statements” beginning on page 157 of this Draft Prospectus.*

### OVERVIEW

Our company Manoj Jewellers Limited is engaged in the retail and wholesale business of jewellery and ornaments made from gold and diamonds, embellished with precious and semiprecious stones. Our extensive portfolio includes a wide range of items such as rings, earrings, armlets, pendants, gajrahs, nose rings, bracelets, chains, necklaces, bangles, and other wedding jewellery pieces. Our diverse collection caters to various tastes and occasions, offering customers a selection of exquisite pieces to choose from. Manoj Jewellers Limited aims to provide high-quality and beautifully crafted jewellery to meet the needs and preferences of our clientele.

As on the date of this Draft Prospectus, we have three showroom located at No. 59, NSC Bose Road Sowcarpet, Chennai – 600079, Tamil Nadu, India, first floor, No. 59, NSC Bose Road Sowcarpet, Chennai – 600079, Tamil Nadu, India and No 16, Mangalam Mitra Apartments, Ranganthan Avenue, Kilpauk, Chennai – 600010 respectively. The showroom is operated and managed by our Company.

Our company's dedication is to maintain high-quality products through strict quality control procedures, timely delivery, and competitive pricing. Our company also emphasizes on offering a variety of regular designs and ensuring on-time delivery to our valued customers. Additionally, we go to extra mile by getting our jewellery hallmarked by a BIS recognized Assaying and Hallmarking Centre. BIS hallmark serves as a mark of conformity widely accepted by consumers, providing them with added confidence in the purity of the company's gold jewellery. Overall, these practices demonstrate the company's commitment to quality, customer satisfaction, and transparency in their operations.

Our Company is promoted by Mr. Manoj Kumar, Ms. Raj Kumari, Mr. Sunil Shantilal and Ms. Shalu. Our Promoters together with a professional team of managers manages and control the major affairs of our business operations with his considerable experience in our Industry. We believe our success is the result of sustained efforts over the years in key aspects of our business, such as timely delivery, cost management, good quality, and ability to forge partnerships, strategy and business planning and opening new markets. For more details, please see the chapter titled, “Our Management” and “Our Promoters and Promoter Group” on page 131 and 148 of this Draft Prospectus.

### Key Performance Indicators of our Company.

#### As per Restated Financial Statements

*(₹ in Lakhs, otherwise mentioned)*



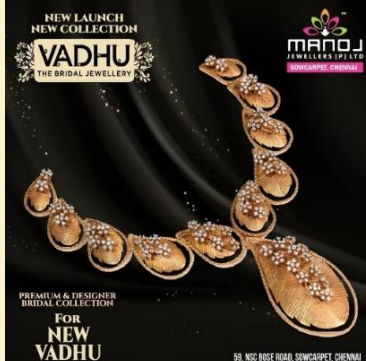




Key Performance Indicator	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from Operations <sup>(1)</sup>	2,477.83	4,335.11	1,363.01	675.18
Revenue from Operation Growth %	14.31%	218.05%	101.87%	-3.06%
EBITDA <sup>(2)</sup>	410.18	571.22	202.84	164.28
EBITDA Margin <sup>(3)</sup>	16.55%	13.18%	14.88%	24.33%
Restated Profit After Tax	225.46	324.13	62.36	36.47
PAT Margin <sup>(4)</sup>	9.10%	7.48%	4.58%	5.40%
Net Worth <sup>(5)</sup>	1205.33	979.88	655.74	243.38
Capital Employed	2,805.65	1,860.24	1,323.97	1,421.98
ROE% <sup>(6)</sup>	41.27%	39.63%	13.87%	16.20%
ROCE% <sup>(7)</sup>	28.61%	30.57%	14.72%	10.72%

*\*As certified by M/s. Mardia & Associates, Chartered Accountants, by way of their certificate dated [●].*

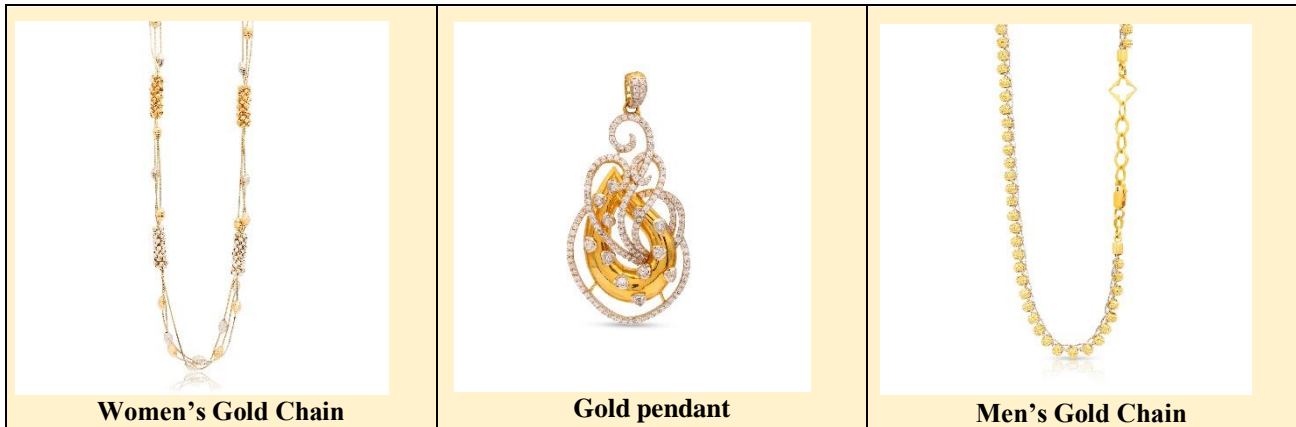
#### Notes:

- 1) Revenue from operation means revenue from sale of our products
- 2) EBITDA is calculated as Profit before tax + Depreciation + Finance Costs – Other Income
- 3) EBITDA Margin is calculated as EBITDA divided by Revenue from Operations
- 4) PAT Margin is calculated as PAT for the period/year divided by revenue from operations
- 5) Return on Equity is calculated by comparing the proportion of net income against the amount of average shareholder equity
- 6) Debt to Equity ratio is calculated as Total Debt divided by equity
- 7) Current Ratio is calculated by dividing Current Assets to Current Liabilities

## OUR PRODUCTS

 <p style="text-align: right;"><b>MANOJ</b> JEWELLERS (P) LTD 98, NSC ROSE ROAD, SOWCARRPET, CHENNAI</p>		
 <p><b>NEW LAUNCH NEW COLLECTION</b> <b>VADHU</b> THE BRIDAL JEWELLERY</p> <p><b>PREMIUM &amp; DESIGNER BRIDAL COLLECTION</b> <b>FOR NEW VADHU</b></p> <p style="text-align: right;"><b>MANOJ</b> JEWELLERS (P) LTD 98, NSC ROSE ROAD, SOWCARRPET, CHENNAI</p>	 <p style="text-align: right;"><b>MANOJ</b> JEWELLERS (P) LTD 98, NSC ROSE ROAD, SOWCARRPET, CHENNAI</p>	
		 <p style="text-align: right;"><b>MANOJ</b> JEWELLERS (P) LTD 98, NSC ROSE ROAD, SOWCARRPET, CHENNAI</p>





## REVENUE BIFURCATION

Particulars	As of Sept 30, 2024	As % of Revenue from Operations	As of March 31, 2024	As % of Revenue from Operations	As of March 31, 2023	As % of Revenue from Operations	As of March 31, 2022	As % of Revenue from Operations
916 Gold Antique Kundhan, Temple Kundhan Ornaments	34.57	1.40	801.95	18.50	397.43	29.16	-	-
Diamond Studded Gold Ornaments	-	-	44.53	1.03	36.98	2.71	4.98	0.74
Gold Bullion	-	-	17.96	0.41	-	-	34.56	5.12
Gold Coin	5.22	0.21	3.36	0.08	2.97	0.22	4.59	0.68
Gold Ornaments	2,436.83	98.34	3,433.95	79.21	925.63	67.91	563.95	83.52
18K Gold Ornaments	0.83	0.03	-	-	-	-	-	-
Old Gold Jewellery	-	-	33.36	0.77	-	-	-	-
Gold Ornaments with Kundan	-	-	-	-	-	-	64.36	9.53
Gold Coin with Huid	-	-	-	-	-	-	2.74	0.41
Silver Ornaments	0.38	0.02	-	-	-	-	-	-
<b>Total Revenue from Operations</b>	<b>2477.83</b>	<b>100.00</b>	<b>4,335.11</b>	<b>100.00</b>	<b>1,363.01</b>	<b>100.00</b>	<b>675.18</b>	<b>100.00</b>

\* As certified by M/s. Mardia & Associates, Chartered Accountants, by way of their certificate dated [●]

## OUR STRENGTHS

- **Wide product range**

Our wide range of product offerings caters to diverse customer segments, from the value market to high-end customized jewellery. Our product profile includes traditional, contemporary and combination designs across jewellery lines, usages and price points. We believe that the gold and diamond jewellery inventory in our showroom reflects regional customer preferences and designs. We believe that our focus on design and innovation, our ability to recognize consumer preferences and market trends, the intricacy of our designs and the quality and finish of our products are our key strengths. In addition, our access to a wide range of independent manufacturers from various parts of India allows us to offer a diverse product range.

- **Experience of our Promoters and senior management team**

Our Promoters have been involved in the jewellery business in India for more than 15 years in the industry. Their strong relationships with our suppliers, customers and other industry participants have been instrumental in implementing our growth strategies. Our Promoters are actively involved in our operations and bring to our Company their vision and leadership which we believe has been instrumental in sustaining our business operations. Our management team also includes professionals with experience in the gems and jewellery industry as well as finance and marketing.

- **Customer Satisfaction**

We believe in making mutually beneficial relationship with our customers by providing them optimum quality jewellery pieces at highly affordable market prices. In a zest to attain maximum customer satisfaction, we assure accurate and timely delivery of these jewellery, at the customer's end. Our strength lies in understanding the requirement of the customer and our execution capabilities this enables us to attract new customers. We believe that the intricacies of our designs and quality of our products finish enable us to get better margins on our products.

- **Quality assurance**

We endeavour to maintain the quality of our products, follow strict procedures to ensure control quality, timely delivery and competitive prices. We offer regular designs and guarantee our esteemed customers for the time bound delivery of the products. We get the jewellery hallmarked from BIS recognized Assaying and Hallmarking Centre for our customers. The BIS hallmark, a mark of conformity widely accepted by the consumer bestow the additional confidence to the consumer on the purity of our gold jewellery.

## **OUR STRATEGIES**

- **Innovation in Designing and Maintenance of quality products**

We intend to continue to add new design to our existing product portfolio to cater to various customer and price segments in the jewellery markets. We endeavour to maintain the quality of our products, and follow strict procedures to ensure quality control, timely delivery and competitive prices. Our company intends to strengthen its product development effort by leveraging skills of its employees and focussing on changing trends in the designs of jewellery and customers demand, which will help to increase the sales of our Company and retain customers.

- **Continue to maintain good relationships with our customers**

We believe that maintaining good relationship with customers is a most critical factor in jewellery business to keep growing. Through regular interactions with the Customers at our Showroom, product sales trends and market research, we are able to determine current trends in the industry, which are used by us in the product development. We will continue to focus on timely delivery of quality products which will help in forging strong relationships with our customers and gaining increased business from them.

- **Invest in marketing and analytics to more effectively target consumers and drive sales**

We intend to continue to invest in strategies, campaigns and technologies to analyse and manage customer interactions and related data throughout the customer lifecycle, with the goal of creating a long-term relationship with customers, building customer retention and driving sales. Developing a deep and nuanced understanding of our customers and their purchasing patterns is crucial to our business.

- **Leverage our scalable business model to expand our showroom network and diversify our channels of distribution**

We believe that our brand, scalable business model, effective operational processes and track record of profitable expansion, all positions us well to capitalise on the market opportunity, and accordingly we intend to further expand our network of showrooms. We intend to leverage our substantial efforts and experience, to expand our presence across several markets and having potential for opening further showrooms. We believe the significant investments we have already made in (a) brand building across a large number of local markets, (b) understanding the varying nuances of customer behaviour across geographies, will enable us to expand our showroom network.

In addition, we plan to continue to diversify our channels of distribution. For example, recognizing early the powerful potential of engaging customers online we invested in our online platform, [www.zullry.com](http://www.zullry.com). Our online platform offers us another distribution channel to reach customers and potentially drive further traffic to our showrooms. We intend to

offer our customers the option to purchase products offline and also offer them the opportunity to tangibly experience our products offered online. We also intend to leverage our increasing engagement with a digitally savvy consumer base to increase revenues for jewellery sold online through [www.zullry.com](http://www.zullry.com)

## OUR BUSINESS OPERATIONS

Our company Manoj Jewellers Limited is engaged in the retail business of various jewellery and ornaments made out of gold, diamonds and platinum studded with precious and semiprecious stones. Our portfolio includes rings, earrings, armlet, pendants, gajrahs, nose rings, bracelets, chains, necklaces, bangles and other wedding jewellery. As on the date of this Draft Prospectus, we have one showroom located at No. 59, NSC Bose Road Sow carpet Chennai 600079, Tamil Nadu, India. The showroom is operated and managed by our Company.

The jewellery in its final ready form is purchased from Company selected and approved suppliers. If our Company feels that there is any discrepancy in the quantity or quality against the bill, the Company returns the stock to vendor. The charges levied by the supplier are verified as per pre-agreed price as mentioned in the invoice received from supplier and the invoice will be sent to Finance Department for the purpose of payment. The stocks will be then ready for dispatch and are duly distributed to the showroom as decided.

## OUR BUSINESS MODEL

**1. Sourcing:** We source gold inventory from suppliers, such as refineries, wholesalers, or individuals looking to sell their gold jewelry or items.

**2. Testing and Valuation:** Once the gold is acquired, it is tested for purity and authenticity using specialized equipment by the government bodies. The gold is then valued based on its weight, purity, and current market price.

**3. Pricing and Display:** The gold items are priced accordingly and displayed in the showroom for customers to browse and purchase. Pricing strategies may vary based on factors like market trends and competition.

**4. Customer Interaction:** Our showroom staff interact with customers, provide information about the gold items, assisting with purchases, and address any questions or concerns.

**5. Sales and Transactions:** Customers select the gold items they wish to purchase, and transactions are processed through cash, credit/debit cards, or other payment methods.

**6. Inventory Management:** Our showrooms manage inventory effectively, keeping track of stock levels, restocking items as needed, and ensuring accurate record-keeping.

**7. Security Measures:** Due to the valuable nature of gold, our showroom implement security measures to protect inventory, such as surveillance cameras, alarms, and secure storage facilities.

**8. Compliance and Regulations:** We adhere to legal requirements and regulations related to buying and selling gold, including verifying customer identities and reporting transactions as necessary.

## CAPACITY AND CAPACITY UTILISATION

As we are not involved in any manufacturing activities, we do not have any capacity utilisation data as such.

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

(₹ in Lakhs, otherwise mentioned)

Particulars	Suppliers							
	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	%	Amount	%	Amount	%	Amount	%
<b>Top 5</b>	1633.94	71.43	2945.18	64.82	273.25	38.24	72.97	72.97
<b>Top 10</b>	1919.79	83.93	3182.08	70.03	331.41	46.38	90.77	90.77

\* As certified by M/s. Mardia & Associates, Chartered Accountants, by way of their certificate dated September 16, 2024.

## UTILITIES AND INFRASTRUCTURE FACILITIES

**Raw Materials** – Our raw materials comprises of gold bullion, silver bullion, diamonds, platinum jewellery, gold and diamond ornaments and precious and semi-precious stones like rubies, emeralds and sapphires. We procure raw material from bullion and jewellery market dealers on the basis of management estimation based on past consumption and future estimations.

### Infrastructure facilities

Our registered office and showroom situated at No. 59, NSC Bose Road Sowcarpet Chennai 600 079, Tamilnadu, India, as well our showroom located at No. 16, Mangalam Mitra Apartments, Ranganthan Avenue, Kilpauk, Chennai – 600010, is well equipped with computer systems, Laptops, internet connectivity, other communication equipment, security and other facilities like fire safety, etc. which are required for our business operations. Further, we have setup various security measures, including tagging our products, CCTV in showrooms, security guards and follow stringent operational processes such as daily stock taking at our Showrooms in order to safeguard our inventories.

### Power facilities

Our Company meets its power requirements at our registered office and showroom located at No. 59, NSC Bose Road Sowcarpet Chennai 600 079, Tamilnadu, India, as well our showroom located at No. 16, Mangalam Mitra Apartments, Ranganthan Avenue, Kilpauk, Chennai – 600010, from Tamil Nadu Generation and Distribution Corporation Limited (TANGEDCO) and the same is sufficient for our day-to-day functioning.

### Water facilities

Our registered office and showroom have adequate water supply arrangements for human consumption purpose. Our current water consumption at our registered office and showroom is sourced from the local sources.

## CUSTOMERS, SALES AND MARKETING

The efficiency of the marketing and sales network is critical success factor of our Company. Our marketing team along with our promoters through their experience and good rapport with customers owing to timely and quality delivery of service plays an instrumental role in creating and expanding the sales network of our Company. We advertise through several key media outlets to promote our brand and product portfolio, including through advertisements on television and the internet. We have a dedicated team which is focused on customer relations and marketing through our online platform [www.zullry.com](http://www.zullry.com) and social media. As with our other marketing channels, we implement our localisation strategy through region-special offerings in our online marketing campaigns.

## COMPETITION

We face competition from both organised and unorganised companies in the Indian jewellery industry. Majority of the Indian jewellery industry consists of unorganised players who have historically dominated a large part of the market, although their share of the market has been falling and is expected to continue to decline. We also face competition from organised jewellery companies who compete with us on a national, regional and local level. We have multiple competitors at various regional and local levels across India.

We compete with various diamond and jewellery manufacturing companies based in India. We face competition from listed Companies like DP Abhushan Limited, Moksh Ornaments Limited, Subh Laxmi Jewel Art Limited, etc.

## INVENTORY MANAGEMENT AND SECURITY

### Inventory Management

We regard efficient inventory management as critical to the success of our business. Our integrated operations are designed to allow us to move inventory based on feedback from our marketing teams, store personnel and our customers in order to align our jewellery offerings with customer preferences and to accommodate variations in seasonal buying patterns such as Diwali, Dhanteras or Akshaya Trithiya, allowing our management to respond quickly to replenish or reallocate inventory based on shifting customer demand patterns. We have strict inventory management and monitoring practices in place that allows us to account for each piece of inventory and to ensure efficiency. We plan our inventory procurement by taking into account targeted sales, inventory turnover and aging, and generally endeavour to maintain inventory levels in line with customer demand and seasonal trends.

## Security

We have implemented strict security procedures to ensure our inventory is maintained securely. Our showroom is equipped with closed-circuit surveillance cameras linked to a digital video recorder. Our showroom is equipped with secure vaults with restricted access only for a limited number of selected staff and our jewellery is placed into these vaults at the close of business each day. All our business heads are provided with a real-time monitoring tool on their mobile phones to view visuals of the vaults at all times. We also have contracts with various reputable private security agencies who provide security guards to all of our showrooms.

## QUALITY CONTROL

We endeavour to ensure that we maintain stringent quality standards at all stages of our project. Our aim is to reduce cost and cycle times through effective and efficient use of resources. In executing the projects, we monitor and test all materials for conformity, track non-conformities and make rectifications to ensure client satisfaction.

## HUMAN RESOURCE

We believe that our employees are key contributors to our business success. We focus on attracting and retaining the best possible talent. Our Company looks for specific skill-sets, interests and background that would be an asset for its kind of business.

We have developed a pool of skilled and experienced personnel. The breakup of our manpower is as follows

Sr. no	Category	Number of Employees
1.	Management	2
2.	Sales	11
3.	Purchase	1
4.	Accounts	1
5.	Legal	1
6.	Security	1
<b>Total Employees</b>		<b>17</b>

## EXPORT AND EXPORT OBLIGATIONS

As on the date, we do not have any export obligation.

## COLLABORATION

As on date of this Draft Prospectus, our Company has not entered into any technical or financial collaboration agreements.

## INSURANCE

The following are the details of insurance policies taken by us:

Sr. No.	Name of the Insurance Company	Type of Policy	Validity Period up to	Policy No.	Sum Insured (Amount in ₹)	Premium p.a. (Amount in ₹)
1.	ICICI Lombard General Insurance	Jeweller's Package Policy Sookshma	22/01/2025	4093/S/277627791/01/000	₹ 4,00,00,000	₹ 92,975
2.	Royal Sundaram General Insurance Co. Limited	Vehicle Insurances	08/03/2025	VPC1726737000100	₹ 3,11,382	₹ 10,238
3.	Royal Sundaram General	Vehicle Insurances	10/06/2025	VPC1645747000102	₹ 4,86,000	₹ 14,701.62

Sr. No.	Name of the Insurance Company	Type of Policy	Validity Period up to	Policy No.	Sum Insured (Amount in ₹)	Premium p.a. (Amount in ₹)
	Insurance Co. Limited					
4.	Royal Sundaram General Insurance Co. Limited	Vehicle Insurances	02/01/2025	VPC1574158000102	₹ 4,27,437	₹ 20,921
5.	Royal Sundaram General Insurance Co. Limited	Vehicle Insurances	02/01/2025	VPC1575112000102	₹ 6,52,590	₹ 27,455
6.	Reliance Future General Insurance	Vehicle Insurance Service	24/02/2025	990992423110000642	₹ 15,80,530	₹ 39,291
7.	Future General Total Insurance Solution	Vehicle Insurance Service	16/04/2025	132/02/11/0425/MTP/0000034612	₹ 5,72,588	₹14,193


## PROPERTIES




Following Properties are owned / taken on lease / license by our company:

Date of Lease Agreement	Lessor	Address	Period of Lease	Area	Monthly Rent	Purpose
August 01, 2024	E. A. Mohamed Waseem, Represented by his father M. Ejaz Ahamed	Ground Floor, No. 59, NSC Bose Road Sowcarpet Chennai 600079, Tamilnadu, India.	Till June 30, 2025	908.5 Sq. Ft.	Rs. 43,000/-	Registered Office
August 01, 2024	E. A. Mohamed Waseem, Represented by his father M. Ejaz Ahamed	First Floor, No. 59, NSC Bose Road Sowcarpet Chennai 600079, Tamilnadu, India.	Till June 30, 2025	908.5 Sq. Ft.	Rs. 17,400/-	Registered Office
July 21, 2024	Ms. Neeta Jain	No. 16, Mangalam Mitra Apartments, Ranganthan Avenue, Kilpauk, Chennai - 600010	Till June 30, 2029	1510 Sq. Ft.	Rs. 1,10,000/-	Branch Office

## INTELLECTUAL PROPERTY

Trademarks / patents / copyright/registered/objected/abandoned in the name of our company:

Sr. No	Brand Name/Logo Trademark	Class	Nature of Trademark and registration number	Owner	Date of Application	Authority	Current Status
1.	 MANOJ JEWELLERS [P] LTD	14	Registered vide certificate no. 2060413 and application no. 2990992	Manoj Jewellers Limited*	23.06.2015	Trade Mark Registry, Intellectual Property, India	Valid till 23.06.2025

		35	Registered vide certificate no. 3000461 and application no. 4632045	Manoj Jewellers Limited*	30.08.2020	Trade Mark Registry, Intellectual Property, India	Valid till 30.08.2030
2.		14	Applied vide application number 5532745	Manoj Jewellers Limited	16/07/2022	Trade Mark Registry, Intellectual Property, India	Valid till 16.07.2032
		35	Applied vide application number 5532746	Manoj Jewellers Limited	16/07/2022	Trade Mark Registry, Intellectual Property, India	Valid till 16.07.2032

\* These Trademarks were taken in the name of Manoj Jewellers Private Limited and as on date, the Company has not filed any application for endorsement of the same in the name of Manoj Jewellers Limited, being the current name of the Company post its conversion from Private Limited to Public Limited entity.

**DOMAIN:**

S. No	Domain Name and ID	Sponsoring Registrar and ID	Registrant Name and ID	Creation Date	Registry Expiry Date
1.	Manojjewellerslimited.com	Godaddy.com	Manoj Jewellers Limited 2708103733_DOMAIN_COM-VRSN	July 02, 2022	July 02, 2032
2.	Manojjewellerslimited.in	Godaddy.com	Manoj Jewellers Limited F4D2F48694010BCA4B266CE84605C-	July 02, 2022	July 02, 2027



## KEY INDUSTRY REGULATIONS

*The following description is a summary of the relevant regulations and policies as prescribed by the GoI and other regulatory bodies that are applicable to our business. The information detailed below has been obtained from various legislations, including rules and regulations promulgated by regulatory bodies, and the bye laws of the respective local authorities that are available in the public domain. The regulations set out below may not be exhaustive and are merely intended to provide general information to the shareholders and neither designed, nor intended to substitute for professional legal advice. For details of government approvals obtained by us, see the section titled “Government and Other Approvals” on page 203 of this Draft Prospectus.*

### THE COMPANIES ACT

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

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

### SEBI REGULATIONS:

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

### TAX RELATED REGULATIONS

#### Income Tax Act, 1961

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

#### Goods and Service Tax Act, 2017

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

#### Customs Act, 1962

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



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

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

### **Gem and Jewellery Export Promotion Council**

The GoI has designated the Gem and Jewellery Export Promotion Council (“GJEPC”) as the importing and exporting authority in India in keeping with its international obligations under Section IV(b) of the Kimberley Process Certification Scheme (“KPCS”). The GJEPC has been notified as the nodal agency for trade in rough diamonds. The KPCS is a joint government, international diamond and civil society initiative to stem the flow of conflict diamonds, which are rough diamonds used by rebel movements to finance wars against legitimate governments. The KPCS comprises participating governments that represent approximately 99.8% of the world trade in rough diamonds. The KPCS has been implemented in India from January 1, 2003 by the GoI through communication No. 12/13/2000-EP (GJ) dated November 13, 2002. However, under the Special Economic Zones Rules, 2006, the Development Commissioners have been delegated powers to issue Kimberley Process Certificates for units situated in the respective Special Economic Zone (the “SEZ”).

### **Gems and Jewellery Trade Council of India**

The Gems and Jewellery Trade Council of India (“GJITC”) was established with the main aim of boosting the gems and jewellery trade of India. It is a council formed to enhance & boost the jewellery trade of India by resolving various issues of the trade by escalating various to the relevant high authorities. It also indulges itself in disseminating latest information to its jeweller members through a monthly newsletter, various educative & trade motivational events such as seminars, workshops, exhibitions, festivals etc.

### **Reserve Bank of India Circulars regulating Gold Loans**

The RBI has permitted nominated banks to import gold for the purpose of extending gold metal loans to domestic jewellery manufacturers, subject to certain conditions, including that the tenor of gold loans (which can be decided by the nominated banks) does not exceed 180 days from the date of procurement of the gold and the interest charged to the borrowers is linked to international gold rates. Gems and jewellery export-oriented units and specified units in Special Economic Zones are permitted to import gold on a loan basis directly or through nominating agencies, subject to specified conditions. The Master Circular of RBI on Loans and Advances – Statutory and Other Restrictions dated July 1, 2015 prohibits domestic jewellery manufacturers from selling the gold borrowed under this scheme to any other party for manufacture of jewellery.

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

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

### **Bureau of Indian Standards (Hallmarking) Regulations, 2018 (“BIS Hallmarking Regulations”)**

The BIS Hallmarking Regulations prescribe that all jewellery manufacturers must obtain a certificate of registration from the BIS in order to sell precious metal articles notified under the BIS Act. The certificate of registration shall be granted to a specific premise and will be valid for a period of five years. The Hallmarking of Gold Jewellery and Gold Artefacts Order, 2020, as amended, which came into effect on June 16, 2021, prescribes that gold jewellery and gold artefacts notified to be marked with hallmark in the notification of the Government of India, Ministry of Consumer Affairs, Food and Public Distribution, Department of Consumer Affairs number S.O. 2421(E), dated June 14, 2018, shall be sold only by registered jewellers through certified sales outlets, after fulfilling the terms and conditions of certificate of registration as specified in the BIS Hallmarking Regulations. However, certain precious metal articles are excluded from the above order, including any article meant for export, which conforms to any specification required by the foreign buyer, any article of gold thread and any article with weight less than two grams.

### **BIS Scheme for hallmarking of Gold and Silver Jewellery**

The BIS hallmark is a hallmarking system for gold as well as silver jewellery sold in India certifying the purity of the metal. It certifies that the piece of jewellery conforms to a set of standards laid by the Bureau of Indian Standards, the national standards organization of India. India is the second biggest market for gold and its jewellery. The BIS system of hallmarking of gold jewellery began in April 2000. The standard specifications governing this system are IS 1417 (Grades of Gold and Gold Alloys, Jewellery/Artefacts), IS 1418 (Assaying of Gold in Gold Bullion, Gold alloys and Gold

Jewellery/Artefacts), IS 2790 (Guidelines for Manufacture of 23, 22, 21, 20, 19, 18, 17, 16, 14 and 9 carat Gold Alloys), IS 3095 (Gold solders for use in manufacture of jewellery). BIS introduced hallmarking for silver jewellery in December 2005 under IS 2112, the standard specification for 'Hallmarking of Silver Jewellery/Artefacts'.

### **Hallmarking of Gold Jewellery and Gold Artefacts Order, 2020 (“Order”) and Bureau of Indian Standards Act, 2016 and the Bureau of Indian Standards (Hallmarking) Regulations, 2018**

In accordance with the hallmarking of Gold Jewellery and gold artefacts Order, 2020, as amended, no person shall, after March 31, 2023, sell or display or offer to sell any Gold jewellery or Gold Artefacts unless it is hallmarked in accordance with the standards specified in IS 1417:2016, as amended. Any person who contravenes the provisions of this Order is liable to be punished under the provisions of the Bureau of Indian Standards Act, 2016. The Bureau of Indian Standards (Hallmarking) Regulations, 2018 prescribe that all jewellery manufacturers must obtain a certificate of registration from the Bureau of Indian Standards in order to sell precious metal articles notified under the BIS Act. The certificate of registration shall be granted to specific premises and will be valid for a lifetime.

### **The Legal Metrology Act, 2009**

Legal Metrology Act, 2009 was enacted with the objectives to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and for matters connected therewith or incidental thereto. This act replaced the Standards of Weights and Measures Act, 1976 and the Standards of Weights and Measures (Enforcement) Act, with effect from March 1, 2011.

### **Legal Metrology (Packaged Commodities) Amendment Rules, 2017 (“Packaged Commodity Rules”)**

The Packaged Commodity Rules have amended the Legal metrology (Packaged Commodities) Rules, 2011, and lays down specific provisions applicable to packages intended for retail sale, whole-sale and for export and import. Pursuant to the packaged Commodity Rules, any pre-packaged commodity sold for use and consumption by the citizens must properly mention several details such as, the description and quantity of ingredients, date of manufacturing, date of expiry (for items prone to expiration), weight, statutory warnings, manufacturer address, contact and some other info like consumer care details, country of origin, etc.

### **Payment and Settlements Systems Act, 2007**

The Payment and Settlement Systems Act 2007, set up by the Reserve Bank of India (RBI), provides for the regulation and supervision of payment systems in India and designates the apex institution (RBI) as the authority for that purpose and all related matters with the objectives of promoting safety and efficiency by monitoring existing and planned systems, assessing them against these objectives and, where necessary, inducing change. By overseeing payment and settlement systems, RBI helps to maintain systemic stability and reduce systemic risk, and to maintain public confidence in payment and settlement systems. The Payment and Settlement Systems Act, 2007 and the Payment and Settlement Systems Regulations, 2008 framed thereunder, provide the necessary statutory backing to the Reserve Bank of India for undertaking the oversight function over the payment and settlement systems in the country.

### **Prevention of Money Laundering Act, 2002**

An Act to prevent money-laundering and to provide for confiscation of property derived from, or involved in, money-laundering and for matters connected therewith or incidental thereto.

Money laundering is the processing of criminal proceeds to disguise its illegal origin. Terrorism, illegal arms sales, financial crimes, smuggling, and the activities of organized crime, including drug trafficking and prostitution rings, generate huge sums. Embezzlement, insider trading, bribery and computer fraud also produce large profits and create an incentive to legitimize the ill-gotten gains through money laundering. When a criminal activity generates substantial profits, the individual or group involved in such activities route the funds to safe heavens by disguising the sources, changing the form, or moving the funds to a place where they are less likely to attract attention.

Most fundamentally, money laundering is inextricably linked to the underlying criminal activity that generates it. In essence, the laundering enables criminal activity to continue. Offence of money-laundering is punishable with rigorous imprisonment for a period of not less than three years but may extend to seven years and with fine up to five lakh rupees

### **Consumer Protection (E-Commerce) Rules, 2020 (the “E-commerce Rules”)**

The E-Commerce Rules regulate the marketing, sale and purchase of goods and services over a digital or electronic network. It restricts the use of any unfair trade practice by e-commerce entities and mandates the establishment of an adequate grievance redressal mechanism and the appointment of a grievance officer. Further, the E-Commerce Rules required all e-commerce entities to appoint a nodal person of contact or an alternate senior designated functionary to ensure

compliance with its provisions. Contravention of the E-Commerce Rules will attract penal action in accordance with the Consumer Protection Act, 2019.

### **Draft National E-Commerce Policy 2019**

Draft National E-Commerce Policy Prepared by Government of India addresses six broad areas of the e-commerce ecosystem viz. data, infrastructure development, e-commerce marketplaces, regulatory issues, stimulating domestic digital economy and export promotion through ecommerce. The Policy takes into account interests of all stakeholders including investors, manufacturers, MSMEs, traders, retailers, startups and consumers. The National E-Commerce Policy has been formulated with a vision to provide a level-playing field to all stakeholders, including the individual consumers and MSMEs and start-ups.

### **Consumer Protection Act, 2019 (the “Consumer Protection Act”) and the rules made thereunder**

The Consumer Protection Act, which repeals the Consumer Protection Act, 1986, was designed and enacted to provide simpler and quicker access to redress consumer grievances. It seeks, inter alia to promote and protect the interests of consumers against deficiencies and defects in goods or services and secure the rights of a consumer against unfair trade practices, which may be practiced by manufacturers, service providers and traders. The definition of “consumer” under the Consumer Protection Act also includes persons engaged in offline or online transactions through electronic means or by tele-shopping or direct-selling or multi-level marketing. It provides for the establishment of consumer disputes redressal forums and commissions for the purposes of redressal of consumer grievances. In addition to awarding compensation and/or passing corrective orders, the forums and commissions under the Consumer Protection Act, in cases of misleading and false advertisements, are empowered to impose imprisonment for a term which may extend to two years and fine which may extend to ten lakhs.

Section 94 of the Consumer Protection Act, 2019 deals with measures to prevent unfair trade practices in e-commerce, direct selling, etc. it states that for the purposes of preventing unfair trade practices in e-commerce, direct selling and also to protect the interest and rights of consumers, the Central Government may take such measures in the prescribed manner.

### **ENVIRONMENT LAWS:**

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

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

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

#### **Environmental Legislations**

The Air (Prevention and Control of Pollution) Act, 1981 (“Air Act”), Water (Prevention and Control of Pollution) Act, 1974 (“Water Act”), aim to prevent, control and abate pollution. The Air Act stipulates that no person shall, without prior written consent of the relevant state pollution control board, establish or operate any industrial plant which emits air pollutants in an air pollution control area, as notified by the state pollution control board. The Water Act aims to prevent and control water pollution and to maintain or restore water purity and any person intending to establish any industry, operation or process or any treatment and disposal system which is likely to discharge sewage or other pollution into a water body is required to obtain prior consent of the relevant state pollution control board. The Forest (Conservation) Act, 1980 (“FCA”) read with Forest (Conservation) Rules, 2003 aim to preserve forest land and provide for restriction on the deforestation of forests or use of forest land for non-forest purpose and requires prior approval for use of forest land for any non-forest purpose. The Environment (Protection) Act, 1986 read with Environment (Protection) Rules, 1986 aim to

protect and improve the environment and provide rules for prevention, control and abatement of environment pollution and impose obligation for proper handling, storage, treatment, transportation and disposal of hazardous wastes.,

### **Environment Impact Assessment Notification of 2006**

The Ministry of Environment, Forests and Climate Change has notified the Environment Impact Assessment Notification of 2006 in September 2006. The notification makes it mandatory for various projects to get environment clearance.

## **REGULATIONS RELATED TO FOREIGN TRADE AND INVESTMENT**

### **The Foreign Direct Investment**

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment (“FDI”) through press notes and press releases. The Department for Promotion of Industry and Internal Trade (DPIIT), Ministry of Commerce & Industry, Government of India makes policy pronouncements on FDI through Consolidated FDI Policy Circular/Press Notes/Press Releases which are notified by the Department of Economic Affairs (DEA), Ministry of Finance, Government of India as amendments to the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 under the Foreign Exchange Management Act, 1999 (42 of 1999) (FEMA). DPIIT has issued consolidated FDI Policy Circular of 2020 (“FDI Policy 2020”), which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2020 will be valid until an updated circular is issued.

The reporting requirements for any investment in India by a person resident outside India under Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 are specified by the RBI. Regulation 4 of the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 vide notification No. FEMA. 395/2019-RB dated 17.10.2019 issued by the RBI stipulates the reporting requirement for any investment in India by a person resident outside India. All the reporting is required to be done through the Single Master Form (SMF) available on the Foreign Investment Reporting and Management System (FIRMS) platform at <https://firms.rbi.org.in>.

Under the current FDI Policy of 2020, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations

### **Foreign Exchange Management Act, 1999 (“FEMA”) and Regulations framed thereunder.**

Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Promotion of Industry and Internal Trade, Ministry of Commerce & Industry, Government of India. As laid down by the FEMA Regulations no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the ‘automatic route’ within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIF and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 (“FEMA Regulations”) to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India and Foreign Exchange Management (Export of Goods and Services) Regulations, 2015 for regulation on exports of goods and services.

### **Ownership restrictions of FIIs**

Under the portfolio investment scheme, the total holding of all FIIs together with their sub-accounts in an Indian company is subject to a cap of 24% of the paid-up capital of a company, which may be increased up to the percentage of sectoral cap on FDI in respect of the said company pursuant to a resolution of the board of directors of the company and the approval of the shareholders of the company by a special resolution in a general meeting. The total holding by each FII, or in case an FII is investing on behalf of its sub-account, each sub-account should not exceed 10% of the total paid-up capital of a company.

### **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 have 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.

### **LAWS RELATED TO EMPLOYMENT OF MANPOWER:**

#### **The Occupational Safety, Health and Working Conditions Code, 2020**

The Occupational Safety, Health and Working Conditions Code, 2020 received the assent of the President of India on September 28, 2020 and proposes to subsume certain existing legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The provisions of this code will be brought into force on a date to be notified by the Central Government.

#### **The Code on Social Security, 2020**

The Code on Social Security, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume certain existing legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganized Workers' Social Security Act, 2008. The provisions of this code will be brought into force on a date to be notified by the Central Government. The Central Government has issued the draft rules under the Code on Social Security, 2020. The draft rules provide for operationalization of provisions in the Code on Social Security, 2020 relating to employees' provident fund, employees' state insurance corporation, gratuity, maternity benefit, social security and cess in respect of building and other construction workers, social security for unorganized workers, gig workers and platform workers.

#### **The Industrial Relations Code, 2020 ("Industrial Code")**

The Ministry of Law and Justice, with an intent to consolidate and amend laws relating to trade unions, conditions of employment in industrial establishment or undertaking, investigation and settlement of industrial dispute, has introduced the Industrial Code. The Code provides that the Central Government may repeal the provisions of the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946, and the Industrial Disputes Act, 1947 and may supersede them with the applicability of any provision of the Industrial Code. The Industrial Code is a central legislation and extends to the whole of India. The Industrial Code empowers the Central Government to require an establishment in which one hundred or more workers are employed or have been employed on any day in the preceding twelve months to constitute a works committee consisting of representatives of employer and workers engaged in the establishment. The code further requires every establishment with twenty or more workers to have grievance redressal committees for resolution of disputes arising out of individual grievances. The code bars the jurisdiction of civil courts to any matter to which the provisions of the Industrial Code apply, and provides for establishment of industrial tribunals for adjudication of such matters. The Industrial Code provides for provisions pertaining to lay-off and retrenchment of employees and closure of establishments and compensation provisions in relation thereto. The Industrial Code provides for monetary fines, penalties and imprisonment in case of contravention of the provisions of the code.

#### **Employees Provident Fund and Miscellaneous Provisions Act, 1952**

Under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 (EPF Act), compulsory provident fund, family pension fund and deposit linked insurance are payable to employees in factories and other establishments. The legislation provides that an establishment employing more than 20 (twenty) persons, either directly or indirectly, in any capacity whatsoever, is either required to constitute its own provident fund or subscribe to the statutory employee's provident fund. The employer of such establishment is required to make a monthly contribution to the provident fund equivalent to the amount of the employee's contribution to the provident fund. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPF Act also prescribes penalties for avoiding payments required to be made under the abovementioned schemes.

### **Payment of Gratuity Act, 1972, as amended (the “Gratuity Act”)**

The Gratuity Act establishes a scheme for the payment of gratuity to employees engaged in every factory, mine, oil field, plantation, port and railway company, every shop or establishment in which ten or more persons are employed or were employed on any day of the preceding twelve months and in such other establishments in which ten or more employees are employed or were employed on any day of the preceding twelve months, as notified by the Central Government from time to time. Penalties are prescribed for non-compliance with statutory provisions.

Under the Gratuity Act, an employee who has been in continuous service for a period of five years will be eligible for gratuity upon his retirement, resignation, superannuation, death or disablement due to accident or disease. However, the entitlement to gratuity in the event of death or disablement will not be contingent upon an employee having completed five years of continuous service. The maximum amount of gratuity payable may not exceed 1 million.

Certain other laws and regulations that may be applicable to our Company in India include the following:

- Minimum Wages Act, 1948 and Maharashtra Minimum Wages Rules, 1963 (“MWA Rules”)
- Industrial (Development and Regulation) Act, 1951 (“IDRA”)
- Industrial Disputes Act, 1947 (“ID Act”)
- Payment of Bonus Act, 1965 (“POB Act”)
- Child Labour (Prohibition and Regulation) Act, 1986
- Inter-State Migrant Workers (Regulation of Employment and Conditions of Service) Act, 1979
- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“SHWW Act”)
- Equal Remuneration Act, 1976 (“ER Act”)
- Contract Labour Regulation and Abolition) Act, 1970 (CLRA) and Contract Labour (Regulation and Abolition) Central Rules, 1971 (Contract Labour Rules)
- Workmen Compensation Act, 1923 (“WCA”)
- Maternity Benefit Act, 1961 (“Maternity Act”)
- Industrial Employment Standing Orders Act, 1946
- Apprentices Act, 1961

### **LAWS RELATING TO INTELLECTUAL PROPERTY**

#### **Copyright Act, 1957 (“Copyright Act”)**

Artistic works and various rights including ownership and economic rights are conferred on the author and are protected under Copyright Act, 1957. These include the right to reproduce the work in any form, issue copies to the public, perform it, and offer for sale and hire.

#### **Trademarks Act, 1999**

Under the Trademarks Act, 1999 (“Trademarks Act”), a trademark is a mark capable of being represented graphically and which is capable of distinguishing the goods or services of one person from those of others used in relation to goods and services to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. A ‘mark’ may consist of a device, brand, heading, label, ticket, name signature, word, letter, numeral, shape of goods, packaging or combination of colors or any combination thereof.

### **OTHER GENERAL RULES AND REGULATIONS:**

#### **The Micro, Small and Medium Enterprises Development Act, 2006 (“MSME Act”):**

MSME Act was enacted to provide for facilitating the promotion and development and enhancing the competitiveness of micro, small and medium enterprises. Any person who intends to establish (a) a micro or small enterprise, at its discretion; (b) a medium enterprise engaged in providing or rendering of services may, at its discretion; or (c) a medium enterprise engaged in manufacture or production of goods pertaining to any industry specified in the First Schedule to the Industries (Development and Regulation) Act, 1951 is required to file a memorandum before such authority as specified by the State Government or the Central Government. The form of the memorandum, the procedure of its filing and other matters incidental thereto shall be such as may be specified by the Central Government, based on the recommendations of the advisory committee. Accordingly, in exercise of this power under the MSME Act, the Ministry of Micro, Small and Medium Enterprises notification dated September 18, 2015 specified that every micro, small and medium enterprises is required to file a Udyog Adhaar Memorandum in the form and manner specified in the notification.

## **State Laws**

We operate in various states. Accordingly, legislations passed by the state governments are applicable to us in those states. These include legislations relating to, among others, Shops and Establishment Act, classification of fire prevention and safety measures and other local licensing. Further, we require several approvals from local authorities such as municipal bodies. The approvals required may vary depending on the state and the local area.

## **Municipality Laws**

Pursuant to the Constitution (Seventy-Fourth Amendment) Act, 1992, the respective state legislatures in India have power to endow the municipalities with power to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India. The respective states of India have enacted laws empowering the municipalities to issue trade license for operating eating outlets and implementation of regulations relating to such license along with prescribing penalties for non-compliance.

## **The Insolvency & Bankruptcy Code, 2016**

The **Insolvency and Bankruptcy Code (IBC)** came into effect in 2016 to achieve several objectives, including maximizing the value of debtor's assets, promoting entrepreneurship, ensuring timely resolution of cases, and balancing the interests of stakeholders.

### **Objectives:**

- Maximizing the value of debtor's assets.
- Promoting entrepreneurship.
- Ensuring timely and effective resolution of cases.
- Balancing the interests of all stakeholders.
- Facilitating a competitive market and economy.
- Providing a framework for cross-border insolvency cases.

### **Other regulations:**

Apart from the above list of laws – which is inclusive in nature and not exhaustive - general laws like the Indian Contract Act 1872, Specific Relief Act 1963, Negotiable Instrument Act 1881. The Information Technology Act, 2000, Sale of Goods Act 1930 and Consumer Protection Act 1986, The Arbitration & Conciliation Act, 1996 are also applicable to the company.

## **PROPERTY RELATED LAWS**

The Company is required to comply with central and state laws in respect of property. Central Laws that may be applicable to our Company's operations include the Land Acquisition Act, 1894, the Transfer of Property Act, 1882, Registration Act, 1908, Indian Stamp Act, 1899, and Indian Easements Act, 1882.

## HISTORY AND CERTAIN CORPORATE MATTERS

### BRIEF HISTORY OF OUR COMPANY

Our Company was originally incorporated under the name “*Manoj Jewellers Private Limited*” under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated September 21, 2007, issued by the Assistant Registrar of Companies, Chennai, Tamil Nadu, Andaman and Nicobar Islands. Subsequently, the status of the Company was changed to public limited and the name of our Company was changed to “*Manoj Jewellers Limited*” vide Special Resolution passed by the Shareholders at the Extra Ordinary General Meeting of our Company held on June 13, 2022. The fresh certificate of incorporation consequent to conversion was issued on July 14, 2022, by Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies, Centralised Processing Centre. The Corporate Identification Number of our Company is U52393TN2007PLC064834.

For information on our Company’s profile, activities, products, market, growth, technology, managerial competence, standing with reference to prominent competitors, major vendors and suppliers, please refer the chapter titled “*Our Business*”, “*Industry Overview*”, “*Our Management*”, “*Restated Financial Statements*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on pages, 111, 93, 131, 157 and 187 respectively of this Draft Prospectus.

Our Company has 11 (Eleven) shareholders as on the date of filing of this Draft Prospectus.

### CHANGES IN THE REGISTERED OFFICE OF OUR COMPANY

Except as stated below, there has been no change in the Registered Office of our Company since the date of our company since the date of our incorporation:

Date of Change	From	To	Reason for Change
November 05, 2016	No. 128, NSC Bose Road, 1 <sup>st</sup> Floor, Shop No. 6, Golden Complex, Sowcarpet, Chennai-600079, Tamil Nadu, India	No. 59, NSC Bose Road, Sowcarpet, Chwennai-600079, Tamil Nadu, India	Administrative Convenience

### MAJOR EVENTS IN THE HISTORY OF OUR COMPANY

Year	Key Events/Milestones/Achievements
September, 2007	Incorporation of our Company as private limited company
September, 2007	Opening of our first showroom at Sowcarpet, Chennai
July, 2022	Conversion of our Company from private limited company to public limited company
July, 2024	Opening of our second Showroom at Kilpauk, Chennai

### 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. Our Company carry on all or any of the business of goldsmiths, silversmiths, jewellers, silver platters, electro platters, gem and diamond merchants and buyer, seller, importer, exporter, manufacture, dealer, processors, stockiest, distributors, agents of all kinds of jewellery, ornaments, gems, stones, silver, platinum, bullion, precious and semi-precious metals and stones, diamonds, pearls, Rubbies, coral, coins, cups, medals, valuables, shields.
2. To carry on and undertake all any of the business relating to jewels, gold, silver, platinum, precious and semi-precious stones and metals, pearls, gems, diamonds, ornaments, jewellery and manufacturing of and dealing in clocks, watches, jewellery, cutlery made of above precious stones and their components and accessories and of producing, acquiring and trading in metals, bullion, golds, ornaments, silver, utensils, diamonds, precious and semi-precious stones.

### AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION OF OUR COMPANY SINCE INCORPORATION

The following changes have been made in the Memorandum of Association of our Company since Incorporation:



Date of Meeting	Type of Meeting	Nature of Amendment
October 08, 2007	Extra-Ordinary General Meeting	<b>Clause V of our Memorandum of Association was amended to reflect:</b> Increase in Authorised Capital of the Company from ₹ 5,00,000 (Five Lakhs) divided into 50,000 equity shares of ₹ 10/- each to ₹ 75,00,000 (Seventy-Five Lakhs) divided into 7,50,000 equity shares of ₹ 10/- each.
March 25, 2017	Extra-Ordinary General Meeting	<b>Clause V of our Memorandum of Association was amended to reflect:</b> Increase in Authorised Capital of the Company from ₹ 75,00,000 (Seventy-Five Lakhs) divided into 7,50,000 equity shares of ₹ 10/- each to ₹ 1,70,00,000 (One Crore Seventy Lakhs) divided into 17,00,000 equity shares of ₹ 10/- each.
April 02, 2018	Extra-Ordinary General Meeting	<b>Clause V of our Memorandum of Association was amended to reflect:</b> Increase in Authorised Capital of the Company from ₹1,70,00,000 divided into 17,00,000 Equity Shares of ₹10/- each to ₹5,70,00,000 divided into 17,00,000 Equity Shares of ₹10/- each and 40,00,000 Preference Shares.
May 18, 2022	Extra-Ordinary General Meeting	<b>Clause V of our Memorandum of Association was amended to reflect:</b> Reclassification from ₹1,70,00,000 divided into 17,00,000 Equity Shares of ₹10/- each to ₹1,70,00,000 divided into 17,00,000 Equity Shares of ₹10/- each and ₹4,00,00,000 divide into 40,00,000 Preference Shares to ₹5,70,00,000 divided into 57,00,000 Equity Shares of ₹10/- each
June, 13 2022	Extra-Ordinary General Meeting	<b>Conversion of Private Company into Public Company</b> The Name of the Company changed from “Manoj Jewellers Private Limited” into “Manoj Jewellers Limited”
November 30, 2022	Extra-Ordinary General Meeting	<b>Clause V of our Memorandum of Association was amended to reflect:</b> Increase in Authorised Capital of the Company from ₹5,70,00,000 divided into 57,00,000 Equity Shares of ₹10/- each to ₹10,00,00,000 divided into 100,00,000 Equity Shares of ₹10/- each.

#### OUR HOLDING COMPANY

As on the date of this Draft Prospectus, our Company does not have any Holding Company.

#### OUR SUBSIDIARY COMPANY

As on the date of this Draft Prospectus, our Company does not have any Subsidiary Company.

#### ACQUISITION OF BUSINESSES/UNDERTAKINGS, MERGER, AMALGAMATION OR REVALUATION OF ASSETS IN LAST 10 YEARS

Our Company has not made any material acquisitions or divestments of any business or undertaking, and has not undertaken any mergers, amalgamation or revaluation of assets in the last ten years.

#### SIGNIFICANT FINANCIAL OR STRATEGIC PARTNERSHIPS

We do not have any financial or strategic partnerships as on the date of this Draft Prospectus.

#### SHAREHOLDERS' AGREEMENT

Our Company has not entered into any Shareholders Agreement as on the date of this Draft Prospectus.

#### OTHER AGREEMENTS

Except as disclosed in this offer document, there are no other agreements/ arrangements and clauses / covenants which are material and which needs to be disclosed or non-disclosure of which may have bearing on the investment decision.

#### LOCK OUTS AND STRIKES

There have been no lock outs or strikes at any of the location of our Company as on the date of this Draft Prospectus.

#### TIME/COST OVERRUN IN SETTING UP PROJECTS

There has been no time and cost overruns in the Company as on date of this Draft Prospectus.

#### **LAUNCH OF KEY PRODUCTS OR SERVICES, ENTRY OR EXIT IN NEW GEOGRAPHIES**

For details of launch of key products or services, entry in new geographies or exit from existing markets, capacity or facility creation and the locations, please see chapter titled “*Our Business*” beginning on page 111 of this Draft Prospectus.

#### **CHANGES IN THE ACTIVITIES OF OUR COMPANY DURING THE LAST FIVE YEARS**

There have been no changes in the activities of our Company during the last five years which may have had a material effect on the profits and loss account of our Company, including discontinuance of lines of business, loss of agencies or markets and similar factors.

#### **DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/BANKS**

Our Company has not made any defaults / re-scheduling of its borrowings as on date of this Draft Prospectus.

#### **JOINT VENTURES**

As on the date of this Draft Prospectus, there are no joint ventures of our Company.

#### **AGREEMENTS WITH KEY MANAGERIAL PERSONNEL, SENIOR MANAGEMENT, DIRECTOR, PROMOTERS OR ANY OTHER EMPLOYEE**

Neither our Promoters, nor any of the Key Managerial Personnel, 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**

Except as disclosed above and in the chapter titled “*Our Business*” on page 111 of this Draft Prospectus, we have not entered into any material agreement / contract as on the date of this Draft Prospectus.

#### **STRATEGIC PARTNERS**

As of the date of this Draft Prospectus, our Company does not have any Strategic Partners.

#### **FINANCIAL PARTNERS**

As on the date of this Draft Prospectus, our Company does not have any other financial partners.

#### **DETAILS OF GUARANTEES GIVEN TO THIRD PARTIES BY OUR PROMOTER**

For details of guarantees given by our Promoters in relation to the credit facilities availed by our Company, see ‘Financial Indebtedness’ on page 185.

## OUR MANAGEMENT

### BOARD OF DIRECTORS

Under Articles of Association of our Company, the number of directors shall not be less than 3 (three) and not be more than 15 (Fifteen), subject to the applicable provisions of the Companies Act, 2013.

As of the date of this Draft Prospectus, our Company have 6 (Six) Directors on the Board, 1 (One) as Managing Director, 1 (One) as Executive Director, 1 (One) as Whole Time Director, 3 (Three) as Independent Directors. There is 1 (One) Woman Director on our Board. Our Board and committees thereof are constituted in accordance with the requirements set forth under the Companies Act, 2013.

The details of the Directors are as mentioned in the below table:

Name, DIN, Designation, Date of Birth, Age, Qualification, Experience, Address, Occupation, Date of expiration of current term	Date of Appointment/ Reappointment	Other Directorships
<p><b>Name:</b> Mr. Manoj Kumar</p> <p><b>DIN:</b> 01730747</p> <p><b>Designation:</b> Chairman and Managing Director</p> <p><b>Date of Birth:</b> April 08, 1975</p> <p><b>Age:</b> 49 Years</p> <p><b>Qualification:</b> Senior Secondary Education</p> <p><b>Experience:</b> 16 Years in the fields of Management and Operations</p> <p><b>Address:</b> B2, Block Tens Orchards, 12/73 Halls Road, Taylors Road, Kilpauk, Chennai – 600010.</p> <p><b>Occupation:</b> Business</p> <p><b>Nationality:</b> Indian</p> <p><b>Date of expiration of current term:</b> Will hold office as a Managing Director for a period of 5 years commencing from July 16, 2022</p> <p><b>Period of Directorship:</b> Director of the Company since September 21, 2007.</p>	<p>Appointed as <b>Director</b> of the Company on <b>September 21, 2007</b>.</p> <p>Re-designated as <b>Managing Director</b> for a period of 5 (five) years with effect from <b>July 16, 2022</b>.</p>	<p>Nil</p>
<p><b>Name:</b> Mr. Sunil Shantilal</p> <p><b>DIN:</b> 01730790</p> <p><b>Designation:</b> Executive Director</p> <p><b>Date of Birth:</b> May 01, 1983</p> <p><b>Age:</b> 41 Years</p> <p><b>Qualification:</b> Secondary Education</p> <p><b>Experience:</b> 16 Years in the fields of HR and Finance</p> <p><b>Address:</b> The Gate way, A2 House, Dr, Munniyappa Street, Kilpauk, Chennai - 600010.</p>	<p>Appointed as <b>Director</b> of the Company on <b>September 21, 2007</b></p> <p>Re-designated as <b>Executive Director</b> of the Company for a period of <b>5 (five) years with effect from July 16, 2022</b>.</p>	<p>Nil</p>

Name, DIN, Designation, Date of Birth, Age, Qualification, Experience, Address, Occupation, Date of expiration of current term	Date of Appointment/ Reappointment	Other Directorships
<p><b>Occupation:</b> Business</p> <p><b>Date of expiration of current term:</b> Liable to retire by rotation.</p> <p><b>Period of Directorship:</b> Director of the Company since September 21, 2007.</p>		
<p><b>Name:</b> Ms. Raj Kumari</p> <p><b>DIN:</b> 09607998</p> <p><b>Designation:</b> Whole Time Director</p> <p><b>Date of Birth:</b> May 13, 1976</p> <p><b>Age:</b> 48 Years</p> <p><b>Qualification:</b> Senior Secondary Education</p> <p><b>Experience:</b> +2 Years in the fields of Operations</p> <p><b>Address:</b> B2, Block Tens Orchards, 12/73 Halls Road, Taylors Road Park, Kilpauk, Chennai - 600010.</p> <p><b>Occupation:</b> Business</p> <p><b>Date of expiration of current term:</b> Liable to retire by rotation.</p> <p><b>Period of Directorship:</b> Director of the Company since May 18, 2022.</p>	<p>Appointed as <b>Additional Director</b> of the Company on May 18, 2022</p> <p>Re-designated as <b>Whole Time Director</b> of the Company on <b>July 16, 2022</b></p>	Nil
<p><b>Name:</b> Mr. Ranjith Kumar Sharup</p> <p><b>DIN:</b> 10621525</p> <p><b>Designation:</b> Independent Director</p> <p><b>Date of Birth:</b> March 24, 1997</p> <p><b>Age:</b> 27 Years</p> <p><b>Qualification:</b> Chartered Accountant</p> <p><b>Experience:</b> 3 Years</p> <p><b>Address:</b> No. 5/6/7, B-Block No. 10, Sakeshwara Vatika Clements Road, Vepery, Chennai - 600007.</p> <p><b>Occupation:</b> Employed at Spark Asia Impact Mangers Private Limited</p> <p><b>Date of expiration of current Term:</b> Appointed as Independent Director of the Company on May 11, 2024 for a period of 3 years.</p> <p><b>Period of Directorship:</b> Director of the Company since May 11, 2024.</p>	<p>Appointed as <b>Independent Director</b> of the Company on <b>May 11, 2024.</b></p>	Nil

Name, DIN, Designation, Date of Birth, Age, Qualification, Experience, Address, Occupation, Date of expiration of current term	Date of Appointment/ Reappointment	Other Directorships
<p><b>Name:</b> Mr. Prathik Prasanchand Daga</p> <p><b>DIN:</b> 09660743</p> <p><b>Designation:</b> Independent Director</p> <p><b>Date of Birth:</b> January 20, 1989</p> <p><b>Age:</b> 35 Years</p> <p><b>Qualification:</b> Chartered Accountant</p> <p><b>Experience:</b> 12 Years</p> <p><b>Address:</b> Flat No. 2D Skylark Apartments, 2<sup>nd</sup> Floor, No. 5-9 Diwan Raman Road, Purasaiwalkam, Flowers Road, Chennai -600084.</p> <p><b>Occupation:</b> Practicing Chartered Accountant</p> <p><b>Date of expiration of current Term:</b> Appointed as Independent Director of the Company on July 16, 2022 for a period of 3 years</p> <p><b>Period of Directorship:</b> Director of the Company since July 16, 2022</p>	<p>Appointed as <b>Independent Director</b> of the Company on <b>July 16, 2022</b></p>	<p>Nil</p>
<p><b>Name:</b> Mr. Suganchand Ramesh Kumar</p> <p><b>DIN:</b> 09661906</p> <p><b>Designation:</b> Independent Director</p> <p><b>Date of Birth:</b> August 19, 1964</p> <p><b>Age:</b> 59 Years</p> <p><b>Qualification:</b> B. Com and LLB</p> <p><b>Experience:</b> 33 Years in the field of Law</p> <p><b>Address:</b> 72/2 Jermiah Road, Vepery, Chennai – 600007.</p> <p><b>Occupation:</b> Advocate</p> <p><b>Date of expiration of current Term:</b> Appointed as Independent Director of the Company on July 16, 2022 for a period of 3 years</p> <p><b>Period of Directorship:</b> Director of the Company since July 16, 2022</p>	<p>Appointed as <b>Independent Director</b> of the Company on <b>July 16, 2022</b>.</p>	<p>Nil</p>

#### BRIEF PROFILE OF OUR DIRECTORS

**Mr. Manoj Kumar**, aged 49 years, is the Promoter, Managing Director of our Company. His educational background includes completing the Senior Secondary Education from the Department of Government Examinations, Madras, in 1992. He has been involved with the company since its inception and holds the position of Managing Director from July 16,

2022, for a term of 5 years. He has more than 16 years of experience in jewellery business. Currently, he oversees the overall management and marketing activities of the company, indicating his significant role in steering its strategic direction and operational aspects.

**Mr. Sunil Shantilal**, aged 41 years, is the Promoter and Executive Director of our Company. He has completed the Secondary Education from Board of Matriculation Examination from the Department of Government Examinations, Chennai, in 1999. He is part of the Board since company's inception and brings with him over 16 years of experience in the jewellery business. He is currently responsible for the overall Financials, Administration and Human Resource of the Company.

**Ms. Raj Kumari**, aged 48 years is the Promoter and Whole Time Director of our Company. She has done her Senior Secondary Education from Hindu Higher Secondary School, Tirupattur in 1992. She is associated with our company for past 2 Years. She is responsible for managing and leading the operations functions of the Company in a leadership role.

**Mr. Ranjith Kumar Sharup**, aged 27 years is the Independent Director of our company. He has completed his Bachelor of Commerce Degree from Loyola College, Madras in the year 2017. He is a Qualified Chartered Accountant and has passed the Final Examination conducted by The Institute of Chartered Accountants of India in year 2020. Previously he was associated with BSR & Co LLP, Chartered Accountants. Presently he practising as a Chartered Accountant in the name of Sharup Saklecha & Co. Chartered Accountants. He has more than 3 years of experience in finance field.

**Mr. Prathik Prasanchand Daga**, aged 35 years is the Independent Director of our Company. He has completed Bachelors of Commerce from the University of Madras, in the year 2009. He is an Associate Member of the Institute of Chartered Accountant India, and he also holds a Certificate of Practice received in the year 2018 from The Institute of Chartered Accountant of India. He is associated with M/s M.G.J Associates, Chartered Accountants as a Partner since June 2018. He has experience in handling advisory services pertaining to Direct Tax matters before Income Tax Authorities.

**Mr. Suganchand Ramesh Kumar**, aged 59 years is the Independent Director of our Company. He has completed Bachelors of Commerce from the University of Madras in the year 1986. He was admitted as member of The Bar Council of Tamil Nadu in the year 1990. He is Currently Practising at High Court of Madras and all other District Court. He has over 35 years of experience in the field of Legal Consultancy and Legal Advisory.

## CONFIRMATIONS

As on the date of this Draft Prospectus:

- None of the Directors of our Company are related to each other as per Section 2(77) of the Companies Act, 2013, except for that:
  - Mr. Manoj Kumar and Mr. Sunil Shantilal are related to each other as Brothers.
  - Mr. Manoj Kumar and Ms. Raj Kumari are related to each other as Husband and Wife.
  -
- There are no arrangements or understanding with major shareholders, customers, suppliers or any other entity, pursuant to which any of the Directors were selected as a director or member of senior management.
- The directors of our Company have not entered into any service contracts with our Company which provides for benefits upon termination of employment.
- None of the Directors are categorized as a wilful defaulter or a fraudulent borrower, as defined under Regulation 2(1)(III) of SEBI ICDR Regulations.
- None of our Directors are or were directors of any listed Company whose shares have been/were suspended from trading by any of the stock exchange(s) during his/her tenure in that Company in the last five years or delisted from the stock exchange(s) during the term of their directorship in such companies.
- None of our Directors have been declared as fugitive economic offenders as defined in Regulation 2(1)(p) of the SEBI ICDR Regulations, nor have been declared as a 'fugitive economic offender' under Section 12 of the Fugitive Economic Offenders Act, 2018.

- None of the Promoters or Directors has been or is involved as a promoters or director 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.
- No consideration, either in cash or shares or in any other form have been paid or agreed to be paid to any of our directors or to the firms, trusts or companies in which they have an interest in, by any person, either to induce them to become or to help them qualify as a director, or otherwise for services rendered by them or by the firm, trust or company in which he is interested, in connection with the promotion or formation of our Company.

## DETAILS OF BORROWING POWERS

Pursuant to a special resolution passed at an Extra-ordinary General Meeting of our Company held on July 16, 2022 and pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Board of Directors of the Company be and are hereby authorized to borrow monies from time to time, any sum or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company may exceed in the aggregate, its paid up capital and free reserves and security premium (apart from temporary loans obtained / to be obtained from bankers in the ordinary course of business), provided that the outstanding principal amount of such borrowing at any point of time shall not exceed in the aggregate of Rs. 200 crores.

## REMUNERATION OF OUR EXECUTIVE DIRECTORS

### Mr. Manoj Kumar

Mr. Manoj Kumar has been the Director of the Company since September 21, 2007. Further, at the Board Meeting of the Company dated July 16, 2022, he was Re-designated as the Managing Director of our Company for a period of five years with effect from July 16, 2022. The details of his remuneration as revised by our Board on July 16, 2022, with effect July 16, 2022, for a period of five years, are as stated below:

Particulars	Terms of remuneration
<b>Remuneration</b>	Rs 1,00,000 /- per month which shall be a sum of up to 12,00,000/- per annum.
<b>Other benefits</b>	The director shall be entitled to reimbursement of expenses as decided by Board of Directors of Company from time to time and variable pay to be paid as decided from time to time and other terms and conditions of his employment be decided from time to time.

### Mr. Sunil Shantilal

Mr. Sunil Shantilal has been the Director of the Company since September 21, 2007. Further, at the Board Meeting of the Company dated August 01, 2024, he was Re-designated as the Executive Director of our Company for a period of five years with effect from August 01, 2024. The details of his remuneration as revised by our Board on August 01, 2024, with effect August 01, 2024, for a period of five years, are as stated below:

Particulars	Terms of remuneration
<b>Remuneration</b>	up to 10,00,000/- per annum.
<b>Other benefits</b>	The director shall be entitled to reimbursement of expenses as decided by Board of Directors of Company from time to time and variable pay to be paid as decided from time to time and other terms and conditions of his employment be decided from time to time.

### Ms. Raj Kumari

Ms. Raj Kumari has been the Director of the Company since May 18, 2022. Further, at the Board Meeting of the Company dated July 16, 2022, she was Re-designated as the Whole Time Director of our Company for a period of five years with effect from July 16, 2022. The details of his remuneration as revised by our Board on July 16, 2022, with effect July 16, 2022, for a period of five years, are as stated below:

Particulars	Terms of remuneration
<b>Remuneration</b>	Rs 66,667/-per month which shall be a sum of up to 8, 00,000/- Lakhs per annum.
<b>Other benefits</b>	The director shall be entitled to reimbursement of expenses as decided by Board of Directors of Company from time to time and variable pay to be paid as decided from time to time and other terms and conditions of his employment be decided from time to time.



The compensation payable to our Directors will be governed as per the terms of their appointment and shall be subject to the provisions of Section 2(54), Section 2(94), Section 188, Section 196, Section 197, Section 198 and Section 203 and any other applicable provisions, if any of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, for the time being in force). The Remuneration / Sitting Fees paid to the Directors during the last F.Y. 2023 - 24 is as follows:

(₹ in Lakhs)			
Sr. No.	Name	Designation	Remuneration paid
1.	Mr. Manoj Kumar	Managing Director	₹12.00/-
2.	Mr. Sunil Shantilal	Executive Director	₹10.00/-
3.	Ms. Raj Kumari	Whole Time Director	₹ 8.00/-

#### **SITTING FEES**

In terms of the resolution passed by the Board of Directors of the Company in their meeting held on May 11, 2024, the Independent Directors are entitled to fess of Rs. 5,000 per meeting of the Board or Committee thereof.

#### **REMUNERATION PAID OR PAYABLE TO OUR DIRECTORS BY OUR SUBSIDIARIES OR ASSOCIATES**

As on the date of this Draft Prospectus, we do not have any subsidiaries or associates.

#### **PAYMENT OF BENEFITS (NON-SALARY RELATED)**

Except as disclosed above, no amount or benefit has been paid or given within the two (2) years preceding the date of filing of this Draft Prospectus or is intended to be paid or given to any of our directors except the remuneration for services rendered and/or sitting fees as Directors.

#### **CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO DIRECTORS**

There is no contingent or deferred compensation payable to our directors, which does not form part of their remuneration.

#### **BONUS OR PROFIT-SHARING PLAN FOR THE DIRECTORS**

None of the Directors are party to any bonus or profit-sharing plan of our Company.

#### **SHAREHOLDING OF OUR DIRECTORS**

Our Articles of Association do not require our directors to hold any qualification shares.

The details of the shareholding of our directors as on the date of this Draft Prospectus are as follows:

Sr. No.	Name of the Director	No. of Equity Shares	% of pre issue paid up capital	% of post issue paid up capital
1.	Mr. Manoj Kumar	25,66,615	42.88	[●]
2.	Ms. Raj Kumari	6,32,500	10.57	[●]
3.	Mr. Sunil Shantilal	14,77,264	24.68	[●]

#### **INTEREST OF OUR DIRECTORS**

All our directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses, if any, payable to them by our Company as well as sitting fees, if any, payable to them for attending meetings of our Board or Committees thereof payable to them.

Further our directors may be deemed to be interested to the extent of shareholding held by them in our Company or held by the entities in which they are associated as directors or partners, or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Issue and any dividend and other distributions payable in respect of such Equity Shares. For the shareholding of the Directors, please refer chapter titled “*Our Management – Shareholding of our Directors*” on page 136 of this Draft Prospectus.

Further, relatives of certain of our directors are also shareholders and / or employees of our Company and may be deemed to be interested to the extent of the payment of remuneration made by our Company and dividends declared on the Equity Shares held by them, if any. For the payments that are made by our Company to such relatives of the Directors, see “*Restated Financial Statements – Annexure IX - Related Party Transactions*” on page 182 of this Draft Prospectus. Except mentioned in the Restated Financial Statements, no loans have been availed or extended by our directors from or to, our Company.

No sum has been paid or agreed to be paid to our directors or to firms or companies in which they may be members, in cash or shares or otherwise by any person either to induce them to become, or to qualify them as, a director, or otherwise for services rendered by them by such firm or company, in connection with the promotion or formation of our Company.

Except as stated in the heading titled “*Properties*” under the chapter titled “*Our Business*”, beginning on page 111 of this Draft Prospectus, none of our directors have interest in any property acquired or proposed to be acquired by our Company, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Except as stated in the chapter titled “*Our Business*” and “*Restated Financial Statements*” beginning on page 111 and 157 respectively and to the extent of shareholding in our Company, if any, our directors do not have any other business interest in our Company.

Except Mr. Manoj Kumar, Ms. Raj Kumari and Mr. Sunil Shantilal who are also the Promoters of our Company, none of the other Directors are interested in the promotion of our Company.

#### CHANGES IN OUR BOARD OF DIRECTORS DURING THE LAST THREE YEARS

Sr. No.	Name of the Director	Date of Appointment /Change designation	Reason for Change
1.	Mr. Manoj Kumar	July 16, 2022	Managing Director
2.	Mr. Sunil Shantilal	August 01, 2024	Appointed Executive Director
3.	Ms. Raj Kumari	May 18, 2022	Appointed as Additional Director
4.	Ms. Raj Kumari	July 16, 2022	Re-designated as Whole Time Director
5.	Mr. Prasanchand Daga Prathik	July 16, 2022	Appointed as Independent Director
6.	Mr. Suganchand Ramesh Kumar	July 16, 2022	Appointed as Independent Director
7.	Mr. Prasan Kumar	July 16, 2022	Appointed as Independent Director
8.	Mr. Prasan Kumar	September 07, 2023	Resignation from Independent Director
9.	Mr. Ranjith Kumar Sharup	May 11, 2024	Appointed as Independent Director

#### CORPORATE GOVERNANCE

We are in compliance with the requirements of the Companies Act in respect of corporate governance including constitution of the Board and committees thereof. Further, conditions of corporate governance as stipulated in Regulation 17 to 27 of the SEBI LODR Regulations is not applicable to our company in terms of the Regulation 15(2)(b) of the SEBI LODR Regulations. Our Board has been constituted in compliance with the Companies Act. The Board functions either as a full board or through various committees constituted to oversee specific functions.

Our Company stands committed to good corporate governance practices based on the principles such as accountability, transparency in dealing with our stakeholders, emphasis on communication and transparent report.

Our Board functions either as a full Board or through the various committees constituted to oversee specific operational areas. As on the date of this Draft Prospectus, our Company has Six (6) Directors, 1 (One) as Chairperson & Managing Director, 1 (One) as Whole-time Director, and 3 (Three) as Independent Director 1 (One) Executive Director, There is 1 (One) Woman Director in our Board.

#### COMMITTEES OF THE BOARD OF DIRECTORS

Our Board of Directors presently has Three (3) committees which have been constituted in accordance with the relevant provisions of the Companies Act: (i) Audit Committee, (ii) Stakeholders’ Relationship Committee, and (iii) Nomination and Remuneration Committee.

### ***Audit Committee***

Our Board has re-constituted the Audit Committee vide Board Resolution dated May 11, 2024 which was in accordance with Section 177 of the Companies Act, 2013. The audit committee comprises of:

<b>Name of the Directors</b>	<b>Nature of Directorship</b>	<b>Designation in Committee</b>
Mr. Prathik Prasanchand Daga	Independent Director	Chairman
Mr. Ranjith Kumar Sharup	Independent Director	Member
Mr. Suganchand Ramesh Kumar	Independent Director	Member

Ms. Vaneeta Khanna Company Secretary & Compliance Officer of the Company will act as the Secretary of the Committee.

The role of Audit Committee shall include but shall not be restricted to the following:

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
3. Approving payments to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
  - (i) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
  - (ii) Changes, if any, in accounting policies and practices and reasons for the same;
  - (iii) Major accounting entries involving estimates based on the exercise of judgment by management;
  - (iv) Significant adjustments made in the financial statements arising out of audit findings;
  - (v) Compliance with listing and other legal requirements relating to financial statements;
  - (vi) Disclosure of any related party transactions; g. Qualifications in the draft audit report;
  - (vii) Qualifications in the draft audit report;
5. Reviewing with the management the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the issue document/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;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
9. 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;
10. Discussion with internal auditors any significant findings and follow up there on;
11. 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;

12. 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;
13. 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;
14. To review the functioning of the Whistle Blower mechanism;
15. Approval of appointment of CFO (or the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate;
16. Approval or any subsequent modification of transactions of the company with related parties;
17. Scrutiny of inter-corporate loans and investments;
18. Valuation of undertakings or assets of the Company, whenever it is necessary;
19. Evaluation of internal financial controls and risk management systems;
20. Review of management discussion and analysis report, management letters issued by the statutory auditors, etc;
21. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;
22. 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; and
23. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

*Explanation (i): The term "related party transactions" shall have the same meaning as contained in the Ind AS 24, Related Party Transactions, issued by The Institute of Chartered Accountants of India.*

*Explanation (ii): If the Issuer has set up an audit committee pursuant to provision of the Companies Act, the said audit committee shall have such additional functions / features as is contained in this clause.*

The Audit Committee enjoys following powers:

- i) To investigate any activity within its terms of reference.
- ii) To seek information from any employee.
- iii) To obtain outside legal or other professional advice.
- iv) To secure attendance of outsiders with relevant expertise if it considers necessary.

The Audit Committee shall mandatorily review the following information:

- i) Management discussion and analysis of financial condition and results of operations;
- ii) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- iii) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- iv) Internal audit reports relating to internal control weaknesses; and
- v) The appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the Audit Committee.
- vi) statement of deviations: (a) half yearly statement of deviation(s) submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI LODR Regulations; and (b) annual statement of funds utilized for purposes other

than those stated in the issue document/prospectus/notice in terms of Regulation 32(7) of the SEBI LODR Regulations.

The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the Committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairman of the committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit.

### **Meeting of Audit Committee and Relevant Quorum**

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 for audit committee meeting shall either be two members or one third of the members of the audit committee, whichever is greater, with at least two independent directors.

### ***Stakeholders' Relationship Committee***

Our Board has constituted the Stakeholders' Relationship Committee vide Board Resolution dated May 11, 2024 pursuant to Section 178 of the Companies Act, 2013.

The Stakeholder's Relationship Committee comprises of:

<b>Name of the Directors</b>	<b>Nature of Directorship</b>	<b>Designation in Committee</b>
Mr. Suganchand Ramesh Kumar	Independent Director	Chairman
Mr. Prasanchand Daga Prathik	Independent Director	Member
Ms. Raj Kumari	Whole Time Director	Member

Ms. Vaneeta Khanna Company Secretary of the Company will act as the Secretary of the Committee.

This committee will address all grievances of Shareholders/Investors and its terms of reference include the following:

1. Resolving the grievances of the security holders of the Company, including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;
2. Review of measures taken for effective exercise of voting rights by shareholders;
3. Review of adherence to the service standards adopted by the Company in respect of various services rendered by the registrar and share transfer agent;
4. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
5. Formulate procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
6. Approve, register, refuse to register transfer or transmission of shares and other securities;
7. Sub-divide, consolidate and or replace any share or other securities certificate(s) of the Company;
8. Allotment and listing of shares;
9. Authorise affixation of common seal of the Company;
10. Issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company;
11. Approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder;

12. Dematerialize or rematerialize the issued shares;
13. Ensure proper and timely attendance and redressal of investor queries and grievances;
14. Carry out any other functions contained in the Companies Act, 2013 (including Section 178) and/or equity listing agreements (if applicable), as and when amended from time to time; and
15. Further delegate all or any of the power to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s).

#### **Meeting of Stakeholders' Relationship Committee and Relevant Quorum**

The stakeholders' Relationship committee shall meet at least once in a year and shall report to the Board of Directors on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company. The quorum for a meeting of the Stakeholder's Relationship Committee shall be two members present.

#### ***Nomination and Remuneration Committee***

Our Board has re-constituted the Nomination and Remuneration Committee vide Board Resolution dated May 11, 2024 pursuant to section 178 of the Companies Act, 2013.

The Nomination and Remuneration Committee comprises of:

<b>Name of the Directors</b>	<b>Nature of Directorship</b>	<b>Designation in Committee</b>
Mr. Prasanchand Daga Prathik	Independent Director	Chairman
Mr. Ranjith Kumar Sharup	Independent Director	Member
Mr. Suganchand Ramesh Kumar	Independent Director	Member

Ms. Vaneeta Khanna Company Secretary of our Company acts as the Secretary to the Committee.

The scope of Nomination and Remuneration Committee shall include but shall not be restricted to the following:

1. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. 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:
  - i) use the services of an external agencies, if required;
  - ii) consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - iii) consider the time commitments of the candidates.
3. formulation of criteria for evaluation of Independent Directors and the Board;
4. devising a policy on Board diversity;
5. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
6. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors; and
7. recommend to the board, all remuneration, in whatever form, payable to senior management.

#### **Meeting of Nomination and Remuneration Committee and Relevant Quorum**

The quorum necessary for a meeting of the Nomination and Remuneration Committee shall be two members. The Committee shall meet at least once a year, and at other times as needed.

## **IPO COMMITTEE**

The IPO Committee was constituted vide resolution passed by the Board of Directors of our Company at its meeting held on September 26, 2024. The IPO Committee has been constituted for the purpose of taking all necessary steps in relation to the proposed initial public issue.

However, in exceptional circumstances where it is not possible for the members of the IPO committee to meet due to any unforeseen circumstances like want of quorum, or any other reason, Mr. Manoj Kumar, Managing Director of the Company shall have absolute power to take all decisions in relation to the proposed IPO including but not limited to the power to withdraw the proposed issue and exercising all the powers vested in the IPO Committee.

### **Composition of IPO Committee**

**The committee presently comprises the following directors:**

<b>Sr. No</b>	<b>Name of the Director</b>	<b>Position</b>	<b>Nature of Directorship</b>
1.	Mr. Manoj Kumar	Chairman	Managing Director
2.	Mr. Sunil Shantilal	Member	Executive Director
3.	Ms. Raj Kumari	Member	Whole Time Director

Ms. Vaneeta Khanna, the Company Secretary of our Company acts as the Secretary of the IPO Committee.

**Scope and terms of reference:** The IPO Committee exercises powers in relation to the matters listed below:

The IPO Committee exercises powers in relation to the matters listed below:

To take all steps and to do all acts, deeds, matters and things and to sign all documents, agreements, contracts, deeds, documents, declarations, affidavits, undertakings, appointment letters, applications, forms and papers, amongst others, and also to take decisions and issue clarifications on all issues and matters in connection with the Issue including but not limited to the following:

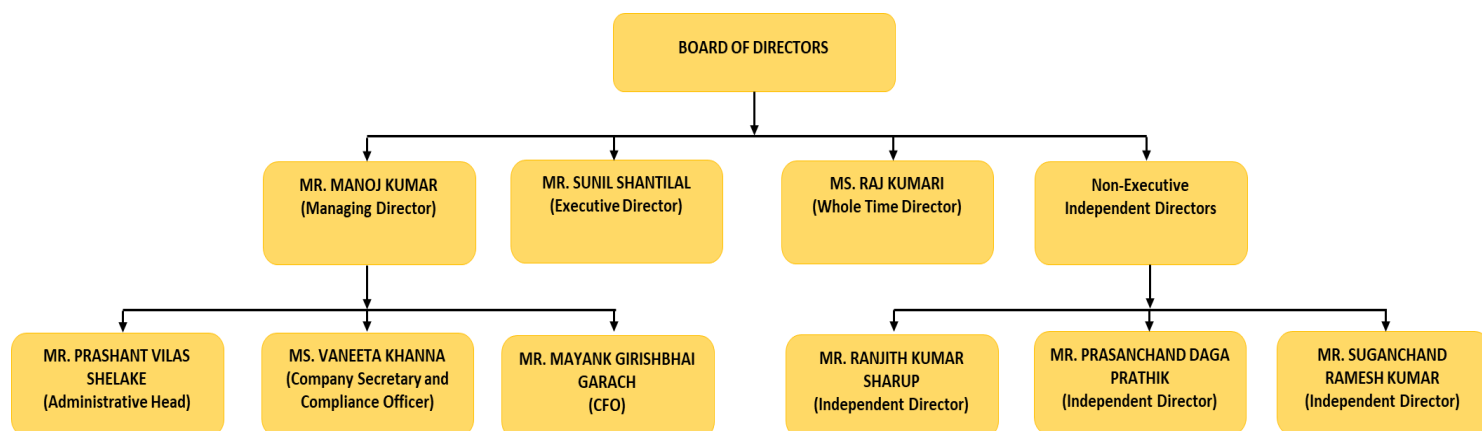
1. Positioning of the initial public offering including appointing all intermediaries for the Issue including Lead Managers, Legal Advisor, Registrar to the Issue, Bankers to the Issue, Underwriters, Market Makers, Printers, Advertising Agency among others, and approval of expenses related thereto;
2. Finalizing the time-lines for the Issue in consultation with the Lead Manager and other concerned intermediaries;
3. Ensuring and finalizing all disclosures to be made in the Draft Prospectus, and the Prospectus to be filed with SEBI and the RoC as per the requirements of the SEBI ICDR Regulations, 2018, Companies Act and other applicable laws;
4. Deciding the capital structure of the Company including the size of the Issue, in consultation with the Lead Manager, among others;
5. Deciding the objects of the Issue, the use of the Issue proceeds and the deployment of funds raised in the Issue and changes therein, if any, among others;
6. Deciding the Issue Price and other terms of the Issue in consultation with the Lead Manager;
7. Finalizing and approving the Issue expenses in consultation with the Lead Manager;
8. Filing of applications to the stock exchanges for obtaining “in-principle approval” and listing of the shares, among others and ensuring compliance with the Listing Agreement with stock exchange including constituting the various committees as per LODR regulations; and Taking decisions on and resolving all such questions, difficulties on all matters in relation to the proposed Issue, issuing explanations and clarifications to SEBI, the RBI, the stock exchange, the RoC, and all other regulatory authorities and government offices, among others, in connection with any matter relating to disclosures in the Draft Prospectus and the Prospectus, or any other matter, issue and grievance related to or incidental with the Issue or listing of the shares of the Company, among others.



## POLICY ON DISCLOSURES AND INTERNAL PROCEDURE FOR PREVENTION OF INSIDER TRADING

The provisions of Regulation 9(1) of the SEBI PIT Regulations will be applicable to our Company immediately upon the listing of its Equity Shares on the SME Platform of BSE Limited i.e. BSE SME. We shall comply with the requirements of the SEBI PIT Regulations on listing of Equity Shares on stock exchange. Further, Board of Directors have formulated and adopted the code of conduct to regulate, monitor and report trading by its employees and other connected persons. Ms. Vaneeta Khanna 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.

## ORGANIZATIONAL STRUCTURE



## KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

Our Company is managed by our Board of Directors, assisted by qualified and experienced professionals, who are permanent employees of our Company. Below are the details of the Key Managerial Personnel and Senior Management of our Company:

S. No.	Name, Designation, Qualification	Date of Joining	Age (Yrs)	Term of office with date of expiration of term	Details of service contracts including termination/retirement benefits	Experience (yrs)	Previous Employment
1.	<b>Name:</b> Mr. Manoj Kumar <b>Designation:</b> Managing Director <b>Qualification:</b> Senior Secondary Education	Director of the Company since September 21, 2007. Appointed as Managing Director of the Company w.e.f. July 16, 2022	49 years	Date of expiration of term of office: July 15, 2027 (i.e. 5 years from date of appointment)	N/A	16 Years	NA
2.	<b>Name:</b> Ms. Raj Kumari <b>Designation:</b> Whole Time Director	Director of the Company	48 Years	Date of expiration of term of	N/A	2+ Years	NA

	<b>Qualification:</b> Senior Secondary Education	since May 18, 2022. Appointed as Whole Time Director of the Company w.e.f. July 16, 2022		office: July 15, 2027 (i.e. 5 years from date of appointment)			
3.	<b>Name:</b> Mr. Sunil Shantilal <b>Designation:</b> Executive Director <b>Qualification:</b> Secondary Education	Director of the Company since September 21, 2007. Appointed as Executive Director of the Company w.e.f. July 16, 2022	41 years	Date of expiration of term of office: July 15, 2027 (i.e. 5 years from date of appointment)	N/A	16 Years	NA
4.	<b>Name:</b> Mr. Mayank Girishbhai Garach <b>Designation:</b> Chief Financial Officer (CFO) <b>Qualification:</b> MBA with specialization in Financial Management from the National Institute of Business Management, Gujarat, Masters in Commerce from Saurashtra University	August 01, 2024	30 Years	NA	N/A	6 years	M/s Kishorsinh Chauhan & Associates, Chartered Accountant
5.	<b>Name:</b> Ms. Vaneeta Khanna <b>Designation:</b> Company Secretary and Compliance Officer <b>Qualification:</b> Company Secretary, Masters of Commerce in Business Policy and Corporate Governance from IGNOU and has completed her LLB from Chaudhary Charan Singh University.	August 06, 2022	35 Years	NA	N/A	5 Years	Worked as Associate in ASA & Associates from 2021-2022. Worked as Associate in Chanchal Mittal & Associates from 2019-2020.
6.	<b>Name:</b> Mr. Prashant Vilas Shelake	June 28, 2012	29 years	NA	N/A	12 years	NA

<b>Designation:</b> Administration Head							
<b>Qualification:</b> Senior Secondary Education							

**Key Managerial Personnel of our Company (KMP):**

**Mr. Manoj Kumar (DIN: 01730747)**, aged around 49 years, is the Promoter and Managing Director of our Company. He has completed Senior Secondary Education from Department of Government Examinations, Madras in 1992. He has been on the Board of our Company since incorporation and has been appointed as Managing Director for a period of 5 years with effect from July 16, 2022. He has more than 16 years of experience in jewellery business. He is currently responsible for the overall management and marketing affairs of the Company. He holds 25,66,615 Equity Shares, representing 42.88% of the issued, subscribed and paid-up Equity Share capital of our Company.

During the financial year 2023-24, he received salary of Rs. 10.36 Lakhs from the Company. Except as stated herein above, no salary, compensation or benefits in kind were granted by the Company to Mr. Manoj Kumar, Managing Director, during the financial year 2023-24.

**Ms. Raj Kumari, (DIN: 09607998)** aged around 48 years is the Whole Time Director of our Company. She has been appointed as Additional Executive director on May 18, 2022 and has been designated as Whole Time Director July 16, 2022. She has done her Senior Secondary Education from Hindu Higher Secondary School, Tirupattur in 1992. She holds 6,32,500 Equity Shares, representing 10.57% of the issued, subscribed and paid-up Equity Share capital of our Company.

During the financial year 2023-24, she received salary of Rs. 7.35 Lakhs from the Company. Except as stated herein above, no salary, compensation or benefits in kind were granted by the Company to Ms. Raj Kumari, Whole Time Director, during the financial year 2023-24.

**Mr. Sunil Shantilal, (DIN: 01730790)** aged around 41 years, is the Promoter and Executive Director of our Company. He has completed the Secondary Education from Board of Matriculation Examination from the Department of Government Examinations, Chennai, in 1999. He is part of the Board since company's inception and brings with him over 16 years of experience in the jewellery business. He is currently responsible for the overall Financials, Administration and Human Resource of the Company.

During the financial year 2023-24, he received salary of Rs. 8.93 Lakhs from the Company. Except as stated herein above, no salary, compensation or benefits in kind were granted by the Company to Mr. Sunil Shantilal, Executive Director, during the financial year 2023-24.

**Mr. Mayank Girishbhai Garach**, aged around 30 years is the Chief Financial Officer (CFO) of our Company. He has completed his Masters in Commerce from Saurashtra University in May 2016 and MBA (Finance) from the National Institute of Business Management, Gujarat in May 2018. He has more than 6 years of experience in financial and administrative matters. Prior to joining our Company as a CFO, he was working with M/s Kishorsinh Chauhan & Associates, Chartered Accountant as an Accountant. He was appointed as Chief Financial Officer of our Company with effect from August 01, 2024. He looks after the Finance Department of the Company.

No Salary, compensation or benefits in kind were granted or paid by the Company to Mr. Mayank Girishbhai Garach, Chief Financial Officer, during the financial year 2023-24, as he has recently joined the Company.

**Ms. Vaneeta Khanna**, aged around 35 years, is the Company Secretary and Compliance Officer of our Company. She is a Member of The Institute of Company Secretaries of India since 2016 further she has completed her Masters of Commerce in Business Policy and Corporate Governance from IGNOU and has also done her LLB from Chaudhary Charan Singh University. She has post qualification experience of around 5 years in Corporate Compliances and Corporate Secretarial matters. She was last associated with ASA and Associates as an associate. Currently, she is handling all the Secretarial and Corporate Compliance activities of the Company. She joined the Company as Company Secretary and Compliance Officer with effect from August 06, 2022.

During the financial year 2023-24, she received salary of Rs. 2.58 Lakhs from the Company. Except as stated herein above, no salary, compensation or benefits in kind were granted by the Company to Ms. Vaneeta Khanna, Company Secretary and Compliance Officer, during the financial year 2023-24.

### **Senior Management Personnel of our Company (SMP):**

In addition to the above, the details of our other Senior Management Personnel in terms of the SEBI ICDR Regulations, as of the date of this Draft Prospectus are set forth below:

**Mr. Prashant Vilas Shelake**, aged 30 years, is the Administration Head of our company. He has been associated with our company since June 30, 2012. He has completed his Senior Secondary Education from Maharashtra State Board in the year 2014. He oversees various crucial functions to ensure smooth operations and support business growth. He manages office operations, finances, and inventory. His role is essential in managing administrative processes effectively and supporting the organization's overall success. He has around more than 12 years of experience in the Gems and Jewellery industry.

During the financial year 2023-24, he received salary of Rs. 2.68 Lakhs from the Company. Except as stated herein above, no salary, compensation or benefits in kind were granted by the Company to Mr. Prashant Vilas Shelake, Executive Administration Head, during the financial year 2023-24.

### **STATUS OF OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT**

All our Key Managerial Personnel and senior management are permanent employees of our Company.

### **RELATIONSHIP BETWEEN OUR DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT**

Except mentioned below, none of our directors are related to each other or to our Key Managerial Personnel:

- a) Mr. Manoj Kumar and Mr. Sunil Shantilal are related to each other as Brothers.
- b) Mr. Manoj Kumar and Ms. Raj Kumari are related to each other as Husband and Wife.

### **SHAREHOLDING OF THE KEY MANAGEMENT PERSONNEL AND SENIOR MANAGEMENT**

Except for the following, none of our KMPs or senior management holds any shares of our Company as on the date of this Draft Prospectus.

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Designation</b>	<b>No. of Equity Shares</b>	<b>Percentage of Pre-Issue Capital (%)</b>
1.	Mr. Manoj Kumar	Managing Director	25,66,615	42.88
2.	Ms. Raj Kumari	Whole Time Director	6,32,500	10.57
3.	Sunil Shantilal	Executive Director	14,77,264	24.68

### **SERVICE CONTRACTS WITH KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT**

Our Key Managerial Personnel or Senior Management have not entered into any service contracts with our Company which provide for any benefits upon termination of their employment in our Company.

### **INTEREST OF KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT**

None of our Key Management Personnel or Senior Management has any interest in our Company except to the extent of their remuneration, benefits, reimbursement of expenses incurred by them in the ordinary course of business. Our Key Managerial Personnel or Senior Management may also be interested to the extent of Equity Shares, if any, held by them and any dividend payable to them and other distributions in respect of such Equity Shares in future.

### **ARRANGEMENT OR UNDERSTANDING WITH MAJOR SHAREHOLDERS/ CUSTOMERS/ SUPPLIERS**

There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of our Key Managerial Personnel or senior management have been selected as the Key Managerial Personnel or senior management of our Company.

## **BONUS OR PROFIT-SHARING PLAN OF THE KEY MANAGEMENT PERSONNEL AND SENIOR MANAGEMENT**

There is no profit-sharing plan for the Key Managerial Personnel or senior management. However, our Company provides performance linked bonus payments, in accordance with their terms of appointment.

## **CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT**

There is no contingent or deferred compensation payable to our Key Managerial Personnel and senior management, which form part of their remuneration.

## **EMPLOYEE SHARE PURCHASE AND EMPLOYEE STOCK OPTION PLAN**

Our Company does not have an employee stock option scheme as on the date of this Draft Prospectus.

## **PAYMENT OR BENEFIT TO OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT**

No non - salary related amount or benefit has been paid or given to any officer of our Company within the two years preceding the date of filing of this Draft Prospectus or is intended to be paid or given, other than in the ordinary course of their employment.

## **CHANGES IN OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT IN THE LAST THREE YEARS FROM THE DATE OF FILING OF THIS DRAFT PROSPECTUS**

The changes in our Key Managerial Personnel and Senior Management during the three years immediately preceding the date of filing of this Draft Prospectus are set forth below:

<b>Name</b>	<b>Designation</b>	<b>Date of Appointment/ Change in designation</b>	<b>Reason for Change</b>
Manoj Kumar	Managing Director	July 16, 2022	Change in designation as Managing Director
Raj Kumari	Additional Director	May 18, 2022	Appointed as Additional Director
Raj Kumari	Whole Time Director	July 16, 2022	Change in Designation as Whole Time Director
Vaneeta Khanna	Company Secretary and Compliance Officer	August 06, 2022	Appointed as Company Secretary and Compliance Officer
Sunil Shantilal	Executive Director	August 01, 2024	Resigned as Chief Financial Officer
Mayank Girishbhai Garach	Chief Financial Officer	August 01, 2024	Appointed as Chief Financial Officer

## **ATTRITION OF KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT**

The attrition of Key Managerial Personnel and senior management is not high in our Company compared to the industry.

## OUR PROMOTERS AND PROMOTER GROUP

As on the date of this Draft Prospectus, our Promoters hold 55,93,505 Equity Shares, representing 93.45% of the pre-issued, subscribed and paid-up Equity Share capital of our Company. For details of the build-up of our Promoters' shareholding in our Company, please see "*Capital Structure*" beginning on page 64 of this Draft Prospectus.

The details of our Promoters are as under:

<b>Mr. Manoj Kumar</b>	
	<p><b>Mr. Manoj Kumar (DIN: 01730747)</b>, aged around 49 years, is the Promoter, Chairman and Managing Director of our Company. He has completed Senior Secondary Education from Department of Government Examinations, Madras in 1992. He has been on the Board of our Company since incorporation and has been appointed as Managing Director for a period of 5 years with effect from July 16, 2022. He has more than 16 years of experience in jewellery business. He is currently responsible for the overall management and marketing affairs of the Company. He holds 25,66,615 Equity Shares, representing 42.88% of the issued, subscribed and paid-up Equity Share capital of our Company. For the complete profile of Manoj Kumar, along with details of his educational qualifications, professional experience, position/posts held in the past, directorships held, special achievements and business and financial activities, see "Our Management – Board of Directors" on page 131.</p> <p><b>Date of Birth:</b> April 08, 1975</p> <p><b>Age:</b> 49 Years</p> <p><b>Nationality:</b> Indian</p> <p><b>Educational Qualifications:</b> Senior Secondary Education</p> <p><b>Designation:</b> Managing Director</p> <p><b>DIN:</b> 01730747</p> <p><b>PAN:</b> AADPM4316L</p> <p><b>Experience In Business:</b> More than 16 Years</p> <p><b>Residential Address:</b> B2 Block Tens Orchards, 12/73 Halls Road, Taylors Road, Kilpauk, Chennai 600010, Tamil Nadu, India</p> <p><b>Directorship held:</b> NA</p> <p><b>Special Achievement:</b> Nil</p> <p><b>Business and Financial Activities:</b> He is currently Managing Director of Manoj Jewellers Limited.</p> <p><b>Other Ventures:</b> Manoj HUF</p>

**Ms. RAJ KUMARI**

**Ms. Raj Kumari, (DIN: 09607998)** aged around 48 years is the Whole Time Director of our Company. She has been appointed as Additional Executive director on May 18, 2022 and has been designated as Whole Time Director July 16, 2022. He has completed the Secondary Education from Board of Matriculation Examination from the Department of Government Examinations, Chennai, in 1999. She holds 6,32,500 Equity Shares, representing 10.57% of the issued, subscribed and paid-up Equity Share capital of our Company. For the complete profile of Ms. Raj Kumari, along with details of his educational qualifications, professional experience, position/posts held in the past, directorships held, special achievements and business and financial activities, see “Our Management – Board of Directors” on page 131.

**Date of Birth:** May 13, 1976

**Age:** 48 Years

**Nationality:** Indian

**Educational Qualifications:** Senior Secondary Education

**Designation:** Whole Time Director

**DIN:** 09607998

**Experience in Business:** + 2years

**PAN:** AFZPR3024M

**Residential Address** B2 Block Tens Orchards, 12/73 Halls Road, Taylors Road, Kilpauk, Chennai 600010.

**Directorship held:** NA

**Special Achievement:** Nil

**Business and Financial Activities:** She is currently Whole Time Director of Manoj Jewellers Limited.

**Other Ventures:** Nil



**Mr. SUNIL SHANTILAL**

**Mr, Sunil Shantilal, (DIN: 01730790)** aged 41 years is the Promoter, Executive Director of our Company. He has completed the Secondary Education from Board of Matriculation Examination from the Department of Government Examinations, Chennai, in 1999. He is part of the Board since company's inception and brings with him over 16 years of experience in the jewellery business. He is currently responsible for the overall Financials, Administration and Human Resource of the Company. He holds 14,77,264 Equity Shares, representing 24.68% of the issued, subscribed and paid-up Equity Share capital of our Company. For his complete profile along with the details of his date of birth, address, educational qualification, experience in the business, positions/posts held in past, directorships held, other ventures, special achievements, his business and financial activities, please refer to the chapter titled "*Our Management*" on page 131 of this Draft Prospectus.

**Date of Birth:** May 01, 1983

**Age:** 39 Years

**Nationality:** Indian

**Educational Qualifications:** Secondary Education

**Designation:** Executive Director

**DIN:** 01730790

**Experience in Business:** More than 16 Years

**PAN:** AURPS46533A

**Residential Address:** The Gate Way, A2 House, Dr. Munniyappa Street, Kilpauk, Chennai - 600 010.

**Directorship held:** NA

**Special Achievement:** Nil

**Business and Financial Activities:** He is currently Executive Director of Manoj Jewellers Limited.

**Other Ventures:** Mangalam Foundations

**Ms. Shalu**

**Ms. Shalu (PAN: AEZPB6460N)** aged 42 years is the Promoter of our Company. She is Graduate and holds Degree of Bachelor of Art in English from University of Madras, Chennai. She has approximately more than 5 years of experience in jewelry business. She holds 9,17,126 Equity Shares, representing 15.32% of the issued, subscribed and paid-up Equity Share capital of our Company. She is currently associated with the Company as Business Development Executive.

**Date of Birth:** January 21, 1982

	<p><b>Age:</b> 42 Years</p> <p><b>Nationality:</b> Indian</p> <p><b>Educational Qualifications:</b> Graduate</p> <p><b>Designation:</b> Promoter</p> <p><b>Experience in Business:</b> +5 years</p> <p><b>PAN:</b> AEZPB6460N</p> <p><b>Residential Address:</b> The Gate Way, A2 House, Dr. Munniyappa Street, Kilpauk, Chennai - 600 010.</p> <p><b>Directorship held:</b> NA</p> <p><b>Special Achievement:</b> Nil</p> <p><b>Business and Financial Activities:</b> He is currently Managing Director of Manoj Jewellers Limited.</p> <p><b>Other Ventures:</b> Nil</p>
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## DECLARATION

1. We confirm that the Permanent Account Number, Bank Account number, Passport number, Driving License number Aadhaar Card number of our Promoters shall be submitted to the Stock Exchange at the time of filing of the Draft Prospectus with the Stock Exchange.
2. Our Promoters and the members of our Promoter Group have confirmed that they have not been identified as wilful defaulters or fraudulent borrowers by the RBI or any other governmental authority.
3. Our Promoters have not been declared as a fugitive economic offender under the provisions of section 12 of the Fugitive Economic Offenders Act, 2018.
4. No violations of securities law have been committed by our Promoters or members of our Promoter Group or any Group Companies in the past or is currently pending against them. None of (i) our Promoters and members of our Promoter Group or persons in control of or on the boards of bodies corporate forming part of our Group Companies (ii) the Companies with which any of our Promoters are or were associated as a promoter, director or person in control, are debarred or prohibited from accessing the capital markets or restrained from buying, selling, or dealing in securities under any order or directions passed for any reasons by the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad.

## CHANGE IN 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.

## INTEREST OF OUR PROMOTERS

Our Promoters do not have any interest in our Company except to the extent of compensation payable / paid, rents on properties owned by them or their relatives but used by our company and reimbursement of expenses (if applicable) and to the extent of any equity shares held by them or their relatives and associates or held by the companies, firms and trusts in which they are interested as director, member, partner, and / or trustee, and to the extent of benefits arising out of such shareholding. For further details please see the chapters titled “*Capital Structure*”, “*Restated Financial Statements*” and “*Our Management*” beginning on pages 64, 157 and 131 of this Draft Prospectus.

Except as stated otherwise in this Draft Prospectus, we 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 and development rights entered into by our Company other than in the normal course of business. For further details, please see chapter titled “*Restated Financial Statements*” beginning on page 157 of this Draft Prospectus.

#### ***Interest of Promoter in the Promotion of our Company***

Our Company is currently promoted by the Promoters in order to carry on its present business. Our Promoters are interested in our Company to the extent of their shareholding and directorship in our Company and the dividend declared, if any, by our Company. Our Promoters may also be deemed to be interested to the extent of Equity Shares held by them and their immediate relatives in our Company and also to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares in our Company. For details regarding the shareholding of our Promoters in our Company, see the chapter titled “*Capital Structure*” on page 64 of this Draft Prospectus.

#### ***Interest of Promoter in the Property of our Company***

Except as stated in the heading titled “*Properties*” under the chapter titled “*Our Business*” and “*Restated Financial Statements*” beginning on page 111 and 157 respectively, of this Draft Prospectus, our Promoters have confirmed that they do not have any interest in any property acquired by our Company within three years preceding the date of this Draft Prospectus or proposed to be acquired by our Company as on the date of this Draft Prospectus.

Further, other than as mentioned in the chapter titled “*Our Business*” beginning on page 111 of this Draft Prospectus Our Promoters does not have any interest in any land or property acquired by our Company in the three years preceding the date of this Draft Prospectus or proposed to be acquired by our Company or in any transaction with respect to the acquisition of land, construction of building or supply of machinery or any other contract, agreement or arrangement entered into by our Company and no payments have been made or are proposed to be made in respect of these contracts, agreements or arrangements.

Our Promoters are not interested as member of a firm or company, and no sum has been paid or agreed to be paid to them or to such firm or company in cash or shares or otherwise by any person either to induce such person to become, or qualify them as a director, or otherwise for services rendered by them or by such firm or company in connection with the promotion or formation of our Company.

#### ***Interest in our Company other than as Promoter***

Our Promoters who are also the Directors of our Company may be deemed to be interested to the extent of remuneration, commission and reimbursement of expenses payable to them as per the terms of his appointment, the Articles of Association of our Company and relevant provisions of Companies Act. For further information on our Promoter’ compensation and other details please refer to the chapter titled “*Our Management*” on page 131 of this Draft Prospectus.

Except as mentioned in this chapter and chapters titled “*Our Business*”, “*History and Certain Corporate Matters*”, “*Our Management*” and “*Restated Financial Statements*” beginning on pages 111, 128, 131 and 157, respectively, our Promoters do not have any other interest in our Company.

### **BUSINESS INTERESTS**

Our Promoters are not interested as a member of a firm or company, and no sum has been paid or agreed to be paid to our Promoters or to such firm or company in cash or shares or otherwise by any person for services rendered by it or by such firm or company in connection with the promotion or formation of our Company.

Our Company has not entered into any contract, agreements or arrangements during the preceding two years from the date of filing of this Draft Prospectus or proposes to enter into any such contract in which our Promoters are directly or indirectly interested and no payments have been made to it in respect of the contracts, agreements or arrangements which are proposed to be made with it.

### **PAYMENT OF AMOUNTS OR BENEFITS TO THE PROMOTERS OR PROMOTER GROUP DURING THE LAST TWO YEARS**

Except as stated in the chapter titled “*Restated Financial Statements*” beginning on page 157 of this Draft Prospectus, there has been no payment of benefits to our Promoters or Promoter Group during the two years preceding the date of this Draft Prospectus nor is there any intention to pay or give any amount or benefit to our Promoter or members of our Promoter Group.

## MATERIAL GUARANTEES GIVEN BY OUR PROMOTERS TO THIRD PARTY WITH RESPECT TO EQUITY SHARES

As on the date of this Draft Prospectus, our Promoters have not given any material guarantees to any third party with respect to the Equity Shares.

### OUR PROMOTER GROUP

Apart from our Promoters, as per Regulation 2(1)(pp) of the SEBI ICDR Regulations, the following individuals and entities shall form part of our Promoter Group:

#### A. Natural Persons who are Part of the Promoter Group

As per Regulation 2(1)(pp)(ii) of the SEBI ICDR Regulations, the following individuals form part of our Promoter Group:

Name of the Promoter	Name of the Relative	Relationship with the Promoter
Mr. Manoj Kumar	Late. Mr. S Shantilal Jain	Father
	Ms. Damayanthi Bai	Mother
	Ms. Raj Kumari	Spouse
	Mr. Sunil Shantilal	Brother
	Ms. Kalpana L	Sister
	Ms. R Kavitha	Sister
	Ms. V Seema Kumari	Sister
	Mr. Neel M*	Son
	Ms. Vanshika M	Daughters
	Ms. Prachi M	Daughters
	Mr. Mahaveer Chand C	Spouse's Father
	Mrs. Naginakumari M	Spouse's Mother
	Mr. Kamal Chand	Spouse's Brother
	---	Spouse's Sisters
Ms. Raj Kumari	Mr. Mahaveer Chand C	Father
	Ms. Naginakumari M	Mother
	Mr. Manoj Kumar	Spouse
	Mr. Kamal Chand	Brother
	---	Sister
	Mr. Neel M*	Son
	Ms. Vanshika M	Daughter
	Ms. Prachi M	Daughter
	Late. S Shantilal Jain	Spouse's Father
	Ms. Damayanthi Bai	Spouse's Mother
	Mr. Sunil Shantilal	Spouse's Brother
	Ms. Kalpana L	Spouse's Sisters
	Ms. R Kavitha	Spouse's Sisters
	Ms. V Seema Kumari	Spouse's Sisters
Mr. Sunil Shantilal	Mr. Late. S Shantilal Jain	Father
	Ms. Damayanthi Bai	Mother
	Ms. Shalu	Spouse
	Mr. Manoj Kumar	Brothers
	Ms. Kalpana L	Sisters
	Ms. R Kavitha	Sisters
	Ms. V Seema Kumari	Sisters
	Ms. Disha S*	Daughters
	Ms. Mehak*	Daughters
	---	Son
	Late. Dungarmal Bamboly	Spouse's Father
	Late. Sushila Devi Bamboly	Spouse's Mother
	Mr. Sundeepraj Bamboly	Spouse's Brother

Name of the Promoter	Name of the Relative	Relationship with the Promoter
	Mr. Bhupendra Kumar Bamboly	Spouse's Brother
	Mr. Lalit Kumar Bamboly	Spouse's Brother
	---	Spouse's Sisters
Ms. Shalu	Late. Dungarmal Bamboly	Father
	Late. Sushila Devi Bamboly	Mother
	Mr. Sunil Shantilal	Spouse
	Mr. Sundeepraj Bamboly	Brothers
	Mr. Bhupendra Kumar Bamboly	Brothers
	Mr. Lalit Kumar Bamboly	Brothers
	---	Sisters
	Ms. Disha S*	Daughter
	Ms. Mehak*	Daughter
	---	Son
	Late. S Shantilal Jain	Spouse's Father
	Ms. Damayanthi Bai	Spouse's Mother
	Mr. Manoj Kumar	Spouse's Brother
	Ms. Kalpana L	Spouse's Sisters
	Ms. R Kavitha	Spouse's Sisters
Ms. V Seema Kumari	Spouse's Sisters	

\*Minor

#### B. Companies / Corporate Entities Forming Part of the Promoter Group

As per Regulation 2(1)(pp)(iv) of the SEBI ICDR Regulations, the following Companies/Trusts/ Partnership firms/HUFs or Sole Proprietorships are forming part of our Promoter Group.

Sr. No.	Name of Promoter Group Entity/Company
1.	SManoj HUF
2.	Mangalam Foundations
3.	Kamal Chand HUF
4.	SSunil HUF
5.	Sammimal Shantilal HUF
6.	Sundeepraj Bamboly and Sons (HUF)
7.	BPC Corporation (Partnership Firm)
8.	National Labo Chem (Partnership Firm)
9.	Bhupendra Kumar Bamboly HUF
10.	Rajshree Petro Chemicals (Partnership Firm)
11.	Sri Sohan Telecom (Partnership Firm)
12.	Lalitha Kumar and Sons (HUF)

#### SHAREHOLDING OF THE PROMOTER GROUP IN OUR COMPANY

For details of shareholding of members of our Promoter Group as on the date of this Draft Prospectus, please see the chapter titled “*Capital Structure*” beginning on page 64 of this Draft Prospectus.

#### COMPANIES WITH WHICH THE PROMOTERS HAVE DISASSOCIATED IN THE LAST THREE YEARS

Our Promoters have not disassociated themselves from any companies, firms or entities during the last three years preceding the date of this Draft Prospectus.

#### OUTSTANDING LITIGATIONS

There is no other outstanding litigation against our Promoters except as disclosed in the section titled “*Risk Factors*” and chapter titled “*Outstanding Litigations and Material Developments*” beginning on pages 29 and 198 respectively of this Draft Prospectus.

## OUR GROUP COMPANIES

The definition of '*Group Companies*' as per the SEBI ICDR Regulations, shall include such companies (other than promoters(s), holding Company and subsidiary/subsidiaries) with which there were related party transactions, during the period for which Financial Statements is disclosed, as covered under the applicable accounting standards, and also other companies as considered material by the board.

In terms of the SEBI ICDR Regulations and in terms of the policy of materiality defined by the Board pursuant to its resolution dated July 16, 2022 our Group Companies includes:

- (a) Those companies disclosed as related parties in accordance with Accounting Standard ("AS 18") issued by the Institute of Chartered Accountants of India, during the period for which Financial Information is disclosed.
- (b) All such companies which are deemed to be material by the Board of Directors. Accordingly, based on the parameters outlined above, our Company does not have any group company as on the date of this Draft Prospectus.

Based on the above as on the date of filing this Draft Prospectus, our Company does not have any Group Company.

## **DIVIDEND POLICY**

Under the Companies Act, 2013 our Company can pay dividends upon a recommendation by our Board of Directors and approval by a majority of the shareholders at the General Meeting and as per provisions of Articles of Association of our Company. The shareholders of the Company have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends.

Our Company does not have any formal dividend policy for the Equity Shares. The dividend pay - out shall be determined by our Board after taking into account a number of factors, including but not limited to : (i) internal factors such as profits earned during the year, present and future capital requirements of the existing businesses, business acquisitions, expansion/modernization of existing businesses, availability of external finance and relative cost of external funds, additional investments in subsidiaries/associates/joint ventures of our Company and restrictions on loan agreement(s); and (ii) external factors such as economic and industry outlook, growth outlook, statutory/regulatory restrictions and covenants with lenders/bond holders. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board.

For details of risks in relation to our capability to pay dividend, see Risk Factors – Our ability to pay Dividends in the future will depend on our future cash flows, working capital requirements, capital expenditures and financial condition.

Our Company has not paid / declared any dividend in six-month period ended September 30, 2024 and in last three years from date of this Draft Prospectus.



## SECTION VII – FINANCIAL INFORMATION

### RESTATED FINANCIAL STATEMENTS

#### Independent Auditor’s Examination Report on Restated Financial Information

To,  
**The Board of Directors**  
**Manoj Jewellers Limited**  
No. 59, NSC Bose Road  
Sowcarpet,  
Chennai, Chennai, Tamil Nadu,  
India, 600079

Dear Sirs,

1. We have examined the attached Restated Financial Information of **Manoj Jewellers Limited** (the “Company”) comprising the Statement of Assets & Liabilities, As Restated as at September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 and the related Restated Statement of Profit & Loss and Restated Statement of Cash Flow for the period ended on September 30, 2024, and year ended March 31, 2024, March 31, 2023, March 31, 2022 the Summary Statement of Significant Accounting Policies, and other explanatory information annexed to this report for the purpose of inclusion in the offer document prepared by the Company (collectively the “**Restated Summary Statements**” or “**Restated Financial Statements**”). These Restated Summary Statements have been prepared by the Company and approved by the Board of Directors of the Company in connection with the Initial Public Offering of Equity Shares (IPO) on SME Exchange.
2. These Restated Summary Statements have been prepared in accordance with the requirements of:
  - (i) Section 26 of Part I of Chapter-III to the Companies Act,2013 (“Act”) read with Companies (Prospectus and Allotment of Securities) Rules 2014;
  - (ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 (“**ICDR Regulations**”) issued by the Securities and Exchange Board of India (“**SEBI**”) in pursuance to Section 11 of the Securities and Exchange Board of India Act, 1992 and related amendments / clarifications from time to time; and
  - (iii) 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 Red Herring Prospectus/ Prospectus to be filed with SME Platform of BSE Ltd (BSE-SME) in connection with proposed IPO. The management of the Company has prepared the Restated financial information. The Board of Directors of the Company is responsible for 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 August 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. This Restated Financial information of the Company have been compiled by the management from the Audited Financial Statements of the Company for the financial period ended on September 30, 2024, and year ended March 31, 2024, March 31, 2023, March 31, 2022 prepared in accordance with the accounting standards notified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, and other accounting principles generally accepted in India. The same has been approved by the Board of Directors at their meeting held on November 28, 2024.
6. In accordance with the requirements of Part I of Chapter III of Act including rules made therein, ICDR Regulations, Guidance Note and Engagement Letter, we report that:
  - (i) The “**Statement of Assets & Liabilities, As Restated**” as set out in **Annexure I** to this report of the Company as at 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 Statement of Assets and Liabilities, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate.
  - (ii) The “**Statement of Profit & Loss, As Restated**” as set out in **Annexure II** to this report, of the Company for the period ended September 30, 2024, and year ended March 31, 2024, March 31, 2023 and March 31, 2022, are prepared by the Company and approved by the Board of Directors. This Statement of Profit and Loss, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate.
  - (iii) The “**Statement of Cash Flow, As Restated**” as set out in **Annexure III** to this report, of the Company for the period ended September 30, 2024, and year ended March 31, 2024, March 31, 2023 and March 31, 2022, are prepared by the Company and approved by the Board of Directors. This Statement of Cash Flow, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate.
7. For the purpose of our examination, we have relied on:
  - a) Auditors’ Report issued by the Statutory Auditors i.e., M/s. Mardia & Associates, Chartered Accountants on the financial statement for the period ended on September 30, 2024 vide their report dated November 11, 2024 and Auditors’ Report issued by the erstwhile Statutory Auditors i.e., M/s Dinesh Kumar Jain, Chartered Accountants on the financial statement for the year ended on March 31, 2024, March 31, 2023 and March 31, 2022 vide their report dated July 10, 2024, July 18, 2023 and June 16, 2022 respectively.
  - b) The audits for the period ended September 30, 2024 and financial years ended March 31, 2024, March 31, 2023, and March 31, 2022 were conducted by the Statutory auditors of the company and accordingly reliance has been placed on the Balance Sheet, statements of profit and loss and cash flow statements, the Significant Accounting Policies, and other explanatory information and (collectively, the Audited Financial Statement”) examined by them for the said years.
8. Based on our examination and according to the information and explanations given to us (and also as per the reliance placed on the audit report submitted by the Previous Auditors for the respective years), we are of the opinion that the Restated Financial Statements have been made after incorporating:
  - a) Adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in respective period ended September 30, 2024, and financial years ended March 31, 2024, March 31, 2023, and March 31, 2022 to reflect the same accounting treatment as per the accounting policies and grouping/ classifications for all the reporting periods, if any.
  - b) Adjustments for prior period and other material amounts in the respective financial years to which they relate and there are no qualifications, which require adjustments.
  - c) There are no extra-ordinary items that need to be disclosed separately in the accounts and qualifications requiring adjustments.
  - d) There were no qualifications in the Audit Reports issued by the Statutory Auditors for the financial

- period/year ended on 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.
- e) These 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.
  - f) These have been prepared in accordance with the Act, ICDR Regulations and Guidance note.
9. In our opinion and to the best of information and explanation provided to us, the Restated Financial Information of the Company, read with significant accounting policies and notes to accounts as appearing in ANNEXURE – IV are prepared after providing appropriate adjustments and regroupings as considered appropriate.
10. We, Mardia & Associates, Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India (“ICAI”) and hold a valid peer review certificate issued by the “Peer Review Board” of the ICAI.
11. The preparation and presentation of the Restated Financial Statements referred to above are based on the Audited financial statements of the Company and are in accordance with the provisions of the Act and ICDR Regulations. The Financial Statements and information referred to above is the responsibility of the management of the Company.
12. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other Firm of Chartered Accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.
13. We have no responsibility to update our report for events and circumstances occurring after the date of the report. Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the SME IPO. Our report should not be used, referred to or adjusted for any other purpose except with our consent in writing.

**For M/s. Mardia & Associates**

Chartered Accountants

Firm's Registration No: 007888S

**CA Manish Mardia**

Proprietor

Membership No. 205307

UDIN: 24205307BKATXY7321

Place: Chennai

Date: 28.11.2024

**MANOJ JEWELLERS LIMITED**  
**ANNEXURE - I**  
**STATEMENT OF ASSETS & LIABILITIES, AS RESTATED**

(₹ in Lakhs)

	Particulars	Note	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>I</b>	<b>EQUITY AND LIABILITIES</b>					
	1. Shareholders' funds					
	(a) Share Capital	I.1	598.56	598.56	598.56	166.75
	(b) Reserves and surplus	I.2	606.77	381.31	57.18	76.63
	<b>Sub Total Shareholders Funds (A)</b>		<b>1,205.33</b>	<b>979.88</b>	<b>655.74</b>	<b>243.38</b>
	2. Non-current liabilities					
	(a) Long-term borrowings	I.3	1,301.27	1,338.23	457.49	621.44
	(b) Other Non-current Liabilities	I.4	-	-	-	-
	(c) Deferred Tax liability	I.5	-	-	-	-
	(d) Long-term provisions	I.6	11.08	10.18	7.76	6.79
	<b>Sub Total Non Current Liabilities (B)</b>		<b>1,312.35</b>	<b>1,348.41</b>	<b>465.25</b>	<b>628.23</b>
	3. Current liabilities					
	(a) Short-term borrowings	I.7	609.88	200.17	109.85	579.38
	(b) Trade payables	I.8				
	i) Due to MSME		-	-	-	-
	ii) Due to Others		78.37	1.06	42.39	8.08
	(c) Other current liabilities	I.9	76.29	24.45	19.22	44.74
	(d) Short-term provisions	I.10	88.58	68.32	6.26	14.02
	<b>Sub Total Current Liabilities (C)</b>		<b>853.12</b>	<b>294.00</b>	<b>177.72</b>	<b>646.21</b>
	<b>TOTAL (A+B+C)</b>		<b>3,370.80</b>	<b>2,622.29</b>	<b>1,298.71</b>	<b>1,517.82</b>
<b>II.</b>	<b>ASSETS</b>					
	<b>1. Non-current assets</b>					
	(a) Property, Plant and Equipment and Intangible assets					
	(i) Property, Plant and Equipment	I.11	69.13	16.03	22.29	31.40
	(ii) Intangible Assets		3.10	-	-	-
	(iii) Capital work-in-progress		-	30.79	-	-
	(b) Non-current investments	I.12	-	-	-	-
	(c) Long-term loans and advances	I.13	31.10	31.10	20.10	20.10
	(d) Deferred Tax Assets	I.5	12.43	11.02	9.87	9.47
	(e) Non Current Assets	I.14	3.60	2.00	1.05	3.59
	<b>Total Non Current Assets (A)</b>		<b>119.35</b>	<b>90.93</b>	<b>53.31</b>	<b>64.55</b>
	<b>2. Current assets</b>					
	(a) Inventories	I.15	2,404.63	2,070.38	1,125.77	1,426.71
	(b) Trade receivables	I.16	747.32	100.00	-	-
	(c) Cash and Bank Balances	I.17	45.44	349.99	118.14	18.69
	(d) Short-term loans and advances	I.18	46.67	0.84	-	-
	(e) Other Current Assets	I.19	7.39	10.17	1.49	7.87
	<b>Total Current Assets (B)</b>		<b>3,251.44</b>	<b>2,531.38</b>	<b>1,245.40</b>	<b>1,453.27</b>
	<b>TOTAL (A+B)</b>		<b>3,370.80</b>	<b>2,622.29</b>	<b>1,298.71</b>	<b>1,517.82</b>

Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

As per our report of even date attached

**M/s. Mardia & Associates**  
**Chartered Accountants**  
**Firm's Registration No: 007888S**

**For and on behalf of the Board of Directors**  
**Manoj Jewellers Limited**

**Manish Mardia**  
**Partner**  
**M No.205307**  
**UDIN: 24205307BKATXY7321**

**S Manojkumar**  
**Managing Director**  
**DIN: 01730747**

**Raj Kumari M**  
**Whole-time Director**  
**DIN: 09607998**

**MANOJ JEWELLERS LIMITED**  
**ANNEXURE - II**  
**STATEMENT OF PROFIT & LOSS, AS RESTATED**

(₹ in Lakhs)

	Particulars	Note	For the Period Ended On			
			Sept 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
I	Revenue from operations	II.1	2,477.83	4,335.11	1,363.01	675.18
II	Other Income	II.2	1.59	3.31	0.51	0.64
III	<b>Total Income (I+II)</b>		<b>2,479.42</b>	<b>4,338.42</b>	<b>1,363.52</b>	<b>675.82</b>
	<b>Expenses:</b>					
	(a) Cost of materials consumed	II.3	-	-	-	-
	(b) Purchases of stock-in-trade	II.4	2,287.36	4,544.02	714.52	446.29
	(c) Changes in inventories of finished goods and work-in- progress	II.5	(334.26)	(944.60)	300.94	(8.78)
	(d) Employee benefits expense	II.6	34.90	74.73	62.73	41.44
	(e) Finance costs	II.7	88.74	110.06	106.20	101.49
	(f) Depreciation and amortisation expense	I.11	10.49	6.26	9.10	13.00
	(g) Other expenses	II.8	79.65	89.26	81.31	31.35
IV	<b>Total expenses</b>		<b>2,166.89</b>	<b>3,879.73</b>	<b>1,274.80</b>	<b>624.81</b>
V	<b>Profit/(Loss) before tax and Exceptional Items (III-IV)</b>		<b>312.53</b>	<b>458.69</b>	<b>88.72</b>	<b>51.01</b>
VI	Exceptional Items	II.9	-	-	-	-
VII	<b>Profit/(Loss) before tax (V-VI)</b>		<b>312.53</b>	<b>458.69</b>	<b>88.72</b>	<b>51.01</b>
VIII	<b>Tax expense:</b>					
	(a) Current tax expense		88.49	135.70	26.76	15.36
	Less: MAT credit setoff		-	-	-	-
	(b) Deferred tax charge/(credit)		(1.41)	(1.15)	(0.40)	(0.82)
			<b>87.08</b>	<b>134.55</b>	<b>26.36</b>	<b>14.55</b>
IX	<b>Profit after tax for the year (VII-VIII)</b>		<b>225.46</b>	<b>324.13</b>	<b>62.36</b>	<b>36.47</b>
XII	<b>Earnings per share (face value of ₹ 10/- each):</b>	II.10				
	(a) Basic (in ₹) (Annualised for Sept 30, 2024):		7.53	5.42	1.14	0.69
	(b) Diluted (in ₹) (Annualised for Sept 30, 2024):		7.53	5.42	1.14	0.69

Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

As per our report of even date attached

**M/s. Mardia & Associates**  
**Chartered Accountants**  
**Firm's Registration No: 007888S**

**For and on behalf of the Board of Directors**  
**Manoj Jewellers Limited**

**Manish Mardia**  
**Partner**  
**M No.205307**  
**UDIN: 24205307BKATXY7321**

**S Manojkumar**  
**Managing Director**  
**DIN: 01730747**

**Raj Kumari M**  
**Whole-time Director**  
**DIN: 09607998**

**Place: Chennai**  
**Date: November 28, 2024**

**Place: Chennai**  
**Date: November 28, 2024**

**MANOJ JEWELLERS LIMITED**  
**ANNEXURE - III**  
**STATEMENT OF CASH FLOW, AS RESTATED**

(₹ in Lakhs)

Particulars	For the Period Ended On			
	Sept 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit before Extraordinary items	312.53	458.69	88.72	51.01
<b>Adjustment For:</b>				
(a) Depreciation and Amortization	10.49	6.26	9.10	13.00
(b) Finance Charges	88.74	110.06	106.20	101.49
(c) (Gain)/Loss on Sale of Assets	-	-	-	-
(d) Provision for Gratuity	0.98	2.74	1.10	0.19
(e) Interest & Other income	(1.59)	(3.31)	(0.51)	(0.64)
(f) Preliminary Expenses written off	-	-	-	-
Operating Profit before Working Capital Changes	<b>411.15</b>	<b>574.44</b>	<b>204.62</b>	<b>165.05</b>
Adjustment For :				
(a) (Increase)/Decrease in Inventories	(334.25)	(944.61)	300.94	(8.78)
(b) (Increase)/Decrease in Trade Receivables	(647.32)	(100.00)	-	2.18
(c) (Increase)/Decrease in Loans & Advances	(45.83)	(0.84)	-	3.51
(d) (Increase)/Decrease in Other Assets	2.78	(8.68)	6.38	(0.06)
(e) Increase /(Decrease) in Trade Payables	77.31	(41.33)	34.32	(63.01)
(f) Increase /(Decrease) in Other Liabilities	51.84	5.23	(25.52)	19.92
<b>CASH GENERATED FROM OPERATIONS</b>	<b>(484.30)</b>	<b>(515.80)</b>	<b>520.73</b>	<b>118.81</b>
Less : Direct Taxes paid (Net of Refund)	(68.34)	(73.95)	(34.64)	(5.78)
CASH FLOW BEFORE EXTRAORDINARY ITEMS	<b>(552.64)</b>	<b>(589.75)</b>	<b>486.09</b>	<b>113.03</b>
NET CASH FROM OPERATING ACTIVITIES (A)	<b>(552.64)</b>	<b>(589.75)</b>	<b>486.09</b>	<b>113.03</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
(a) Purchase of Fixed Assets	(66.68)	(30.79)	-	(0.62)
(b) Sale of Fixed Assets	30.79	-	-	-
(c) (Increase) / Decrease in Investment	-	-	-	-
(d) (Increase) / Decrease in Long term loans and advances	0.00	(11.00)	-	-
(e) (Increase) / Decrease in Non Current Assets	(1.60)	(0.95)	2.54	0.75
(f) Interest and other income	1.59	3.31	0.51	0.64
NET CASH FROM INVESTING ACTIVITIES (B)	<b>(35.90)</b>	<b>(39.43)</b>	<b>3.05</b>	<b>0.77</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
(a) Increase/(Decrease) in Long Term Borrowing	(36.96)	880.74	(163.95)	(132.65)
(b) Increase/(Decrease) in Short Term Borrowing	409.71	90.32	(469.53)	122.51
(c) Increase / ( Decrease ) in Long Term Provisions	-	-	-	-
(d) Interest Paid	(88.74)	(110.06)	(106.20)	(101.49)
(e) Fresh issue of Equity Shares	-	-	350.00	-
NET CASH FLOW IN FINANCING ACTIVITIES (C)	<b>284.00</b>	<b>861.00</b>	<b>(389.68)</b>	<b>(111.63)</b>
NET INCREASE IN CASH & CASH EQUIVALENTS (A)+(B)+(C)	(304.54)	231.82	99.46	2.17
OPENING BALANCE – CASH & CASH EQUIVALENT	<b>349.99</b>	<b>118.15</b>	<b>18.69</b>	<b>16.51</b>
CLOSING BALANCE - CASH & CASH EQUIVALENT	<b>45.44</b>	<b>349.99</b>	<b>118.15</b>	<b>18.69</b>

As per our report of even date attached

**M/s. Mardia & Associates**  
Chartered Accountants  
Firm's Registration No: 007888S

For and on behalf of the Board of Directors  
Manoj Jewellers Limited

**Manish Mardia**  
Partner  
M No.205307  
UDIN: 24205307BKATXY7321

**S Manojkumar**  
Managing Director  
DIN: 01730747

**Raj Kumari M**  
Whole-time Director  
DIN: 09607998

Place: Chennai  
Date: November 28, 2024

Place: Chennai  
Date: November 28, 2024

## ANNEXURE – IV

### **CORPORATE INFORMATION, SIGNIFICANT ACCOUNTING POLICIES, RECONCILIATION OF NET PROFIT/(LOSS) AND RECONCILIATION OF NETWORTH**

#### **A. COMPANY INFORMATION**

Manoj Jewellers Limited is engaged in the retail business of various jewellerys and ornaments made out of gold and diamonds studded with precious and semiprecious stones. Our portfolio includes rings, earrings, armlet, pendants, gajrahs, nose rings, bracelets, chains, necklaces, bangles and other wedding jewellery.

#### **SIGNIFICANT ACCOUNTING POLICIES**

##### **1. Basis of Accounting**

These financial statements have been prepared in accordance 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, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on an accrual basis.

##### **2. Use of Estimates**

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

##### **3. Property, Plant and Equipment and Depreciation**

Property, Plant and Equipment are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises of all expenses incurred to bring the assets to its present location and condition. Borrowing cost directly attributable to the acquisition /construction are included in the cost of fixed assets. Adjustments arising from exchange rate variations attributable to the fixed assets are capitalized.

The company has adopted cost model for all class of items of Property, Plant and Equipment. In case of new projects / expansion of existing projects, expenditure incurred during construction / preoperative period including interest and finance charge on specific / general purpose loans, prior to commencement of commercial production are capitalized. The same are allocated to the respective on completion of construction / erection of the capital project / fixed assets. Subsequent expenditures related to an item of tangible asset are added to its book value only if they increase the future economic benefits from the existing asset beyond its previously assessed standard of performance.

Capital assets (including expenditure incurred during the construction period) under erection / installation are stated in the Balance Sheet as "Capital Work in Progress."

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortization/depletion and impairment loss, if any. The cost comprises purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use and net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets.

Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Written down Value (WDV) Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. The carrying amount of assets is reviewed at each balance sheet date if there is any indication of impairment based on internal or external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets, net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

##### **4. Foreign currency Transactions: Conversion**

Foreign currency monetary items are reported using the closing rate.



Non-monetary items, which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

### **Exchange Differences**

Exchange differences arising on the settlement or reporting of monetary items at rates different from those at which they were initially recorded during the year, or reported in previous Standalone financial statement, are recognized as income or expense in the Statement of Profit and Loss.

### **5. Investments**

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as non-current investments. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

### **6. Inventories**

As per (AS) 2, The inventories are physically verified at regular intervals by the management. Raw Material Inventories are valued at the lower of cost and net realizable value.

Finished goods, Stock-in-Trade and Work-in-Progress are valued at lower of cost and net realizable value. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads net of recoverable taxes incurred in bringing them to their respective present location and condition.

Consumable stores and spares are valued at the lower of cost and net realizable value, as estimated by the management. Obsolete, defective, unserviceable and slow/non-moving stocks are duly provided for.

### **7. Revenue Recognition**

Revenue from the operations is recognized on generally accepted accounting principal and when it is earned and no significant uncertainty exists as to its ultimate collection and includes taxes, wherever applicable.

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The capital gain on sale of investments if any are recognized on completion of transaction. No notional profit/loss are recognized on such investments. Interest income is recognized on time proportion basis, when it is accrued and due for payment.

### **8. Borrowing Cost**

Borrowing cost that are attributable to the acquisition, construction or production of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

### **9. Employee Benefits**

Short – term employee benefits are recognized as an expense at the undiscounted amount in the profit & loss account of the year in which the related service is rendered.

Long Term Employee benefit (gratuity) are recognized and accounted in the books of account based on Valuation report of Actuarial.

### **10. Taxes on Income**

Income tax expenses for the year comprises of current tax and deferred tax. Current tax provision is determined on the basis of taxable income computed as per the provisions of the Income Tax Act. Deferred tax is recognized for all timing differences that are capable of reversal in one or more subsequent periods subject to conditions of prudence and by applying tax rates that have been substantively enacted by the balance sheet date.

### **11. Provision, Contingent Liabilities and Contingent Assets**

A provision is recognized when an enterprise has 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, in respect of which a reliable estimate can be made. Liabilities which are material and whose future outcome cannot be ascertained with reasonable certainty, are treated as contingent and disclosed by way of Notes to the financial statements.

**NOTES TO RESTATED STANDALONE FINANCIAL STATEMENTS**

**Annexure - I.1**

**Restated Statement of Share Capital**

(₹ in Lakhs)

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>Authorised Capital*</b>				
No. of Equity Shares of ₹ 10/- each	1,00,00,000	1,00,00,000	1,00,00,000	57,00,000
Authorised Equity Share Capital In Rs.	1,000.00	1,000.00	1,000.00	570.00
<b>Issued, Subscribed &amp; Fully Paid up#</b>				
No. of Equity Shares of ₹ 10/- each	59,85,628	59,85,628	59,85,628	16,67,500
Issued, Subscribed & Fully Paid up Share Capital In Rs.	598.56	598.56	598.56	166.75
<b>Total</b>	<b>598.56</b>	<b>598.56</b>	<b>598.56</b>	<b>166.75</b>

**Reconciliation of the number of shares outstanding is set out below:-**

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
	Number of Shares	Number of Shares	Number of Shares	Number of Shares
<b>Shares outstanding at the beginning of the year</b>	59,85,628	59,85,628	16,67,500	16,67,500
Add:-Shares Issued during the year	-	-	-	-
Fresh Issue	-	-	7,00,000	-
Bonus Shares Issued	-	-	36,18,128	-
<b>Less:Shares bought back during the year</b>	-	-	-	-
<b>Shares outstanding at the end of the year</b>	<b>59,85,628</b>	<b>59,85,628</b>	<b>59,85,628</b>	<b>16,67,500</b>

**Details of issue of Equity shares in last 5**

1. Company has issued 13,05,000 Bonus Equity Shares on March 25, 2017 in the ratio of 18:5 i.e. for every 5 equity shares 18 bonus equity shares.
2. Company has issued 4,16,876 Bonus Equity Shares on June 10, 2022 in the ratio of 1:4 i.e. for every 4 equity shares 1 bonus equity share.
3. Company has issued 2,08,438 Bonus Equity Shares on June 17, 2022 in the ratio of 1:10 i.e. for every 10 equity shares 1 bonus equity share.
4. Company has issued 7,00,000 Equity Shares on January 01, 2023 for cash price of ₹ 50 per equity shares including securities premium of ₹ 40 per equity shares.
5. Company has issued 29,92,814 Bonus Equity Shares on January 06, 2023 in the ratio of 1:1 i.e. for every 1 equity share 1 bonus equity share.

The Company has one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. The company has not proposed any dividend during preceding financial year. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amount, in proportion to their shareholding.

**Details of Shareholders holding more than 5 % shares:-**

Name of Shareholder	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>S.MANOJ KUMAR</b>				
Number of Shares	25,66,615	28,66,614	28,66,614	7,36,950
% of Holding	42.88%	47.89%	47.89%	44.19%
<b>S.SUNIL KUMAR</b>				
Number of Shares	14,77,264	14,77,264	14,77,264	3,33,550
% of Holding	24.68%	24.68%	24.68%	20.00%
<b>RAJKUMARI</b>				
Number of Shares	6,32,500	6,32,500	6,32,500	2,30,000
% of Holding	10.57%	10.57%	10.57%	13.79%
<b>SHALU</b>				
Number of Shares	9,17,126	9,17,126	9,17,126	3,33,500
% of Holding	15.32%	15.32%	15.32%	20.00%

**Details of promoters holding shares:-**

Name of Shareholder	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>S.MANOJ KUMAR</b>	25,66,615	28,66,614	28,66,614	7,36,950
% of Holding	42.88%	47.89%	47.89%	44.19%
<b>RAJKUMARI</b>	6,32,500	6,32,500	6,32,500	2,30,000
% of Holding	10.57%	10.57%	10.57%	13.79%
<b>S.SUNIL KUMAR</b>	14,77,264	14,77,264	14,77,264	3,33,550
% of Holding	24.68%	24.68%	24.68%	20.00%
<b>SHALU</b>	9,17,126	9,17,126	9,17,126	3,33,500
% of Holding	15.32%	15.32%	15.32%	20.00%

**Changes in Promoters Holding During the year**

Name of Shareholder	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>S.MANOJ KUMAR</b>				
Change in No of Shares	2,99,999	-	(21,29,664)	(3,00,000)
% change in Holding	5.01%	0.00%	-3.70%	-17.99%
<b>RAJKUMARI</b>				
Change in No of Shares	-	-	(4,02,500)	-
% change in Holding	0.00%	0.00%	3.23%	0.00%
<b>S.SUNIL KUMAR</b>				
Change in No of Shares	-	-	(11,43,714)	-
% change in Holding	0.00%	0.00%	-4.68%	0.00%
<b>SHALU</b>				
Change in No of Shares	-	-	(5,83,626)	-
% change in Holding	0.00%	0.00%	4.68%	0.00%

P - Promoter, PG - Promoter Group

**Annexure - I.2**
**Restated Statement of Reserves And Surplus**

(₹ in Lakhs)

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>a. Securities Premium Account</b>				
Opening Balance				
(+) Addition for the current year	-	-	280.00	-
(-) Utilised during the year	-	-	(280.00)	-
Closing Balance		-	-	-
<b>b. Surplus in Statement of Profit &amp; Loss A/c</b>				
Opening balance	381.31	57.18	76.63	40.16
(+) Net Profit For the current year	225.46	324.13	62.36	36.47
Less: Bonus Shares Issued	-	-	(81.81)	-
Less: Income Tax adjustment	-	-	-	-
<b>Net Surplus in Statement of Profit and Loss</b>	<b>606.77</b>	<b>381.31</b>	<b>57.18</b>	<b>76.63</b>
<b>Total</b>	<b>606.77</b>	<b>381.31</b>	<b>57.18</b>	<b>76.63</b>

**Annexure - I.3**
**Restated Statement of Long Term Borrowings**

(₹ in Lakhs)

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>Secured</b>				
<b>(a) Term loans</b>				
Working Capital Term Loan	1,301.27	1,338.23	-	-
Vehicle Loan (Secured By hypothecation of the Vehicle)	-	-	-	6.37
From banks and Financial Institutions	-	-	-	-
<b>(b) Unsecured Loans</b>				
From banks and Financial Institutions:				
(a) HDFC	-	-	57.49	155.30
(b) Karur Vysya Bank Limited / Indus Ind Bank	-	-	400.00	459.78
<b>Total Term Loans</b>	<b>1,301.27</b>	<b>1,338.23</b>	<b>457.49</b>	<b>621.44</b>
<b>Total</b>	<b>1,301.27</b>	<b>1,338.23</b>	<b>457.49</b>	<b>621.44</b>

Note: The terms of repayment & security of term loans are stated below:

**Note 1.1**

Particulars	Terms & Security	Amt Outstanding (In ₹)
IndusInd Bank Limited	Indusind Bank Ltd has sanctioned a secured term loan of Rs. 4 crores at an interest of Repo rate + 3.25% per annum and repayable in 120 monthly installments commencing from December 2022 and ending in June 2033. This facility is personally guaranteed by Mr. Manoj Kumar, Mr. Sunil Shantilal, Ms. Raj Kumari & Ms. Shalu and is secured by personal property of the Current Maturities: Non-Current Portion:	3,62,88,165.71  27,65,122.00 3,35,23,043.71

**Note 1.2**

Particulars	Terms & Security	Amt Outstanding (In ₹)
IndusInd Bank Limited	Indusind Bank Ltd has sanctioned a secured term loan of Rs. 7 crores at an interest of Repo rate +2.60% per annum. and repayable in 120 monthly installments commencing from Novmeber 2023 and ending in April 2034. This facility is personally guaranteed by M/s. Mangalam Foundation, Mr. Manoj Kumar, Mr. Sunil Shantilal, Ms. Raj Kumari & Ms. Shalu and is secured by personal property of the aforementioned. Current Maturities: Non-Current Portion:	6,81,74,067.00  46,74,197.00 6,34,99,870.00

**Note 1.3**

Particulars	Terms & Security	Amt Outstanding (In ₹)
Axis Bank	Axis Bank Ltd has extended a dropline overdraft of Rs. 1 crore at an interest rate of Repo Rate + 3.5% p.a. repayable within 60 months. The bank has also extended a cash credit of Rs. 3.50 crores at an interest rate of Repo Rate + 3.5% p.a. repayable within 12 months (refer "Working Capital Loan (repayable on demand)" under "Short Term Borrowings"). These facility are primarily secured by way of hypothecation of entire current assets of the company both present and future on exclusive basis. These facilities are also personally guaranteed by Mr. Manoj Kumar, Mr. Sunil Shantilal, Ms. Raj Kumari & Ms. Shalu and are secured by way of equitable mortgage on immoveable property of the aforementioned. Current Maturities: Non-Current Portion:	67,15,644.00  20,04,000.00 47,11,644.00

**Note 1.4**

Particulars	Terms & Security	Amt Outstanding (In ₹)
Arka Fincap Limited	This secured term loan is personally guaranteed by M/s. Mangalam Foundation, Mr. Manoj Kumar, Mr. Sunil Shantilal, Ms. Raj Kumari & Ms. Shalu and is secured by mortgage of land & building owned by aforementioned. The term loan in repayable in 180 monthly installments and is carrying an interest rate of AFL reference rate less 6.75% per annum. Current Maturities: Non-Current Portion:	2,93,34,151.82  9,41,745.61 2,83,92,406.21

**Annexure - I.4**

**Restated Statement of Other Non-Current Liabilities**

(₹ in Lakhs)

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Vehical loan	-	-	-	-
M&M Financial Services	-	-	-	-
Secured Loan	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Annexure - I.5**

**Restated Statement of Deferred Tax Liability/(Assets)**

(₹ in Lakhs)

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>Deferred Tax Assets</b>	-	-	-	-
On account of timing difference in Net block as per books & as per Income Tax	8.94	7.80	7.57	7.46
On account of timing difference in retirement and other benefits	3.49	3.22	2.29	2.01
<b>Deferred Tax Assets</b>				
<b>NIL</b>				
<b>Total</b>	<b>12.43</b>	<b>11.02</b>	<b>9.87</b>	<b>9.47</b>

**Annexure - I.6**

**Restated Statement of Long Term Provisions**

(₹ in Lakhs)

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Provisions for Gratuity	11.08	10.18	7.76	6.79
<b>Total</b>	<b>11.08</b>	<b>10.18</b>	<b>7.76</b>	<b>6.79</b>

**Annexure - I.7**

**Restated Statement of Short Tem Borrowings**

(₹ in Lakhs)

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>Loan repayable on demand</b>				
(a) Working Capital Loan (For terms refer note 1.3 below Annexure 1.3)	346.05	37.21	-	189.31
(b) Current Maturity of long term debt (For terms refer notes below Annexure 1.3)	103.85	96.71	47.00	13.13
<b>Unsecured</b>				
(a) Loans from Directors	159.97	66.25	62.85	376.94
<b>Total</b>	<b>609.88</b>	<b>200.17</b>	<b>109.85</b>	<b>579.38</b>

**Annexure - I.8**

**Restated Statement of Trade Payable**

(₹ in Lakhs)

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Micro, Small and Medium Enterprises	-	-	-	-
Others	78.37	1.06	42.39	8.08
<b>Total</b>	<b>78.37</b>	<b>1.06</b>	<b>42.39</b>	<b>8.08</b>

**(a) Ageing schedule:**

**Balance as at September 30, 2024**

(₹ in Lakhs)

Particulars	Less than 1 Year	1-2 years	2-3 years	More than 3 years
(i) MSME	-	-	-	-
(ii) Others	77.32	1.05	-	-
(iii) Disputed dues - MSME	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-
<b>Total</b>	<b>77.32</b>	<b>1.05</b>	<b>-</b>	<b>-</b>

**Balance as at March 31, 2024****(₹ in Lakhs)**

Particulars	Less than 1 Year	1-2 years	2-3 years	More than 3 years
(i) MSME	-	-	-	-
(ii) Others	1.06	-	-	-
(iii) Disputed dues - MSME	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-
<b>Total</b>	<b>1.06</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Balance as at March 31, 2023****(₹ in Lakhs)**

Particulars	Less than 1 Year	1-2 years	2-3 years	More than 3 years
(i) MSME	-	-	-	-
(ii) Others	42.39	-	-	-
(iii) Disputed dues - MSME	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-
<b>Total</b>	<b>42.39</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Balance as at 31st March 2022**

Particulars	Less than 1 Year	1-2 years	2-3 years	More than 3 years
(i) MSME	-	-	-	-
(ii) Others	7.77	0.31	-	-
(iii) Disputed dues - MSME	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-
<b>Total</b>	<b>7.77</b>	<b>0.31</b>	<b>-</b>	<b>-</b>

**(b) Dues payable to Micro and Small Enterprises:**

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Principal amount remaining unpaid to any supplier as at the year end	-	-	-	-
Interest due on the above mention principal amount remaining unpaid to any	-	-	-	-
Amount of the interest paid by the Company in terms of Section 16	-	-	-	-
Amount of the interest due and payable for the period of delay in making payment but without adding the interest specified under the MSMED Act	-	-	-	-
Amount of interest accrued and remaing unpaid at the end of the accounting year	-	-	-	-

**Annexure - I.9****Restated Statement of Other Current Liabilities****(₹ in Lakhs)**

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Advances from Customers	18.71	0.39	0.50	-
Duties and taxes Payable	3.46	3.75	7.92	2.71
Employee Related Liabilities	27.69	20.31	10.80	11.05
Expense Payable	23.89	-	-	30.98
Interest accrued but not due on borrowings	2.54	-	-	-
<b>Total</b>	<b>76.29</b>	<b>24.45</b>	<b>19.22</b>	<b>44.74</b>

**Annexure - I.10****Restated Statement Short Term Provisions****(₹ in Lakhs)**

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Provision for Gratuity	1.46	1.38	1.06	0.93
Provision for tax- Net of Advance Tax	87.12	66.94	5.20	13.08
<b>Total</b>	<b>88.58</b>	<b>68.32</b>	<b>6.26</b>	<b>14.02</b>

## Annexure - I.11

## Restated Statement of Property Plant &amp; Equipment

(₹ in Lakhs)

	Fixed Assets	Gross Block				Accumulated Depreciation				Net Block		
		Balance as at 1 April 2024	Additions	Disposals	Balance as at September 30, 2024	Balance as at 1 April 2024	Dep.fund Adjstmt.	Depreciation charge for the year	On disposals	Balance as at September 30, 2024	Balance as at September 30, 2024	Balance as at 31 March 2024
I.	<b>Property Plant &amp; Equipment</b>											
1	Factory Land	-	-	-	-	-	-	-	-	-	-	-
2	Building	-	-	-	-	-	-	-	-	-	-	-
1	Plant and Equipment	0.32	-	-	0.32	0.30	-	-	-	0.30	0.02	0.02
2	Vehicle	91.27	-	-	91.27	79.35	-	1.85	-	81.21	10.07	11.92
3	Electrical Installation	3.77	-	-	3.77	3.17	-	0.06	-	3.23	0.54	0.60
4	Computers	3.23	0.84	-	4.07	2.79	-	0.30	-	3.09	0.98	0.44
5	Furniture and Fixtures	19.60	56.18	-	75.78	17.21	-	6.29	-	23.50	52.28	2.39
6	Office Equipment	5.35	5.81	-	11.16	4.68	-	1.24	-	5.92	5.25	0.67
	<b>Total Tangible Assets</b>	<b>123.53</b>	<b>62.83</b>	<b>-</b>	<b>186.36</b>	<b>107.50</b>	<b>-</b>	<b>9.73</b>	<b>-</b>	<b>117.24</b>	<b>69.13</b>	<b>16.03</b>
	<b>Previous Year</b>	<b>123.53</b>	<b>-</b>	<b>-</b>	<b>123.53</b>	<b>101.24</b>	<b>-</b>	<b>6.26</b>	<b>-</b>	<b>107.50</b>	<b>16.03</b>	<b>22.29</b>
II.	<b>Intangible Assets</b>											
1	Software	-	3.86	-	3.86	-	-	0.76	-	0.76	3.10	-
	<b>Total Intangible Assets</b>	<b>-</b>	<b>3.86</b>	<b>-</b>	<b>3.86</b>	<b>-</b>	<b>-</b>	<b>0.76</b>	<b>-</b>	<b>0.76</b>	<b>3.10</b>	<b>-</b>
III.	<b>Capital Work In Progress</b>	30.79	-	30.79	-	-	-	-	-	-	-	30.79
	<b>Total</b>	<b>30.79</b>	<b>-</b>	<b>30.79</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>30.79</b>
	<b>Total</b>	<b>154.32</b>	<b>66.68</b>	<b>30.79</b>	<b>190.22</b>	<b>107.50</b>	<b>-</b>	<b>10.49</b>	<b>-</b>	<b>117.99</b>	<b>72.22</b>	<b>46.82</b>

I.11.1 Ageing Schedule of Capital Work In Progress :		Amount in CWIP for a period of				
Particulars	Less than 1 year	1-2 years	2-3 years	more than 3 years	Total	
Projects in Progress	-	-	-	-	-	

(₹ in Lakhs)

	Fixed Assets	Gross Block				Accumulated Depreciation				Net Block		
		Balance as at 1 April 2023	Additions	Disposals	Balance as at March 31, 2024	Balance as at 1 April 2023	Dep.fund Adjstmt.	Depreciation charge for the year	On disposals	Balance as at March 31, 2024	Balance as at March 31, 2024	Balance as at 31 March 2023
I.	<b>Property Plant &amp; Equipment</b>											
1	Plant and Equipment	0.32	-	-	0.32	0.30	-	-	-	0.30	0.02	0.02
2	Vehicle	91.27	-	-	91.27	74.33	-	5.02	-	79.35	11.92	16.94
3	Electrical Installation	3.77	-	-	3.77	3.17	-	-	-	3.17	0.60	0.60
4	Computers	3.23	-	-	3.23	2.63	-	0.16	-	2.79	0.44	0.60
5	Furniture and Fixtures	19.60	-	-	19.60	16.48	-	0.73	-	17.21	2.39	3.12
6	Office Equipment	5.35	-	-	5.35	4.33	-	0.35	-	4.68	0.67	1.02
	<b>Total Tangible Assets</b>	<b>123.53</b>	<b>-</b>	<b>-</b>	<b>123.53</b>	<b>101.24</b>	<b>-</b>	<b>6.26</b>	<b>-</b>	<b>107.50</b>	<b>16.03</b>	<b>22.29</b>
	<b>Previsou Year</b>	<b>123.53</b>	<b>-</b>	<b>-</b>	<b>123.53</b>	<b>92.14</b>	<b>-</b>	<b>9.10</b>	<b>-</b>	<b>101.24</b>	<b>22.29</b>	<b>31.40</b>
II.	<b>Capital Work In Progress</b>		30.79		30.79						30.79	
	<b>Total</b>	<b>-</b>	<b>30.79</b>	<b>-</b>	<b>30.79</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>30.79</b>	<b>-</b>
	<b>Total</b>	<b>123.53</b>	<b>30.79</b>	<b>-</b>	<b>154.32</b>	<b>101.24</b>	<b>-</b>	<b>6.26</b>	<b>-</b>	<b>107.50</b>	<b>46.82</b>	<b>22.29</b>

I.11.1 Ageing Schedule of Capital Work In Progress :		Amount in CWIP for a period of				
Particulars	Less than 1 year	1-2 years	2-3 years	more than 3 years	Total	
Projects in Progress	-	-	-	-	-	

(₹ in Lakhs)

	Fixed Assets	Gross Block			Accumulated Depreciation					Net Block		
		As At 01-Apr-2022	Purchase during the period	Disposals	As At 31-Mar-23	Upto 01-Apr-2022	Dep.fund Adjstmt.	For the period	Disposals	Upto 31-Mar-23	As At 31-Mar-23	As At 31-Mar-2022
I.	<b>Property Plant &amp; Equipment</b>											
1	Plant and Equipment	0.32	-		0.32	0.30	-	0.00	-	0.30	0.02	0.02
2	Vehicle	91.27	-		91.27	67.00	-	7.33	-	74.33	16.94	24.27
3	Electrical Installation	3.77			3.77	2.97	-	0.19	-	3.17	0.60	0.79
4	Computers	3.23	-		3.23	2.27	-	0.36	-	2.63	0.60	0.96
5	Furniture and Fixtures	19.60	-		19.60	15.53	-	0.95	-	16.48	3.12	4.06
6	Office Equipment	5.35			5.35	4.06	-	0.27	-	4.33	1.02	1.29
	<b>Total Tangible Assets</b>	<b>123.53</b>	<b>-</b>	<b>-</b>	<b>123.53</b>	<b>92.14</b>	<b>-</b>	<b>9.10</b>	<b>-</b>	<b>101.24</b>	<b>22.29</b>	<b>31.40</b>
	<b>Previous Year</b>	<b>122.91</b>	<b>0.62</b>	<b>-</b>	<b>123.53</b>	<b>79.13</b>	<b>-</b>	<b>13.00</b>	<b>-</b>	<b>92.14</b>	<b>31.40</b>	<b>43.78</b>
II.	<b>Capital Work In Progress</b>											
	<b>Total</b>											
	<b>Previous Year</b>											

I.11.2 Ageing Schedule of Capital Work In Progress :		Amount in CWIP for a period of				
Particulars	Less than 1 year	1-2 years	2-3 years	more than 3 years	Total	
Projects in Progress	-	-	-	-	-	

	Fixed Assets	Gross Block			Accumulated Depreciation					Net Block		
		As At 01-Apr-2021	Purchase during the period	Disposals	As At 31-Mar-22	Upto 01-Apr-2021	Dep.fund Adjstmt.	For the period	Disposals	Upto 31-Mar-22	As At 31-Mar-22	As At 31-Mar-2021
I.	<b>Tangible Assets</b>											
1	Plant and Equipment	0.32	-		0.32	0.30	-	0.01		0.30	0.02	0.02
2	Vehicle	91.27	-		91.27	55.99	-	11.01	-	67.00	24.27	35.28
3	Electrical Installation	3.77			3.77	2.72	-	0.26	-	2.97	0.79	1.05
4	Computers	2.61	0.62		3.23	2.12	-	0.14	-	2.27	0.96	0.48
5	Furniture and Fixtures	19.60			19.60	14.28	-	1.26	-	15.53	4.06	5.32
6	Office Equipment	5.35			5.35	3.73	-	0.33	-	4.06	1.29	1.62
	<b>Total Tangible Assets</b>	<b>122.91</b>	<b>0.62</b>	<b>-</b>	<b>123.53</b>	<b>79.13</b>	<b>-</b>	<b>13.00</b>	<b>-</b>	<b>92.14</b>	<b>31.40</b>	<b>43.78</b>
	<b>Previous Year</b>	<b>122.45</b>	<b>0.46</b>	<b>-</b>	<b>122.91</b>	<b>60.58</b>	<b>-</b>	<b>18.55</b>	<b>-</b>	<b>79.13</b>	<b>43.78</b>	<b>61.86</b>
	<b>Capital Work In Progress</b>											
	<b>Total</b>											
	<b>Previous Year</b>											
	<b>Total</b>	<b>122.91</b>	<b>0.62</b>	<b>-</b>	<b>123.53</b>	<b>79.13</b>	<b>-</b>	<b>13.00</b>	<b>-</b>	<b>92.14</b>	<b>31.40</b>	<b>43.78</b>

I.11.3 Ageing Schedule of Capital Work In Progress :		Amount in CWIP for a period of				
Particulars	Less than 1 year	1-2 years	2-3 years	more than 3 years	Total	
Projects in Progress	-	-	-	-	-	



**Annexure - I.12**

**Restated Statement of Non-Current Investments** (₹ in Lakhs)

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Unquoted Investments:	-	-	-	-
	-	-	-	-

(Market Value : Not applicable)

**Annexure - I.13**

**Restated Statement of Long-term loans and advances** (₹ in Lakhs)

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
a. Security Deposit	0.10	0.10	0.10	0.10
b. Rent Deposit	31.00	31.00	20.00	20.00
<b>Total</b>	<b>31.10</b>	<b>31.10</b>	<b>20.10</b>	<b>20.10</b>

**Annexure - I.14**

**Restated Statement of Non Current Asset** (₹ in Lakhs)

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Other Receivables	3.60	2.00	1.05	3.59
<b>Total</b>	<b>3.60</b>	<b>2.00</b>	<b>1.05</b>	<b>3.59</b>

**Annexure - I.15**

**Restated Statement of Inventories (Valued at Cost or NRV which ever is lower)** (₹ in Lakhs)

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
a. Raw Materials and components	-	-	-	-
b. Work-in-progress	-	-	-	-
c. Finished goods /Stock in Trade	2,404.63	2,070.37	1,125.77	1,426.71
d. Stores and spares	-	-	-	-
e. Waste	-	-	-	-
<b>Total</b>	<b>2,404.63</b>	<b>2,070.38</b>	<b>1,125.77</b>	<b>1,426.71</b>

**Annexure - I.16**

**Restated Statement of Trade receivables** (₹ in Lakhs)

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Unsecured				
Undisputed Trade Receivable - considered good	747.32	100.00	-	-
<b>Total</b>	<b>747.32</b>	<b>100.00</b>	<b>-</b>	<b>-</b>

**Aging of receivables**

As at 30/09/2024

Particulars	Less than 6 months	6 Months - 1 year	1-2 years	2-3 years	More than 3 years
<b>Undisputed</b>					
Trade receivables - Considered good	750.02	-	-	-	-
Trade receivables - doubtful debt	-	-	-	-	-
<b>Disputed</b>					
Trade receivables - Considered good	-	-	-	-	-
Trade receivables - doubtful debt	-	-	-	-	-
<b>Total</b>	<b>750.02</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

As at 31/03/2024					
Particulars	Less than 6 months	6 Months - 1 year	1-2 years	2-3 years	More than 3 years
<b>Undisputed</b>					
Trade receivables - Considered good	100.00	-	-	-	-
Trade receivables - doubtful debt	-	-	-	-	-
<b>Disputed</b>					
Trade receivables - Considered good	-	-	-	-	-
Trade receivables - doubtful debt	-	-	-	-	-
<b>Total</b>	<b>100.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

As at 31/03/2023					
Particulars	Less than 6 months	6 Months - 1 year	1-2 years	2-3 years	More than 3 years
<b>Undisputed</b>					
Trade receivables - Considered good	-	-	-	-	-
Trade receivables - doubtful debt	-	-	-	-	-
<b>Disputed</b>					
Trade receivables - Considered good	-	-	-	-	-
Trade receivables - doubtful debt	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

As at 31/03/2022					
Particulars	Less than 6 months	6 Months - 1 year	1-2 years	2-3 years	More than 3 years
<b>Undisputed</b>					
Trade receivables - Considered good	-	-	-	-	-
Trade receivables - doubtful debt	-	-	-	-	-
<b>Disputed</b>					
Trade receivables - Considered good	-	-	-	-	-
Trade receivables - doubtful debt	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Annexure - I.17**

**Restated Statement of Cash and Bank Balance**

(₹ in Lakhs)

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>Cash and Cash Equivalents</b>				
Bank Balance				
(i) Current Account	2.87	300.37	9.10	0.96
(iii) Deposit Account	25.27	5.35	-	12.17
Debit Balance In OD A/C	-	-	72.18	-
Cash on Hand	17.30	44.27	36.86	5.56
<b>Total</b>	<b>45.44</b>	<b>349.99</b>	<b>118.14</b>	<b>18.69</b>

**Annexure - I.18**

**Restated Statement of Short Term Loans And Advances**

(₹ in Lakhs)

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>Advance</b>				
Suppliers	45.74	0.84	-	-
Creditors for Expenses	0.93	-	-	-
Loans and Advances	-	-	-	-
<b>Total</b>	<b>46.67</b>	<b>0.84</b>	<b>-</b>	<b>-</b>

<b>Annexure - I.19</b>				
<b>Restated Statement of Other current assets</b>				
(₹ in Lakhs)				
Particulars	As at	As at March	As at March	As at March
	September 30, 2024	31, 2024	31, 2023	31, 2022
Advances Tax	-	-	-	-
Prepaid Expenses	1.40	3.84	1.49	7.56
Income Tax Refundable	-	-	-	0.31
unamortised IPO Expenses	-	-	-	-
Balance with Government Authority	5.99	6.33	-	-
<b>Total</b>	<b>7.39</b>	<b>10.17</b>	<b>1.49</b>	<b>7.87</b>

<b>Annexure - II.1</b>				
<b>Restated Statement of Revenue from operations</b>				
(₹ in Lakhs)				
Particulars	For the Period Ended On			
	Sept 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Sale of products	2,477.83	4,335.11	1,363.01	675.18
Sales of Services	-	-	-	-
Other Operating Revenue	-	-	-	-
<b>Total</b>	<b>2,477.83</b>	<b>4,335.11</b>	<b>1,363.01</b>	<b>675.18</b>
<b>Note:</b>				
<b>(i) Sale of products comprises following :</b>				
Domestic sales	2,477.83	4,335.11	1,363.01	675.18
Export sales	-	-	-	-
Export sales - SEZ	-	-	-	-
<b>Total</b>	<b>2,477.83</b>	<b>4,335.11</b>	<b>1,363.01</b>	<b>675.18</b>
<b>(ii) Other Operating Revenue comprises:-</b>				
Job work Charges	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

<b>Annexure - II.2</b>				
<b>Restated Statement of Other income</b>				
(₹ in Lakhs)				
Particulars	For the Period Ended On			
	Sept 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Interest Income	1.57	0.35	0.51	0.64
Other Income	0.02	2.96	-	-
<b>Total</b>	<b>1.59</b>	<b>3.31</b>	<b>0.51</b>	<b>0.64</b>

<b>Annexure - II.3</b>				
<b>Restated Statement of Cost of materials consumed</b>				
(₹ in Lakhs)				
Particulars	For the Period Ended On			
	Sept 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Inventories at the beginning of the year	-	-	-	-
Add: Purchases during the year	-	-	-	-
Less: Closing stock at the end of the year	-	-	-	-
<b>Cost of materials consumed</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

<b>Annexure - II.4</b>				
<b>Restated Statement of Purchases of stock-in-trade</b>				
(₹ in Lakhs)				
Particulars	For the Period Ended On			
	Sept 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Purchases of stock-in-trade	2,287.36	4,544.02	714.52	446.29
<b>Purchases of stock-in-trade</b>	<b>2,287.36</b>	<b>4,544.02</b>	<b>714.52</b>	<b>446.29</b>

<b>Annexure - II.5</b>				
<b>Restated Statement of Changes in inventories of finished goods and work-in-progress</b>				
Particulars	For the Period Ended On			
	Sept 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
<b>Inventories at the end of the year:</b>				
(a) Finished goods / Stock in Trade	2,404.63	2,070.37	1,125.77	1,426.71
(b) Work-in-progress	-	-	-	-
(c) Scrap	-	-	-	-
(d) Packing Material	-	-	-	-
	<b>2,404.63</b>	<b>2,070.37</b>	<b>1,125.77</b>	<b>1,426.71</b>
<b>Inventories at the beginning of the year:</b>				
(a) Finished goods / Stock in Trade	2,070.37	1,125.77	1,426.71	1,417.93
(b) Work-in-progress	-	-	-	-
(c) Scrap	-	-	-	-
(d) Packing Material	-	-	-	-
	<b>2,070.37</b>	<b>1,125.77</b>	<b>1,426.71</b>	<b>1,417.93</b>
<b>Net (increase) / decrease</b>	<b>(334.26)</b>	<b>(944.60)</b>	<b>300.94</b>	<b>(8.78)</b>
<b>Annexure - II.6</b>				
<b>Restated Statement of Employee benefits expense</b> (₹ in Lakhs)				
Particulars	For the Period Ended On			
	Sept 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
(a) Salaries and wages	18.49	39.89	29.78	27.09
(b) Directors Remunerations	15.00	30.00	30.00	14.00
(c) Gratuity	0.98	2.74	1.10	0.19
(d) Contributions to provident and ESIC	0.09	0.08	0.04	0.05
(f) Other Allowances	0.34	2.02	1.80	0.11
<b>Total</b>	<b>34.90</b>	<b>74.73</b>	<b>62.73</b>	<b>41.44</b>
<b>Annexure - II.7</b>				
<b>Restated Statement of Finance costs</b> (₹ in Lakhs)				
Particulars	For the Period Ended On			
	Sept 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Interest Expense	88.09	100.12	92.63	99.46
Other borrowing costs; bank Charges	0.66	9.94	13.57	2.03
Net (gain) / loss on foreign currency transactions and translation (considered as finance cost)	-	-	-	-
<b>Total</b>	<b>88.74</b>	<b>110.06</b>	<b>106.20</b>	<b>101.49</b>
<b>Annexure - II.8</b>				
<b>Restated Statement of Other expenses</b> (₹ in Lakhs)				
Particulars	For the Period Ended On			
	Sept 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Auditors Remunerations	-	0.75	0.55	0.25
Advertisement Expenses	9.98	6.85	19.14	2.39
Freight Expense	0.14	0.31	0.24	0.15
Hallmarking Charges	0.95	2.21	0.61	0.66
Insurance Expenses	2.07	1.87	1.01	0.91
Issue Expenses	3.00	-	-	-
Legal & Professional & Consultancy Charges	1.93	2.01	9.20	0.74
Marketing Expense/ Business Promotion Expense	-	0.21	-	1.00
Postage & Courier	0.10	0.02	0.02	0.01
Power & Electricity	3.29	3.09	2.55	2.21
Printing & Stationery	0.01	0.07	0.24	-
Packing Expense	2.76	1.22	1.43	1.78
Making Charges	38.53	45.99	11.36	5.67
Rent	10.22	13.85	7.15	6.06
Repair & Maintainance	0.02	0.25	0.29	1.91
Rates & Taxes	1.41	1.35	0.65	0.38
Roc Expense	-	0.04	3.23	-
Rebate & Discount	-	(0.00)	3.18	-
Rounded off	0.01	-	-	0.03
Vehicle Maintenance Expense	0.35	1.50	2.33	1.38
Vehicle Insurance Expense	0.82	1.49	1.41	0.70
Security Expense	1.43	2.88	2.69	2.64
Telephone & Internet Expenses	0.35	0.68	0.67	0.54
Tour & Traveling Exp	0.45	1.46	0.72	0.79
Miscellaneous Expenses	1.82	1.16	12.65	1.14
	175			-
<b>Total (A+B+C)</b>	<b>79.65</b>	<b>89.26</b>	<b>81.31</b>	<b>31.35</b>

## Annexure - II.9

## Restated Statement of Exceptional Items

(₹ in Lakhs)

Particulars	For the Period Ended On			
	Sept 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
<b>Before Exceptional Itmes</b>				
NIL	-	-	-	-
<b>Total (A+B+C)</b>	-	-	-	-

## Annexure - II.9

## Restated Statement of Earning Per Equity Share

(₹ in Lakhs)

Particulars	For the Period Ended On			
	Sept 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
<b>Before Exceptional Itmes</b>				
1.Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (₹ in Lakhs)	225.46	324.13	62.36	36.47
2. Actual number of equity shares used as denominator for calculating EPS	59,85,628	59,85,628	59,85,628	16,67,500
2. Weighted Average number of equity shares used as denominator for calculating EPS Post Bonus	59,85,628	59,85,628	54,52,477	52,85,628
4. Basic and Diluted Earning per Share (On Face value of Rs. 10/ per share) (Annualised for Sept 30, 2024):	7.53	5.42	1.14	0.69

**ANNEXURE –V**  
**Notes to the Re-stated Financial Statements:**

**I. Additional Information to the Financial Statements:-**

(₹ in Lakhs)

Particulars	For the Year Ended On			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
<b>1. CIF Value of Imports</b> Raw Material Raw Material (Payment Made) Traded Goods Capital Goods/ Stores & Spare Parts <b>2. Expenditure in Foreign Currency</b> In respect of Business Promotion, Repair & Maintenance & Profession Consultancy & Other Misc Expenses - In respect of Foreign Travelling. - Container Freight <b>3. Earnings in Foreign Currency</b> Exports (FOB Value) Exports Realisation	NIL			

**II. Segment Information**

The Company is engaged in a single business segment - retail business of jewellery and ornaments made from gold and diamonds and operates primarily in one geographical area. Based on the internal reporting provided to the Chief Operating Decision Maker (CODM), there are no distinguishable business or geographical segments. Therefore, segment reporting, as required under Accounting Standard (AS) 17 - "Segment Reporting," is not applicable to the Company for the period ended September 30, 2024 and year ended March 31, 2024, 2023, 2022.

**III Additional regulatory information**

**(a) Corporate Social Responsibility (CSR)**

As per Section 135 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 the immediately preceding 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.

Provisions of section 135 of Companies Act, 2013 is not applicable to the company.

**(a) Details of crypto currency or virtual currency**

The Company has neither traded nor invested in Crypto currency or Virtual Currency for the period ended September 30, 2024 and year ended March 31, 2024, 2023, 2022. Further, the Company has also not received any deposits or advances from any person for the purpose of trading or investing in Crypto Currency or Virtual Currency.

**(b) Compliance with approved scheme of arrangements**

Company is not engaged in any scheme of arrangements.

**(c) Undisclosed income**

During the Periods, the Company has not surrendered or disclosed as income any transactions not recorded in the books of accounts in the course of tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

**(d) Relationship with struck off companies**

The Company does not have any transactions with the companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 for the period ended September 30, 2024 and year ended March 31, 2024, 2023, 2022.

**(e) Compliance with numbers of layers of companies**

The Company is in compliance with the number of layers of companies in accordance with clause 87 of Section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017 for the period ended September 30, 2024 and year ended March 31, 2024, 2023, 2022.

**(f) Utilisation of borrowed funds and share premium**

for the period ended September 30, 2024 and March 31, 2024, 2023, 2022, the Company has not advanced or Loans or invested funds (either borrowed funds or share premium or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:

- i) 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
- ii) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

For the period ended September 30, 2024 and year ended March 31, 2024, 2023, 2022, the Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- i) 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
- ii) provide any guarantee, security, or the like on behalf of the ultimate beneficiaries.

**(g) The Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority.**

**(h) No proceeding have been initiated nor pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.**

**IV. 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.

**V. 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.

**VI. Material Adjustments in Restated Profit & Loss Account:**

(₹ in Lakhs)

Particulars	For the Period /Year Ended			
	September 30,2024	March 31, 2024	March 31, 2023	March 31, 2022
<b>Profit After Tax as per Books of Accounts</b>	<b>226.07</b>	<b>319.21</b>	<b>57.36</b>	<b>36.11</b>
Adjustment for provision of Depreciation	-	-	-	-
Adjustment for Gratuity Provision	(0.98)	8.82	(1.10)	(0.19)
Adjustment for provision of Income Tax	0.09	(5.33)	7.09	(0.00)
Adjustment for provision of Deferred Tax	0.27	1.43	(0.99)	0.56
<b>Total Adjustments</b>	<b>(0.61)</b>	<b>4.93</b>	<b>5.00</b>	<b>0.37</b>
<b>Profit After Tax as per Restated</b>	<b>225.46</b>	<b>324.14</b>	<b>62.36</b>	<b>36.47</b>

**Reconciliation of Equity**

Particulars	As at			
	September 30,2024	March 31, 2024	March 31, 2023	March 31, 2022
<b>Balance of Equity (Networth) as per Audited Financial Statement</b>	1,202.72	976.65	657.43	250.07
Adjustment on account of Opening Gratuity Provision	-	-	-	-
Adjustment related to Profit and Loss account	2.62	3.24	(1.69)	(6.69)
<b>Balance of Equity (Networth) as per Restated Financial Statement</b>	<b>1,205.33</b>	<b>979.88</b>	<b>655.74</b>	<b>243.38</b>

**VII. Details of dues to Micro and Small Enterprises as defined under the MSME Act, 2006**

Based on the information available with the Company in respect of MSME (as defined in the Micro, Small and Medium Enterprises Development Act, 2006) and as confirmed to us there are no delays in payment of dues to such enterprise during the year.

The identification of Micro, Small and Medium Enterprises Suppliers as defined under "The Micro, Small and Medium Enterprises Development Act, 2006" is based on the information available with the management. As certified by the management, the amounts overdue as on for the period ended September 30, 2024 and year ended March 31, 2024, 2023, 2022 to Micro, Small and Medium Enterprises on account of principal amount together with interest, aggregate to Rs. Nil.

I. Other figures of the previous years have been regrouped / reclassified and / or rearranged wherever necessary.

II. The balance of Sundry Creditors, Sundry Debtors, Loans Advances, Unsecured Loans, and Current Liabilities are subject to confirmation and reconciliation.

**VIII. 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.****IX. Long Term Employee Benefits [AS-15]**

Accounting Standard (AS) – 15 issued by ICAI is Mandatory. The Company has accounted for Long Term employee Benefits based on Actuarial Valuation report.

**Assumption used by Actuarial for Gratuity Provision**

Particulars	For the Period /Year Ended on			
	September 30,2024	March 31, 2024	March 31, 2023	March 31, 2022
Discount Rate	7.00%	7.25%	7.25%	7.25%
Salary Growth Rate	5.00%	5.00%	5.00%	5.00%
Mortality	IALM 2012-14	IALM 2012-14	IALM 2012-14	IALM 2012-14
Expected rate of return	0.00%	0.00%	0.00%	0.00%
Withdrawal rate (Per Annum)	10.00%	10.00%	10.00%	10.00%
Normal Retirement Age	60	60	60	60
Salary	Last Drawn Qualifying Salary	Last Drawn Qualifying Salary	Last Drawn Qualifying Salary	Last Drawn Qualifying Salary
Vesting Period	5 Years	5 Years	5 Years	5 Years
Benefits on Normal Retirement	15/26*Salary *Past Services (Yr.)	15/26*Salary *Past Services (Yr.)	15/26*Salary *Past Services (Yr.)	15/26*Salary *Past Services (Yr.)
Benefit on early exit due to death and disability	as above except that no vesting condition apply	as above except that no vesting condition apply	as above except that no vesting condition apply	as above except that no vesting condition apply
Limit	Rs. 20 Lakhs	Rs. 20 Lakhs	Rs. 20 Lakhs	Rs. 20 Lakhs

(Source: Based on Valuation report Mr. Ashok Kumar Garg (Fellow Member of Institute of Actuaries of India -00057) Report dated April 12, 2024 for FY 2021-22, Report dated April 12, 2024 for FY 2022-23, report dated June 04, 2024 for the FY 2023-24, and Report dated November 16, 2024 for period ended September 30, 2024

<b>X. Trade Receivables, Trade Payables, Borrowings, Loans &amp; Advances and Deposits</b>
Balances of Trade Receivables, Trade Payables, Borrowings and Loans & Advances and Deposits are subject to confirmation.
<b>XI. Re-grouping/re-classification of amounts</b>
The figures have been grouped and classified wherever they were necessary.
<b>XII. Examination of Books of Accounts &amp; Contingent Liability</b>
The list of books of accounts maintained is based on information provided by the assessee 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.
<b>XIII. Director Personal Expenses</b>
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.
<b>XIV. Deferred Tax Asset / Liability: [AS-22]</b>
The company has created Deferred Tax Asset / Liability as required by Accounting Standard (AS) - 22.
<b>XV. Pending registration / satisfaction of charges with ROC</b>
NIL

#### ANNEXURE –VI

Particulars	Sept 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Net Profit as Restated	225.46	324.13	62.36	36.47
Add: Depreciation	10.49	6.26	9.10	13.00
Add: Finance Cost	88.74	110.06	106.20	101.49
Add: Income Tax/ Deferred Tax	87.08	134.55	26.36	14.55
Less: Other Income	(1.59)	(3.31)	(0.51)	(0.64)
<b>EBITDA</b>	<b>410.18</b>	<b>571.70</b>	<b>203.51</b>	<b>164.87</b>
<b>EBITDA Margin (%)</b>	<b>16.55%</b>	<b>13.19%</b>	<b>14.93%</b>	<b>24.42%</b>
Net Worth as Restated	1,205.33	979.88	655.74	243.38
<b>Return on Net worth (%) as Restated (Annualised for Sept 30, 2024)</b>	<b>37.41%</b>	<b>33.08%</b>	<b>9.51%</b>	<b>14.99%</b>
Equity Share at the end of year (in Nos.)(C)	59,85,628	59,85,628	59,85,628	16,67,500
Weighted No. of Equity Shares (in Nos.)(D)	59,85,628	59,85,628	54,52,477	52,85,628
Weighted No. of Equity Shares Considering Bonus Impact (E) (Post Bonus after restated period with retrospective effect)	59,85,628	59,85,628	54,52,477	52,85,628
(Annualised for Sept 30, 2024)				
<b>(A/D)</b>	<b>7.53</b>	<b>5.42</b>	<b>1.14</b>	<b>0.69</b>
<b>after considering Bonus Impact with retrospective effect (Annualised for Sept 30, 2024)</b>				
<b>(A/E)</b>	<b>7.53</b>	<b>5.42</b>	<b>1.14</b>	<b>0.69</b>
<b>Net Asset Value per Equity share as Restated (B/C)</b>	<b>20.14</b>	<b>16.37</b>	<b>10.96</b>	<b>14.60</b>
<b>Net Asset Value per Equity share as Restated after considering Bonus &amp; Split Impact with retrospective effect (B/E)</b>	<b>20.14</b>	<b>16.37</b>	<b>12.03</b>	<b>4.60</b>

#### Note:-

EBITDA Margin = EBITDA/Total Revenues

Networth= Paid up share capital plus reserves and surplus less miscellaneous expenditure to the extent not written off

Earnings per share (₹) = Profit available to equity shareholders / Weighted No. of shares outstanding at the end of the year

Return on Net worth (%) = Restated Profit after taxation / Net worth x 100

Net asset value/Book value per share (₹) = Net worth / No. of equity shares

The Company does not have any revaluation reserves or extra-ordinary items.



### Accounting Ratios

Sr. No.	Particulars	Sept 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022	Comments, if variance is exceeds 25%
1	Current Assets	3,251.44	2,531.38	1,245.40	1,453.27	Ratio has deteriorated due to increase in current liabilities.
	Current Liabilities	853.12	294.00	177.72	646.21	
	<b>Current Ratio (In Times)</b>	<b>3.81</b>	<b>8.61</b>	<b>7.01</b>	<b>2.25</b>	
	Variation	-55.73%	22.86%	211.61%		
2	Total Debt (Short Term + Long Term)	1,911.15	1,538.40	567.34	1,200.82	NA
	Equity	1,205.33	979.88	655.74	243.38	
	<b>Debt Equity Ratio</b>	<b>1.59</b>	<b>1.57</b>	<b>0.87</b>	<b>4.93</b>	
	Variation	0.99%	81.46%	-82.46%		
3	Earnings available for debt service	410.18	571.70	203.51	164.86	NA
	Debt Service	192.60	206.77	153.20	114.62	
	<b>Debt Service Coverage Ratio</b>	<b>2.13</b>	<b>2.76</b>	<b>1.33</b>	<b>1.44</b>	
	Variation	-22.97%	108.13%	-7.64%		
4	Net Profits after taxes – Preference Dividend (if any)	225.46	324.13	62.36	36.47	NA
	Average Shareholder's Equity	1,092.60	817.81	449.56	225.15	
	<b>Return on Equity (ROE) (Annualised for Sept 30, 2024):</b>	<b>0.41</b>	<b>0.40</b>	<b>0.14</b>	<b>0.16</b>	
	Variation	4.13%	185.74%	-14.38%		
5	Sales	2,477.83	4,335.11	1,363.01	675.18	NA
	Average Inventory	2,237.50	1,598.07	1,276.24	1,422.32	
	<b>Inventory Turnover ratio (Annualised for Sept 30, 2024):</b>	<b>2.21</b>	<b>2.71</b>	<b>1.07</b>	<b>0.47</b>	
	Variation	-18.35%	154.00%	124.98%		
6	Net Credit Sales	2,477.83	4,335.11	1,363.01	675.18	Variance is on account of significant increase in Trade Receivables
	Average Accounts Receivable	423.66	50.00	-	1.09	
	<b>Trade receivables turnover ratio (Annualised for Sept 30, 2024):</b>	<b>11.70</b>	<b>86.70</b>	<b>NIL</b>	<b>618.48</b>	
	Variation	-86.51%	100.00%	NA		
7	Net Credit Purchases (Purchase + Other Expenses)	2,367.01	4,633.28	795.83	477.64	Variance is on account of significant increase in Trade Payables
	Average Trade Payables	39.71	21.73	25.24	39.58	
	<b>Trade payables turnover ratio (Annualised for Sept 30, 2024):</b>	<b>119.21</b>	<b>213.25</b>	<b>31.54</b>	<b>12.07</b>	
	Variation	-44.10%	576.21%	161.35%		
8	Net Sales	2,477.83	4,335.11	1,363.01	675.18	NA
	Average Working Capital	2,317.85	1,652.53	937.37	807.06	
	<b>Net capital turnover ratio (Annualised for Sept 30, 2024):</b>	<b>2.14</b>	<b>2.62</b>	<b>1.45</b>	<b>0.84</b>	
	Variation	-18.50%	80.41%	73.81%		
9	Net Profit	225.46	324.13	62.36	36.47	NA
	Net Sales	2,477.83	4,335.11	1,363.01	675.18	
	<b>Net profit ratio</b>	<b>9.10</b>	<b>7.48</b>	<b>4.57</b>	<b>5.40</b>	
	Variation	21.69%	63.43%	-15.31%		
10	Earning before interest and taxes (EBIT)	401.28	568.75	194.92	152.50	NA
	Average Capital Employed	2,805.65	1,860.24	1,323.97	1,421.98	
	<b>Return on capital employed (ROCE) (Annualised for Sept 30, 2024):</b>	<b>0.29</b>	<b>180</b>	<b>0.31</b>	<b>0.15</b>	
	Variation	-6.44%	107.67%	37.28%		
11		NA	NA	NA	NA	NA

**ANNEXURE –VII**

**Statement of Capitalization, As Restated**

(₹ in Lakhs)

Particulars	Pre-Issue	Post Issue*
	September 30,2024	
<b>Debt :</b>		
Long Term Debt	1,301.27	[●]
Short Term Debt	609.88	[●]
<b>Total Debt</b>	<b>1,911.15</b>	<b>[●]</b>
<b>Shareholders Funds</b>		
Equity Share Capital	598.56	[●]
Reserves and Surplus	606.77	[●]
Less: Misc. Expenditure	-	-
<b>Total Shareholders' Funds</b>	<b>1,205.33</b>	<b>[●]</b>
<b>Long Term Debt/ Shareholders' Funds</b>	<b>1.08</b>	<b>[●]</b>
<b>Total Debt / Shareholders Fund</b>	<b>1.59</b>	<b>[●]</b>
* Assuming Full Allotment of IPO shares		

**ANNEXURE –VIII**

**Statement of Tax Shelter, As Restated**

(₹ in Lakhs)

Particulars	As At			
	Sept 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
<b>Profit Before Tax as per books of accounts (A)</b>	<b>312.53</b>	<b>458.69</b>	<b>88.72</b>	<b>51.01</b>
-- Normal Tax rate	27.82%	27.82%	26.00%	26.00%
-- Minimum Alternative Tax rate	15.60%	15.60%	15.60%	15.60%
<b>Permanent differences</b>				
Expenses Disallowed under Section 37	0.46	0.89	9.57	0.35
Interest on TDS/TDS Written Off	-	-	-	-
Loss on sale of Investment	-	-	-	-
<b>Total (B)</b>	<b>0.46</b>	<b>0.89</b>	<b>9.57</b>	<b>0.35</b>
<b>Timing Differences</b>				
Depreciation as per Books of Accounts	10.49	6.26	9.10	13.00
Depreciation as per Income Tax	6.40	7.35	8.67	10.05
Difference between tax depreciation and book depreciation	4.09	(1.09)	0.44	2.95
Gratuity Provision in Books	0.98	2.74	1.10	0.19
Gratuity Actually Paid	-	-	-	-
Deduction under chapter VI-A	-	-	-	-
<b>Total (C)</b>	<b>5.07</b>	<b>1.65</b>	<b>1.54</b>	<b>3.13</b>
<b>Net Adjustments (D = B+C)</b>	<b>5.54</b>	<b>2.54</b>	<b>11.10</b>	<b>3.49</b>
<b>Total Income (E = A+D)</b>	<b>318.07</b>	<b>461.22</b>	<b>99.82</b>	<b>54.50</b>
Brought forward losses set off	-	-	-	-
<b>Taxable Income/ (Loss) for the year/period (E+F)</b>	<b>318.07</b>	<b>461.22</b>	<b>99.82</b>	<b>54.50</b>
Tax Payable for the year	88.49	128.31	25.95	14.17
Interest Expenses	-	7.39	0.81	1.19
Total Tax Expense	88.49	135.70	26.76	15.36
Tax payable as per MAT	50.00	72.00	13.84	7.96
Tax payable as per normal rates or MAT (whichever is higher)	<b>Income Tax</b>	<b>Income Tax</b>	<b>Income Tax</b>	<b>Income Tax</b>

**ANNEXURE –IX**

**Statement of Related Party & Transactions :**

**List of Related Parties where Control exists and Relationships:**

<b>Sr. No</b>	<b>Name of the Related Party</b>	<b>Relationship</b>
1	Mr.S.Manoj Kumar	Key Managerial Personnel
2	Mr. S. Sunil	Key Managerial Personnel
3	Ms. Rajkumari M	Key Managerial Personnel
4	Ms. Vaneeta Khanna	Key Managerial Personnel
5	Mr. Mayank GirishBhai Garach	Key Managerial Personnel
4	Ms. Damayanthi Bai	Relative of KMP
5	Ms. Prachi	Relative of KMP
6	Ms. Shalu	Relative of KMP
7	Ms.Vanshika M	Relative of KMP

<b>Transactions during the year:</b>	<b>₹ in Lakhs</b>			
	<b>September 30, 2024</b>	<b>For the Year Ended on</b>		
		<b>March 31, 2024</b>	<b>March 31, 2023</b>	<b>March 31, 2022</b>
<b>Interest Expense</b>				
Mr.S.Manoj Kumar	1.99	1.21	9.96	10.56
Mr. S. Sunil	2.74	2.57	8.27	8.11
Ms. Rajkumari M	-	-	-	-
<b>Remuneration</b>				
Mr.S.Manoj Kumar	6.00	12.00	12.00	7.00
Mr. S. Sunil	5.00	10.00	10.00	7.00
Ms. Rajkumari M	4.00	8.00	8.66	3.30
Ms. Shalu	2.80	4.80	2.79	1.40
Ms.Vanshika M	-	-	2.64	0.85
Ms. Vaneeta Khanna	1.32	2.58	1.26	-
Mr. Mayank GirishBhai Garach	0.20	-	-	-

*Figures shown above are exclusive of GST and TDS*

**ANNEXURE –X**

**Statement of Dividends**

No Dividend Paid in last three years.

**ANNEXURE – XI**

**Changes in the Significant Accounting Policies**

There have been no changes in the accounting policies of the company for the period disclosed in the restated financial statement except for accounting for long term employee benefits (Gratuity). Company has changed the accounting policy for Gratuity from cash basis to based on Actuarial Valuation report. Actuarial valuation report is issued by Mr. Ashok Kumar Garg (Fellow Member of Institute of Actuaries of India -00057) Report dated April 12, 2024 for FY 2021-22, Report dated April 12, 2024 for FY 2022-23, report dated June 04, 2024 for the FY 2023-24, and Report dated November 16, 2024 for period ended September 30, 2024

**Impact on Profit and loss account due to change in accounting policy.**

**(₹ in Lakhs)**

<b>Particulars</b>	<b>As at September 30,2024</b>	<b>As at March 31, 2024</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
Reduction in Profits to the extent of	0.98	2.74	1.10	0.19

Company has provided for Gratuity expenses for the first time in financial for FY 2023-24 in the Books of Account.

**ANNEXURE – XII**

**Contingent Liabilities:**

a.Claims against the Company (including unasserted claims) not acknowledged as debt:

**(₹ in Lakhs)**

<b>Particulars</b>	<b>As at September 30,2024</b>	<b>As at March 31, 2024</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
Related to Direct Tax Matters	0.87	0.86	0.77	0.75
Related to Indirect Tax Matters	1.40	-	-	-

**(₹ in Lakhs)**

<b>Capital Commitment</b>	<b>As at September 30,2024</b>	<b>As at March 31, 2024</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
Estimated value of contracts in capital account remaining to be executed (net of capital advance)	-	-	-	-
Custom Duty against import under EPCG Scheme	-	-	-	-

## CAPITALISATION STATEMENT

The following table sets forth our capitalisation derived from our Restated Financial Statements as at September 30, 2024, and as adjusted for the issue. This table should be read in conjunction with “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*”, “*Restated Financial Information*” and “*Risk Factors*” on pages 187, 157, and 29, respectively of this Draft Prospectus.

(₹ in Lakhs)

Particulars	Pre-Issue	Post Issue*
	September 30,2024	
<b>Debt :</b>		
Long Term Debt	1,301.27	[●]
Short Term Debt	609.88	[●]
<b>Total Debt</b>	<b>1,911.15</b>	<b>[●]</b>
<b>Shareholders Funds</b>		
Equity Share Capital	598.56	[●]
Reserves and Surplus	606.77	[●]
Less: Misc. Expenditure	-	-
<b>Total Shareholders’ Funds</b>	<b>1,205.33</b>	<b>[●]</b>
<b>Long Term Debt/ Shareholders’ Funds</b>	<b>1.08</b>	<b>[●]</b>
<b>Total Debt / Shareholders Fund</b>	<b>1.59</b>	<b>[●]</b>
* Assuming Full Allotment of IPO shares		

## FINANCIAL INDEBTEDNESS

### SECURED BORROWINGS

As on November 30, 2024, we have availed secured loans of which the total outstanding amount secured loan is ₹ 1707.85 lakhs as of date, the details of which are as under:

(Rs. In Lakhs)

Sr. No.	Name of Bank	Rate of Interest (p.a.)	Sanctioned Amount	Amount outstanding as on March 31, 2024	Tenure	Security	Joint Borrowers/ Guarantee
1.	Arka Fincap Limited	AFL Reference rate less 6.75%	300.00	292.00	180 Months	<b>Primary Securities:</b> Land and Building – No 31 16 41 6 Veerappan Street, Sowcarpet, Chennai 600079 Tamil Nadu	<b>Co-applicants:</b> <ul style="list-style-type: none"> <li>• Mangalam Foundations</li> <li>• Shanthilal Jain Manojkumar</li> <li>• Shanthilal Sunil</li> <li>• Raj Kumari</li> <li>• Shalu</li> </ul>
2.	Indusind bank term loan	Repo rate + 2.60%	700.00	674.24	120 Months	Personal guarantee of all directors and personal property of directors is mortgaged.	<ul style="list-style-type: none"> <li>• S.Manojkumar</li> <li>• S.Sunil</li> <li>• Shalu</li> <li>• Rajkumari M</li> <li>• Mangalam Foundations</li> </ul>
3.	Indusind bank term loan	Repo rate + 3.25%	400.00	358.46	120 Months	Personal guarantee of all directors and personal property of directors is mortgaged.	<ul style="list-style-type: none"> <li>• S.Manoj kumar</li> <li>• S.Sunil</li> <li>• Shalu</li> <li>• Raj Kumari S</li> </ul>
4.	Axis Bank Ltd	Repo rate + 3.50%	<ul style="list-style-type: none"> <li>• Cash Credit of 350.00</li> <li>• Dropline Overdraft of 100.00</li> </ul>	<ul style="list-style-type: none"> <li>• 319.36</li> <li>• 63.79</li> </ul>	<ul style="list-style-type: none"> <li>• 12 Months</li> <li>• 60 Months</li> </ul>	Axis bank loan(s) are overdraft loan granted on personal guarantee of directors and by equitable mortgage on personal property of the directors and one UDC check of loan amount. Further, first and exclusive charge by of hypothecation of entire current assets of the company both present and future and hypothecation of entire movable fixed assets of the company except those funded by other banks.	NIL

## UNSECURED BORROWINGS

The Company have also availed Unsecured Borrowings. Set forth below is a brief summary of Unsecured Borrowings as on November 30, 2024.

(Rs. In Lakhs)

<b>Sr. No.</b>	<b>Particulars</b>	<b>Amount</b>
1.	From Directors & Relatives	154.75
2.	From Shareholders & others	0.00
	<b>Total</b>	<b>154.75</b>

\*As certified by M/s. Mardia & Associates, Chartered Accountants, by way of their certificate dated December 02, 2024.

## MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*The following discussion and analysis of our financial condition and results of operations for the period ended on September 30, 2024 and for the Financial Years 2024, 2023, and 2022 is based on, and should be read in conjunction with, our Restated Financial Statements, including the schedules, notes and significant accounting policies thereto, included in the chapter titled “Restated Financial Statements” beginning on page 157 of this Draft Prospectus. Our Restated Financial Statements have been derived from our audited financial statements and restated in accordance with the SEBI ICDR Regulations and the ICAI Guidance Note. Our financial statements are prepared in accordance with AS.*

*You should read the following discussion of our financial condition and results of operations together with our restated financial statements included in this Draft Prospectus. You should also read the section titled “Risk Factors” beginning on page 29 of this Draft Prospectus, which discusses a number of factors, risks and contingencies that could affect our financial condition and results of operations. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal year are to the twelve-month period ended March 31 of that year.*

*In this section, unless the context otherwise requires, any reference to “we”, “us” or “our” refers to Manoj Jewellers Limited, our Company. Unless otherwise indicated, financial information included herein are based on our “Restated Financial Statements” for the period ended on September 30, 2024 and for the Financial Years 2024, 2023, and 2022 included in this Draft Prospectus beginning on page 157 of this Draft Prospectus.*

*Note: Statement in the Management Discussion and Analysis Report describing our objectives, outlook, estimates, expectations or prediction may be “Forward Looking Statements” within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to our operations include, among others, economic conditions affecting demand/supply and price conditions in domestic and overseas market in which we operate, changes in Government Regulations, Tax Laws and other Statutes and incidental factors.*

### **BUSINESS OVERVIEW**

Our company Manoj Jewellers Limited is engaged in the retail business as well as wholesale business of jewellery and ornaments made from gold and diamonds, embellished with precious and semiprecious stones. Our extensive portfolio includes a wide range of items such as rings, earrings, armlets, pendants, gajrahs, nose rings, bracelets, chains, necklaces, bangles, and other wedding jewellery pieces. Our diverse collection caters to various tastes and occasions, offering customers a selection of exquisite pieces to choose from. Manoj Jewellers Limited aims to provide high-quality and beautifully crafted jewellery to meet the needs and preferences of our clientele.

As on the date of this Draft Prospectus, we have two showroom located at No. 59, NSC Bose Road Sowcarpet Chennai 600 079, Tamil Nadu, India, Registered Office of the Company and No.16, Mangalam Mitra Apartments, Ranganthan Avenue, Kilpauk, Chennai-600010 Branch office of the Company. The showroom is operated and managed by our Company.

Our company's dedication is to maintain high-quality products through strict quality control procedures, timely delivery, and competitive pricing. Our company also emphasizes on offering a variety of regular designs and ensuring on-time delivery to our valued customers. Additionally, we go to extra mile by getting our jewellery hallmarked by a BIS recognized Assaying and Hallmarking Centre. BIS hallmark serves as a mark of conformity widely accepted by consumers, providing them with added confidence in the purity of the company's gold jewellery. Overall, these practices demonstrate the company's commitment to quality, customer satisfaction, and transparency in their operations.

Our Company is promoted by Mr. Manoj Kumar, Ms. Raj Kumari, Mr. Sunil Shantilal and Ms. Shalu. Our Promoters together with a professional team of managers manages and control the major affairs of our business operations with his considerable experience in our Industry. We believe our success is the result of sustained efforts over the years in key aspects of our business, such as timely delivery, cost management, good quality, ability to forge partnerships, strategy and business planning and opening new markets. For more details, please see the chapter titled, “Our Management” and “Our Promoters and Promoter Group” on page 131 and 148 of this Draft Prospectus.

On the basis of our restated standalone financial statements, our total revenue from operations for FY 2021-2022, FY 2022-2023, FY 2023-2024 and stub period ended on 30<sup>th</sup> Sept ,2024 was Rs. 675.18 Lakh, Rs. 1363.01 Lakh, 4335.11 Lakh and Rs. 2477.83 Lakh respectively and our net profit/ (loss) for FY 2021-2022, FY 2022-2023, FY 2023-2024 and the stub period ended on 30th Sept, 2024, was Rs. 36.47 Lakh, Rs. 62.36 Lakh, Rs. 324.13 Lakh and Rs. 225.46 Lakh respectively.



## Key Performance Indicators of our Company

### As per Restated Financial Statements

(₹ in Lakhs, otherwise mentioned)

Key Performance Indicator	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from Operations <sup>(1)</sup>	2,477.83	4,335.11	1,363.01	675.18
Revenue from Operation Growth % <sup>(8)</sup>	14.31%	218.05%	101.87%	-3.06%
EBITDA <sup>(2)</sup>	410.18	571.22	202.84	164.28
EBITDA Margin <sup>(3)</sup>	16.55%	13.18%	14.88%	24.33%
Restated Profit After Tax	225.46	324.13	62.36	36.47
PAT Margin <sup>(4)</sup>	9.10%	7.48%	4.58%	5.40%
Net Worth <sup>(5)</sup>	1205.33	979.88	655.74	243.38
Average Capital Employed	2,805.65	1,860.24	1,323.97	1,421.98
ROE% <sup>(6) (8)</sup>	41.27%	39.63%	13.87%	16.20%
ROCE% <sup>(7) (8)</sup>	28.61%	30.57%	14.72%	10.72%

\*As certified by M/s. Mardia & Associates, Chartered Accountants, by way of their certificate dated December 02, 2024.

#### Notes:

#### Notes:

- 1) Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.
- 2) EBITDA is calculated as Profit before tax + Depreciation + Finance Cost
- 3) EBITDA Margin is calculated as EBITDA divided by Revenue from operations
- 4) PAT Margin is calculated as PAT for the period/year divided by revenue from operations.
- 5) Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account
- 6) Return on Equity is ratio of Profit after Tax and average Shareholder Equity
- 7) Return on Capital Employed is calculated as EBIT divided by average capital employed, which is defined as shareholders' equity plus total borrowings (current & non-current).

Figures have been annualised, wherever applicable.

### **SIGNIFICANT DEVELOPMENTS AFTER SEPTEMBER 30, 2024**

In the opinion of the Board of Directors of our Company, since the date disclosed in this Draft Prospectus, there have not arisen any circumstance that materially or adversely affect or are likely to affect the profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months.

### **STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES**

Our significant accounting policies are described in the section titled "Restated Financial Statements" on page 157 of this prospectus.

### **CHANGE IN ACCOUNTING POLICIES IN PREVIOUS 3 (THREE) YEARS**

Except as mentioned in chapter "Restated Financial Statements" on page 157 of this Prospectus, there has be no change in accounting policies in last 3 (three) years.

### **RESULTS OF OUR OPERATION**

The following discussion on results of operations should be read in conjunction with the Restated Financial Statements of our Company for the for the six months period ended September 30, 2024 and for the financial years ended on 2024, 2023 and 2022:

(₹ in lakhs)

Particulars	FOR THE PERIOD ENDED ON									
	September 30 2024		March 31 2024			March 31 2023			March 31 2022	
	₹ in lakhs	% to TI*	₹ in lakhs	% to TI*	% Change**	₹ in lakhs	% to TI*	% Change**	₹ in lakhs	% to TI*
<b>I. TOTAL INCOME</b>										
Revenue from Operations	₹ 2,477.83	99.94%	₹ 4,335.11	99.92%	218.05%	₹ 1,363.01	99.96%	101.87%	₹ 675.18	99.91%
Other Income	₹ 1.59	0.06%	₹ 3.31	0.08%	549.02%	₹ 0.51	0.04%	-20.31%	₹ 0.64	0.09%
<b>Total income</b>	<b>₹ 2,479.42</b>	<b>100.00%</b>	<b>₹ 4,338.42</b>	<b>100.00%</b>	<b>218.18%</b>	<b>₹ 1,363.52</b>	<b>100.00%</b>	<b>101.76%</b>	<b>₹ 675.82</b>	<b>100.00%</b>
<b>II. EXPENDITURE</b>										
Purchases of Goods	₹ 2,287.36	92.25%	₹ 4,544.02	104.74%	535.95%	₹ 714.52	52.40%	60.10%	₹ 446.29	66.04%
Change in Inventories	₹ -334.26	-13.48%	₹ -944.60	-21.77%	-413.88%	₹ 300.94	22.07%	-3527.56%	₹ -8.78	-1.30%
Employees Benefit Expenses	₹ 34.90	1.41%	₹ 74.73	1.72%	19.13%	₹ 62.73	4.60%	51.38%	₹ 41.44	6.13%
Finance Costs	₹ 88.74	3.58%	₹ 110.06	2.54%	4.29%	₹ 106.20	7.74%	4.59%	₹ 101.49	14.93%
Depreciation & Amortisation Expenses	₹ 10.49	0.42%	₹ 6.26	0.14%	-31.21%	₹ 9.10	0.67%	-30.00%	₹ 13.00	1.92%
Other Expenses	₹ 79.65	3.21%	₹ 89.26	2.06%	8.88%	₹ 81.31	6.01%	156.67%	₹ 31.35	4.73%
<b>Total Expenses</b>	<b>₹ 2,166.89</b>	<b>87.40%</b>	<b>₹ 3,879.73</b>	<b>89.43%</b>	<b>204.34%</b>	<b>₹ 1,274.80</b>	<b>93.49%</b>	<b>104.04%</b>	<b>₹ 624.79</b>	<b>92.45%</b>
<b>Profit/ (Loss) Before Tax</b>	<b>₹ 312.53</b>	<b>12.60%</b>	<b>₹ 458.69</b>	<b>10.57%</b>	<b>417.01%</b>	<b>₹ 88.72</b>	<b>6.51%</b>	<b>73.86%</b>	<b>₹ 51.03</b>	<b>7.55%</b>
Less: Tax Expenses										
(1) Current Tax	₹ 88.49	3.57%	₹ 135.70	3.13%	407.10%	₹ 26.76	1.96%	74.22%	₹ 15.36	2.27%
(2) Tax related to previous year										
(3) Deferred Tax	₹ -1.41	-0.06%	₹ -1.15	-0.03%	202.63%	₹ -0.40	-0.03%	-53.66%	₹ -0.82	-0.12%
<b>Total Tax Expenses</b>	<b>₹ 87.08</b>	<b>3.51%</b>	<b>₹ 134.55</b>	<b>3.10%</b>	<b>410.05%</b>	<b>₹ 26.38</b>	<b>1.93%</b>	<b>81.43%</b>	<b>₹ 14.54</b>	<b>2.15%</b>
<b>Profit/ (Loss) for the Year</b>	<b>₹ 225.46</b>	<b>9.09%</b>	<b>₹ 324.13</b>	<b>7.47%</b>	<b>419.94%</b>	<b>₹ 62.34</b>	<b>4.57%</b>	<b>70.84%</b>	<b>₹ 36.47</b>	<b>5.40%</b>

## FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the section titled “*Risk Factors*” beginning on page 29 of this Draft Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

1. Disruption in our business process.
2. Our ability to successfully implement our strategy, our growth and expansion, technological changes.
3. Fail to attract, retain and manage the transition of our management team and other skilled & unskilled employees;
4. Our ability to protect our intellectual property rights and not infringing intellectual property rights of other parties;
5. Ability to respond to technological changes;
6. Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
7. General economic and business conditions in the markets in which we operate and in the local, regional and national economies;
8. Our ability to effectively manage a variety of business, legal, regulatory, economic, social and political risks associated with our operations;
9. Recession in the market;
10. Changes in laws and regulations relating to the industries in which we operate;
11. Effect of lack of infrastructure facilities on our business;
12. Our ability to meet our capital expenditure requirements;
13. Failure to adapt to the changing technology in our industry of operation may adversely affect our business and financial condition;
14. Failure to obtain any approvals, licenses, registrations and permits in a timely manner;
15. Changes in political and social conditions in India or in countries that we may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
16. Occurrence of natural disasters or calamities affecting the areas in which we have operations;
17. Conflicts of interest with affiliated companies, the promoter group and other related parties;
18. The performance of the financial markets in India and globally;
19. Any adverse outcome in the legal proceedings in which we are involved;
20. Our ability to expand our geographical area of operation;
21. Concentration of ownership among our Promoters.

## KEY COMPONENTS OF COMPANY'S PROFIT AND LOSS STATEMENT

**Revenue from operations:** Revenue from operations mainly consists from Sales of products.

**Other Income:** Other Income Consist of other income and Interest Income.

**Expenses:** Company's expenses consist of, Advertisement Expenses, Employee Benefit Expenses, Finance Cost, Depreciation Expenses & Other Expenses.

**Cost of Goods Sold:** Cost of Goods Sold consists of Opening Stock, Purchases and Direct Expenses & Closing Stock.

**Employee Benefits Expense:** Employee benefit expenses include Salaries, Directors Remuneration & Contribution to Statutory Funds, staff welfare, other allowances, Gratuity Expenses etc.

**Office & Admin Expenses:** Office & Admin Expenses includes Electricity charges, Insurance, Printing & Stationery Expenses, Repair & Maintenance etc.

**Selling & Distribution Expenses:** Selling & Distribution Expenses includes Business Promotion expenses, Marketing Expenses, Rent Expenses, Tour & Travel Expenses etc.

**Finance Cost:** Finance Cost includes Interest paid on borrowings & Bank Charges.

**Depreciation and Amortization Expense:** We recognize Depreciation and Amortization expense on a WDV basis as per the rates set forth in the Companies Act, 2013/ Companies Act, 1956, as applicable.

**Other Expenses:** Other expenses include Labour Charges, Transportation Charges, Site Expenses, Hiring Charges, Computer Software expenses, Office Rent, Professional & Consultancy Charges etc.

#### **REVIEW OF OPERATIONS FOR THE PERIOD ENDED ON SEPTEMBER 30, 2024:**

##### **Total Income**

Total Income for the period ended September 30, 2024 stood at Rs. 2479.42 lakhs. The total income consists of revenue from operations and other income.

##### **Revenue from Operation**

Revenue from operations for the period ended on September 30, 2024 amounting to Rs. 2477.83 lakhs represents 99.94% of Total Income.

##### **Other Income**

Other Income amount Rs. 1.59 lakhs represent 0.06% of Total Income.

##### **Total Expenditure**

During the period ended September 30, 2024 the total expenditure of our Company was Rs. 2166.89 Lakhs, which constitute 87.40% of Total Income.

##### **Employee Benefit Expenses**

Employee benefit expenses includes Salaries and Wages, Directors Remuneration, Employer's Contributions to Provident Fund, ESIC, Gratuity etc. as well as Other Allowances amounting to ₹34.90 Lakhs represents 1.41% of Total Income.

##### **Finance Costs**

Finance Costs includes Interest Expenses, Other Borrowing Costs, and Bank Charges etc. amounting to ₹88.74 Lakhs represents 3.58% of Total Income.

##### **Purchase of Goods and changes in inventories**

During the period ended September 30, 2024 the purchase of stock in trade of our company was Rs. 2287.36 lakhs and the inventory of goods changes as Rs. (-)334.26 lakh so the net cost of good sold worked out to Rs. 1953.10 lakh, which constitutes 78.77% of total income.

##### **Depreciation and Amortization expense**

Depreciation is charged on WDV method amounting to ₹10.49 Lakhs represents 0.42% of Total Income.

##### **Other Expenses**

During the period ended September 30, 2024 other expenses include Auditors Remuneration, Advertisement Expenses, Making Charges, Hallmarking Charges, Security Expenses, Marketing Expenses, Office Rent, Professional & Consultancy Charges etc. amounting to ₹79.65 lakhs represents 3.21% of Total Income.

##### **Profit Before Tax**

During the period ended September 30, 2024 the profit before tax of our Company was ₹312.53 lakhs representing 12.60% of Total Income.

##### **Tax Expenses**

During the period ended September 30 the tax expenses consisting of Current Tax and Deferred Tax Credit was ₹87.08 lakhs represent 3.57% and 1.41 lakhs represent -0.06% respectively of Total Income.

##### **Profit After Tax for the year**

During the period ended September 30, 2024 the profit for the year of our Company was ₹225.46 lakhs representing 9.09% of Total Income.

#### **REVIEW OF OPERATIONS FOR THE YEAR ENDED ON MARCH 31, 2024:**

##### **Total Income**

Total Income for the year ended on 31<sup>st</sup> March,2024 stood at Rs. 4338.82 lakhs. The total income consists of revenue from operations and other income.

##### **Revenue from Operation**

Revenue from operations for the year ended on 31<sup>st</sup>,March, 2024 amounting to Rs. 4335.11 lakhs represents 99.92% of Total Income.

##### **Other Income**

Other Income amount Rs. 3.31 lakhs represent 0.08% of Total Income.

##### **Total Expenditure**

During the year ended on 31<sup>st</sup> March, 2024 the total expenditure of our Company was Rs. 3879.73 Lakhs, which constitute 89.43% of Total Income.

**Employee Benefit Expenses**

Employee benefit expenses includes Salaries and Wages, Directors Remuneration, Employer's Contributions to Provident Fund, ESIC, Gratuity etc. as well as Other Allowances amounting to ₹74.73 Lakhs represents 1.72% of Total Income.

**Finance Costs**

Finance Costs includes Interest Expenses, Other Borrowing Costs, and Bank Charges etc. amounting to ₹110.06 Lakhs represents 2.54% of Total Income.

**Purchase of Goods and Change in inventory**

During the year ended on 31<sup>st</sup> March, 2024 the purchase of goods of our company was Rs. 4544.02 lakhs and change in inventory happened to Rs. -994.60 Lakh so net cost of goods sold worked out as Rs. 3599.42 lakh which constitutes 82.97% of total income.

**Depreciation and Amortization expense**

Depreciation is charged on WDV method amounting to ₹6.26 Lakhs represents 0.14% of Total Income.

**Other Expenses**

During the year ended 31<sup>st</sup> March,2024 other expenses include Auditors Remuneration, Advertisement Expenses, Making Charges, Hallmarking Charges, Security Expenses, Marketing Expenses, Office Rent, Professional & Consultancy Charges etc. amounting to ₹89.26 lakhs represents 2.06 % of Total Income.

**Profit Before Tax**

During the year ended on 31<sup>st</sup> March, 2024 the profit before tax of our Company was ₹458.69 lakhs representing 10.57% of Total Income.

**Tax Expenses**

During the year ended 31<sup>st</sup> March,2024 the tax expenses consisting of Current Tax and Deferred Tax Credit was ₹134.55 lakhs represent 3.10% of Total Income.

**Profit After Tax for the year**

During the year ended 31<sup>st</sup> March, 2024 the profit for the year of our Company was ₹324.23 lakhs representing 7.47% of Total Income.

**REVIEW OF OPERATIONS FOR THE YEAR ENDED ON MARCH 31, 2023:**

**Total Income**

Total Income for the year ended on 31<sup>st</sup> March,2023 stood at Rs. 1363.52 lakhs. The total income consists of revenue from operations and other income.

**Revenue from Operation**

Revenue from operations for the year ended on 31<sup>st</sup>, March, 2023 amounting to Rs. 1363.01 lakhs represents 99.96% of Total Income.

**Other Income**

Other Income amount Rs. 0.51 lakhs represent 0.04% of Total Income.

**Total Expenditure**

During the year ended on 31<sup>st</sup> March, 2023 the total expenditure of our Company was Rs. 1274.80 Lakhs, which constitute 93.49% of Total Income.

**Employee Benefit Expenses**

Employee benefit expenses includes Salaries and Wages, Directors Remuneration, Employer's Contributions to Provident Fund, ESIC, Gratuity etc. as well as Other Allowances amounting to ₹62.73 Lakhs represents 4.60% of Total Income.

**Finance Costs**

Finance Costs includes Interest Expenses, Other Borrowing Costs, and Bank Charges etc. amounting to ₹106.20 Lakhs represents 7.74% of Total Income.

**Purchase of Goods and Change in inventory**

During the year ended on 31<sup>st</sup> March, 2023 the purchase of goods of our company was Rs. 714.52 lakhs and change in inventory happened to Rs.300.94 Lakh so net cost of goods sold worked out as Rs. 1015.46 lakh which constitutes 74.47% of total income.

**Depreciation and Amortization expense**

Depreciation is charged on WDV method amounting to ₹9.10 Lakhs represents 0.67% of Total Income.

**Other Expenses**

During the year ended 31<sup>st</sup> March,2023 other expenses include Auditors Remuneration, Advertisement Expenses, Making Charges, Hallmarking Charges, Security Expenses, Marketing Expenses, Office Rent, Professional & Consultancy Charges etc. amounting to ₹81.31 lakhs represents 6.01 % of Total Income.

**Profit Before Tax**

During the year ended on 31<sup>st</sup> March, 2023 the profit before tax of our Company was ₹88.72 lakhs representing 6.51% of Total Income.

**Tax Expenses**

During the year ended 31<sup>st</sup> March,2023 the tax expenses consisting of Current Tax and Deferred Tax Credit was ₹26.38 lakhs represent 1.93% of Total Income.

**Profit After Tax for the year**

During the year ended 31<sup>st</sup> March, 2023 the profit for the year of our Company was ₹62.34 lakhs representing 4.57% of Total Income.

**REVIEW OF OPERATIONS FOR THE YEAR ENDED ON MARCH 31, 2022:**

**Total Income**

Total Income for the year ended on 31<sup>st</sup> March,2022 stood at Rs. 675.82 lakhs. The total income consists of revenue from operations and other income.

**Revenue from Operation**

Revenue from operations for the year ended on 31<sup>st</sup>, March, 2022 amounting to Rs. 675.18 lakhs represents 99.91% of Total Income.

**Other Income**

Other Income amount Rs. 0.64 lakhs represent 0.09% of Total Income.

**Total Expenditure**

During the year ended on 31<sup>st</sup> March, 2022 the total expenditure of our Company was Rs. 624.79 Lakhs, which constitute 92.45% of Total Income.

**Employee Benefit Expenses**

Employee benefit expenses includes Salaries and Wages, Directors Remuneration, Employer's Contributions to Provident Fund, ESIC, Gratuity etc. as well as Other Allowances amounting to ₹41.44 Lakhs represents 6.13% of Total Income.

**Finance Costs**

Finance Costs includes Interest Expenses, Other Borrowing Costs, and Bank Charges etc. amounting to ₹101.49 Lakhs represents 14.93% of Total Income.

**Purchase of Goods and Change in inventory**

During the year ended on 31<sup>st</sup> March, 2022 the purchase of goods of our company was Rs. 446.29 lakhs and change in inventory happened to Rs.(-) 8.78 Lakh so net cost of goods sold worked out as Rs. 437.51 lakh which constitutes 64.74% of total income.

**Depreciation and Amortization expense**

Depreciation is charged on WDV method amounting to ₹13.00 Lakhs represents 1.92% of Total Income.

**Other Expenses**

During the year ended 31<sup>st</sup> March,2022 other expenses include Auditors Remuneration, Advertisement Expenses, Making Charges, Hallmarking Charges, Security Expenses, Marketing Expenses, Office Rent, Professional & Consultancy Charges etc. amounting to ₹31.35 lakhs represents 4.73 % of Total Income.

**Profit Before Tax**

During the year ended on 31<sup>st</sup> March, 2022 the profit before tax of our Company was ₹51.03 lakhs representing 7.55% of Total Income.

**Tax Expenses**

During the year ended 31<sup>st</sup> March,2022 the tax expenses consisting of Current Tax and Deferred Tax Credit was ₹14.54 lakhs represent 2.15% of Total Income.

**Profit After Tax for the year**

During the year ended 31<sup>st</sup> March, 2022 the profit for the year of our Company was ₹36.47 lakhs representing 5.40% of Total Income.

**COMPRISON OF FINANCIAL YEAR ENDED MARCH 31 2024 TO FINAICIAL YEAR ENDED MARCH 31, 2023**

**Total Income**



Our total income increased by 218.18% from Rs. 1363.52 Lakhs for the Financial Year ended March 31<sup>st</sup>, 2023 to Rs. 4338.42 Lakhs for the Financial Year ended March 31<sup>st</sup>, 2024. This increase was primarily due to an increase in Operating Income i.e., Sale of Products, which comprise of Domestic Sales only.

#### **Revenue from Operation**

Our revenue from operation increased by 218.05% from Rs. 1363.01 lakhs for the Financial Year ended March 31, 2023 to Rs.4335.11 lakhs for the Financial Year ended March 31, 2024. The change was primarily due to an increase in sales. The impact on sale increase arises due to start of whole sale and addition of new customers

#### **Other Income**

Our revenue from Other Income Increased by 549.02% from Rs. 0.51 lakhs for the Financial Year ended March 31<sup>st</sup>, 2023 to Rs. 3.31 lakhs for the Financial Year ended March 31<sup>st</sup>, 2024. This is effects due to better cash flow management and save interest on deposits.

#### **Purchases of goods and changes in inventories**

Purchases of good with changes in inventories in net result increased parallel to the revenue increase. The percentage of cost of goods sold increased to 82.97% of total income from the last year 74.47% of total income. This increase in the cost of goods sole is due to increase of wholesale business where the cost of goods sold is higher than the retail business.

#### **Employees Benefit Expenses**

Change in Employees Benefit Expenses increased by 19.13% from Rs. 62.73 Lakhs for the Financial Year ended March 31<sup>st</sup>, 2023 to Rs.74.73 Lakhs for the Financial Year ended March 31<sup>st</sup>, 2024 primarily due to rise in business activities. In term of % to total income it is reduced as 1.72% of total income of FY2024 compare to 4.60% of total income of Fy2023. The company gain the advantage due to increase in business and better utilization of human resources to the optimum level.

#### **Finance Cost**

Change in Finance Cost slightly increased by 4.29% from Rs. 106.20 Lakhs for the Financial Year ended March 31<sup>st</sup>, 2023 to Rs.110.06 Lakhs for the Financial Year ended March 31<sup>st</sup>, 2024, but in term of % to total income it is advantageous as 3.58% of total income from the last financial year as 4.29% of total income.

#### **Depreciation and Amortization Expenses**

Depreciation and Amortization Expenses had decreased by 31.21% from ₹09.10 lakhs in the Financial Year 2023 to ₹06.26 lakhs in Fiscal 2023. This decrease is due to time effects. In % to total income terms the Depreciation cost is decreased to 0.14% of total income in comparison of FY2023as 067% to total income The advantage gain by the company due to increase in business and decrease in expenditure by time effects .

#### **Other Expenses**

Other expenses had increased by 8.88% from ₹ 81.31 Lakhs in Financial Year 2023 to ₹ 89.26 Lakhs in Financial Year 2024. But in terms of % to total income it is less as 2.06% of total income compared to last financial year it was 6.01% . The advantage is gain due to increase of business and better utilisation of resources and cost for business.

#### **Tax Expenses**

The Company's tax expenses had increased by 405.39% from ₹26.38 Lakhs in the Financial Year 2023 to ₹133.32 Lakhs in the Financial Year 2024 due to higher profitability. it is cascading effects of income increase from the business

#### **Profit after Tax**

The Company's Profit after tax increased by 421.92% from 62.34 Lakhs in the Financial Year 2023 to 325.37 lakhs in the Financial Year 2024. The increase is the cumulative effects of significant increase in business revenue, better utilization of resources, better churn of working capital and more spread of fixed expenditure on income. The Major gain is due to increase in business which given the additional profitability and expenditure remain on the same or slightly increase level.

### **FISCAL 2023 COMPARED WITH FISCAL 2022**

#### **Total Income**

Our total income increased by 101.76% from Rs. 675.82 lakhs for the financial year ended March 31, 2022 to Rs. 1363.01 lakhs for the financial year ended March 31, 2023. This increase was primarily due to an increase in operating income.

#### **Revenue from Operation**

Our revenue from operation increased by 101.87% from Rs. 675.18 lakhs for the Financial Year ended March 31, 2022 to Rs. 1363.01 lakhs for the Financial Year ended March 31, 2023. The change was primarily due to an increase in sales.by whole sale business and additional customers,

#### **Other Income**

Our revenue from other Income decreased by 20.31% from Rs. 0.64 lakhs for the Financial Year ended March 31, 2022 to Rs. 0.51 lakhs for the Financial Year ended March 31, 2023. The change was primarily due to increase in interest cost of deposits held during the year at the cash flow increase.

#### **Purchases of goods and changes in Inventories**

Purchases of good along with the changes in inventories increased from Rs. 437.51 lakhs for the Financial Year ended March 31, 2022 to Rs. 1015.46 lakhs for the Financial Year ended March 31, 2023 primarily due to cascading effects of rise in business revenue. In the terms of % to total income it is also increased to 74.47% to total income from the level of 64.74% of total income in FY 2022. This increase is due to addition of new sales as whole sale customers where the cost of goods sold is higher than retail market.

#### **Employees Benefit Expenses**

Change in Employees Benefit Expenses decreased by 51.38% from Rs. 41.44 lakhs for the Financial Year ended March 31, 2022 to Rs.62.73 lakhs for the Financial Year ended March 31, 2023 primarily due to rise in business activities. But in the terms of % to total Income it is decreased as 4.60% of total income in comparison to 6.13% of total income. This advantage is due to increase in business and better utilisation of human resources.

#### **Finance Cost**

Change in Finance Cost increased by 4.59% from Rs. 101.49 lakhs for the Financial Year ended March 31, 2022 to Rs.106.20 lakhs for the Financial Year ended March 31, 2023. This is due to use of more working capital for increase the business into double fold. In terms of % to revenue, it is reduced as 7.74% of total income compare to 14.93% of total income in FY2022. This advantage is happen due to increase in business size and better utilisation of working capital fund.

#### **Depreciation and Amortization Expenses**

Depreciation and Amortization Expenses had decreased by 30.00% from ₹13.00 lakhs in the Financial Year 2022 to ₹09.00 lakhs in Fiscal 2023. This is due to time effects. In term of % to total income, it is decreased as 0.67% to total income compared to 1.92% of total income in FY2022. This advantage is due to time effects and better utilisation of assets over the revenue or size of business.

#### **Other Expenses**

Other expenses had increased by 156.67% from ₹31.35 Lakhs in Fiscal 2022 to ₹81.31 Lakhs in Fiscal 2023. but in term of % to total income it is increased due to additional expenditure is made to boost the sales and the impact of same as reflected in further period.

#### **Tax Expenses**

The Company's tax expenses had increased by 81.43% from ₹14.54 Lakhs in the Financial Year 2022 to ₹26.38 Lakhs in the Financial Year 2023. This is due to cascading effects of increase in income .

#### **Profit after Tax**

The Company's Profit after tax increased by 70.84% from 36.49 Lakhs in the Financial Year 2022 to 62.34 Lakhs in the Financial Year 2023. This is due to increase in business. in terem of % to total income it is slightly decrease as 4.57% of total income compare to 5.40% of total income in Fu2022. This is effected due to increase in whole sale business where the margins are slightly less but the business volume is high.

### **CASH FLOWS**

(₹ in lakhs)

Particulars	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Net Cash from Operating Activities	(552.64)	(589.75)	486.09	113.03
Net Cash from Investing Activities	(35.90)	(39.43)	3.05	0.77
Net Cash from Financing Activities	284.00	861.00	(389.68)	(111.63)

#### **Cash Flows from Operating Activities**

##### **For the period ended September 30, 2024**

Net cash flow from the operating activities is Rs (-). 552.64 for the stub period ended on 30<sup>th</sup> Sept ,2024. It contains the Rs. 411.15 lakh as operating profit and (-) 895.46 lakh is deployed in working capital requirement. The cash flow is generated Rs. 284 lakh from the financing activities. in the net result the cash flow is decreased by Rs 304.54 lakh .

##### **For the period ended March 31, 2024**

Our net cash used from operating activities was ₹589.75 Lakhs for the period ended March 31<sup>st</sup>, 2024. Our operating profit before working capital changes was ₹ 574.44 Lakhs for the period ended March 31<sup>st</sup>, 2024 which was primarily adjusted against income tax of (₹73.95) Lakhs, increase in inventories ₹ 944.61 Lakhs, increase in trade receivables of ₹ 100.00 Lakhs, increase in other assets ₹ 8.68 Lakhs, decrease in trade payables ₹ 41.33 Lakhs, increase in other liabilities ₹ 5.23 Lakhs. In the net result the cash flow is increased by Rs 231.82 lakh. The increase is due to increase in cash flow from financing activities as loan taken for working capital requirement.

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

Our net cash used from operating activities was ₹ 86.09 Lakhs for the Financial Year ended March 31<sup>st</sup>, 2023. Our operating profit before working capital changes was ₹ 204.62 Lakhs for the Financial Year ended March 31<sup>st</sup>, 2023 which was primarily adjusted against income tax of ₹ 34.64 Lakhs, increase in inventories ₹300.94 Lakhs, increase in other assets



₹ 6.38 lakhs, increase in trade payables ₹ 34.32 Lakhs, decrease in other liabilities ₹ 25.52 Lakhs. In the net result the cash flow is increased by 99.46 lakhs due to issue of fresh capital for Rs.350 lakh

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

Our net cash used from operating activities was ₹ 113.03 Lakhs for the Financial Year ended March 31<sup>st</sup>, 2022. Our operating profit before working capital changes was ₹ 165.05 Lakhs for the Financial Year ended March 31<sup>st</sup>, 2022 which was primarily adjusted against income tax of ₹ 5.78 Lakhs, increase in inventories ₹ 8.78 Lakhs, decrease in trade receivables ₹ 2.18 Lakhs, increase in other assets ₹ 0.06 Lakhs, decrease in trade payables ₹ 63.01 Lakhs, increase in other current liabilities ₹ 19.92 Lakhs. In the net result the cash flow is increased by 2.27 lakhs.

### **RELATED PARTY TRANSACTIONS**

Related party transactions with certain of our KMPs and their relatives primarily relate to remuneration, salary, commission and issue of Equity Shares. For further details of related parties kindly refer chapter titled “*Restated Financial Statements*” beginning on page 157 of this Draft Prospectus.

### **OFF-BALANCE SHEET ITEMS**

We do not have any other off-balance sheet arrangements, derivative instruments or other relationships with any entity that have been established for the purposes of facilitating off-balance sheet arrangements.

### **QUALIFICATIONS OF THE STATUTORY AUDITORS WHICH HAVE NOT BEEN GIVEN EFFECT TO IN THE RESTATED FINANCIAL STATEMENTS**

There are no qualifications in the audit report that require adjustments in the Restated Financial Statements.

### **QUALITATIVE DISCLOSURE ABOUT MARKET RISK**

#### ***Financial Market Risks***

Market risk is the risk of loss related to adverse changes in market prices, including interest rate risk. We are exposed to interest rate risk, inflation and credit risk in the normal course of our business.

#### ***Interest Rate Risk***

Our financial results are subject to changes in interest rates, which may affect our debt service obligations in future and our access to funds.

#### ***Effect of Inflation***

We are affected by inflation as it has an impact on the salary, wages, etc. In line with changing inflation rates, we rework our margins so as to absorb the inflationary impact.

#### ***Credit Risk***

We are exposed to credit risk on monies owed to us by our customers. If our customers do not pay us promptly, or at all, we may have to make provisions for or write-off such amounts.

### **OTHER MATTERS**

#### **Details of Default, if any, Including Therein the Amount Involved, Duration of Default and Present Status, in Repayment of Statutory Dues or Repayment of Debentures or Repayment of Deposits or Repayment of Loans from any Bank or Financial Institution**

Except as disclosed in chapter titled “*Restated Financial Statements*” beginning on page 157 of this Draft Prospectus, there have been no defaults in payment of statutory dues or repayment of debentures and interest thereon or repayment of deposits and interest thereon or repayment of loans from any bank or financial institution and interest thereon by the Company.

#### **Material Frauds**

There are no material frauds, as reported by our statutory auditor, committed against our Company, in the last three Fiscals.

#### **Unusual or infrequent events or transactions**

Except as described in this Draft Prospectus, during the period/ years under review there have been no transactions or events, which in our best judgment, would be considered “unusual” or “infrequent”.

#### **Significant Economic Changes that Materially Affected or are Likely to Affect Income from Continuing Operations**

Indian rules and regulations as well as the overall growth of the Indian economy have a significant bearing on our operations. Major changes in these factors can significantly impact income from continuing operations. There are no significant economic changes that materially affected our Company’s operations or are likely to affect income from continuing operations except as described in chapter titled “*Risk Factors*” beginning on page 29 of this Draft Prospectus.

**Known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations**

Other than as described in the section titled “Risk Factors” and chapter titled “Management’s Discussion and Analysis of Financial Conditions and Results of Operations”, beginning on page 29 and 187 of this Draft Prospectus respectively to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our company from continuing operations.

**Future relationship between Costs and Income**

Other than as described in the section titled “Risk Factors” beginning on page 29 of this Draft Prospectus, to our knowledge there are no factors, which will affect the future relationship between costs and income or which are expected to have a material adverse impact on our operations and finances.

**The extent to which material increases in revenue or income from operations are due to increased volume, introduction of new products or services or increased prices**

Changes in revenue in the last three financial years are as explained in the part “Financial Year 2023-24 compared with financial year 2023-22 and Financial Year 2022-21 Compared with Financial Year 2021-20” above.

**Significant dependence on a single or few Suppliers or Customers**

Significant proportion of our purchases has historically been derived from a limited number of suppliers. The % of Contribution of our supplier’s *vis a vis* the total purchases for the financial year ended March 31, 2024, 2023 and 2022 are as follows:

(₹ in Lakhs, otherwise mentioned)

Particulars	Suppliers							
	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	%	Amount	%	Amount	%	Amount	%
<b>Top 5</b>	1633.94	71.43	2945.18	64.82	273.25	38.24	72.97	72.97
<b>Top 10</b>	1919.79	83.93	3182.08	70.03	331.41	46.38	90.77	90.77

\*As certified by M/s. Mardia & Associates, Chartered Accountants, by way of their certificate dated December 02, 2024.

Significant proportion of our total revenue have historically been derived from a limited number of customers. The % of Contribution of our Customers *vis a vis* the total revenue for the financial year ended March 31, 2024, 2023 and 2022 are as follows:

(₹ in Lakhs, otherwise mentioned)

Particulars	Customer							
	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	%	Amount	%	Amount	%	Amount	%
<b>Top 5</b>	1899.01	76.64	2687.88	62.01	378.59	27.79	331.01	49.02
<b>Top 10</b>	1948.21	78.63	2768.17	64.20	414.08	30.38	371.28	54.99

\*As certified by M/s. Mardia & Associates, Chartered Accountants, by way of their certificate dated December 02, 2024.

**Status of any publicly announced new products or business segments**

Please refer to the chapter titled “Our Business” beginning on page 111 of this Draft Prospectus for new products or business segments.

**The extent to which the business is seasonal**

Our business is not seasonal in nature.

**Competitive Conditions**

We operate in a competitive atmosphere. Some of our competitors may have greater resources than those available to us. While product quality, brand value, distribution network, etc. are key factors in client decisions among competitors, however, reliability and competitive pricing is the deciding factor in most cases. We face fair competition from both organized and unorganized players in the market.

We believe that our experience and reliability record with our customers will be key to overcome competition posed by such organized and unorganized players. Although, a competitive market, there are not enough number of competitors offering services similar to us. We believe that we are able to compete effectively in the market with our quality of services and our reputation. We believe that the principal factors affecting competition in our business include client relationships, reputation, and the relative quality and price of the services.

## **SECTION VIII – LEGAL AND OTHER INFORMATION**

### **OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENT**

*Except as stated below there is no (i) pending criminal litigation involving our Company, Directors, Promoter or Group Companies; (ii) actions taken by statutory or regulatory authorities involving our Company, Directors, Promoter or Group Companies; (iii) outstanding claims involving our Company, Directors, Promoter or Group Companies for any direct and indirect tax liabilities; (iv) outstanding proceedings initiated against our Company for economic offences; (v) defaults or non-payment of statutory dues by our Company; (vi) material fraud against our Company in the last five years immediately preceding the year of this Draft Prospectus; (vii) inquiry, inspection or investigation initiated or conducted under the Companies Act 2013 or any previous companies law against our Company during the last five years immediately preceding the year of this Draft Prospectus and if there were prosecutions filed (whether pending or not); (viii) fines imposed or compounding of offences for our Company in the last five years immediately preceding the year of this Draft Prospectus; (ix) litigation or legal action against our Promoter by any ministry or Government department or statutory authority during the last five years immediately preceding the year of this Draft Prospectus; (x) pending litigations involving our Company, Directors, Promoter, Group Companies or any other person, as determined to be material by the Company's Board of Directors in accordance with the SEBI (ICDR) Regulations; or (xi) outstanding dues to creditors of our Company as determined to be material by our Company's Board of Directors in accordance with the SEBI (ICDR) Regulations and dues to small scale undertakings and other creditors.*

*For the purpose of material litigation in (x) above, our Board has considered and adopted the following policy on materiality with regard to outstanding litigations to be disclosed by our Company in this Draft Prospectus:*

- a) All criminal proceedings, statutory or regulatory actions and taxation matters, involving our Company, Promoters, Directors, or Group Companies, as the case may be shall be deemed to be material;*
- b) All pending litigation involving our Company, Promoter, Directors, or Group Companies as the case may be, other than criminal proceedings, statutory or regulatory actions and taxation matters, would be considered 'material' (a) the monetary amount of claim by or against the entity or person in any such pending matter(s) is in excess of 1% of the net profits after tax of the Company for the most recent audited fiscal period whichever is lower; or (b) where the monetary liability is not quantifiable, each such case involving our Company, Promoter, Directors, or Group Companies, whose outcome would have a bearing on the business operations, prospects or reputation of our Company and as required under the SEBI Regulations have been disclosed on our website at <https://manojjewellerslimited.com>*
- c) Notices received by our Company, Promoter, Directors, or Group Companies, as the case may be, from third parties (excluding statutory/regulatory authorities or notices threatening criminal action) shall, in any event, not be evaluated for materiality until such time that the Company / Directors / Promoter / Group Companies, as the case may be, are impleaded as parties in proceedings before any judicial forum.*

*Our Company, our Promoter and/or our Directors, have not been declared as wilful defaulters by the RBI or any governmental authority, have not been debarred from dealing in securities and/or accessing capital markets by the SEBI and no disciplinary action has been taken by the SEBI or any stock exchanges against our Company, our Promoter or our Directors, that may have a material adverse effect on our business or financial position, nor, so far as we are aware, are there any such proceedings pending or threatened.*

### **OUTSTANDING TAXATION MATTERS INVOLVING OUR COMPANY, DIRECTORS, PROMOTER AND SUBSIDIARIES**

#### **PART 1: LITIGATION RELATING TO OUR COMPANY**

##### **A. FILED AGAINST OUR COMPANY**

###### **1) Litigation involving Criminal Laws**

NIL

###### **2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

###### **3) Disciplinary Actions by Authorities**

NIL

**4) Litigation involving Tax Liability**

**Indirect Tax: NIL**

**Direct Tax:**

**a. Pending Liability in TDS:**

As per details available on the TRACES an aggregate outstanding amount of Rs 89,056/- is determined to be paid from Previous years till 2024-25 against **M/s. MANOJ JEWELLERS LIMITED** (hereinafter referred to as the "Assessee") as default on account of short payment and short deduction of TDS and late filing fees u/s 234E Interest u/s 220 and 221 of the Income Tax Act. Although no action in respect of recovery of same has been taken by the department till date, except for issue of communication notices, the department may at any time issue recovery notices in which event the same shall become payable.

**5) Other Pending Litigation based on Materiality Policy of our Company**

NIL

**B. CASES FILED BY OUR COMPANY**

**1) Litigation involving Criminal Laws**

NIL

**2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3) Disciplinary Actions by Authorities**

NIL

**4) Litigation involving Tax Liability**

NIL

**5) Other Pending Litigation based on Materiality Policy of our Company**

NIL

**PART 2: LITIGATION RELATING TO OUR DIRECTORS AND PROMOTER OF THE COMPANY**

**A. LITIGATION AGAINST OUR DIRECTORS AND PROMOTER**

**1) Litigation involving Criminal Laws**

NIL

**2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3) Disciplinary Actions by Authorities**

NIL

**4) Litigation involving Tax Liability**

**Indirect Tax:**

**1. M/s. Mangalam Foundations(Partnership firm of Promoters)**

**State of Tamil Nadu Represented by The Joint Commissioner (ST), Chennai (North) Division, Chennai-600 003, (hereinafter referred to as the Appellant V/s. Tvl. Mangalam Foundation (Hereinafter referred to as the Respondent).**

**(S.T.A. No. 203 of 2021 (AB) filed and pending before the Tamil Nadu Sales Tax Appellate Tribunal (Additional Bench) Chennai-104)**

The Appeal has been filed against the order of the Appellate Deputy Commissioner (ST), Chennai-1 in his A.P. No. 170/2016 (VAT 2015-16) dated August 05, 2021.

The commercial Tax Officer (The assessing Officer) in its assessment order vide proceedings no. Rc. 610/2015 dated May 30, 2016 for the F.Y. 2014-15 issued under the Tamil Nadu VAT Act. The Assessing officer in its assessment order, assessed the turnover of the Respondent herein at an amount of Rs. 72,98,900/- thus levying a total tax of Rs. 6,42,303 (Tax @ 5% on the revenue of Rs. 43,79,340/- and @14.5% on Rs. 29.19,560/-) in respect of which an appeal filed by the Respondent herein was allowed by the Appellate Deputy Commissioner (ST), Chennai-1 and the aforementioned demand along with penalty of Rs. 9,63,454/- levied under the provisions of Section 27(3) were deleted.

Aggrieved by the aforementioned deletion of demand raised, the assessing officer herein filed the instant appeal with the Sales Tax Appellate Tribunal and the same is pending.

**Direct Tax:**

**Mr. Sunil Jain (Director cum CFO)  
For A.Y. 2010-2011**

As per details available on the website of Income Tax Authorities, a notice u/s. 143(1)(a) of the Income Tax raising a demand of Rs.33,990/- against Mr. Sunil Shantilal Jain (hereinafter referred to as “the Assessee”) vide demand reference no. 2012201110022274706T dated 04.03.2013 have been raised for A.Y. 2010-2011. The Assessee has vide its response dated 21.02.2019 disagreed with the demand and post this no further communication has been received against the Assessee.

**For A.Y. 2012-13**

As per details available on the website of Income Tax Authorities, a notice u/s. 143(1)(a) of the Income Tax raising a demand of Rs.72,400/- against Mr. Sunil Shantilal Jain (hereinafter referred to as “the Assessee”) vide demand reference no. 2014201337066464283T dated 17.03.2015 have been raised for A.Y. 2012-13. The Assessee has disagreed with the demand in full. However, the same is pending fill date for payment.

**For A.Y. 2006-07**

As per details available on the website of Income Tax Authorities, a notice u/s. 143(1)(a) of the Income Tax Act, 1967 raising a demand of Rs.35,702/- against Mr. Sunil Shantilal Jain (hereinafter referred to as “the Assessee”) vide demand reference no. 2009200751035250673T dated 19.09.2008 have been raised for A.Y. 2006-07. The Assessee has disagreed with the demand in full. However, the same is pending fill date for payment.

**1. M/s. Mangalam Foundation (Partnership firm of Promoters)**

**a. Pending Liability in TDS:**

As per details available on the TRACES an aggregate outstanding amount of Rs 7,652/- is determined to be paid from Previous years till 2021-22 against **M/s. MANGALAM FOUNDATION** (hereinafter referred to as the “Assessee”) as default on account of short payment and short deduction of TDS and late filing fees u/s 234E Interest u/s 220 and 221 of the Income Tax Act. Although no action in respect of recovery of same has been taken by the department till date, except for issue of communication notices, the department may at any time issue recovery notices in which event the same shall become payable.

**2. Mr. Suganchand Ramesh Kumar (Independent Director)**

**a. For A.Y. 2021-22:**

As per details available on the website of the Income Tax Department **Mr. Suganchand Ramesh Kumar** (hereinafter referred to as the “Assessee”) have been issued with a demand notice bearing no. 2024202137246934252T dated April 19, 2024 passed u/s. 143(1a) of the Income Tax Act, 1961, raising a demand of Rs. 90,624/- in addition to an interest of Rs. 19,824/- and the same is pending.

**b. For A.Y. 2007-08:**

As per details available on the website of the Income Tax Department **Mr. Suganchand Ramesh Kumar** (hereinafter referred to as the “Assessee”) have been issued with a demand notice bearing no. 2010200751086673530T dated December 31, 2009 passed u/s. 143(3) of the Income Tax Act, 1961, raising a demand of Rs. 9,42,883/- in addition to an interest of Rs. 6,04,220/- and the same has been disputed by the assessee and is pending.

**5) Other Pending Litigation based on Materiality Policy of our Company**

NIL

**B. LITIGATION FILED BY OUR DIRECTORS AND PROMOTER**

**1) Litigation involving Criminal Laws**

NIL

**2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3) Disciplinary Actions by Authorities**

NIL

**4) Litigation involving Tax Liability**

NIL

**5) Other Pending Litigation based on Materiality Policy of our Company**

NIL

**PART 3: LITIGATION RELATING TO OUR SUBSIDIARIES AND/OR GROUP COMPANIES**

**A. LITIGATION AGAINST OUR SUBSIDIARIES AND / OR GROUP COMPANIES**

**1) Litigation involving Criminal Laws**

NIL

**2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3) Disciplinary Actions by Authorities**

NIL

**4) Litigation involving Tax Liability**

NIL

**5) Other Pending Litigation based on Materiality Policy of our Company**

NIL

**B. LITIGATION FILED BY OUR SUBSIDIARIES AND / OR GROUP COMPANIES**

**1) Litigation involving Criminal Laws**

NIL

**2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3) Disciplinary Actions by Authorities**

NIL

**4) Litigation involving Tax Liability**

NIL

**5) Other Pending Litigation based on Materiality Policy of our Company**

NIL

**MATERIAL DEVELOPMENTS OCCURRING AFTER LAST BALANCE SHEET DATE**

Except as disclosed in Chapter titled “Management’s Discussion & Analysis of Financial Conditions & Results of Operations” beginning on page 187 there have been no material developments that have occurred after the Last Balance Sheet Date.

**OUTSTANDING DUES TO CREDITORS**

There are no disputes with such entities in relation to payments to be made to our Creditors. The details pertaining to amounts due towards such creditors are available on the website of our Company.

Below are the details of the Creditors where outstanding amount as on September 30, 2024: -

*(Rs. in Lacs)*

<b>Name</b>	<b>Balance as on September 30, 2024</b>
Total Outstanding dues to Micro and Small & Medium Enterprises	--
Total Outstanding dues to Creditors other than Micro and Small & Medium Enterprises	78.37

## **GOVERNMENT AND OTHER STATUTORY APPROVALS**

*We have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business (as applicable on date of this Draft Prospectus) and except as mentioned below, no further approvals are required for carrying on our present business.*

*In view of the approvals listed below, we can undertake this Issue and our current/proposed business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the Issue or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Draft Prospectus.*

The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to carry out its activities. The following are the details of licenses, permissions and approvals obtained by the Company under various Central and State Laws for carrying out its business:

### **Approvals In Relation to Our Company's incorporation**

1. Certificate of Incorporation dated September 21, 2007 from the Registrar of Companies, Tamil Nadu, Chennai, Andaman & Nicobar Islands, under the Companies Act, 1956 as "MANOJ JEWELLERS PRIVATE LIMITED" (Corporate Identification No.: U52393TN2007PTC064834).
2. Fresh Certificate of Incorporation dated July 14, 2022 pursuant to conversion of the Company from MANOJ JEWELLERS PRIVATE LIMITED to MANOJ JEWELLERS LIMITED, bearing registration no. U52393TN2007PLC064834 issued by the Registrar of Companies, Tamil Nadu, Chennai,

### **Approvals in relation to the Issue**

#### **Corporate Approvals**

1. Our Board of Directors has, pursuant to resolutions passed at its meeting held on September 26, 2024 authorized the Issue, subject to the approval by the shareholders of our Company under section 62(1) (c) of the Companies Act, 2013.
2. Our shareholders have, pursuant to a resolution dated September 27, 2024, under Section 62(1) (c) of the Companies Act, 2013, authorized the Issue.
3. Our Board of Directors has, pursuant to a resolution dated December 24, 2024 and [●] authorized our Company to take necessary action for filing the Draft Prospectus and Prospectus respectively with BSE SME.

#### **Approvals from Stock Exchange**

1. Our Company has received in-principle listing approval from the BSE SME dated [●] for listing of Equity Shares issued pursuant to the issue.

#### **Other Approvals**

1. The Company has entered into a tripartite agreement dated August 03, 2022 with the Central Depository Services (India) Limited (CDSL) and the Registrar and Transfer Agent, who in this case is Skyline Financial Services Private Limited, for the dematerialization of its shares.
2. The Company has entered into an agreement dated August 02, 2022 with the National Securities Depository Limited (NSDL) and the Registrar and Transfer Agent, who in this case is Skyline Financial Services Private Limited, for the dematerialization of its shares.



**Approvals/Licenses/Permissions in relation to our Business****Tax Related Approvals**

Sr. No	Description	Address of Place of Business / Premises	Registration Number	Issuing Authority	Date of issue	Date of Expiry
1.	Permanent Account Number (PAN)	NA	AAFCM2332K	Income Tax Department	September 21, 2007	Valid till Cancelled
2.	Tax Deduction Account Number (TAN)	M/s. Manoj Jewellers Limited,  No-59, NSC Bose Road, Sowcarpet-600079, Tamil Nadu	CHEM10172B	Income Tax Department	February 01, 2008	Valid till Cancelled
3.	GST Registration Certificate	M/s. Manoj Jewellers Limited,  <b>Principal Place of Business:</b> No.59,N.S.C. Bose Road, Sowcarpet, Chennai, Tamil Nadu-600079  <b>Additional Place:</b> Ground Floor, 16, Mangalam Mitra Apartments, Ranganathan Avenue, Kilpauk, Chennai, Tamil Nadu	33AAFCM2332KI1ZO	Goods and Services Tax Department	Effective from July 01, 2017  Certificate last amended on November 20, 2023	Valid till Cancelled
4.	Professions Tax Registration Number	M/s. Manoj Jewellers Limited, 59, Nethanji Subhash Chandrabose Road (43-132), Voc Nagar, Sowcarpet, Chennai-600079 Tamil Nadu	05-057-PE-29630	Profession Tax officer, Greater Chennai Corporation	September 27, 2023	Valid till Cancelled

**Registrations related to Labour Laws:**

Sr. No.	Description	Address	LicenseNumber	Issuing Authority	Date of issue	Date of Expiry
1.	Registration under Chennai City Municipal Corporation Act,1919	M/s. Manoj Jewellers Limited,  59, Nethanji Subhash Chandrabose Road(43-132), Voc Nagar, Sowcarpet, Chennai-600079 Tamil Nadu	05-057-0001593/2024-25	Revenue Department, Greater Chennai Corporation	March 13, 2024	March 31, 2025





2.	Registration under Chennai City Municipal Corporation Act, 1919	Manoj Jewellers Limited, 16A, Ranganadhan Avenue, Kipauk Town, Chennai-600010	08-100-0000547	Revenue Department, Greater Chennai Corporation	August 24, 2024	March 31, 2025
3.	Registration under Tamil Nadu Industrial Establishment (National Festival and Special holidays) Act, 1958	Manoj Jewellers Limited, 16A, Ranganadhan Avenue, Kipauk Town, Chennai-600010	TN/AIL32CHE/NFSH/68-24-00445	Government of Tamil Nadu Labour department	July 23, 2024	Valid till Cancelled
4.	Registration under Tamil Nadu Industrial Establishment (National Festival and Special holidays) Act, 1958	Manoj Jewellers Limited, 59, Netaji Subhash Chandra Bose Road, (43-132), Voc Nagar, Sowcarpet, Chennai, Tamil Nadu-6000779	TN/AIL24CHE/NFSH/68-22-00033	Government of Tamil Nadu Labour department	October 01, 2022	Valid till Cancelled

**Business related Registrations:**

Sr. No.	Description	Address	License Number	Issuing Authority	Date of issue	Date of Expiry
1.	Certificate of Verification issued under the Standards of Weights & Measures Act	Manoj Jewellers. Ltd. 59, Netaji Subhash Chandra Bose Road, (43-132), Voc Nagar, Sowcarpet, Chennai, Tamil Nadu-6000779	CV No. CHE/509/013644 & 13643 Trader No. LABUID/TNLM/123920	Office of Inspector of Legal Metrology, Government of TamilNadu	May 28, 2024	May 27, 2025
2.	Hallmark license issued by Bureau of Indian Standards	Manoj Jewellers Ltd. 59, Netaji Subhash Chandra Bose Road, (43-132), Voc Nagar, Sowcarpet, Chennai, Tamil Nadu- 6000779	HM/C-6790397313 issued as per IS 1417:2016	Southern Regional Office, Chennai Branch Office-1, Bureau of Indian Standards	July 22, 2024	Valid till cancelled
3.	Udyam Registration Certificate	M/s. Manoj Jewellers Limited, No-59, Ground Floor, NSC Bose Road, Sowcarpet-600079, Tamil Nadu	UDYAM-TN-02-0001254	Ministry of Micro Small & Medium Enterprises, Chennai	July 18, 2020	Valid till Cancelled

## Intellectual Property

### Trademarks registered/Objected/Abandoned in the name of our company

S. No	Brand Name/Logo Trademark	Class	Nature of Trademark and registration number	Owner	Date of Application	Authority	Current Status
1.		14	Registered vide certificate no. 2060413 and application no. 2990992	Manoj Jewellers Limited*	June 23, 2015	Trade Mark Registry, Intellectual Property, India	Valid till June 23, 2025
2.		35	Registered vide certificate no. 3000461 and application no. 4632045	Manoj Jewellers Limited*	August 30, 2020	Trade Mark Registry, Intellectual Property, India	Valid till August 30, 2030
3.		14	Registered vide certificate no. 3191325 and Applied vide application number 5532745	Manoj Jewellers Limited	July 16, 2022	Trade Mark Registry, Intellectual Property, India	Valid till July 16, 2032
4.		35	Registered vide certificate no. 3263227 and Applied vide application number 5532746	Manoj Jewellers Limited	July 16, 2022	Trade Mark Registry, Intellectual Property, India	Valid till July 16, 2032

\* These Trademarks were taken in the name of Manoj Jewellers Private Limited and as on date, the Company has not filed any application for endorsement of the same in the name of Manoj Jewellers Limited, being the current name of the Company post its conversion from Private Limited to Public Limited entity.

### Domain Name

S. No	Domain Name and ID	Sponsoring Registrar and ID	Registrant Name and ID	Creation Date	Registry Expiry Date
1.	Manojjewellerslimited.com	Godaddy.com	Manoj Jewellers Limited 2708103733_DOMAIN_COM-VRSN	July 02, 2022	July 02, 2032
2.	Manojjewellerslimited.in	Godaddy.com	Manoj Jewellers Limited F4D2F48694010BCA4B266CE84605C-IN	July 02, 2022	July 02, 2027

**Registrations Applied For:**

<b>Sr. No.</b>	<b>Description</b>	<b>Address</b>	<b>Existing License Number if any</b>	<b>Issuing Authority</b>	<b>Date of Application and Acknowledgement no.</b>
Nil					

In addition to above licenses and approvals and except as stated in this chapter, it is hereby mentioned that no application has been made for license / approvals required by the Company and no approval is pending in respect of any such application made with any of the authorities except that for change of name of the Company from pursuant to change of its constitution from Private Limited to Public Limited.

## OTHER REGULATORY AND STATUTORY DISCLOSURES

### AUTHORITY FOR THE ISSUE

Our Board of Directors have *vide* resolution dated September 26, 2024 authorized the Issue, subject to the approval by the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013. The shareholders have authorized the Issue, by passing a Special Resolution at the Extra Ordinary General Meeting held on September 27, 2024 in accordance with the provisions of Section 62(1)(c) of the Companies Act, 2013.

### IN-PRINCIPLE LISTING APPROVALS

The Company has obtained approval from BSE vide letter dated [●] to use the name of BSE in this Issue Document for listing of equity shares on the SME Platform of BSE Limited i.e. BSE SME. BSE is the designated stock exchange.

### PROHIBITION BY SEBI OR OTHER GOVERNMENTAL AUTHORITIES

Further, our company, promoters, members of the promoter group, directors are not debarred or prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the Board or any securities market regulator in any other jurisdiction or any other authority/court as on the date of this Draft Prospectus.

The listing of any securities of our Company has never been refused at any time by any of the stock exchanges in India.

None of the companies with which our Promoters and Directors are associated with as promoters, directors or persons in control have been debarred from accessing capital markets under any order or direction passed by SEBI or any other authorities.

None of our Directors are associated with securities market related business, in any manner and there have been no outstanding actions initiated by SEBI against our Directors in the five years preceding the date of this Draft Prospectus.

Our Company, Promoters or Directors have not been declared as wilful defaulters by any bank or financial institution or consortium thereof in accordance with the guidelines on wilful defaulters issued by the RBI.

Our Promoters or Directors have not been declared as fugitive economic offenders under section 12 of the Fugitive Economic Offenders Act, 2018.

### PROHIBITION BY RBI

Neither our Company, nor any of our Promoters or Directors have been declared as fraudulent borrowers by the lending banks or financial institution or consortium, in terms of the Master Directions on Frauds – Classification and Reporting by commercial banks and select FIs dated July 1, 2016, as amended, issued by the Reserve Bank of India.

### DIRECTORS ASSOCIATED WITH THE SECURITIES MARKET

None of our Directors are associated with the securities market and there has been no outstanding action initiated by SEBI against them in the five years preceding the date of this Draft Prospectus.

### COMPLIANCE WITH THE COMPANIES (SIGNIFICANT BENEFICIAL OWNERSHIP) RULES, 2018

Our Company, Promoters and members of the Promoter Group confirm that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent applicable, as on the date of this Draft Prospectus.

## ELIGIBILITY FOR THE ISSUE

### Eligibility for this Issue

Our Company has complied with the conditions of Regulation 230 of SEBI ICDR Regulations for this Issue.

Our Company is an “Unlisted Issuer” in terms of the SEBI ICDR Regulations and this Issue is an “Initial Public Offer” in terms of the SEBI ICDR Regulations.

Our Company is eligible for the Issue in accordance with Regulation 229(1) of the SEBI ICDR Regulations as we are an Issuer whose post-issue paid-up capital shall be less than Rs. 10 Crores (Rupees Ten Crores only). Accordingly, our Company is proposing to issue its Equity Shares to Public and subsequent listing thereof on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the SME Platform of the BSE Limited i.e. BSE SME).

We confirm that:

1. In accordance with Regulation 260 of the SEBI ICDR Regulations, this Issue will be 100% underwritten and that the Lead Manager to the Issue shall underwrite minimum 15% of the Total Issue Size. For further details pertaining to said underwriting please refer to section titled "General Information –Underwriting" beginning on page 59.
2. In accordance with Regulation 268 of the SEBI ICDR Regulations, we shall ensure that the total number of proposed allottees in the Issue shall be greater than or equal to fifty (50), otherwise, the entire application money will be unblocked forthwith. 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<sup>th</sup> (Fourth) day, be liable to repay such application money, with an interest at the rate as prescribed under the SEBI ICDR Regulations.
3. In accordance with Regulation 246 the SEBI ICDR Regulations, we have not filed this Draft Red Herring Prospectus with SEBI nor has SEBI issued any observations on our Draft Red Herring Prospectus. Also, we shall ensure that our Lead Manager submits a copy of the Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.
4. In accordance with Regulation 261(1) of the SEBI ICDR Regulations, we hereby confirm that we shall enter into an agreement with the Book Running Lead Manager and with Market Maker to ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of Equity Shares on BSE SME. For further details of the arrangement of market making please refer to section titled "General Information – Details of the Market Making Arrangements for this Issue" beginning on page 60.

As per Regulation 229(3) of the SEBI ICDR Regulations, our Company satisfies track record and/or other eligibility conditions of BSE SME in accordance with the Restated Financial Statements, prepared in accordance with the Companies Act and restated in accordance with the SEBI ICDR Regulations as below:

S. No.	Eligibility Criteria	Particulars								
1.	Incorporation - The Company shall be incorporated under the Companies Act, 1956.	Complied. The Company was incorporated under the provisions of the Companies Act, 1956.								
2.	Post Issue Paid up Capital - Not more than Rs. 25 crores	Complied. The tentative post issue paid up capital of our Company (face value) based on maximum number of shares proposed to be issued under the current issue, shall be Rs. 8.99 Crores, which is less than Rs. 25 Crores.								
3.	Networth - Atleast Rs. 1 crore for 2 preceding full financial years.	Complied. The details of the Net Worth of the Company is provided hereunder: <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th style="text-align: center;">Year Ended</th> <th style="text-align: center;">Amount in Rs. Crores</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">September 30, 2024</td> <td style="text-align: right;">12.05</td> </tr> <tr> <td style="text-align: center;">March 31, 2024</td> <td style="text-align: right;">9.80</td> </tr> <tr> <td style="text-align: center;">March 31, 2023</td> <td style="text-align: right;">6.56</td> </tr> </tbody> </table>	Year Ended	Amount in Rs. Crores	September 30, 2024	12.05	March 31, 2024	9.80	March 31, 2023	6.56
Year Ended	Amount in Rs. Crores									
September 30, 2024	12.05									
March 31, 2024	9.80									
March 31, 2023	6.56									

		Further, the Company was not formed pursuant to conversion of registered Proprietorship /partnership/LLP and has been in existence since September 21, 2007.								
4.	Net Tangible Asset - Rs 3 crores in last preceding (full) financial year.	<p>Complied. The details of the Net Tangible Assets of the Company is provided hereunder:</p> <table border="1"> <thead> <tr> <th>Year Ended March 31, 2024</th> <th>Amount in Rs. Crores</th> </tr> </thead> <tbody> <tr> <td>Net Assets</td> <td>9.7988</td> </tr> <tr> <td>Less: Tangible Assets/Deferred Tax Assets</td> <td>0.1102</td> </tr> <tr> <td>Net Tangible Assets</td> <td>9.6886</td> </tr> </tbody> </table>	Year Ended March 31, 2024	Amount in Rs. Crores	Net Assets	9.7988	Less: Tangible Assets/Deferred Tax Assets	0.1102	Net Tangible Assets	9.6886
Year Ended March 31, 2024	Amount in Rs. Crores									
Net Assets	9.7988									
Less: Tangible Assets/Deferred Tax Assets	0.1102									
Net Tangible Assets	9.6886									
5.	Track Record - The track record of applicant company seeking listing should be atleast 3 years.	Complied. The Company has track record of more than 3 years.								
6.	Earnings before Interest, Depreciation and tax - The company/ proprietorship concern/ registered firm/ LLP should have operating profit (earnings before interest, depreciation and tax) from operations for 2 out of 3 latest financial years preceding the application date.	<p>Complied. The Company has operating profit (earnings before interest, depreciation and tax) from operations for 2 out of 3 latest financial years preceding the application date.</p> <table border="1"> <thead> <tr> <th>Financial Year</th> <th>EBIDT Amount (Rs. In crores)</th> </tr> </thead> <tbody> <tr> <td>March 31, 2024</td> <td>5.71</td> </tr> <tr> <td>March 31, 2023</td> <td>2.03</td> </tr> <tr> <td>March 31, 2022</td> <td>1.64</td> </tr> </tbody> </table>	Financial Year	EBIDT Amount (Rs. In crores)	March 31, 2024	5.71	March 31, 2023	2.03	March 31, 2022	1.64
Financial Year	EBIDT Amount (Rs. In crores)									
March 31, 2024	5.71									
March 31, 2023	2.03									
March 31, 2022	1.64									
7.	Leverage Ratio - Leverage ratio of not more than 3:1. Relaxation may be granted to finance companies.	Complied. The Leverage of the Company as on September 30, 2024 is 1.59, and as on March 31, 2024 is 1.57.								
8.	Disciplinary action									
	<ul style="list-style-type: none"> <li>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</li> </ul>	Complied. There have been no instances regulatory action of suspension of trading against the promoter(s) or companies promoted by the promoters by any stock Exchange having nationwide trading terminals								
	<ul style="list-style-type: none"> <li>The Promoter(s) or directors shall not be promoter(s) or directors (other than independent directors) of compulsory delisted companies by the Exchange and the applicability of consequences of compulsory delisting is attracted or companies that are suspended from trading on account of non-compliance.</li> </ul>	Complied. The Promoter(s) or directors of the Company are not promoter(s) or directors of compulsory delisted companies by the Exchange or companies that are suspended from trading on account of non-compliance.								
	<ul style="list-style-type: none"> <li>Director should not be disqualified/ debarred by any of the Regulatory Authority.</li> </ul>	Complied. None of the Directors of the Company are disqualified/ debarred by any of the Regulatory Authority.								
9.	Default - 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.	Complied. There have been no instances of pending defaults in respect of payment of interest and/or principal to the debenture/ bond/ fixed deposit holders by the Company, and the Promoters of the Company.								
10.	Name change - In case of name change within the last one year, at least 50% of the revenue calculated on a restated	Complied. There has been no instance of change in the name of the Company during the past 1 year from the date of the Draft Prospectus.								

	and consolidated basis for the preceding 1 full financial year has been earned by it from the activity indicated by its new name.  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.	
11.	It is mandatory for a company to have a functional website.	Complied. The website of the Company is <a href="https://manojjewellerslimited.com/">https://manojjewellerslimited.com/</a>
12.	100% of the Promoter's shareholding in the Company should be in Dematerialised form.	Complied. The entire shareholding of the Promoters' of the Company is in dematerialized form.
13.	It is mandatory for the company to facilitate trading in demat securities and enter into an agreement with both the depositories.	Complied. The Company shall facilitate trading in demat securities and to this end the Company has entered into Tripartite agreement dated August 03, 2022 with CDSL, and Tripartite agreement dated August 02, 2022 with NSDL.
14.	There should not be any change in the promoters of the company in preceding one year from date of filing the application to BSE for listing under SME segment.	Complied. There has been no change in the Promoters of the Company in preceding one year from date of filing the application to BSE for listing under SME segment.
15.	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.
16.	The Net worth computation will be as per the definition given in SEBI (ICDR) Regulations	Complied. The Networth of the Company as depicted under S. No. 3 above, has been computed as per the requirements of SEBI ICDR Regulations.
17.	The Company has not been referred to NCLT under IBC.	Complied. The Company has not been referred to NCLT under IBC.
18.	There is no winding up petition against the company, which has been admitted by the court.	Complied. There is no winding up petition against the Company, which has been admitted by the court.
19.	Cooling off period: Gap of at least 6 months from date of withdrawal/rejection of issue from SEBI/Exchanges.	Not Applicable.

#### **COMPLIANCE WITH PART A OF SCHEDULE VI OF THE SEBI ICDR REGULATIONS**

Our Company is in compliance with the provisions specified in Part A of Schedule VI of the SEBI ICDR Regulations. No exemption from eligibility norms has been sought under Regulation 300 of the SEBI ICDR Regulations, with respect to the Issue.

#### **DISCLAIMER CLAUSE OF SEBI**

It is to be distinctly understood that submission of Issue document to Securities and Exchange Board of India (SEBI) should not in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of any scheme or the project for which the issue is proposed to be made or for the correctness of the statements made or opinions expressed in the 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 offeror is primarily responsible for the correctness, adequacy and disclosure of all relevant information in this issue document, the lead manager is expected to exercise due diligence to ensure that the offeror discharges its responsibility adequately in this behalf and towards this purpose, the lead manager, Jawa Capital Services Private Limited have furnished to SEBI, a due diligence certificate dated [●] in the format prescribed under schedule v(a) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The filing of this issue document does not, however, absolve the offeror from any liabilities under the Companies Act, 2013 or from the requirement of obtaining such statutory and other clearances as may be required for the purpose of the proposed Issue. SEBI further reserves the right to take up, at any point of time, with the lead manager any irregularities or lapses in this Issue document.

**Note:** All legal requirements pertaining to the Issue will be complied with at the time of filing of the Prospectus with the RoC in terms of Section 32 of the Companies Act. All legal requirements pertaining to the Issue will be complied with at the time of filing of the Prospectus with the RoC in terms of Sections 26, 33(1) and 33(2) of the Companies Act.

#### **DISCLAIMER IN RESPECT OF JURISDICTION**

This Issue is being made in India to persons resident in India including Indian nationals resident in India (who are not minors, except through their legal guardian), Hindu Undivided Families (HUFs), companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), Trusts registered under the Societies Registration Act, 1860, as amended from time to time, or any other trust law and who are authorised under their constitution to hold and invest in shares, permitted insurance companies and pension funds and to non-residents including NRIs and FIIs. This Draft Prospectus does not, however, constitute an I to sell or an invitation to subscribe to Equity Shares issued hereby in any other jurisdiction to any person to whom it is unlawful to make an issue or invitation in such jurisdiction. Any person into whose possession the 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 the jurisdiction of appropriate court(s) in Mumbai only.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented thereby may not be offered or sold, directly or indirectly, and the Draft Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of the Draft Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been any change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

No person outside India is eligible to Apply for Equity Shares in the Issue unless that person has received the preliminary offering memorandum for the Issue, which contains the selling restrictions for the Issue outside India.

#### **Eligibility and Transfer Restrictions**

The Equity Shares offered in the Issue have not been, and will not be, registered under the U.S. Securities Act and may not be 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 accordingly, the Equity Shares are being offered and sold (i) within the United States solely to persons who are reasonably believed to be “qualified institutional buyers” (as defined in Rule 144A under the U.S. Securities Act) in transactions exempt from the registration requirements of the U.S. Securities Act, and (ii) outside the United States in “offshore transactions” as defined in and 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, except in compliance with the applicable laws of such jurisdiction.

Applicant are advised to ensure that any Application from them does not exceed investment limits or maximum number of Equity Shares that can be held by them under applicable law.

#### **DISCLAIMER FROM OUR COMPANY, THE DIRECTORS AND THE LEAD MANAGER**

Our Company and the Lead Manager accept no responsibility for statements made otherwise than in this Draft Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website, <https://manojjewellerslimited.com/>, or the website of any affiliate of our Company, would be doing so at his or her own risk.

The Lead Manager accept no responsibility, save to the limited extent as provided in the Issue Agreement and the Underwriting Agreement to be entered into between the Underwriter and our Company and Market Maker Agreement entered into among Market Maker and our Company.

All information shall be made available by our Company and the Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever.

The Lead Manager and its associates and affiliates may engage in transactions with and perform services for, our Company and associates of our Company in the ordinary course of business and may in future engage in the provision of services for which they may in future receive compensation. Shreni Shares Limited is not an associate of the Company and is eligible to be appointed as the Lead Manager in this Issue, under SEBI MB Regulations.

Investors who apply in this Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not issue, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares. Our Company and the Lead Manager and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.

Neither our Company nor Lead Manager is liable for any failure in (i) uploading the Applications due to faults in any software/ hardware system or otherwise, or (ii) the blocking of the Application Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on the account of any errors, omissions or non-compliance by various parties involved, or any other fault, malfunctioning, breakdown or otherwise, in the UPI Mechanism.

#### **DISCLAIMER CLAUSE OF THE BSE**

##### **Disclaimer Clause of BSE**

"BSE Limited ("BSE") has vide its letter dated [●] given permission to "Manoj Jewellers 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 the Company. BSE does not in any manner:

- i. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; 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 at its own risk, and is responsible for complying with all 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".

## LISTING

The Equity Shares issued through the Prospectus are proposed to be listed on BSE SME. Application have been made to BSE SME for obtaining permission for listing of the Equity Shares being issued and sold in the Issue on its BSE SME after the allotment in the Issue. BSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue.

Our company has obtained In-principle approval from BSE vide letter dated [●] to use name of BSE in the Prospectus for listing of equity shares on SME Platform of the BSE Limited i.e. BSE SME).

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of the Prospectus in accordance with applicable law. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within three Working Days from the Bid/ Issue Closing Date or such period as may be prescribed by SEBI.

If our Company does not allot Equity Shares pursuant to the Issue within such timeline as prescribed by SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period in accordance with applicable law.

## CONSENTS

Consents in writing of: (a) The Directors, Promoters, the Chief Financial Officer, Company Secretary & Compliance Officer, the Statutory and Peer Review Auditors, the Lead Manager, Registrar to the Issue, the Legal Advisors to the Issue, Market Maker have been obtained; and (b) Underwriter, Bankers to the Issue (Escrow Collection Bank, Public Issue Bank, Sponsor Banks and Refund Bank)<sup>(1)</sup>, Bankers to the Company, to act in their respective capacities, and will be filed along with a copy of the Prospectus with the RoC as required under the Companies Act, 2013.

<sup>(1)</sup> *The aforesaid will be appointed prior to filing of the Prospectus with RoC and their consents as above would be obtained prior to the filing of the Prospectus with RoC*

## EXPERT OPINION

Except as disclosed below, our Company has not obtained any expert opinions in connection with this Draft Prospectus:

Our Company has received a written consent dated December 02, 2024 from our Peer Review Auditor, namely, M/s. Mardia & Associates, Chartered Accountants, who hold a valid peer review certificate from ICAI, to include their name as required under section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Prospectus, and as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Peer Review Auditor, and in respect of their (a) examination report dated November 28, 2024, on the Restated Financial Statements, and (b) report dated December 02, 2024 by the Peer Review Auditor on the statement of special tax benefits. Such consent has not been withdrawn as on the date of this Draft Prospectus. However, the term “expert” and “consent” shall not be construed to mean an “expert” and “consent” as defined under the U.S. Securities Act.

Further, our Company has received written consent dated December 02, 2024, from M/s. Mardia & Associates, Chartered Accountants, to include their name as required under Section 26 (5) of the Companies Act read with SEBI ICDR Regulations, in this Draft Prospectus and as an “expert”, as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as an Peer Review Auditor of our company.

#### **PREVIOUS PUBLIC OR RIGHTS ISSUES DURING THE LAST FIVE YEARS**

We have not made any rights to the public and public issues in the past, and we are an “Unlisted Company” in terms of the SEBI ICDR Regulations and this Issue is an “Initial Public Offer” in terms of the SEBI ICDR Regulations.

#### **COMMISSION AND BROKERAGE PAID ON PREVIOUS ISSUES OF OUR EQUITY SHARES IN LAST FIVE YEARS**

Since this is an Initial Public Offer of the Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since inception of the Company.

#### **CAPITAL ISSUES DURING THE LAST THREE YEARS BY OUR COMPANY, LISTED GROUP COMPANIES, SUBSIDIARIES & ASSOCIATES OF OUR COMPANY**

Except as disclosed in Chapter titled “*Capital Structure*” on page 64 of Draft Prospectus, our Company has not made any capital issue during the previous three years.

Further, we do not have any other Group Companies or Subsidiary or Associate as on date of this Draft Prospectus.

#### **PERFORMANCE VIS-À-VIS OBJECTS**

Except as stated in the chapter titled “*Capital Structure*” beginning on page 64 of this Draft Prospectus, we have not made any previous rights and / or public issues during the last five (5) years and are an “Unlisted Issuer” in terms of SEBI ICDR Regulations and this Issue is an “Initial Public Offer” in terms of the SEBI ICDR Regulations, the relevant data regarding performance vis-à-vis objects is not available with the Company.

#### **Performance vis-à-vis objects – Public/ rights issue of the listed subsidiaries/listed Promoter of our Company**

None of our Subsidiaries or Promoters are listed on any stock exchange.

**PRICE INFORMATION OF THE PAST ISSUES HANDLED BY THE LEAD MANAGER**

**Table 1 - Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Jawa Capital Services Private Limited**

S. No.	Issue Name	Issue Size (Rs. Cr.)	Issue Price (Rs.)	Listing Date	Opening Price on Listing Date	+/- % change in closing price [+/- % change in closing benchmark] 30 <sup>th</sup> calendar days from listing	+/- % change in closing price [+/- % change in closing benchmark] 90 <sup>th</sup> calendar days from listing	+/- % change in closing price [+/- % change in closing benchmark] 180 <sup>th</sup> calendar days from listing
1	Slone Infosystems Limited	11.06	79/-	May 10, 2024	Rs. 118.50/-	+10.25% [+1.33%]	+101.27% [+13.91%]	+110.38% [+30.33%]
2	Mandeep Auto Industries Limited	25.24	67/-	May 21, 2024	Rs. 62.25/-	-10.75% [+5.19%]	-2.54% [+13.67%]	-40.45% [+18.69%]
3	Kalana Ispat Limited	32.59	66/-	September 26, 2024	Rs. 45.15/-	-40.23% [-5.38%]	NA	NA
4	Mangal Compusolution Limited	16.23	45/-	November 21, 2024	Rs. 45.00/-	NA	NA	NA

1. For entries at s. no. 1, 2 and 3, NSE EMERGE Index has been considered as the Benchmark Index. For entry at s. no. 4, BSE SME Index has been considered as the Benchmark Index.

2. "Issue Price" is taken as "Base Price" for calculating % Change in Closing Price of the respective Issues on 30th/90th/180th Calendar days from listing.

3. "Closing Benchmark" on the listing day of script is taken as "Base Benchmark" for calculating % Change in Closing Benchmark on 30th/90th/180th Calendar days from listing. Although it shall be noted that for comparing the script with Benchmark, the +/- % Change in Closing Benchmark has been calculated based on the Closing Benchmark on on 30th/90th/180th Calendar days from listing.

4. In case 30th/90th/180th day is not a trading day, closing price of the Index of the previous trading day has been considered, however, if script is not traded on that previous trading day then last trading price available for the scrip has been considered.

**Table 2 - Summary statement of price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Jawa Capital Services Private Limited**

Financial Year	Total No. of IPOs	Total amount of funds raised (Rs. In Cr)	No. of IPOs trading at discount – 30 <sup>th</sup> calendar days from listing			No. of IPOs trading at premium – 30 <sup>th</sup> calendar days from listing			No. of IPOs trading at discount – 180 <sup>th</sup> calendar days from listing			No. of IPOs trading at premium –180 <sup>th</sup> calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
Year till November 21, 2024	4	85.12	-	1	1	-	-	1	-	1	-	1	-	-
2023-24	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2022-23	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2021-22														

Note: Issue opening date is considered for calculation of total number of IPOs in the respective financial year.

For details regarding the track record of the BRLM, as specified in Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please see the website [www.jawacapital.in](http://www.jawacapital.in)

As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect maximum 10 issues (Initial Public Offers) managed by the Lead Manager. Hence, disclosure pertaining to recent 10 issues handled by the lead manager are provided.

## **TRACK RECORD OF PAST ISSUES HANDLED BY LEAD MANAGER**

For details regarding track record of the Lead Manager 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 Lead Manager at: <https://www.jawacapital.in/>.

## **STOCK MARKET DATA OF EQUITY SHARES**

This being an initial public offer of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.

## **MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES**

The Registrar Agreement provides for the retention of records with the Registrar to the Issue for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, subject to agreement with our Company for storage of such records for longer period, to enable the investors to approach the Registrar to the Issue for redressal of their grievances. The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Applicants

All grievances 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 full details such as name of the sole or First Applicant, ASBA Form number, Applicant's DP ID, Client ID, PAN, address of Applicant, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Application Amount was blocked or the UPI ID (for UPI Applicants who make the payment of Application Amount through the UPI Mechanism), date of ASBA Form and the name and address of the relevant Designated Intermediary where the Application was submitted. Further, the Application shall enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or information mentioned hereinabove. All grievances relating to Applications submitted through Registered Brokers may be addressed to the Stock Exchange with a copy to the Registrar to the Issue.

All grievances of the Anchor Investors may be addressed to the Registrar to the Issue, giving full details such as the name of the sole or First Applicant, ASBA Application Form number, Applicant's DP ID, Client ID, PAN, date of the ASBA Application Form, address of the Applicant, number of the Equity Shares applied for, Amount paid on submission of the ASBA Application Form and the name and address of the LMs where the ASBA Application Form was submitted by the Investor.

The Registrar to the Issue shall obtain the required information from the SCSBs and Sponsor Banks for addressing any clarifications or grievances of ASBA Bidders. Our Company, the Lead Managers and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations. Investors can contact our Company Secretary and 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, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode. For issue related grievance investors may contact Lead Managers, details of which are given in "General Information" on page 55.

SEBI, by way of its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 ("March 2021 Circular") read with the SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 ("June 2021 Circular") and amended by the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, has identified the need to put in place measures, in order to manage and handle investor issues arising out of the UPI Mechanism inter alia in relation to delay in receipt of mandates by Applicants for blocking of funds due to systemic issues faced by Designated Intermediaries/SCSBs and failure to unblock funds in cases of partial allotment/non allotment within prescribed timelines and procedures. Subsequently, SEBI vide its June 2021 Circular, modified the process timelines and extended the implementation timelines for certain measures introduced by the March 2021 Circular.

As per the March 2021 Circular read with the June 2021 Circular and amended by the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, for initial public offerings opening for subscription on or after May 1, 2021, SEBI has prescribed certain mechanisms to ensure proper management of investor issues arising out of the UPI Mechanism, including (i) identification of a nodal officer by SCSBs for the UPI Mechanism;



(ii) delivery of SMS alerts by SCSBs for blocking and unblocking of UPI Mandate Requests; (iii) periodic sharing of statistical details of mandate blocks/unblocks, performance of apps and UPI handles, network latency or downtime, etc., by the Sponsor Bank(s) to the intermediaries forming part of the closed user group vide email; (iv) limiting the facility of reinitiating UPI Application to Syndicate Members to once per Application; and (v) mandating SCSBs to ensure that the unblock process for non allotted/ partially allotted applications is completed by the closing hours of one Working Day subsequent to the finalisation of the Basis of Allotment.

The following compensation mechanism has become applicable for investor grievances in relation to Application made through the UPI Mechanism for public issues opening on or after May 1, 2021, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled / withdrawn / deleted applications	₹100 per day or 15% per annum of the Application Amount, whichever is higher	From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding platform of the Stock Exchange till the date of actual unblock
Blocking of multiple amounts for the same Application made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original application amount and 2. ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Application Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Application Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Application Amount and 2. ₹100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Application Amount were blocked till the date of actual unblock
Delayed unblock for non – Allotted / partially Allotted applications	₹100 per day or 15% per annum of the Application Amount, whichever is higher	From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the Lead Manager shall be liable to compensate the investor ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

Our Company, the LM and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations. In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, any ASBA Applicant whose Application has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days.

For helpline details of the Lead Manager pursuant to the SEBI/HO/CFD/DIL-2/OW/P/2021/2481/1/M dated March 16, 2021, see “General Information – Lead Manager” on page 56 of this Draft Prospectus.

Further, the Applicant shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove.

All grievances relating to Applications submitted with Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Issue. The Registrar to the Issue shall obtain the required information from the SCSBs and Sponsor Banks for addressing any clarifications or grievances of ASBA Applicants. Our



Company, the LM and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under the SEBI ICDR Regulations.

Investors are required to address all grievances in relation to the Issue to the LM.

Further, the Applicant shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned herein.

Our Company has also appointed Ms. Vaneeta Khanna, Company Secretary and Compliance officer for the Issue. For details, see “*General Information*” beginning on page 55 of this Draft Prospectus.

#### **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 OUR COMPANY**

Our Company estimates that the average time required by our Company or the Registrar to the Issue or the relevant Designated Intermediary, for the redressal of routine investor grievances shall be 7 (seven) days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints within 30 days of receipt of complaint or upon receipt of satisfactory documents.

Our Company shall, after filing of this Draft Prospectus, obtain authentication on the SCORES in terms of the SEBI circular bearing number CIR/OIAE/1/2013 dated April 17, 2013 read with SEBI circular bearing number SEBI/HO/OIAE/IGRD/CIR/P/2021/642 dated October 14, 2021 and shall comply with SEBI circular bearing number CIR/OIAE/1/2014 dated December 18, 2014 in relation to redressal of investor grievances through SCORES.

Further, our Board by a resolution on July 16, 2022 has also constituted a Stakeholders’ Relationship Committee. The composition of the Stakeholders’ Relationship Committee is as follows:

<b>Name of the Directors</b>	<b>Nature of Directorship</b>	<b>Designation in Committee</b>
Mr. Suganchand Ramesh Kumar	Non-Executive Independent Director	Chairman
Mr. Prasanchand Daga Prathik	Non-Executive Independent Director	Member
Ms. Raj Kumari	Whole Time Director	Member

For further details, please see the chapter titled “*Our Management*” beginning on page 131 of this Draft Prospectus.

#### **EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS, IF ANY, GRANTED BY SEBI**

Our company has not applied or received any exemption from complying with any provisions of securities laws by SEBI.

#### **Other confirmations**

No person connected with the Issue shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the Issue, except for fees or commission for services rendered in relation to the Issue.

## SECTION IX – ISSUE INFORMATION

### TERMS OF THE ISSUE

*The Equity Shares being issued are subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, our Memorandum and Articles of Association, SEBI LODR Regulations, the terms of this Draft Prospectus, the Application Form, the Revision Form, the Confirmation of Allocation Note, Allotment advices and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of this Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the Issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the BSE SME, the RBI, ROC and/or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by the SEBI, the Government of India, the Stock Exchange, the RoC and/or any other authorities while granting its approval for the Issue.*

#### THE ISSUE

The Issue comprises of a Fresh Issue of Equity shares.

#### RANKING OF EQUITY SHARES

The Equity Shares being issued shall be subject to the provisions of the Companies Act 2013, our Memorandum of Associations and Articles of Association shall rank pari passu in all respects with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please see the section titled “*Main Provisions of the Articles of Association*” beginning on page 258 of this Draft Prospectus.

#### MODE OF PAYMENT OF DIVIDEND

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, the Memorandum and Articles of Association and provisions of the SEBI LODR Regulations and any other guidelines or directions which may be issued by the Government in this regard. Dividends, if any, declared by our Company after the date of Allotment will be payable to the Applicants who have been Allotted Equity Shares in the Issue, for the entire year, in accordance with applicable laws. For further details, in relation to dividends, see “*Dividend Policy*” and “*Main Provisions of the Articles of Association*” beginning on page 156 and 258, respectively of this Draft Prospectus.

#### FACE VALUE AND ISSUE PRICE

The Equity Shares having a face value of ₹10/- each are being issued in terms of this Draft Prospectus at the price of ₹ [●] per Equity Share. The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the chapter titled “*Basis for Issue Price*” beginning on page 84 of 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 DISCLOSURE AND ACCOUNTING NORMS

Our Company shall comply with all applicable disclosure and accounting norms as specified by SEBI from time to time.

#### RIGHTS OF THE EQUITY SHAREHOLDERS

Subject to applicable laws, rules, regulations and guidelines and our Articles of Association, our Shareholders shall have the following rights:

1. Right to receive dividends, if declared;
2. Right to receive Annual Reports and notices to members;
3. Right to attend general meetings and exercise voting rights, unless prohibited by law;
4. Right to vote on a poll either in person or by proxy and e-voting, in accordance with the provisions of the Companies Act;
5. Right to receive offers for rights shares and be allotted bonus shares, if announced;

6. Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
7. Right of free transferability of the Equity Shares, subject to applicable laws including any RBI rules and regulations; and
8. Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI LODR Regulations, and our Memorandum of Association and Articles of Association.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation or splitting, see “*Main Provisions of the Articles of Association*” beginning on page 258 of this Draft Prospectus.

#### **ALLOTMENT ONLY IN DEMATERIALIZED FORM**

Pursuant to Section 29 of the Companies Act and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed amongst our Company, the respective Depositories and the Registrar to the Issue:

1. Tripartite Agreement dated August 02, 2022 among NSDL, our Company and the Registrar to the Company
2. Tripartite Agreement dated August 03, 2022, among CDSL, our Company and Registrar to the Company.

#### **MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT**

In accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than ₹ 1,00,000/- (Rupees One Lakh) per application.

The trading of our Equity Shares on the Stock Exchanges shall only be in dematerialised form, consequent to which, the tradable lot is one Equity Share. Allotment of Equity Shares will be only in electronic form in multiples of [●] Equity Shares, subject to a minimum Allotment of [●] Equity Shares. For the method of Basis of Allotment, see “*Issue Procedure*” on page 231.

#### **JOINT HOLDERS**

Subject to the provisions contained in our Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

#### **JURISDICTION**

The courts of Delhi, India will have exclusive jurisdiction in relation to this Issue.

#### **NOMINATION FACILITY TO INVESTORS**

In accordance with Section 72 (1) & 72 (2) 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 (3) 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 accordance to Section 72 (4) of the Companies Act, 2013, 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 Articles of Association of the Company, any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

1. to register himself or herself as the holder of the Equity Shares; or
2. to make such transfer of the Equity Shares, as the deceased holder could have made

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized mode there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Applicant would prevail. If the Applicant wants to change the nomination, they are requested to inform their respective Depository Participant.

#### **OPTION TO RECEIVE EQUITY SHARES IN DEMATERIALIZED FORM**

Allotment of Equity Shares to successful Applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the dematerialized segment of the Stock Exchange.

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

Our Company in consultation with the Lead Manager, reserve the right to not to proceed with the Issue after the Issue Opening Date but before the Allotment. In such an event, our Company would Issue a public notice in the newspapers in which the pre-issue advertisements were published, within two (2) days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Lead Manager through, the Registrar to the Issue, shall notify the SCSBs or the Sponsor Bank to unblock the bank accounts of the ASBA Applicants within one (1) working day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchange on which Equity Shares are proposed to be listed. If the Issue is withdrawn after the designated Date, amounts that have been credited to the Public Issue Account shall be transferred to the Refund Account.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment, and (ii) the final ROC approval of the Prospectus after it is filed with the ROC. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an Issue, our Company shall file a fresh Prospectus.

#### **ISSUE PROGRAM**

An indicative timetable in respect of the Offer is set out below:

<b>Issue Opens on</b>	[●]
<b>Issue Closes on</b>	[●]
<b>Finalization of Basis of Allotment with the Designated Stock Exchange</b>	On or before [●]
<b>Initiation of Refunds / unblocking of funds from ASBA Account or UPI ID linked bank account *</b>	On or before [●]
<b>Credit of Equity Shares to demat account of the Allottees</b>	On or before [●]
<b>Commencement of Trading of the Equity Shares on the Stock Exchanges</b>	On or before [●]

1. Our Company shall, in consultation with the Lead Manager, consider closing the Issue Period for QIBs, one Working Day prior to the Issue Closing Date in accordance with the SEBI ICDR Regulations.
2. UPI mandate end time and date shall be at 5.00 p.m. on Issue Closing Date.

\* In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days for cancelled/ withdrawn/ deleted ASBA Forms, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges Applying platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Applicant shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Application Amount, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever

is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Application, exceeding two Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Issue Closing Date by the SCSB responsible for causing such delay in unblocking. The post Issue LM shall be liable for compensating the Applicant at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher from the date of receipt of the Investor grievance until the date on which the blocked amounts are unblocked. For the avoidance of doubt, the provisions of the and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 SEBI circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/76 dated May 30, 2022, SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs to the extent applicable.

**The above timetable is indicative and does not constitute any obligation or liability on our Company or the Lead Manager.**

**Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 3 Working Days of the Issue Closing Date or such other time as may be prescribed by SEBI, the timetable may change due to various factors, such as extension of the Issue Period by our Company in consultation with the Lead Manager, or any delays in receiving the final listing and trading approval from the Stock Exchange or delay in receipt of final certificates from SCSBs, etc. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.**

Applications and any revision to the same shall be accepted **only between 10.00 a.m. and 5.00 p.m.** (IST) during the Issue Period (except for the Issue Closing Date). On the Issue Closing Date, the Applications and any revision to the same shall be accepted between **10.00 a.m. and 3.00 p.m.** (IST) or such extended time as permitted by the Stock Exchanges, in case of Applications by Retail Individual Investors after taking into account the total number of applications received up to the closure of timings and reported by the Lead Manager to the Stock Exchanges. It is clarified that Applications not uploaded on the electronic system would be rejected. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

Due to limitation of time available for uploading the Applications on the Issue Closing Date, the Applicants are advised to submit their applications one day prior to the Issue Closing Date and, in any case, no later than 3.00 p.m. (IST) on the Issue Closing Date. All times mentioned in this Draft Prospectus are Indian Standard Times. 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 offerings, 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 the Issue. Applications will be accepted only on Business Days. Neither our Company nor the Lead Manager is liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise.

In terms of the UPI Circulars, in relation to the Issue, the Lead Manager will submit reports of compliance with T+3 listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it. In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding Two (2) Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of ₹100/- per day for the entire duration of delay exceeding Two (2) Working Days from the Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. Any circulars or notifications from SEBI after the date of this Draft Prospectus may result in changes to the abovementioned timelines. Further, the issue procedure is subject to change basis any revised SEBI circulars to this effect.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding Two (2) Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of ₹100/- per day for the entire duration of delay exceeding Two (2) Working Days from the Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for

such delay in unblocking. SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. Any circulars or notifications from SEBI after the date of this Prospectus may result in changes to the above-mentioned timelines. Further, the Issue procedure is subject to change basis any revised SEBI circulars to this effect.

The Registrar to the Issue shall submit the details of cancelled/withdrawn/deleted applications to the SCSB's on daily basis within 60 minutes of the Issue closure time from the Issue Opening Date till the Issue Closing Date by obtaining the same from the Stock Exchanges. The SCSB's shall unblock such applications by the closing hours of the Working Day.

**It is clarified that applications not uploaded on the electronic bidding system or in respect of which the full application Amount is not blocked by SCSBs or under the UPI Mechanism, as the case may be, would be rejected.**

In case of force majeure, banking strike or similar circumstances, the issuer may, for reasons to be recorded in writing, extend the (Issue) period disclosed in the Prospectus, for a minimum period of three (3) working days, subject to the Issue Period not exceeding ten (10) working days.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not allowed to withdraw or lower the size of their applications (in terms of the quantity of the Equity Shares or the Applications Amount) at any stage. Retail Individual Investors can revise or withdraw their Applications prior to the Issue Closing Date. Except Allocation to Retail Individual Investors, Allocation in the 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 or the electronic Application Form, for a particular Applicant, the details as per the file received from the Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Application Form, for a particular ASBA Applicant, the Registrar to the Issue shall ask the relevant SCSB or the member of the Syndicate for rectified data.

## **MINIMUM SUBSCRIPTION**

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten per Regulation 260(1) of SEBI ICDR Regulations.

As per Section 39 of the Companies Act, 2013, if the "stated minimum amount" has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the Issue through the Issue Document including devolvement of Underwriters, our Company shall forthwith refund the entire subscription amount received within 15 days from the closure of the issue, if there is a delay beyond such time, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest as prescribed under the SEBI ICDR Regulations, the Companies Act, 2013 and applicable laws.

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than fifty (50), no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked within two (2) working days of closure of Issue.

In accordance with Regulation 260 (1) of the SEBI ICDR Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the Issue through this Draft Prospectus and shall not be restricted to the minimum subscription level. Further, in accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than ₹ 1,00,000 (Rupees One Lakh) per application.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the application law of such jurisdiction.

## **ARRANGEMENTS FOR DISPOSAL OF ODD LOTS**

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire



shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the BSE SME.

#### **RESTRICTIONS, IF ANY ON TRANSFER AND TRANSMISSION OF EQUITY SHARES**

Except for the lock-in of the pre- issue capital of our Company as provided in “*Capital Structure*” beginning on page 64 of this Draft Prospectus and except as provided in our Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, see “*Main Provisions of the Articles of Association*” beginning on page 258 of this Draft Prospectus.

#### **NEW FINANCIAL INSTRUMENTS**

As on the date of this Draft Prospectus, there are no outstanding warrants, new financial instruments or any rights, which would entitle the shareholders of our Company, including our Promoter, to acquire or receive any Equity Shares after the Issue. Further, our Company is not issuing any new financial instruments through this Issue.

#### **AS PER THE EXTENT GUIDELINES OF THE GOVERNMENT OF INDIA, OCBS CANNOT PARTICIPATE IN THIS ISSUE**

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors. The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

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

##### **As per BSE guidelines**

As per BSE Circular dated November 24, 2023, our Company may migrate its securities from SME Platform of BSE Limited to main board platform of the BSE Limited.

##### **Paid up capital and market capitalization:**

- Paid-up capital of more than 10 Crores and Market Capitalisation should be minimum ₹ 25 Crores
- (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.)

##### **Promoter holding:**

- Promoter(s) shall be holding at least 20% of equity share capital of the company at the time of making application

##### **Financial Parameters:**

- 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 immediate preceding Financial Year of making the migration application to Exchange.
- The applicant company should have a Net worth of at least ₹ 15 crores for 2 preceding full financial years.

##### **Track record of the company in terms of listing/ regulatory actions, etc:**

- The applicant company is listed on SME Exchange/ Platform having nationwide terminals for at least 3 years.

**Regulatory action:**

- 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.
- No Debarment of company, promoters/promoter group, subsidiary company by SEBI.
- No Disqualification/Debarment of directors of the company by any regulatory authority.
- The applicant company has not received any winding up petition admitted by a NCLT.

**Public Shareholder:**

- The applicant company shall have a minimum of 250 public shareholders as per the latest shareholding pattern

**Other parameters like No. of shareholders, utilization of funds:**

- No proceedings have been admitted under the Insolvency and Bankruptcy Code against the Applicant Company and Promoting companies.
- 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.
- 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.
- The applicant company has no pending investor complaints.
- Cooling off period of 2 months from the date the security has come out of trade-to-trade category or any other surveillance action.

**As per ICDR guidelines**

As per the provisions of the Chapter IX of the SEBI ICDR Regulations, our Company may migrate to the main board of BSE from the SME Platform of BSE on a later date subject to the following:

1. If the paid-up capital of the 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 Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the Company has obtained in- principal approval from the main board), we shall have to apply to 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
2. If the paid-up capital of the Company is more than ₹ 10 crores but below ₹ 25 crores, 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 Promoter shareholders in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

**MARKET MAKING**

The shares offered through this issue is proposed to be listed on the SME Platform of BSE, wherein the Lead Manager 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 of shares on BSE SME. For further details of the market making arrangement please refer the section titled “*General Information*” on page 55 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 Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of 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.*

## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229 (1) of the Chapter IX of SEBI ICDR Regulations, as amended from time to time, whereby, our post issue face value capital does not exceed ten crore rupees. The Company shall Issue specified securities to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the BSE SME). For further details regarding the salient features and terms of such this Issue, please see the chapters titled “*Terms of the Issue*” and “*Issue Procedure*” beginning on page 221 and 231 respectively, of this Draft Prospectus.

### ISSUE STRUCTURE

This Issue comprised of Initial Public Offering of up to 30,00,000 Equity Shares for Cash at an Issue Price of ₹ [●] per Equity Share. The Issue comprises a reservation of up to [●] Equity Shares of face value of ₹10/- each for subscription by the designated Market Maker (“the Market Maker Reservation Portion”) and Net Issue to Public of up to [●] Equity Shares of face value of ₹10/- each (“the Net Issue”). The Issue and the Net Issue will constitute [●] % and [●] %, respectively of the post Issue paid-up equity share capital of the Company. The Issue is being made through the Fixed Price Process.

Particulars	Net Issue to Public	Market Maker Reservation Portion
Number of Equity Shares available for allocation <sup>(1)</sup>	Up to [●] Equity Shares	Up to [●] Equity Shares
Percentage of Issue Size available for Allocation	[●] % of the Issue Size	[●] % of the Issue Size
Basis of Allotment	Proportionate subject to minimum allotment of [●] Equity Shares and further allotment in multiples of [●] Equity Shares each <sup>(1)</sup>  For further details please refer section explaining the Basis of Allotment in the GID	Firm Allotment
Mode of Application	All the applicants shall make the application (Online or Physical) through the ASBA Process only (including UPI mechanism for Retail Individual Investors using Syndicate ASBA)	
Mode of Allotment	Compulsorily in dematerialised form	
Minimum Application Size	<i>For Other than Retail Individual Investors:</i>  Such number of Equity Shares in multiples of [●] Equity Shares such that the Application Value exceeds ₹ 2,00,000.  <i>For Retail Individuals Investors:</i>  Such number of Equity Shares in multiples of [●] Equity Shares such that the Application Value does not exceeds ₹ 2,00,000.	Upto [●] Equity Shares
Maximum Application Size	<i>For Other than Retail Individual Investors:</i>  Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Issue, subject to applicable limits to the Applicant.  <i>For Retail Individuals Investors:</i>  Such number of Equity Shares in multiples of [●] Equity Shares such that the application value does not exceed ₹ 2,00,000.	Upto [●] Equity Shares

Particulars	Net Issue to Public	Market Maker Reservation Portion
Trading Lot	[●] Equity Shares	[●] Equity Shares. However, the Market Maker may buy odd lots if any in the market as required under the SEBI ICDR Regulations.
Who can Apply <sup>(2)</sup>	<p><i>For Other than Retail Individual Investors:</i></p> <p>Resident Indian individuals, Eligible NRIs, HUFs (in the name of the Karta), companies, corporate bodies, scientific institutions societies and trusts.</p> <p><i>For Retail Individuals Investors:</i></p> <p>Resident Indian individuals, HUFs (in the name of the Karta) and Eligible NRIs.</p>	Market Maker
Terms of Payment <sup>(3)</sup>	The entire Application Amount will be payable at the time of submission of the Application Form.	
Application Lot Size	[●] Equity Share and in multiples of [●] Equity Shares thereafter	

<sup>^</sup> As specified in SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, all the ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Stock Exchange shall accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. The circular shall be applicable for all categories of investors viz. Retail Individual Investors, QIBs, Non-Institutional Investors, and also for all modes through which the applications are processed.

<sup>(1)</sup> Since present Issue is a fixed price Issue, the allocation in the Net Issue to the public category in terms of Regulation 253(2) of the SEBI ICDR Regulations, 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 - For the purpose of sub-regulation (2), if the retail individual investor category is entitled to more than fifty per cent of the Issue size on a proportionate basis, the retail individual investors shall be allocated that higher percentage."*

<sup>(2)</sup> In case of joint Applications, the Application Form should contain only the name of the first Applicant whose name should also appear as the first holder of the beneficiary account held in joint names. 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.

<sup>(3)</sup> In case of ASBA Applicants, the SCSB shall be authorised to block such funds in the bank account of the ASBA Applicant (including Retail Individual Investors applying through UPI mechanism) that are specified in the Application Form. SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB.

This Issue is being made in terms of Chapter IX of the SEBI ICDR Regulations. For further details, please refer chapter titled "Issue Procedure" beginning on page 231 of this Draft Prospectus.

## ISSUE PROCEDURE

All Applicants should read the General Information Document for Investing in Public Issue (“GID”) prepared and issued in accordance with the SEBI circular no SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 & UPI Circulars which highlights the key rules, processes and procedures applicable to public issue in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the website of Stock Exchange(s), the Company and the Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

Additionally, all Applicants 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 Application size; (iii) price discovery and allocation; (iv) payment Instructions for ASBA Applicants; (v) issuance of Confirmation of Allocation Note (“CAN”) and Allotment in the Issue; (vi) price discovery and allocation; (vii) General Instructions (limited to instructions for completing the Application Form); (viii) designated date; (ix) disposal of applications; (x) submission of Application Form; (xi) other instructions (limited to joint applications in cases of individual, multiple applications and instances when an application would be rejected on technical grounds); (xii) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; (xiii) mode of making refunds; and (xiv) 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. SEBI vide the UPI Circulars, has introduced an alternate payment mechanism using UPI and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI mechanisms for RIIs applying through Designated Intermediaries have been made effective along with the process and timeline of T+6 days (“UPI Phase I”). The same was applicable until 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 Applications by RIIs 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 Applications with timeline of T+6 days will continue for a period of three months or launch of five main board public offers, 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 extended the timeline for implementation of UPI Phase II till further notice. The final reduced timeline of T+3 days be made effective using the UPI Mechanism for applications by RIIs (“UPI Phase III”) and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 09, 2023 and made effective on a voluntary basis for all issues opening on or after September 01, 2023 and on a mandatory basis for all issues opening on or after December 01, 2023, as may be prescribed by SEBI. The Issue will be undertaken pursuant to the processes and procedures under UPI Phase III, subject to any circulars, clarification or notification issued by SEBI from time to time. Please note that we may need to make appropriate changes in the Prospectus depending upon the prevailing conditions at the time of the opening of the Issue.

The LM shall be the nodal entity for any Issues arising out of the public issuance process. In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI RTA Master Circular, shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and lead managers shall continue to coordinate with intermediaries involved in the said process.

Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. The provisions of these circulars are deemed to form part of this Draft Prospectus. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual applicants in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹500,000 shall use the UPI Mechanism.

*Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed only after 271 application monies are blocked in the bank accounts of investors (all categories). Accordingly, Stock Exchanges shall, for all categories of investors and other reserved categories and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked*

*In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two (2) Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding two (2) 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. Additionally, SEBI vide its circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 has reduced the time period for refund of application monies from 15 days to four days.*

*Our Company and Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document and is not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that their applications are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Prospectus and the Prospectus.*

*Further, the Company and the Lead Manager are not liable for any adverse occurrences' consequent to the implementation of the UPI Mechanism for application in this Issue.*

**Investors must ensure that their PAN is linked with Aadhar and are in compliance with the notification by the Central Board of Direct Taxes dated February 13, 2020 read with press release dated June 25, 2021 and September 17, 2021.**

*Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, PAN and UPI ID, for UPI Bidders using the UPI Mechanism, shall be treated as incomplete and will be rejected. However, they may get the Equity Share rematerialized subject to allotment of the equity shares in the Issue, subject to applicable laws.*

## **PHASED IMPLEMENTATION OF UNIFIED PAYMENTS INTERFACE**

SEBI has issued a circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 (collectively the "UPI Circulars") in relation to streamlining the process of public Issue of equity shares and convertibles. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIIs through intermediaries with the objective to reduce the time duration from public issue closure to listing from six working days to up to three working days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circular proposes to introduce and implement the UPI payment mechanism in three phases in the following manner:

**Phase I:** This phase has become applicable from January 1, 2019 and will continue till June 30, 2019. Under this phase, a Retail Individual Investor would also have the option to submit the Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing would continue to be six working day.

**Phase II:** This phase commenced on completion of Phase I, i.e., with effect from July 1, 2019 and was to be continued for a period of three months or launch of five main board public offers, whichever is later. Further, as per the SEBI circular SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, the UPI Phase II has been extended until March 31, 2020. Further still, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the 272 current Phase II of Unified Payments Interface with Application Supported by Blocked Amount be continued till further notice. Under this phase, submission of the Application Form by a Retail Individual Investor through intermediaries 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:** Pursuant to SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, Phase III has been notified, and accordingly the revised timeline of T+3 days has been made applicable in two phases i.e., (i) voluntary for all public issues opening on or after September 1, 2023; and (ii) mandatory on or after December 1, 2023. The Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Circular, once Phase III becomes applicable, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

The Issue is being made under Phase III of the UPI (on a mandatory basis).

Individual investors applying 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 UPI Circulars, 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 Circulars include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful applicants to be unblocked no later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post – issue LM will be required to compensate the concerned investor.

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 or more of the SCSBs as a 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 Investors.

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 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 shall be paid by the SCSB.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the LM.

## **FIXED PRICE ISSUE PROCEDURE**

The Issue is being made in compliance with the provisions of Chapter IX of SEBI ICDR Regulations through a Fixed Price Process wherein 50% of the Net Issue is allocated for Retail Individual Investors and the balance shall be issued to individual applicants other than Retail Individual Investors and other investors including Corporate Bodies or Institutions, QIBs and Non-Institutional Investors. However, if the aggregate demand from the Retail Individual Investors is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion issued to the remaining investors including QIBs and NIIs and vice-versa subject to valid Applications being received from them at or above the Issue Price.

Additionally, if the Retail Individual Investors category is entitled to more than 50% on proportionate basis, the Retail Individual Investors shall be allocated that higher percentage. However, the Application by an Applicant should not exceed the investment limits prescribed under the relevant regulations/statutory guidelines.

Subject to the valid Applications being received at an Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for the Retail Portion where Allotment to each Retail Individual Investors shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription if any, in



any category would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the LM and the Stock Exchange.

**Investors should note that according to section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialised form. The Application Forms which do not have the details of the Applicant’s depository account including DP ID, PAN and Beneficiary Account Number/UPI ID (for UPI applicants using the UPI Mechanism), shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic system of the stock exchanges, do not match with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected. Applicants will not have the option of getting allotment of the Equity Shares in physical form. The Equity Shares on allotment shall be traded only in the dematerialised segment of the Stock Exchange.**

#### **AVAILABILITY OF DRAFT PROSPECTUS, PROSPECTUS AND APPLICATION FORMS**

Copies of the Application Form and the Abridged Prospectus will be available at the offices of the LM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the websites of the Stock Exchange(s), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one (1) day prior to the Issue Opening Date.

All Applicants (other than Applicants using the UPI mechanism) shall mandatorily participate in the Issue only through the ASBA process. ASBA Applicants (other than Applicants using the UPI mechanism) must provide bank account details and authorisation to block funds in the relevant space provided in the Application Form and the Application Forms that do not contain such details are liable to be rejected. Further Investors using UPI Mechanism for an application size of up to ₹ 5,00,000 may participate in the Issue through UPI by providing details in the relevant space provided in the Application Form and the Application Forms that do not contain the UPI ID are liable to be rejected. Retail Individual Investors may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of the SEBI.

Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of the Designated Intermediary, 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 is as follows:

<b>Category</b>	<b>Colour of Application Form</b>
Resident Indians / 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.

Designated Intermediaries (other than SCSBs) after accepting application form submitted by UPI applicants (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Application Forms to respective SCSBs where the Applicants has a bank account and shall not submit it to any non-SCSB Bank.

For UPI applicants using UPI mechanism, the Stock Exchanges shall share the bid details (including UPI ID) with Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to UPI applicants for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to UPI applicants, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI applicants (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank, NPCI or the Banker to the Issue) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the Bankers to an Issue. The Lead Manager shall also be required to obtain the audit trail from the Sponsor Banks and the Banker to the Issue for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the website of the Stock Exchange shall bear a system generated unique application number. Applicants are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

Pursuant to SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 Dated November 10, 2015, an Investor, intending to subscribe to this Issue, shall submit a completed application form to any of the following intermediaries (Collectively called – Designated Intermediaries’):

1. An SCSB, with whom the bank account to be blocked, is maintained
2. A syndicate member (or sub-syndicate member)
3. A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (“broker”)
4. A Depository Participant (“DP”) (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5. A Registrar to an Issue and share transfer agent (“RTA”) (whose name is mentioned on the website of the stock exchange as eligible for this activity)

The aforesaid intermediary shall, at the time of receipt of 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.

The upload of the details in the electronic bidding system of stock exchange will be done by:

<b>For Applications submitted by Investors to SCSBs:</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For applications submitted by investors to intermediaries other than SCSBs:</b>	After accepting the application form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
<b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:</b>	After accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.

Stock exchange shall validate the electronic bid details with depository’s records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants are deemed to have authorized our Company to make the necessary changes in the Prospectus, without prior or subsequent notice of such changes to the Applicants. Applicants shall submit an Application Form either in physical or electronic form to the SCSB’s authorising blocking of funds that are available in the bank account specified in the Application Form used by ASBA Applicants. Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms/ Application Forms to the respective SCSB, where the Applicant has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.



## Who Can Apply?

In addition to the category of Applicants set forth in the General Information Document, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines:

1. Indian nationals' resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
2. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: —Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;
3. Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
4. Mutual Funds registered with SEBI;
5. Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
6. Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
7. FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
8. Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
9. Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the non-Institutional investor's category;
10. Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
11. Foreign Venture Capital Investors registered with the SEBI;
12. Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
13. Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
14. Insurance Companies registered with Insurance Regulatory and Development Authority, India;
15. Provident Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
16. Pension Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
17. National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
18. Insurance funds set up and managed by army, navy or air force of the Union of India;
19. Multilateral and bilateral development financial institution;
20. Eligible QFIs;

21. Insurance funds set up and managed by army, navy or air force of the Union of India;
22. Insurance funds set up and managed by the Department of Posts, India;
23. Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.
24. Applications not to be made by:
  - (a) Minors (except through their Guardians)
  - (b) Partnership firms or their nominations
  - (c) Foreign Nationals (except NRIs)
  - (d) Overseas Corporate Bodies

## MAXIMUM AND MINIMUM APPLICATION SIZE

### *For Retail Individual Investors*

The Application must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed ₹2,00,000. In case of revision of Applications, the Retail Individual Investors have to ensure that the Application Price does not exceed ₹2,00,000.

### *For Other than Retail Individual Investors (Non-Institutional Investors and QIBs)*

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹2,00,000 and in multiples of [●] 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. **A QIB and a Non-Institutional Applicant cannot withdraw or lower the size of their Application at any stage and are required to pay the entire Application Amount upon submission of the Application.** 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 Investors, who are individuals, have to ensure that the Application Amount is greater than ₹2,00,000 for being considered for allocation in the Non-Institutional Portion.

**Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Prospectus.**

**The above information is given for the benefit of the Applicants. The Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of 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.**

## BASIS OF ALLOTMENT

The Allotment of Equity Shares to Bidders other than Retail Individual Investors may be on proportionate basis. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue.

Flow of Events from the closure of Bidding period (T DAY) Till Allotment:

- On T Day, RTA to validate the electronic bid details with the depository records and also reconcile the final certificates received from the Sponsor Bank for UPI process and the SCSBs for ASBA and Syndicate ASBA process with the electronic bid details

- RTA identifies cases with mismatch of account number as per bid file / FC and as per applicant's bank account linked to depository demat account and seek clarification from SCSB to identify the applications with third party account for rejection.
- Third party confirmation of applications to be completed by SCSBs on T+1 day.
- RTA prepares the list of final rejections and circulate the rejections list with BRLM(s)/ Company for their review/comments.
- Post rejection, the RTA submits the basis of allotment with the Designated Stock Exchange (DSE).
- The DSE, post verification approves the basis and generates drawal of lots wherever applicable, through a random number generation software.
- The RTA uploads the drawal numbers in their system and generates the final list of allottees as per process mentioned below.

#### **Process for generating list of Allottees:**

- Instruction is given by RTA in their Software System to reverse category wise all the application numbers in the ascending order and generate the bucket /batch as per the allotment ratio. For example, if the application number is 78654321 then system reverses it to 12345687 and if the ratio of allottees to applicants in a category is 2:7 then the system will create lots of 7. If the drawal of lots provided by Designated Stock Exchange (DSE) is 3 and 5 then the system will pick every 3rd and 5th application in each of the lot of the category and these applications will be allotted the shares in that category.
- In categories where there is proportionate allotment, the Registrar will prepare the proportionate working based on the oversubscription times.
- In categories where there is undersubscription, the Registrar will do full allotment for all valid applications.
- On the basis of the above, the RTA will work out the allottees, partial allottees and non- allottees, prepare the fund transfer letters and advice the SCSBs to debit or unblock the respective accounts.

#### **A. For Retail Individual Bidders**

Bids received from the Retail Individual Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Retail Individual Bidders will be made at the Issue Price.

The Issue size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Retail Individual Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price.

If the aggregate demand in this category is less than or equal to 30,00,000 Equity Shares at or above the Issue Price, full Allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than 30,00,000 Equity Shares at or above the Issue Price, the Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of 3000 Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

#### **B. For Non-Institutional Bidders**

Bids received from Non-Institutional Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Issue Price.

The Issue size less Allotment to Retail shall be available for Allotment to Non- Institutional Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to 30,00,000 Equity Shares at or above the Issue Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

## C. PROPORTIONATE BASIS OF ALLOTMENT

In the event of the Issue being Over-Subscribed, the Issuer may finalize the Basis of Allotment in consultation with the National Stock Exchange of India Limited (NSE Emerge) (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

- a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for).
- b) The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
- c) For Bids where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
  - Each successful Bidder shall be allotted [●] equity shares; and
  - The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.
- d) If the proportionate allotment to a Bidder works out to a number that is not a multiple of [●] equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.
- e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Issue specified under the Capital Structure mentioned in this Prospectus.

Retail Individual Investor' means an investor who applies for shares of value of not more than ₹ 2,00,000/- .Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with BSE.

The Executive Director/ Managing Director of BSE - the Designated Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

### **PARTICIPATION BY ASSOCIATES/AFFILIATES OF LEAD MANAGER, PROMOTER, PROMOTER GROUP AND PERSONS RELATED TO PROMOTER/PROMOTER GROUP**

The Lead Manager shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations. However, respective associates and affiliates of the Lead Manager may subscribe to Equity Shares in the Issue, either in the QIB Portion and Non-Institutional Portion where the allotment is on a proportionate basis. The Promoters, Promoter Group, Lead Manager and any persons related to the Lead Manager (except Mutual Funds sponsored by entities related to the Lead Manager) cannot apply in the Issue.

### **APPLICATION BY MUTUAL FUNDS**

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company in consultation with Lead Manager, reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof. The Applications made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

**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.**

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any single Company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any Company's paid-up share capital carrying voting rights.

#### **APPLICATION BY HUFs**

Applications by HUFs, should be made in the individual name of the Karta. The Applicant should specify that the Application is being made in the name of the HUF in the Application Form as follows: "Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Applications by HUFs will be considered at par with Applications from individuals.

#### **APPLICATION BY ELIGIBLE NRIs**

Eligible NRIs may obtain copies of Application Form from the Designated Intermediaries. Only Applications accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Applicant applying on a repatriation basis by using the Non-Resident Forms should authorize their SCSB or should confirm/accept the UPI Mandate Request (in case of UPI applicants using the UPI Mechanism) to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") ASBA Accounts, and eligible NRI Applicant applying on a non-repatriation basis by using Resident Forms should authorize their SCSB or should confirm/accept the UPI Mandate Request (in case of UPI applicants applying using the UPI Mechanism) to block their Non-Resident Ordinary ("NRO") accounts for the full Application Amount, at the time of the submission of the Application Form. However, NRIs applying in the Issue through the UPI Mechanism are advised to enquire with the relevant bank where their account is UPI linked prior to submitting their application.

Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for non-residents (blue in colour).

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents. (White in colour).

Participation by Eligible NRIs in the Issue shall be subject to the FEMA Non -Debt Instruments Rules. Only Applications accompanied by payment in Indian rupees or fully converted foreign exchange will be considered for Allotment.

In accordance with the FEMA Non-Debt Instruments Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

For further details, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 256 of this Draft Prospectus.

#### **APPLICATION BY FPIs AND FIIs**

In terms of the SEBI FPI Regulations, the investment in Equity Shares by a single FPI or an investor group (which means multiple entities registered as FPIs and directly or indirectly having common ownership of more than 50% or common control) must be below 10% of our post-issue Equity Share capital. Further, in terms of the FEMA Non-Debt Instruments Rules, the total holding by each FPI or an investor group shall be below 10% of the total paid -up Equity Share capital of our Company and the total holdings of all FPIs put together with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100%). In terms of the FEMA Non -Debt Instruments Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

Additionally, the aggregate foreign portfolio investment up to 49% of the paid -up capital on a fully diluted basis or the sectoral / statutory cap, whichever is lower, does not require Government approval or compliance of sectoral conditions as the case may be, if such investment does not result in transfer of ownership and control of the resident Indian company from resident Indian citizens or transfer of ownership or control to persons resident outside India. Other investments by a person resident outside India will be subject to conditions of Government approval and compliance with sectoral conditions as laid down in these regulations.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason.

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Issue to ensure there is no breach of the investment limit, within the timelines for Issue procedure, as prescribed by SEBI from time to time.

A FPI may purchase or sell equity shares of an Indian company which is listed or to be listed on a recognized stock exchange in India, and/ or may purchase or sell securities other than equity instruments FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital, 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.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instrument is made by, or on behalf of it subject to, inter alia, the following conditions:

- (a) each offshore derivative instruments are transferred to persons subject to fulfilment of SEBI FPI Regulations; and
- (b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

The FPIs who wish to participate in the Issue is advised to use the Application Form for non-residents.

Further, Bids received from FPIs bearing the same PAN will be treated as multiple Applications and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants which were issued in November 2019 to facilitate implementation of SEBI FPI Regulations (such structure "MIM Structure") provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs. Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, were required to provide a confirmation along with each of their Application Forms that the relevant FPIs making multiple Applications utilize the MIM Structure and indicate the names of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Applications will be rejected.

## **APPLICATION BY SEBI REGISTERED AIF, VCF AND FVCI**

The SEBI VCF Regulations, the SEBI FVCI Regulations and the SEBI AIF Regulations inter-alia prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIFs.

The holding by any individual VCF or FVCI registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

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 issuing 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 Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

**Our Company or the Lead Manager will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.**

**All non-resident investors should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.**

**There is no reservation for Eligible NRIs, FPIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.**

## **APPLICATIONS BY LIMITED LIABILITY PARTNERSHIPS**

In case of applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing which, the Company in consultation with the LM, reserves the right to reject any application, without assigning any reason thereof.

## **APPLICATIONS BY INSURANCE COMPANIES**

In case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our company in consultation with the Lead Manager reserves the right to reject any Application without assigning any reason thereof.

The exposure norms for insurers prescribed in Regulation 9 of the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016 (“IRDAI Investment Regulations”) are set forth below:

Equity shares of a company: the lower of 10%<sup>(1)</sup> of the investee company’s outstanding equity shares (face value) or 10% of the respective fund in case of a life insurer or 10% of investment assets in case of a general insurer or a reinsurer;

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 a reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and

The industry sector in which the investee company operates: not more than 15% of the respective fund of a life insurer or a reinsurer or health insurer or general insurance or 15% of the investment assets, 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) or (iii) above, as the case may be.



*(1) The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of Rs.2,500,000 million or more and 12% of outstanding equity shares (face value) for insurers with investment assets of Rs.500,000 million or more but less than Rs.2,500,000 million.*

Insurer companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars Issued by the IRDA from time to time including the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 (“IRDA Investment Regulations”).

#### **APPLICATION BY PROVIDENT FUNDS / PENSION FUNDS**

In case of applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of Rs. 25 Crores, 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, the Company reserves the right to reject any application, without assigning any reason thereof.

#### **APPLICATIONS BY BANKING COMPANIES**

In case of Applications made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company’s investment committee are required to be attached to the Application Form, failing which our Company consultation with the LM, reserve the right to reject any Application without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (“Banking Regulation Act”), and the Reserve Bank of India (“Financial Services provided by Banks”) Directions, 2016, as amended is 10% of the paid-up share capital of the investee company not being its subsidiary engaged in non-financial services or 10% of the banks 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 banks ‘interest on loans / investments made to a company. The bank is required to submit a time bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception 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. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the investee company’s paid-up share capital and reserves.

#### **APPLICATION BY SYSTEMICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES**

In case of Applications made by systemically important non-banking financial companies registered with RBI, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Application Form. Failing this, our Company in consultation with the LM, reserves the right to reject any Application, without assigning any reason thereof. Systemically Important Non-Banking Financial Companies participating in the Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

#### **APPLICATIONS BY SCSBS**

SCSBs participating in the Issue is required to comply with the terms of the SEBI circulars nos. CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013 dated September 13, 2012 and January 2, 2013 respectively. 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 such applications.

The information set out above is given for the benefit of the Applicants. Our Company and the LM are not liable for any amendments or modification or changes to 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 any



single application from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulations, or as specified in this Draft Prospectus and the Prospectus.

#### **APPLICATION UNDER POWER OF ATTORNEY**

In case of Applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of Rs250 million (subject to applicable laws) and pension funds with a minimum corpus of Rs250 million (subject to applicable laws), 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 in consultation with the LM, reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof. Our Company in consultation with the LM, in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form.

**In accordance with RBI regulations, OCBs cannot participate in the Issue.**

#### **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**

The Designated Intermediaries shall accept applications from the Applicants during the Issue Period.

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.

During the Issue Period, Applicants who are interested in subscribing to the Equity Shares should approach the Designated Intermediaries to register their applications.

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.

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.

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.

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.

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.

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.

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 ₹ [●] 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 Individual Investors 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 ICDR Regulations, all the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

### **ELECTRONIC REGISTRATION OF APPLICATIONS**

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Issue Closing Date.

3. 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.
4. 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.
5. The Stock Exchange will issue an electronic facility for registering applications for the Issue. This facility will be 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.
6. 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 along with the Application Forms to Designated Branches of the SCSBs for blocking of funds.
7. 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 the on-line system:
  - (a) Name of the Applicant;
  - (b) IPO Name;
  - (c) Application Form Number;
  - (d) Investor Category;
  - (e) PAN (of First Applicant, if more than one Applicant);
  - (f) DP ID of the demat account of the Applicant;
  - (g) Client Identification Number of the demat account of the Applicant;
  - (h) Number of Equity Shares Applied for;
  - (i) Bank Account details;
  - (j) 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
  - (k) Bank account number
8. 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.
9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
11. In case of Non-Retail Individual Investors and Retail Individual Investors, applications would not be rejected except on the technical grounds as mentioned in the Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the 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.

13. 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.
14. 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.
15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

#### **SIGNING OF UNDERWRITING AGREEMENT AND FILING OF PROSPECTUS WITH ROC**

Our company has entered into an Underwriting Agreement dated [●].

A copy of Prospectus will be filed with the ROC in terms of Section 26 of Companies Act, 2013.

For further details please refer to Section titled "*General Information*" on page 55 of this Draft Prospectus.

#### **PRE-ISSUE ADVERTISEMENT**

Subject to Section 30 of the Companies Act, our Company shall, after filing the Prospectus with the RoC, publish a pre issue advertisement, in the form prescribed under the SEBI ICDR Regulations, in all editions of an English national daily newspaper, all editions of a Hindi national daily newspaper and regional editions of a daily newspaper where our Registered Office is located, each with wide circulation. In the pre-issue advertisement, we shall state the Issue Opening Date and the Issue Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

#### **ALLOTMENT ADVERTISEMENT**

Our Company, the Lead Manager and the Registrar to the Issue shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in all editions of an English national daily newspaper, all editions of a Hindi national daily newspaper and regional editions of a daily newspaper where our Registered Office is located, each with wide circulation.

#### **ISSUANCE OF CONFIRMATION ON ALLOCATION NOTE AND ALLOTMENT IN THE ISSUE**

Upon approval of the basis of allotment by the Designated Stock Exchange, the Lead Manager or Registrar to the Issue shall send to the SCSBs a list of their Applicants who have been allocated Equity Shares in the Issue.

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.

Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful applicants Depository Account within 4 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 DATE

On the Designated date, the SCSBs shall transfer the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue. The Company will issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any.

## GENERAL INSTRUCTIONS

### Do's:

1. Check if you are eligible to apply as per the terms of this Draft Prospectus and under applicable law, rules, regulations, guidelines and approvals; All Applicants should submit their bids through the ASBA process only;
2. Ensure that you have applied within the Price Band
3. Read all the instructions carefully and complete the Application Form in the prescribed form;
4. Ensure that the details about the PAN, DP ID, Client ID and Bank Account Number (UPI ID, as applicable) are correct and the Applicant's depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only;
5. Ensure that your Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre (except in case of electronic Bids) within the prescribed time. UPI Applicants using UPI Mechanism, may submit their ASBA Forms with Syndicate Members, Registered Brokers, RTA or Depository Participants;
6. Ensure that you (other than Anchor Investors) have mentioned the correct ASBA Account number and such ASBA account belongs to you and no one else if you are not an RII bidding using the UPI Mechanism in the Application Form (with maximum length of 45 characters) and if you are an RII using the UPI Mechanism ensure that you have mentioned the correct UPI ID in the Application Form;
7. Ensure that you have funds equal to the Application Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to any of the Designated Intermediaries. Ensure that you use only your own bank account linked UPI ID (only for UPI Mechanism for an application size of up to ₹5,00,000 for UPI Applicants) to make an application in the Issue. Investors using the UPI Mechanism shall ensure that the bank with which they have their bank account where the funds equivalent to the Application Amount are available for blocking, is UPI 2.0 certified by NPCI;
8. If the first applicant is not the bank account holder, ensure that the Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Application Form (for all Applicants other than Retail Individual Investors, bidding using the UPI Mechanism);
9. All Applicants should submit their Applications through the ASBA process only;
10. Ensure that the signature of the First Applicant in case of joint Applications, is included in the Application Forms;
11. Retail Individual Investors submitting an Application Form using the UPI Mechanism, should ensure that: (a) the bank where the bank account linked to their UPI ID is maintained; and (b) the Mobile App and UPI handle being used for making the Application is listed on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in);
12. Ensure that the name(s) given in the Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Applications, the Application Form should contain only the name of the First Applicant whose name should also appear as the first holder of the beneficiary account held in joint names;

13. Ensure that you request for and receive a stamped acknowledgement of your application;
14. Investors using the UPI mechanism should ensure that the correct UPI ID (with maximum length of 45 characters including the handle) is mentioned in the Application Form;
15. Instruct your respective banks to release the funds blocked in accordance with the ASBA process;
16. Submit revised Applications to the same Designated Intermediary, through whom the original Application was placed and obtain a revised acknowledgment;
17. Except for Applications (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining / specifying their PAN for transacting in the securities market including without limitation, multilateral/ bilateral institutions, and (iii) Applications by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Applicants should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
18. Ensure that the Demographic Details are updated, true and correct in all respects;
19. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
20. Ensure that the correct investor category and the investor status is indicated in the Application Form;
21. Ensure that in case of Applications under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;
22. Ensure that Applications submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
23. Ensure that you use only your own bank account linked UPI ID (only for Retail Individual Investors using the UPI Mechanism) to make an application in the Issue;
24. Applicants should note that in case the DP ID, Client ID and the PAN mentioned in their Application Form and entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Applications are liable to be rejected. Where the Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Application Form;
25. Applicants, other than Retail Individual Investors using the UPI Mechanism, shall ensure that they have funds equal to the Application Amount in the ASBA Account maintained with the SCSB before submitting the Application Form to the relevant Designated Intermediaries;
26. Ensure that the depository account is active, the correct DP ID, Client ID and the PAN are mentioned in their Application Form and that the name of the Applicant, the DP ID, Client ID and the PAN entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID and PAN available in the Depository database;
27. In case of ASBA Applicants (other than Retail Individual Investors using UPI Mechanism), ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained

has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at <http://www.sebi.gov.in>);

28. Once the Sponsor Bank Issues the UPI Mandate Request, the Retail Individual Investors would be required to proceed to authorise the blocking of funds by confirming or accepting the UPI Mandate Request;
29. Ensure that you have correctly signed the authorisation/undertaking box in the Application Form, or have otherwise provided an authorisation to the SCSB or the Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form at the time of submission of the Application;
30. Retail Individual Investors who wish to revise their applications using the UPI Mechanism, should submit the revised Application with the Designated Intermediaries, pursuant to which Retail Individual Investors should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorise blocking of funds equivalent to the revised Application Amount in the Retail Individual Investors ASBA Account.
31. Investors using the UPI Mechanism shall ensure that details of the Application are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, a Investor shall be deemed to have verified the attachment containing the application details of the Investor in the UPI Mandate Request and have agreed to block the entire Application Amount and authorized the Sponsor Bank to block the Application Amount specified in the Application Form;
32. Investors applied using the UPI Mechanism should mention valid UPI ID of only the applicant (in case of single account) and of the first applicant (in case of joint account) in the Application Form;
33. Retail Individual Investors using the UPI Mechanism who have revised their applications subsequent to making the initial Application should also approve the revised UPI Mandate Request generated by the Sponsor Bank to authorize blocking of funds equivalent to the revised Application Amount and subsequent debit of funds in case of Allotment in a timely manner;
34. Ensure that the Application Forms are delivered by the Applicants within the time prescribed as per the Application Form and the Prospectus;
35. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form;
36. Investors shall ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Issue Closing Date.
37. The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.
38. UPI Applicants using UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Applicants shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019.

**Don'ts:**

1. Do not apply for lower than the minimum Application size;
2. Do not apply at a Price different from the Price mentioned herein or in the Application Form;
3. Do not apply by another Application Form after submission of Application to the Designated Intermediary.
4. Do not pay the Application Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest or any mode other than blocked amounts in the bank account maintained with SCSB;
5. Do not send Application Forms by post; instead submit the same to the Designated Intermediary only;
6. Do not submit the Application Forms to any non-SCSB bank or our Company;



7. Do not apply on a physical Application Form that does not have the stamp of the relevant Designated Intermediary;
8. Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
9. Do not submit more than one Application Forms per ASBA Account;
10. Do not submit the Application Forms to any Designated Intermediary that is not authorised to collect the relevant Application Forms or to our Company;
11. Do not apply for an Application Amount exceeding Rs. 200,000 (for Applications by Retail Individual Investors);
12. 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 the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of this Draft Prospectus;
13. Do not submit the General Index Register number instead of the PAN;
14. Do not submit incorrect details of the DP ID, Client ID 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;
15. Do not submit the Application without ensuring that funds equivalent to the entire Application Amount are blocked in the relevant ASBA Account;
16. If you are a Retail Individual Investor and are using UPI Mechanism, do not submit more than one Application Form for each UPI ID;
17. If you are a Retail Individual Investor and are using UPI Mechanism, do not make the ASBA application using third party bank account or using third party linked bank account UPI ID;
18. Do not submit Applications on plain paper or on incomplete or illegible Application Forms or on Application Forms in a colour prescribed for another category of Applicant;
19. Do not submit an application in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
20. Do not apply if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
21. Do not withdraw your application or lower the size of your application (in terms of quantity of the Equity Shares or the Application Amount) at any stage, if you are a QIB or a Non-Institutional Investor. Retail Individual Investors can revise their applications during the Issue Period and withdraw their Applicants on or before the Issue Closing Date;
22. Do not apply for shares more than specified by respective Stock Exchanges for each category;
23. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Applications submitted by Investor using the UPI mechanism;
24. Do not submit incorrect UPI ID details, if you are a Investors applying through UPI Mechanism;
25. If you are a Non-Institutional Investor or Retail Individual Investor, do not submit your application after 3.00 p.m. on the Issue Closing Date;
26. Do not apply if you are an OCB.

The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.



Further, in case of any pre-issue or post-issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out to the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, see “*General Information*” beginning on page 55 of this Draft Prospectus.

For helpline details of the Lead Manager pursuant to the SEBI circular no. SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see “*General Information – Lead Manager to the Issue*” on page 56 of this Draft Prospectus.

## **GROUND FOR TECHNICAL REJECTIONS**

In addition to the grounds for rejection of Application on technical grounds as provided in the “*General Information Document*” Applicants are requested to note that Applications may be rejected on the following additional technical grounds.

1. Applications submitted without instruction to the SCSBs to block the entire Application Amount;
2. Applications submitted by Applicants which do not contain details of the Application Amount and the bank account details / UPI ID in the Application Form;
3. Applications submitted on a plain paper;
4. Applications submitted by Retail Individual Investors using the UPI Mechanism through an SCSB and/or using a Mobile App or UPI handle, not listed on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>;
5. Applications submitted by Retail Individual Investors using third party bank accounts or using a third party linked bank account UPI ID;
6. Applications by HUFs not mentioned correctly as given in the sub-section “Who can Apply?” on page 236 of this Draft Prospectus;
7. Application Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
8. Application submitted without the signature of the First Applicant or sole Applicants;
9. Applications by person for whom PAN details have not been verified and whose beneficiary accounts are ‘suspended for credit’ in terms of SEBI circular (reference number: CIR/MRD/DP/ 22 /2010) dated July 29, 2010;
10. GIR number furnished instead of PAN;
11. Application by Retail Individual Investors with Application Amount for a value of more than Rs. 200,000;
12. Applications by person who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
13. Applications by Applicants (who are not Anchor Investors) accompanied by cheques or demand drafts;
14. Applications accompanied by stock invest, money order, postal order or cash;
15. Application by OCB.

For further details of grounds for technical rejections of Application Form, please refer to the General Information Document and UPI Circulars.

For details of instruction in relation to the Application Form, please refer to the General Information Document and UPI Circulars.

## **Names of entities responsible for finalising the basis of allotment in a fair and proper manner**

The authorised employees of the Stock Exchanges, along with the Lead Manager and the Registrar to the Issue, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

#### **Method of allotment as may be prescribed by SEBI from time to time**

Our Company will not make any Allotment in excess of the Equity Shares issued through the Issue through the Prospectus except in case of oversubscription for the purpose of rounding off to make Allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an Allotment of not more than 1% of the Issue to public may be made for the purpose of making Allotment in minimum lots. The allotment of Equity Shares to Applicants other than to the Retail Individual Investors, Non-Institutional Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed. The allotment of Equity Shares to each Retail Individual Investors shall not be less than the minimum lot, subject to the availability of shares in Retail Individual Investors Portion, and the remaining available shares, if any, shall be allotted on a proportionate basis. The allotment to each Non-Institutional Investors shall not be less than the Minimum NII Application Size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis.

#### **INVESTOR GRIEVANCE**

In case of any pre-issue or post-issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, please refer to the chapter titled “*General Information*” on page 55 of this Draft Prospectus.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of ₹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.

#### **IMPERSONATION**

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:

*“Any person who:*

- (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”*

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least Rs 1 million or 1% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than Rs 1 million or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to Rs 5 million or with both.

#### **DEPOSITORY ARRANGEMENTS**

The Allotment of the Equity Shares in the Issue shall be only in a dematerialised form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). It is

mandatory for the applicants to furnish the details of depository account and applications without depository account shall be treated as incomplete and rejected. Investors will not have the option of getting the allotment of specified securities in physical form. Specified securities, on allotment, shall be traded on stock exchanges in demat mode only in this context, tripartite agreements had been signed among our Company, the respective Depositories and the Registrar to the Issue:

In this context, tripartite agreements had been signed among our Company, the respective Depositories and the Registrar to the Issue:

1. Tripartite Agreement dated August 02, 2022 among NSDL, our Company and the Registrar to the Company
2. Tripartite Agreement dated August 03, 2022, among CDSL, our Company and Registrar to the Company.

## **UNDERTAKINGS BY OUR COMPANY**

Our Company undertakes the following:

1. the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;
2. all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed are taken within six working days of the Issue Closing Date or within such other time period prescribed by SEBI will be taken;
3. the funds required for making refunds/unblocking (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;
4. if Allotment is not made within six working days from the Issue Closing Date or such other prescribed timelines under applicable laws, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable laws. If there is a delay beyond such prescribed time, our Company shall pay interest prescribed under the Companies Act, the SEBI ICDR Regulations and other applicable laws for the delayed period;
5. where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within time prescribed under applicable laws, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
6. that if our Company do not proceed with the Issue after the Issue Closing Date but prior to Allotment, the reason thereof shall be given as a public notice 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 Exchanges shall be informed promptly;
7. that if our Company withdraw the Issue after the Issue Closing Date, our Company shall be required to file a fresh Issue document with SEBI/Stock Exchange, in the event our Company or subsequently decide to proceed with the Issue;
8. adequate arrangements shall be made to collect all Application Forms from Applicants.
9. 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.

The information set out above 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 ensure that the number of Equity Shares applied for do not exceed the prescribed limits under applicable laws or regulations.

## **UTILISATION OF NET PROCEEDS**

Our Board certifies that:

1. all monies received out of the Fresh Issue shall be credited/transferred to a separate bank account other than the bank account referred to in sub-Section (3) of Section 40 of the Companies Act, 2013;
2. details of all monies utilised out of the Fresh Issue shall be disclosed, and continue to be disclosed till the time any part of the Fresh Issue proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised;
3. 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; and

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.

## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. The Government has from time to time made policy pronouncements on FDI through press notes and press releases.

The DPIIT issued, issued the Consolidated FDI Policy Circular of 2020 (“**FDI Policy**”), which, with effect from October 15, 2020, subsumes and supersedes all press notes, press releases, clarifications, circulars issued by the DPIIT, which were in force as on October 15, 2020. The Consolidated FDI Policy will be valid until the DPIIT issues an updated circular. FDI in companies engaged in sectors/ activities which are not listed in the FDI Policy is permitted up to 100% of the paid-up share capital of such company under the automatic route, subject to compliance with certain prescribed conditions.

As per the FDI policy, FDI in companies engaged in the sector in which our Company operates, is permitted up to 100% of the paid-up share capital of such company under the automatic route.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that: (i) the activities of the investee company are under the automatic route under the foreign direct investment policy and transfer does not attract the provisions of the SEBI SAST Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

On October 17, 2019, Ministry of Finance, Department of Economic Affairs, had notified the FEMA Rules, which had replaced the Foreign Exchange Management (Transfer and Issue of Security by a Person Resident Outside India) Regulations 2017. Foreign investment in this Issue shall be on the basis of the FEMA Rules. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020 issued on December 8, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue. For further details, see “*Issue Procedure*” on page 231 of this Draft Prospectus. Each Bidder should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Issue Period.

**The Equity Shares issued in the issue have not been and will not be registered under the U.S. Securities Act or any state securities laws of the United States and, unless so registered, may not be issued 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 of the United States. Accordingly, the Equity Shares are only being issued and sold only outside the United States in offshore transactions in compliance with Regulation S under the U.S. 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 Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.**

The above information is given for the benefit of the Bidders. 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. Bidders are advised to make their independent investigations, seek independent legal advice about its ability to participate in the issue and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

**SECTION X -MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION**

**THE COMPANIES ACT, 2013  
ARTICLES OF ASSOCIATION\*  
OF  
MANOJ JEWELLERS LIMITED\*\***

<b>Sr. No</b>	<b>Particulars</b>	
1	No regulation contained in Table “F” in the First Schedule to Companies Act, 2013 shall apply to this Company but the regulations for the Management of the Company and for the observance of the Members thereof and their representatives shall be as set out in the relevant provisions of the Companies Act, 2013 and subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of or addition to its regulations by Special Resolution as prescribed by the said Companies Act, 2013 be such as are contained in these Articles unless the same are repugnant or contrary to the provisions of the Companies Act, 2013 or any amendment thereto.	<b>Table F Not Applicable.</b>
	Interpretation Clause	
2	In the interpretation of these Articles the following expressions shall have the following meanings unless repugnant to the subject or context:	
	(a) "The Act" means the Companies Act, 2013 and includes any statutory modification or re-enactment thereof for the time being in force.	<b>Act</b>
	(b) “These Articles" means Articles of Association for the time being in force or as may be altered from time to time vide Special Resolution.	<b>Articles</b>
	(c) “Auditors" means and includes those persons appointed as such for the time being of the Company.	<b>Auditors</b>
	(d) "Capital" means the share capital for the time being raised or authorized to be raised for the purpose of the Company.	<b>Capital</b>
	(e) * <b>“The Company” shall mean Manoj Jewellers Limited *</b>	

\* Adopted new set of Articles of Association which is applicable to Public company as per the Companies Act, 2013, vide Special Resolution passed by the members of the company on Monday, 13th of June, 2022, replacing the earlier set of Articles of Association.

\*\* The word private was deleted from the name of the company to convert the company to public limited vide Special Resolution passed by the members of the company on Monday, 13th of June, 2022.

	(f) “Executor” or “Administrator” means a person who has obtained a probate or letter of administration, as the case may be from a Court of competent jurisdiction and shall include a holder of a Succession Certificate authorizing the holder thereof to negotiate or transfer the Share or Shares of the deceased Member and shall also include the holder of a Certificate granted by the Administrator General under section 31 of the Administrator General Act, 1963.	<b>Executor or Administrator</b>
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	(g) "Legal Representative" means a person who in law represents the estate of a deceased Member.	<b>Legal Representative</b>
	(h) Words importing the masculine gender also include the feminine gender.	<b>Gender</b>
	(i) "In Writing" and "Written" includes printing lithography and other modes of representing or reproducing words in a visible form.	<b>In Writing and Written</b>
	(j) The marginal notes hereto shall not affect the construction thereof.	<b>Marginal notes</b>
	(k) "Meeting" or "General Meeting" means a meeting of members.	<b>Meeting or General Meeting</b>
	(l) "Month" means a calendar month.	<b>Month</b>
	(m) "Annual General Meeting" means a General Meeting of the Members held in accordance with the provision of section 96 of the Act.	<b>Annual General Meeting</b>
	(n) "Extra-Ordinary General Meeting" means an Extraordinary General Meeting of the Members duly called and constituted and any adjourned holding thereof.	<b>Extra-Ordinary General Meeting</b>
	(o) "National Holiday" means and includes a day declared as National Holiday by the Central Government.	<b>National Holiday</b>
	(p) "Non-retiring Directors" means a director not subject to retirement by rotation.	<b>Non-retiring Directors</b>
	(q) "Office" means the registered Office for the time being of the Company.	<b>Office</b>
	(r) "Ordinary Resolution" and "Special Resolution" shall have the meanings assigned thereto by Section 114 of the Act.	<b>Ordinary and Special Resolution</b>
	(s) "Person" shall be deemed to include corporations and firms as well as individuals.	<b>Person</b>
	(t) "Proxy" means an instrument whereby any person is authorized to vote for a member at General Meeting or Poll and includes attorney duly constituted under the power of attorney.	<b>Proxy</b>
	(u) "The Register of Members" means the Register of Members to be kept pursuant to Section 88(1) (a) of the Act.	<b>Register of Members</b>
	(v) "Seal" means the common seal for the time being of the Company.	<b>Seal</b>
	(w) "Special Resolution" shall have the meanings assigned to it by Section 114 of the Act.	<b>Special Resolution</b>
	(x) Words importing the Singular number include where the context admits or requires the plural number and vice versa.	<b>Singular number</b>
	(y) "The Statutes" means the Companies Act, 2013 and every other Act for the time being in force affecting the Company.	<b>Statutes</b>
	(z) "These presents" means the Memorandum of Association and the Articles of Association as originally framed or as altered from time to time.	<b>These presents</b>



	(aa) "Variation" shall include abrogation; and "vary" shall include abrogate.	<b>Variation</b>
	(bb) "Year" means the calendar year and "Financial Year" shall have the meaning assigned thereto by Section 2(41) of the Act.	<b>Year and Financial Year</b>
	Save as aforesaid any words and expressions contained in these Articles shall bear the same meanings as in the Act or any statutory modifications thereof for the time being in force.	<b>Expressions in the Act to bear the same meaning in Articles</b>
	<b>CAPITAL</b>	
<b>3.</b>	a) The Authorized Share Capital of the Company shall be such amount as may be mentioned in Clause V of Memorandum of Association of the Company from time to time.	<b>Authorized Capital.</b>
	b) The minimum paid up Share capital of the Company shall be Rs.5,00,000/- or such other higher sum as may be prescribed in the Act from time to time.	
<b>4.</b>	The Company may in General Meeting from time to time by Ordinary Resolution increase its capital by creation of new Shares which may be unclassified and may be classified at the time of issue in one or more classes and of such amount or amounts as may be deemed expedient. The new Shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe and in particular, such Shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at General Meeting of the Company in conformity with Section 47 of the Act. Whenever the capital of the Company has been increased under the provisions of this Article the Directors shall comply with the provisions of Section 64 of the Act.	<b>Increase of capital by the Company how carried into effect</b>
<b>5.</b>	Except so far as otherwise provided by the conditions of issue or by these Presents, any capital raised by the creation of new Shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.	<b>New Capital same as existing capital</b>
<b>6.</b>	The Board shall have the power to issue a part of authorized capital by way of non-voting Shares at price(s) premia, dividends, eligibility, volume, quantum, proportion and other terms and conditions as they deem fit, subject however to provisions of law, rules, regulations, notifications and enforceable guidelines for the time being in force.	<b>Non - Voting Shares</b>
<b>7.</b>	Subject to the provisions of the Act and these Articles, the Board of Directors may issue redeemable preference shares to such persons, on such terms and conditions and at such times as Directors think fit either at premium or at par, and with full power to give any person the option to call for or be allotted shares of the company either at premium or at par, such option being exercisable at such times and for such consideration as the Board thinks fit.	<b>Redeemable Preference Shares</b>
<b>8.</b>	The holder of Preference Shares shall have a right to vote only on Resolutions, which directly affect the rights attached to his Preference Shares.	<b>Voting rights of preference shares</b>
<b>9.</b>	On the issue of redeemable preference shares under the provisions of Article 7 hereof, the following provisions shall take effect:	<b>Provisions to apply on issue of Redeemable Preference Shares</b>

	<p>(a) No such Shares shall be redeemed except out of profits of which would otherwise be available for dividend or out of proceeds of a fresh issue of shares made for the purpose of the redemption;</p> <p>(b) No such Shares shall be redeemed unless they are fully paid;</p> <p>(c) Subject to section 55(2)(d)(i) the premium, if any payable on redemption shall have been provided for out of the profits of the Company or out of the Company's security premium account, before the Shares are redeemed;</p> <p>(d) Where any such Shares are redeemed otherwise then out of the proceeds of a fresh issue, there shall out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the Capital Redemption Reserve Account", a sum equal to the nominal amount of the Shares redeemed, and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55 of the Act apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company; and</p> <p>(e) Subject to the provisions of Section 55 of the Act, the redemption of preference shares hereunder may be effected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf, in such manner as the Directors may think fit. The reduction of Preference Shares under the provisions by the Company shall not be taken as reducing the amount of its Authorized Share Capital</p>	
<b>10.</b>	<p>The Company may (subject to the provisions of sections 52, 55, 56, both inclusive, and other applicable provisions, if any, of the Act) from time to time by Special Resolution reduce</p> <p>(a) the share capital;</p> <p>(b) any capital redemption reserve account; or</p> <p>(c) any security premium account</p> <p>In any manner for the time being, authorized by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power the Company would have, if it were omitted.</p>	<b>Reduction of capital</b>
<b>11.</b>	<p>Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.</p>	<b>Debentures</b>
<b>12.</b>	<p>The Company may exercise the powers of issuing sweat equity shares conferred by Section 54 of the Act of a class of shares already issued subject to such conditions as may be specified in that sections and rules framed thereunder.</p>	<b>Issue of Sweat Equity Shares</b>
<b>13.</b>	<p>The Company may issue shares to Employees including its Directors other than independent directors and such other persons as the rules may allow, under Employee Stock Option Scheme (ESOP) or any other scheme, if authorized by a Special Resolution of the Company in general meeting subject to the provisions of the Act, the Rules and applicable guidelines made there under, by whatever name called.</p>	<b>ESOP</b>

14.	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.	<b>Buy Back of shares</b>
15.	Subject to the provisions of Section 61 of the Act, the Company in general meeting may, from time to time, sub-divide or consolidate all or any of the share capital into shares of larger amount than its existing share or sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum; subject nevertheless, to the provisions of clause (d) of sub-section (1) of Section 61; Subject as aforesaid the Company in general meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.	<b>Consolidation, Sub-Division and Cancellation</b>
16.	Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue depository receipts in any foreign country.	<b>Issue of Depository Receipts</b>
17.	Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue any kind of securities as permitted to be issued under the Act and rules framed thereunder.	<b>Issue of Securities</b>
<b>MODIFICATION OF CLASS RIGHTS</b>		
18.	<p>(a) If at any time the share capital, by reason of the issue of Preference Shares or otherwise is divided into different classes of shares, all or any of the rights privileges attached to any class (unless otherwise provided by the terms of issue of the shares of the class) may, subject to the provisions of Section 48 of the Act and whether or not the Company is being wound-up, be varied, modified or dealt, with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. The provisions of these Articles relating to general meetings shall mutatis mutandis apply to every such separate class of meeting.</p> <p>Provided that if variation by one class of shareholders affects the rights of any other class of shareholders, the consent of three-fourths of such other class of shareholders shall also be obtained and the provisions of this section shall apply to such variation.</p>	<b>Modification of rights</b>
	(b) The rights conferred upon the holders of the Shares including Preference Share, if any) of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the issue of shares of that class, be deemed not to be modified, commuted, affected, abrogated, dealt with or varied by the creation or issue of further shares ranking pari passu therewith.	<b>New Issue of Shares not to affect rights attached to existing shares of that class.</b>
19.	Subject to the provisions of Section 62 of the Act and these Articles, the shares in the capital of the company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit and with the sanction of the company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the company on payment in full or part of any property sold and transferred or for any services rendered to the company in the conduct of its business and any shares which	<b>Shares at the disposal of the Directors.</b>

	may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares.	
<b>20.</b>	The Company may issue shares or other securities in any manner whatsoever including by way of a preferential issue, to any persons whether or not those persons include the persons referred to in clause (a) or clause (b) of subsection (1) of section 62 subject to compliance with section 42 and 62 of the Act and rules framed thereunder.	<b>Power to issue shares on preferential basis.</b>
<b>21.</b>	The shares in the capital shall be numbered progressively according to their several denominations, and except in the manner hereinbefore mentioned no share shall be sub-divided. Every forfeited or surrendered share shall continue to bear the number by which the same was originally distinguished.	<b>Shares should be Numbered progressively and no share to be subdivided.</b>
<b>22.</b>	An application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register shall for the purposes of these Articles, be a Member.	<b>Acceptance of Shares.</b>
<b>23.</b>	Subject to the provisions of the Act and these Articles, the Directors may allot and issue shares in the Capital of the Company as payment or part payment for any property (including goodwill of any business) sold or transferred, goods or machinery supplied or for services rendered to the Company either in or about the formation or promotion of the Company or the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than in cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares as aforesaid.	<b>Directors may allot shares as full paid-up</b>
<b>24.</b>	The money (if any) which the Board shall on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them shall become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him, accordingly.	<b>Deposit and call etc.to be a debt payable immediately.</b>
<b>25.</b>	Every Member, or his heirs, executors, administrators, or legal representatives, shall pay to the Company the portion of the Capital represented by his share or shares which may, for the time being, remain unpaid thereon, in such amounts at such time or times, and in such manner as the Board shall, from time to time in accordance with the Company's regulations, require on date fixed for the payment thereof.	<b>Liability of Members.</b>
<b>26.</b>	Shares may be registered in the name of any limited company or other corporate body but not in the name of a firm, an insolvent person or a person of unsound mind.	<b>Registration of Shares.</b>
	<b>RETURN ON ALLOTMENTS TO BE MADE OR RESTRICTIONS ON ALLOTMENT</b>	
<b>27.</b>	The Board shall observe the restrictions as regards allotment of shares to the public, and as regards return on allotments contained in Sections 39 of the Act	
	<b>CERTIFICATES</b>	
<b>28.</b>	(a) Every member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve	<b>Share Certificates.</b>

	<p>(upon paying such fee as provided in the relevant laws) to several certificates, each for one or more of such shares and the company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application for registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe or approve, provided that in respect of a share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one of several joint holders shall be sufficient delivery to all such holder. Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in cases of issues against letter of acceptance or of renunciation or in cases of issue of bonus shares. Every such certificate shall be issued under the seal of the Company, which shall be affixed in the presence of two Directors or persons acting on behalf of the Directors under a duly registered power of attorney and the Secretary or some other person appointed by the Board for the purpose and two Directors or their attorneys and the Secretary or other person shall sign the share certificate, provided that if the composition of the Board permits of it, at least one of the aforesaid two Directors shall be a person other than a Managing or whole-time Director. Particulars of every share certificate issued shall be entered in the Register of Members against the name of the person, to whom it has been issued, indicating the date of issue.</p> <p>(b) Any two or more joint allottees of shares shall, for the purpose of this Article, be treated as a single member, and the certificate of any shares which may be the subject of joint ownership, may be delivered to anyone of such joint owners on behalf of all of them. For any further certificate the Board shall be entitled, but shall not be bound, to prescribe a charge not exceeding Rupees Fifty. The Company shall comply with the provisions of Section 39 of the Act.</p> <p>(c) A Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means, such as engraving in metal or lithography, but not by means of a rubber stamp provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.</p>	
<p><b>29.</b></p>	<p>If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new Certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, being given, a new Certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every Certificate under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.50/- for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.</p> <p>Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956, or any other Act, or rules applicable in this behalf.</p>	<p><b>Issue of new certificates in place of those defaced, lost or destroyed.</b></p>

	The provisions of this Article shall mutatis mutandis apply to debentures of the Company.	
<b>30.</b>	(a) If any share stands in the names of two or more persons, the person first named in the Register shall as regard receipts of dividends or bonus or service of notices and all or any other matter connected with the Company except voting at meetings, and the transfer of the shares, be deemed sole holder thereof but the joint-holders of a share shall be severally as well as jointly liable for the payment of all calls and other payments due in respect of such share and for all incidentals thereof according to the Company's regulations.	<b>The first named joint holder deemed Sole holder.</b>
	(b) The Company shall not be bound to register more than three persons as the joint holders of any share.	<b>Maximum number of joint holders.</b>
<b>31.</b>	Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognise any equitable, contingent, future or partial interest in any share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as the holder thereof but the Board shall be at liberty at its sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.	<b>Company not bound to recognise any interest in share other than that of registered holders.</b>
<b>32.</b>	If by the conditions of allotment of any share the whole or part of the amount or issue price thereof shall be payable by installment, every such installment shall when due be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative.	<b>Installment on shares to be duly paid.</b>
	<b>UNDERWRITING AND BROKERAGE</b>	
<b>33.</b>	Subject to the provisions of Section 40 (6) of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing, to subscribe (whether absolutely or conditionally) for any shares or debentures in the Company, or procuring, or agreeing to procure subscriptions (whether absolutely or conditionally) for any shares or debentures in the Company but so that the commission shall not exceed the maximum rates laid down by the Act and the rules made in that regard. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.	<b>Commission</b>
<b>34.</b>	The Company may pay on any issue of shares and debentures such brokerage as may be reasonable and lawful.	<b>Brokerage</b>
	<b>CALLS</b>	
<b>35.</b>	(1) The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board and not by a circular resolution, make such calls as it thinks fit, upon the Members in respect of all the moneys unpaid on the shares held by them respectively and each Member shall pay the amount of every call so made on him to the persons and at the time and places appointed by the Board.  (2) A call may be revoked or postponed at the discretion of the Board.  (3) A call may be made payable by installments.	<b>Directors may make calls</b>



36.	Fifteen days' notice in writing of any call shall be given by the Company specifying the time and place of payment, and the person or persons to whom such call shall be paid.	<b>Notice of Calls</b>
37.	A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorising such call was passed and may be made payable by the members whose names appear on the Register of Members on such date or at the discretion of the Directors on such subsequent date as may be fixed by Directors.	<b>Calls to date from resolution.</b>
38.	Whenever any calls for further share capital are made on shares, such calls shall be made on uniform basis on all shares falling under the same class. For the purposes of this Article shares of the same nominal value of which different amounts have been paid up shall not be deemed to fall under the same class.	<b>Calls on uniform basis.</b>
39.	The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the members who on account of the residence at a distance or other cause, which the Board may deem fairly entitled to such extension, but no member shall be entitled to such extension save as a matter of grace and favour.	<b>Directors may extend time.</b>
40.	If any Member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board not exceeding 21% per annum but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such member.	<b>Calls to carry interest.</b>
41.	If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by installments at fixed time (whether on account of the amount of the share or by way of premium) every such amount or installment shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or installment accordingly.	<b>Sums deemed to be calls.</b>
42.	On the trial or hearing of any action or suit brought by the Company against any Member or his representatives for the recovery of any money claimed to be due to the Company in respect of his shares, if shall be sufficient to prove that the name of the Member in respect of whose shares the money is sought to be recovered, appears entered on the Register of Members as the holder, at or subsequent to the date at which the money is sought to be recovered is alleged to have become due on the share in respect of which such money is sought to be recovered in the Minute Books: and that notice of such call was duly given to the Member or his representatives used in pursuance of these Articles: and that it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum of Directors was present at the Board at which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.	<b>Proof on trial of suit for money due on shares.</b>
43.	Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereunder nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member of the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude	<b>Judgment, decree, partial payment motto proceed for forfeiture.</b>

	the Company from thereafter proceeding to enforce forfeiture of such shares as hereinafter provided.	
<b>44.</b>	<p>(a) The Board may, if it thinks fit, receive from any Member willing to advance the same, all or any part of the amounts of his respective shares beyond the sums, actually called up and upon the moneys so paid in advance, or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made the Board may pay or allow interest, at such rate as the member paying the sum in advance and the Board agree upon. The Board may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to the Member three months' notice in writing: provided that moneys paid in advance of calls on shares may carry interest but shall not confer a right to dividend or to participate in profits.</p> <p>(b) No Member paying any such sum in advance shall be entitled to voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable. The provisions of this Article shall mutatis mutandis apply to calls on debentures issued by the Company.</p>	<b>Payments in Anticipation of calls may carry interest</b>
	<b>LIEN</b>	
<b>45.</b>	The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect. And such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. Unless otherwise agreed the registration of a transfer of shares/debentures shall operate as a waiver of the Company's lien if any, on such shares/debentures. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this clause.	<b>Company to have Lien on shares.</b>
<b>46.</b>	For the purpose of enforcing such lien the Directors may sell the shares subject thereto in such manner as they shall think fit, but no sale shall be made until such period as aforesaid shall have arrived and until notice in writing of the intention to sell shall have been served on such member or the person (if any) entitled by transmission to the shares and default shall have been made by him in payment, fulfilment of discharge of such debts, liabilities or engagements for seven days after such notice. To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof and purchaser shall be registered as the holder of the shares comprised in any such transfer. Upon any such sale as the Certificates in respect of the shares sold shall stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new Certificate or Certificates in lieu thereof to the purchaser or purchasers concerned.	<b>As to enforcing lien by sale.</b>
<b>47.</b>	The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.	<b>Application of proceeds of sale.</b>



	<b>FORFEITURE AND SURRENDER OF SHARES</b>	
<b>48.</b>	If any Member fails to pay the whole or any part of any call or installment or any moneys due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same, the Directors may, at any time thereafter, during such time as the call or installment or any part thereof or other moneys as aforesaid remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such Member or on the person (if any) entitled to the shares by transmission, requiring him to pay such call or installment of such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all reasonable expenses (legal or otherwise) that may have been accrued by the Company by reason of such non-payment. Provided that no such shares shall be forfeited if any moneys shall remain unpaid in respect of any call or installment or any part thereof as aforesaid by reason of the delay occasioned in payment due to the necessity of complying with the provisions contained in the relevant exchange control laws or other applicable laws of India, for the time being in force.	<b>If call or installment not paid, notice maybe given.</b>
<b>49.</b>	The notice shall name a day (not being less than fourteen days from the date of notice) and a place or places on and at which such call or installment and such interest thereon as the Directors shall determine from the day on which such call or installment ought to have been paid and expenses as aforesaid are to be paid.  The notice shall also state that, in the event of the non-payment at or before the time and at the place or places appointed, the shares in respect of which the call was made or installment is payable will be liable to be forfeited.	<b>Terms of notice.</b>
<b>50.</b>	If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given, may at any time thereafter but before payment of all calls or installments, interest and expenses, due in respect thereof, be forfeited by resolution of the Board to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited share and not actually paid before the forfeiture.	<b>On default of payment, shares to be forfeited.</b>
<b>51.</b>	When any shares have been forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof shall forthwith be made in the Register of Members.	<b>Notice of forfeiture to a Member</b>
<b>52.</b>	Any shares so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted, or otherwise disposed of, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board in their absolute discretion shall think fit.	<b>Forfeited shares to be property of the Company and may be sold etc.</b>
<b>53.</b>	Any Member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, on demand all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon from the time of the forfeiture until payment, at such rate as the Board may determine and the Board may enforce the payment of the whole or a portion thereof as if it were a new call made at the date of the forfeiture, but shall not be under any obligation to do so.	<b>Members still liable to pay money owing at time of forfeiture and interest.</b>
<b>54.</b>	The forfeiture shares shall involve extinction at the time of the forfeiture, of all interest in all claims and demand against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.	<b>Effect of forfeiture.</b>

<b>55.</b>	A declaration in writing that the declarant is a Director or Secretary of the Company and that shares in the Company have been duly forfeited in accordance with these articles on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares.	<b>Evidence of Forfeiture.</b>
<b>56.</b>	The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposition thereof and the person to whom such share is sold, re-allotted or disposed of may be registered as the holder of the share and he shall not be bound to see to the application of the consideration: if any, nor shall his title to the share be affected by any irregularly or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the shares.	<b>Title of purchaser and allottee of Forfeited shares.</b>
<b>57.</b>	Upon any sale, re-allotment or other disposal under the provisions of the preceding Article, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a duplicate certificate or certificates in respect of the said shares to the person or persons entitled thereto.	<b>Cancellation of share certificate in respect of forfeited shares.</b>
<b>58.</b>	In the meantime and until any share so forfeited shall be sold, re-allotted, or otherwise dealt with as aforesaid, the forfeiture thereof may, at the discretion and by a resolution of the Directors, be remitted as a matter of grace and favour, and not as was owing thereon to the Company at the time of forfeiture being declared with interest for the same unto the time of the actual payment thereof if the Directors shall think fit to receive the same, or on any other terms which the Director may deem reasonable.	<b>Forfeiture may be remitted.</b>
<b>59.</b>	Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the Shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the Shares sold, and the purchasers shall not be bound to see to the regularity of the proceedings or to the application of the purchase money, and after his name has been entered in the Register of Members in respect of such Shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.	<b>Validity of sale</b>
<b>60.</b>	The Directors may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering on such terms the Directors may think fit.	<b>Surrender of shares.</b>
<b>TRANSFER AND TRANSMISSION OF SHARES</b>		
<b>61.</b>	(a) Subject to provisions of Article 82, the instrument of transfer of any share in or debenture of the Company shall be executed by or on behalf of both the transferor and transferee.  (b) The transferor shall be deemed to remain a holder of the share or debenture until the name of the transferee is entered in the Register of Members or Register of Debenture holders in respect thereof.	<b>Execution of the instrument of shares.</b>
<b>62.</b>	Subject to provisions of Article 82, the instrument of transfer of any share or debenture shall be in writing and all the provisions of Section 56 and statutory modification thereof including other applicable provisions of the Act shall be duly complied with in respect of all transfers of shares or debenture and registration thereof.	<b>Transfer Form.</b>

	The instrument of transfer shall be in a common form approved by the Exchange;	
<b>63.</b>	The Company shall not register a transfer in the Company other than the transfer between persons both of whose names are entered as holders of beneficial interest in the records of a depository and shares under transfer are in dematerialized form and a proper instrument of transfer is delivered through depository participant. Provided further that nothing in this Article shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares in the Company has been transmitted by operation of law.	<b>Transfer not to be registered except in dematerialized form and on production of instrument of transfer.</b>
<b>64.</b>	Subject to the provisions of Section 58 of the Act and Section 22A of the Securities Contracts (Regulation) Act, 1956, the Directors may, decline to register—  (a) any transfer of shares on which the company has a lien.  That registration of transfer shall however not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever;	<b>Directors may refuse to register transfer.</b>
<b>65.</b>	If the Company refuses to register the transfer of any share or transmission of any right therein, the Company shall within one month from the date on which the instrument of transfer or intimation of transmission was lodged with the Company, send notice of refusal to the transferee and transferor or to the person giving intimation of the transmission, as the case may be, and there upon the provisions of Section 56 of the Act or any statutory modification thereof for the time being in force shall apply.	<b>Notice of refusal to be given to transferor and transferee.</b>
<b>66.</b>	No fee shall be charged for registration of transfer, transmission, Probate, Succession Certificate and letter of administration, Certificate of Death or Marriage, Power of Attorney or similar other document with the Company.	<b>No fee on transfer.</b>
<b>67.</b>	The Board of Directors shall have power on giving not less than seven days previous notice in accordance with section 91 and rules made thereunder close the Register of Members and/or the Register of debentures holders and/or other security holders at such time or times and for such period or periods, not exceeding thirty days at a time, and not exceeding in the aggregate forty five days at a time, and not exceeding in the aggregate forty five days in each year as it may seem expedient to the Board.	<b>Closure of Register of Members or debenture holder or other security holders.</b>
<b>68.</b>	The instrument of transfer shall after registration be retained by the Company and shall remain in its custody. All instruments of transfer which the Directors may decline to register shall on demand be returned to the persons depositing the same. The Directors may cause to be destroyed all the transfer deeds with the Company after such period as they may determine.	<b>Custody of transfer Deeds.</b>
<b>69.</b>	Where an application of transfer relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.	<b>Application for transfer of partly paid shares.</b>
<b>70.</b>	For this purpose the notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post/speed post/ courier to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.	<b>Notice to transferee.</b>

71.	<p>(a) On the death of a Member, the survivor or survivors, where the Member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only person recognized by the Company as having any title to his interest in the shares.</p> <p>(b) Before recognising any executor or administrator or legal representative, the Board may require him to obtain a Grant of Probate or Letters Administration or other legal representation as the case may be, from some competent court in India.</p> <p>Provided nevertheless that in any case where the Board in its absolute discretion thinks fit, it shall be lawful for the Board to dispense with the production of Probate or letter of Administration or such other legal representation upon such terms as to indemnity or otherwise, as the Board in its absolute discretion, may consider adequate</p> <p>(c) Nothing in clause (a) above shall release the estate of the deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.</p>	<b>Recognition of legal representative.</b>
72.	<p>The Executors or Administrators of a deceased Member or holders of a Succession Certificate or the Legal Representatives in respect of the Shares of a deceased Member (not being one of two or more joint holders) shall be the only persons recognized by the Company as having any title to the Shares registered in the name of such Members, and the Company shall not be bound to recognize such Executors or Administrators or holders of Succession Certificate or the Legal Representative unless such Executors or Administrators or Legal Representative shall have first obtained Probate or Letters of Administration or Succession Certificate as the case may be from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks fit, the Board upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register Shares standing in the name of a deceased Member, as a Member. However, provisions of this Article are subject to Sections 72 of the Companies Act.</p>	<b>Titles of Shares of deceased Member</b>
73.	<p>Where, in case of partly paid Shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Act.</p>	<b>Notice of application when to be given</b>
74.	<p>Subject to the provisions of the Act and these Articles, any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy, insolvency of any member or by any lawful means other than by a transfer in accordance with these presents, may, with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of this title as the Director shall require either be registered as member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as Member in respect of such shares; provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favour of his nominee an instrument of transfer in accordance so he shall not be freed from any liability in respect of such shares. This clause is hereinafter referred to as the 'Transmission Clause'.</p>	<b>Registration of persons entitled to share otherwise than by transfer (transmission clause).</b>
75.	<p>Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse or suspend register a person entitled by the transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration.</p>	<b>Refusal to register nominee.</b>

<b>76.</b>	Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity.	<b>Board may require evidence of transmission.</b>
<b>77.</b>	The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made, or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register or Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or require to regard or attend or give effect to any notice which may be given to them of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto, if the Directors shall so think fit.	<b>Company not liable for disregard of a notice prohibiting registration of transfer.</b>
<b>78.</b>	In the case of any share registered in any register maintained outside India the instrument of transfer shall be in a form recognized by the law of the place where the register is maintained but subject thereto shall be as near to the form prescribed in Form no. SH-4 hereof as circumstances permit.	<b>Form of transfer Outside India.</b>
<b>79.</b>	No transfer shall be made to any minor, insolvent or person of unsound mind.	<b>No transfer to insolvent etc.</b>
<b>NOMINATION</b>		
<b>80.</b>	<p>i) Notwithstanding anything contained in the articles, every holder of securities of the Company may, at any time, nominate a person in whom his/her securities shall vest in the event of his/her death and the provisions of Section 72 of the Companies Act, 2013 shall apply in respect of such nomination.</p> <p>ii) No person shall be recognized by the Company as a nominee unless an intimation of the appointment of the said person as nominee has been given to the Company during the lifetime of the holder(s) of the securities of the Company in the manner specified under Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014</p> <p>iii) The Company shall not be in any way responsible for transferring the securities consequent upon such nomination.</p> <p>iv) If the holder(s) of the securities survive(s) nominee, then the nomination made by the holder(s) shall be of no effect and shall automatically stand revoked.</p>	<b>Nomination</b>
<b>81.</b>	<p>A nominee, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either-</p> <p>(i) to be registered himself as holder of the security, as the case may be; or</p> <p>(ii) to make such transfer of the security, as the case may be, as the deceased security holder, could have made;</p>	<b>Transmission of Securities by nominee</b>

	<p>(iii) if the nominee elects to be registered as holder of the security, himself, as the case may be, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased security holder as the case may be;</p> <p>(iv) a nominee shall be entitled to the same dividends and other advantages to which he would be entitled to, if he were the registered holder of the security except that he shall not, before being registered as a member in respect of his security, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.</p> <p>Provided further that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share or debenture, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable or rights accruing in respect of the share or debenture, until the requirements of the notice have been complied with.</p>	
	<b>DEMATERIALIZATION OF SHARES</b>	
<b>82.</b>	<p>Subject to the provisions of the Act and Rules made thereunder the Company will offer its members facility to hold securities issued by it in dematerialized form.</p> <p>All the fresh securities to be issued by the company will be in dematerialized form.</p> <p>Any person seeking transfer of shares, shall first get his / her shares dematerialized before execution of instrument of transfer.</p>	<b>Dematerialisation of Securities</b>
	<b>JOINT HOLDER</b>	
<b>83.</b>	Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint Shareholders with benefits of survivorship subject to the following and other provisions contained in these Articles.	<b>Joint Holders</b>
<b>84.</b>	(a) The Joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.	<b>Joint and several liabilities for all payments in respect of shares.</b>
	(b) on the death of any such joint holders the survivor or survivors shall be the only person recognized by the Company as having any title to the share but the Board may require such evidence of death as it may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability of shares held by them jointly with any other person;	<b>Title of survivors.</b>
	(c) Any one of two or more joint holders of a share may give effectual receipts of any dividends or other moneys payable in respect of share; and	<b>Receipts of one sufficient.</b>
	(d) only the person whose name stands first in the Register of Members as one of the joint holders of any share shall be entitled to delivery of the certificate relating to such share or to receive documents from the	<b>Delivery of certificate and giving of notices to first named holders.</b>



	Company and any such document served on or sent to such person shall deemed to be service on all the holders.	
	<b>SHARE WARRANTS</b>	
<b>85.</b>	The Company may issue warrants subject to and in accordance with provisions of the Act and accordingly the Board may in its discretion with respect to any Share which is fully paid upon application in writing signed by the persons registered as holder of the Share, and authenticated by such evidence(if any) as the Board may, from time to time, require as to the identity of the persons signing the application and on receiving the certificate (if any) of the Share, and the amount of the stamp duty on the warrant and such fee as the Board may, from time to time, require, issue a share warrant.	<b>Power to issue share warrants</b>
<b>86.</b>	<p>(a) The bearer of a share warrant may at any time deposit the warrant at the Office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for call in a meeting of the Company, and of attending and voting and exercising the other privileges of a Member at any meeting held after the expiry of two clear days from the time of deposit, as if his name were inserted in the Register of Members as the holder of the Share included in the deposit warrant.</p> <p>(b) Not more than one person shall be recognized as depositor of the Share warrant.</p> <p>(c) The Company shall, on two day's written notice, return the deposited share warrant to the depositor.</p>	<b>Deposit of share warrants</b>
<b>87.</b>	<p>(a) Subject as herein otherwise expressly provided, no person, being a bearer of a share warrant, shall sign a requisition for calling a meeting of the Company or attend or vote or exercise any other privileges of a Member at a meeting of the Company, or be entitled to receive any notice from the Company.</p> <p>(b) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the Register of Members as the holder of the Share included in the warrant, and he shall be a Member of the Company.</p>	<b>Privileges and disabilities of the holders of share warrant</b>
<b>88.</b>	The Board may, from time to time, make bye-laws as to terms on which (if it shall think fit), a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.	<b>Issue of new share warrant coupons</b>
	<b>CONVERSION OF SHARES INTO STOCK</b>	
<b>89.</b>	The Company may, by ordinary resolution in General Meeting. <p>a) convert any fully paid-up shares into stock; and</p> <p>b) re-convert any stock into fully paid-up shares of any denomination.</p>	<b>Conversion of shares into stock or reconversion.</b>
<b>90.</b>	The holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulation under which the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit, provided that, the Board may, from time to time, fix the minimum amount of stock transferable so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose.	<b>Transfer of stock.</b>

91.	The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, participation in profits, voting at meetings of the Company, and other matters, as if they hold the shares for which the stock arose but no such privilege or advantage shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.	<b>Rights of stockholders.</b>
92.	Such of the regulations of the Company (other than those relating to share warrants), as are applicable to paid up share shall apply to stock and the words "share" and "shareholders" in those regulations shall include "stock" and "stockholders" respectively.	<b>Regulations.</b>
<b>BORROWING POWERS</b>		
93.	<p>Subject to the provisions of the Act and these Articles, the Board may, from time to time at its discretion, by a resolution passed at a meeting of the Board generally raise or borrow money by way of deposits, loans, overdrafts, cash credit</p> <p>or by issue of bonds, debentures or debenture-stock (perpetual or otherwise) or in any other manner, or from any person, firm, company, co-operative society, any body corporate, bank, institution, whether incorporated in India or abroad, Government or any authority or any other body for the purpose of the Company and may secure the payment of any sums of money so received, raised or borrowed; provided that the total amount borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) shall not without the consent of the Company in General Meeting exceed the aggregate of the paid up capital of the Company and its free reserves that is to say reserves not set apart for any specified purpose.</p>	<b>Power to borrow.</b>
94.	Subject to the provisions of the Act and these Articles, any bonds, debentures, debenture-stock or any other securities may be issued at a discount, premium or otherwise and with any special privileges and conditions as to redemption, surrender, allotment of shares, appointment of Directors or otherwise; provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.	<b>Issue of discount etc. or with special privileges.</b>
95.	The payment and/or repayment of moneys borrowed or raised as aforesaid or any moneys owing otherwise or debts due from the Company may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit, and in particular by mortgage, charge, lien or any other security upon all or any of the assets or property (both present and future) or the undertaking of the Company including its uncalled capital for the time being, or by a guarantee by any Director, Government or third party, and the bonds, debentures and debenture stocks and other securities may be made assignable, free from equities between the Company and the person to whom the same may be issued and also by a similar mortgage, charge or lien to secure and guarantee, the performance by the Company or any other person or company of any obligation undertaken by the Company or any person or Company as the case may be.	<b>Securing payment or repayment of Moneys borrowed.</b>
96.	Any bonds, debentures, debenture-stock or their securities issued or to be issued by the Company shall be under the control of the Board who may issue them upon such terms and conditions, and in such manner and for such consideration as they shall consider to be for the benefit of the Company.	<b>Bonds, Debentures etc. to be under the control of the Directors.</b>



<b>97.</b>	If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors shall subject to the provisions of the Act and these Articles make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.	<b>Mortgage of uncalled Capital.</b>
<b>98.</b>	Subject to the provisions of the Act and these Articles if the Directors or any of them or any other person shall incur or be about to incur any liability whether as principal or surety for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.	<b>Indemnity may be given.</b>
	<b>MEETINGS OF MEMBERS</b>	
<b>99.</b>	All the General Meetings of the Company other than Annual General Meetings shall be called Extra-ordinary General Meetings.	<b>Distinction between AGM &amp; EGM.</b>
<b>100.</b>	(a) The Directors may, whenever they think fit, convene an Extra-Ordinary General Meeting and they shall on requisition of requisition of Members made in compliance with Section 100 of the Act, forthwith proceed to convene Extra-Ordinary General Meeting of the members	<b>Extra-Ordinary General Meeting by Board and by requisition</b>
	(b) If at any time there are not within India sufficient Directors capable of acting to form a quorum, or if the number of Directors be reduced in number to less than the minimum number of Directors prescribed by these Articles and the continuing Directors fail or neglect to increase the number of Directors to that number or to convene a General Meeting, any Director or any two or more Members of the Company holding not less than one-tenth of the total paid up share capital of the Company may call for an Extra-Ordinary General Meeting in the same manner as nearly as possible as that in which meeting may be called by the Directors.	<b>When a Director or any two Members may call an Extra Ordinary General Meeting</b>
<b>101.</b>	No General Meeting, Annual or Extraordinary shall be competent to enter upon, discuss or transfer any business which has not been mentioned in the notice or notices upon which it was convened.	<b>Meeting not to transact business not mentioned in notice.</b>
<b>102.</b>	The Chairman (if any) of the Board of Directors shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary. If there is no such Chairman of the Board of Directors, or if at any meeting he is not present within fifteen minutes of the time appointed for holding such meeting or if he is unable or unwilling to take the chair, then the Members present shall elect another Director as Chairman, and if no Director be present or if all the Directors present decline to take the chair then the Members present shall elect one of the members to be the Chairman of the meeting.	<b>Chairman of General Meeting</b>
<b>103.</b>	No business, except the election of a Chairman, shall be discussed at any General Meeting whilst the Chair is vacant.	<b>Business confined to election of Chairman whilst chair is vacant.</b>
<b>104.</b>	a) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.	<b>Chairman with consent may adjourn meeting.</b>

	<p>b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.</p> <p>c) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.</p> <p>d) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.</p>	
<b>105.</b>	In the case of an equality of votes the Chairman shall both on a show of hands, on a poll (if any) and e-voting, have casting vote in addition to the vote or votes to which he may be entitled as a Member.	<b>Chairman's casting vote.</b>
<b>106.</b>	Any poll duly demanded on the election of Chairman of the meeting or any question of adjournment shall be taken at the meeting forthwith.	<b>In what case poll taken without adjournment.</b>
<b>107.</b>	The demand for a poll except on the question of the election of the Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.	<b>Demand for poll not to prevent transaction of other business.</b>
	<b>VOTES OF MEMBERS</b>	
<b>108.</b>	No Member shall be entitled to vote either personally or by proxy at any General Meeting or Meeting of a class of shareholders either upon a show of hands, upon a poll or electronically, or be reckoned in a quorum in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised, any right or lien.	<b>Members in arrears not to vote.</b>
<b>109.</b>	Subject to the provision of these Articles and without prejudice to any special privileges, or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the company, every Member, not disqualified by the last preceding Article shall be entitled to be present, and to speak and to vote at such meeting, and on a show of hands every member present in person shall have one vote and upon a poll the voting right of every Member present in person or by proxy shall be in proportion to his share of the paid-up equity share capital of the Company, Provided, however, if any preference shareholder is present at any meeting of the Company, save as provided in sub-section (2) of Section 47 of the Act, he shall have a right to vote only on resolution placed before the meeting which directly affect the rights attached to his preference shares.	<b>Number of votes each member entitled.</b>
<b>110.</b>	On a poll taken at a meeting of the Company a member entitled to more than one vote or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.	<b>Casting of votes by a member entitled to more than one vote.</b>
<b>111.</b>	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, or a minor may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.	<b>Vote of member of unsound mind and of minor</b>
<b>112.</b>	Notwithstanding anything contained in the provisions of the Companies Act, 2013, and the Rules made there under, the Company may, and in the case of resolutions relating to such business as may be prescribed by such authorities from time to time, declare to be conducted only by postal ballot, shall, get any	<b>Postal Ballot</b>

	such business/ resolutions passed by means of postal ballot, instead of transacting the business in the General Meeting of the Company.	
<b>113.</b>	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.	<b>E-Voting</b>
<b>114.</b>	<p>a) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. If more than one of the said persons remain present than the senior shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint holders shall be entitled to be present at the meeting. Several executors or administrators of a deceased Member in whose name share stands shall for the purpose of these Articles be deemed joints holders thereof.</p> <p>b) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.</p>	<b>Votes of joint members.</b>
<b>115.</b>	Votes may be given either personally or by attorney or by proxy or in case of a company, by a representative duly Authorised as mentioned in Articles	<b>Votes may be given by proxy or by representative</b>
<b>116.</b>	A body corporate (whether a company within the meaning of the Act or not) may, if it is member or creditor of the Company (including being a holder of debentures) authorise such person by resolution of its Board of Directors, as it thinks fit, in accordance with the provisions of Section 113 of the Act to act as its representative at any Meeting of the members or creditors of the Company or debentures holders of the Company. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate as if it were an individual member, creditor or holder of debentures of the Company.	<b>Representation of a body corporate.</b>
<b>117.</b>	(a) A member paying the whole or a part of the amount remaining unpaid on any share held by him although no part of that amount has been called up, shall not be entitled to any voting rights in respect of the moneys paid until the same would, but for this payment, become presently payable.	<b>Members paying money in advance.</b>
	(b) A member is not prohibited from exercising his voting rights on the ground that he has not held his shares or interest in the Company for any specified period preceding the date on which the vote was taken.	<b>Members not prohibited if share not held for any specified period.</b>
<b>118.</b>	Any person entitled under Article 73 (transmission clause) to transfer any share may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least forty-eight hours before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares and give such indemnify (if any) as the Directors may require or the directors shall have previously admitted his right to vote at such meeting in respect thereof.	<b>Votes in respect of shares of deceased or insolvent members.</b>
<b>119.</b>	No Member shall be entitled to vote on a show of hands unless such member is present personally or by attorney or is a body Corporate present by a representative duly Authorised under the provisions of the Act in which case such members, attorney or representative may vote on a show of hands as if he were a Member of the Company. In the case of a Body Corporate the production at the meeting of a copy of such resolution duly signed by a Director or Secretary of such Body Corporate and certified by him as being a	<b>No votes by proxy on show of hands.</b>

	true copy of the resolution shall be accepted by the Company as sufficient evidence of the authority of the appointment.	
<b>120.</b>	The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time forholding 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.	<b>Appointment of a Proxy.</b>
<b>121.</b>	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.	<b>Form of proxy.</b>
<b>122.</b>	A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the Member, or revocation of the proxy or of any power of attorney which such proxy signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death or insanity, revocation or transfer shall have been received at the office before the meeting or adjourned meeting at which the proxy is used.	<b>Validity of votes given by proxy notwithstanding death of a member.</b>
<b>123.</b>	No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.	<b>Time for objections to votes.</b>
<b>124.</b>	Any such objection raised to the qualification of any voter in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.	<b>Chairperson of the Meeting to be the judge of validity of any vote.</b>
	<b>DIRECTORS</b>	
<b>125.</b>	Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors shall not be less than three and not more than fifteen. Provided that a company may appoint more than fifteen directors after passing a special resolution.	<b>Number of Directors</b>
<b>126.</b>	A Director of the Company shall not be bound to hold any Qualification Shares in the Company.	<b>Qualification shares.</b>
<b>127.</b>	<p>(a) Subject to the provisions of the Companies Act, 2013 and notwithstanding anything to the contrary contained in these Articles, the Board may appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement</p> <p>(b) The Nominee Director/s so appointed shall not be required to hold any qualification shares in the Company nor shall be liable to retire by rotation. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s so appointed. The said Nominee Director/s shall be entitled to the same rights and privileges including receiving of notices, copies of the minutes, sitting fees, etc. as any other Director of the Company is entitled.</p> <p>(c) If the Nominee Director/s is an officer of any of the financial institution the sitting fees in relation to such nominee Directors shall accrue to such financial institution and the same accordingly be paid by the Company to them. The Financial Institution shall be entitled to depute observer to</p>	<b>Nominee Directors.</b>

	attend the meetings of the Board or any other Committee constituted by the Board.  (d) The Nominee Director/s shall, notwithstanding anything to the Contrary contained in these Articles, be at liberty to disclose any information obtained by him/them to the Financial Institution appointing him/them as such Director/s.	
<b>128.</b>	The Board may appoint an Alternate Director to act for a Director (hereinafter called "The Original Director") during his absence for a period of not less than three months from India. An Alternate Director appointed under this Article shall not hold office for period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India. If the term of Office of the Original Director is determined before he so returns to India, any provision in the Act or in these Articles for the automatic re-appointment of retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director.	<b>Appointment of alternate Director.</b>
129.	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint any other person to be an Additional Director. Any such Additional Director shall hold office only upto the date of the next Annual General Meeting.	<b>Additional Director</b>
<b>130.</b>	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint a Director, if the office of any director appointed by the company in general meeting is vacated before his term of office expires in the normal course, who shall hold office only upto the date upto which the Director in whose place he is appointed would have held office if it had not been vacated by him.	<b>Directors power to fill casual vacancies.</b>
<b>131.</b>	Until otherwise determined by the Company in General Meeting, each Director other than the Managing/Whole-time Director (unless otherwise specifically provided for) shall be entitled to sitting fees not exceeding a sum prescribed in the Act (as may be amended from time to time) for attending meetings of the Board or Committees thereof.	<b>Sitting Fees.</b>
<b>132.</b>	The Board of Directors may subject to the limitations provided in the Act allow and pay to any Director who attends a meeting at a place other than his usual place of residence for the purpose of attending a meeting, such sum as the Board may consider fair, compensation for travelling, hotel and other incidental expenses properly incurred by him, in addition to his fee for attending such meeting as above specified.	<b>Travelling expenses Incurred by Director on Company's business.</b>
	<b>PROCEEDING OF THE BOARD OF DIRECTORS</b>	
<b>133.</b>	(a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings as it thinks fit.  (b) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.	<b>Meetings of Directors.</b>
<b>134.</b>	a) The Directors may from time to time elect from among their members a Chairperson of the Board and determine the period for which he is to hold office. If at any meeting of the Board, the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of the Directors then present to preside at the meeting.	<b>Chairperson</b>



	b) Subject to Section 203 of the Act and rules made there under, one person can act as the Chairman as well as the Managing Director or Chief Executive Officer at the same time.	
<b>135.</b>	Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and in the case of an equality of votes, the Chairman will have a second or casting vote.	<b>Questions at Board meeting how decided.</b>
<b>136.</b>	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.	<b>Continuing directors may act notwithstanding any vacancy in the Board</b>
<b>137.</b>	Subject to the provisions of the Act, the Board may delegate any of their powers to a Committee consisting of such member or members of its body as it thinks fit, and it may from time to time revoke and discharge any such committee either wholly or in part and either as to person, or purposes, but every Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.	<b>Directors may appoint committee.</b>
<b>138.</b>	The Meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.	<b>Committee Meeting show to be governed.</b>
<b>139.</b>	a) A committee may elect a Chairperson of its meetings. b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.	<b>Chairperson of Committee Meetings</b>
<b>140.</b>	a) A committee may meet and adjourn as it thinks fit. b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.	<b>Meetings of the Committee</b>
<b>141.</b>	Subject to the provisions of the Act, all acts done by any meeting of the Board or by a Committee of the Board, or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director.	<b>Acts of Board or Committee shall be valid notwithstanding defect in appointment.</b>
	<b>RETIREMENT AND ROTATION OF DIRECTORS</b>	
<b>142.</b>	Subject to the provisions of Section 161 of the Act, if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in	<b>Power to fill casual vacancy</b>

	whose place he is appointed would have held office if had not been vacated as aforesaid.	
	<b>POWERS OF THE BOARD</b>	
<b>143.</b>	The business of the Company shall be managed by the Board who may exercise all such powers of the Company and do all such acts and things as may be necessary, unless otherwise restricted by the Act, or by any other law or by the Memorandum or by the Articles required to be exercised by the Company in General Meeting. However, no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.	<b>Powers of the Board</b>
<b>144.</b>	Without prejudice to the general powers conferred by the Articles and so as not in any way to limit or restrict these powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the Articles, it is hereby, declared that the Directors shall have the following powers, that is to say	<b>Certain powers of the Board</b>
	(1) Subject to the provisions of the Act, to purchase or otherwise acquire any lands, buildings, machinery, premises, property, effects, assets, rights, creditors, royalties, business and goodwill of any person firm or company carrying on the business which this Company is authorised to carry on, in any part of India.	<b>To acquire any property, rights etc.</b>
	(2) Subject to the provisions of the Act to purchase, take on lease for any term or terms of years, or otherwise acquire any land or lands, with or without buildings and out-houses thereon, situate in any part of India, at such conditions as the Directors may think fit, and in any such purchase, lease or acquisition to accept such title as the Directors may believe, or may be advised to be reasonably satisfy.	<b>To take on Lease.</b>
	(3) To erect and construct, on the said land or lands, buildings, houses, warehouses and sheds and to alter, extend and improve the same, to let or lease the property of the company, in part or in whole for such rent and subject to such conditions, as may be thought advisable; to sell such portions of the land or buildings of the Company as may not be required for the company; to mortgage the whole or any portion of the property of the company for the purposes of the Company; to sell all or any portion of the machinery or stores belonging to the Company.	<b>To erect &amp; construct.</b>
	(4) At their discretion and subject to the provisions of the Act, the Directors may pay property rights or privileges acquired by, or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company, and any such share may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.	<b>To pay for property.</b>
	(5) To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores, produce and other moveable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.	<b>To insure properties of the Company.</b>

	(6) To open accounts with any Bank or Bankers and to pay money into and draw money from any such account from time to time as the Directors may think fit.	<b>To open Bank accounts.</b>
	(7) To secure the fulfillment of any contracts or engagement entered into by the Company by mortgage or charge on all or any of the property of the Company including its whole or part of its undertaking as a going concern and its uncalled capital for the time being or in such manner as they think fit.	<b>To secure contracts by way of mortgage.</b>
	(8) To accept from any member, so far as may be permissible by law, a surrender of the shares or any part thereof, on such terms and conditions as shall be agreed upon.	<b>To accept surrender of shares.</b>
	(9) To appoint any person to accept and hold in trust, for the Company property belonging to the Company, or in which it is interested or for any other purposes and to execute and to do all such deeds and things as may be required in relation to any such trust, and to provide for the remuneration of such trustee or trustees.	<b>To appoint trustees for the Company.</b>
	(10) To institute, conduct, defend, compound or abandon any legal proceeding by or against the Company or its Officer, or otherwise concerning the affairs and also to compound and allow time for payment or satisfaction of any debts, due, and of any claims or demands by or against the Company and to refer any difference to arbitration, either according to Indian or Foreign law and either in India or abroad and observe and perform or challenge any award thereon.	<b>To conduct legal proceedings.</b>
	(11) To act on behalf of the Company in all matters relating to bankruptcy insolvency.	<b>Bankruptcy &amp; Insolvency</b>
	(12) To make and give receipts, release and give discharge for moneys payable to the Company and for the claims and demands of the Company.	<b>To issue receipts &amp; give discharge.</b>
	(13) Subject to the provisions of the Act, and these Articles to invest and deal with any moneys of the Company not immediately required for the purpose thereof, upon such authority (not being the shares of this Company) or without security and in such manner as they may think fit and from time to time to vary or realise such investments. Save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name.	<b>To invest and deal with money of the Company.</b>
	(14) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or as surety, for the benefit of the Company, such mortgage of the Company's property (present or future) as they think fit, and any such mortgage may contain a power of sale and other powers, provisions, covenants and agreements as shall be agreed upon;	<b>To give Security by way of indemnity.</b>
	(15) To determine from time to time persons who shall be entitled to sign on Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose, whether by way of a resolution of the Board or by way of a power of attorney or otherwise.	<b>To determine signing powers.</b>
	(16) To give to any Director, Officer, or other persons employed by the Company, a commission on the profits of any particular business or	<b>Commission or share in profits.</b>



	transaction, or a share in the general profits of the company; and such commission or share of profits shall be treated as part of the working expenses of the Company.	
	(17) To give, award or allow any bonus, pension, gratuity or compensation to any employee of the Company, or his widow, children, dependents that may appear just or proper, whether such employee, his widow, children or dependents have or have not a legal claim on the Company.	<b>Bonus etc. to employees.</b>
	(18) To set aside out of the profits of the Company such sums as they may think proper for depreciation or the depreciation funds or to insurance fund or to an export fund, or to a Reserve Fund, or Sinking Fund or any special fund to meet contingencies or repay debentures or debenture-stock or for equalizing dividends or for repairing, improving, extending and maintaining any of the properties of the Company and for such other purposes (including the purpose referred to in the preceding clause) as the Board may, in the absolute discretion think conducive to the interests of the Company, and subject to Section 179 of the Act, to invest the several sums so set aside or so much thereof as may be required to be invested, upon such investments (other than shares of this Company) as they may think fit and from time to time deal with and vary such investments and dispose of and apply and extend all or any part thereof for the benefit of the Company notwithstanding the matters to which the Board apply or upon which the capital moneys of the Company might rightly be applied or expended and divide the reserve fund into such special funds as the Board may think fit; with full powers to transfer the whole or any portion of a reserve fund or division of a reserve fund to another fund and with the full power to employ the assets constituting all or any of the above funds, including the deprecation fund, in the business of the company or in the purchase or repayment of debentures or debenture-stocks and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with the power to the Board at their discretion to pay or allow to the credit of such funds, interest at such rate as the Board may think proper.	<b>Transfer to Reserve Funds.</b>
	(19) To appoint, and at their discretion remove or suspend such general manager, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisers, research workers, labourers, clerks, agents and servants, for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties and to fix their salaries or emoluments or remuneration and to require security in such instances and for such amounts they may think fit and also from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit and the provisions contained in the next following clauses shall be without prejudice to the general powers conferred by this clause.	<b>To appoint and remove officers and other employees.</b>
	(20) At any time and from time to time by power of attorney under the seal of the Company, to appoint any person or persons to be the Attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in their limits authorised by the Board the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit, and such appointments may (if the Board think fit) be made in favour of the members or any of the members of any local Board established	<b>To appoint Attorneys.</b>

	as aforesaid or in favour of any Company, or the shareholders, directors, nominees or manager of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such powers of attorney may contain such powers for the protection or convenience for dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegated Attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them.	
	(21) Subject to Sections 188 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.	<b>To enter into contracts.</b>
	(22) From time to time to make, vary and repeal rules for the regulations of the business of the Company its Officers and employees.	<b>To make rules.</b>
	(23) To effect, make and enter into on behalf of the Company all transactions, agreements and other contracts within the scope of the business of the Company.	<b>To effect contracts etc.</b>
	(24) To apply for, promote and obtain any act, charter, privilege, concession, license, authorization, if any, Government, State or municipality, provisional order or license of any authority for enabling the Company to carry any of this objects into effect, or for extending and any of the powers of the Company or for effecting any modification of the Company's constitution, or for any other purpose, which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.	<b>To apply &amp; obtain concessions licenses etc.</b>
	(25) To pay and charge to the capital account of the Company any commission or interest lawfully payable there out under the provisions of Sections 40 of the Act and of the provisions contained in these presents.	<b>To pay commissions or interest.</b>
	(26) To redeem preference shares.	<b>To redeem preference shares.</b>
	(27) To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or subjects which shall have any moral or other claim to support or aid by the Company, either by reason of locality or operation or of public and general utility or otherwise.	<b>To assist charitable or benevolent institutions.</b>
	(28) To pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company. (29) To pay and charge to the capital account of the Company any commission or interest lawfully payable thereon under the provisions of Sections 40 of the Act.	
	(30) To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwelling or chawls, or by grants of moneys, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing, to provide other associations, institutions, funds or trusts and by providing or subscribing or contributing towards place of instruction and	

	recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit and subject to the provision of Section 181 of the Act, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or object which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of the public and general utility or otherwise.	
	<p>(31) To purchase or otherwise acquire or obtain license for the use of and to sell, exchange or grant license for the use of any trade mark, patent, invention or technical know-how.</p> <p>(32) To sell from time to time any Articles, materials, machinery, plants, stores and other Articles and thing belonging to the Company as the Board may think proper and to manufacture, prepare and sell waste and by-products.</p> <p>(33) From time to time to extend the business and undertaking of the Company by adding, altering or enlarging all or any of the buildings, factories, workshops, premises, plant and machinery, for the time being the property of or in the possession of the Company, or by erecting new or additional buildings, and to expend such sum of money for the purpose aforesaid or any of them as they be thought necessary or expedient.</p> <p>(34) To undertake on behalf of the Company any payment of rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company and to purchase the reversion or reversions, and otherwise to acquire on free hold sample of all or any of the lands of the Company for the time being held under lease or for an estate less than freehold estate.</p> <p>(35) To improve, manage, develop, exchange, lease, sell, resell and re-purchase, dispose off, deal or otherwise turn to account, any property (movable or immovable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company is interested.</p> <p>(36) To let, sell or otherwise dispose of subject to the provisions of Section 180 of the Act and of the other Articles any property of the Company, either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as it thinks fit and to accept payment in satisfaction for the same in cash or otherwise as it thinks fit.</p> <p>(37) Generally subject to the provisions of the Act and these Articles, to delegate the powers/authorities and discretions vested in the Directors to any person(s), firm, company or fluctuating body of persons as aforesaid.</p> <p>(38) To comply with the requirements of any local law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with.</p>	
	<b>MANAGING AND WHOLE-TIME DIRECTORS</b>	
<b>145.</b>	a) Subject to the provisions of the Act and of these Articles, the Directors may from time to time in Board Meetings appoint one or more of their body to be a Managing Director or whole-time Directors of the Company for such term not exceeding five years at a time as they may think fit to manage the affairs and business of the Company, and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places.	<b>Powers to appoint Managing/Whole Time Directors.</b>

	b) The Managing Director or whole-time Directors so appointed shall be liable to retire by rotation. A Managing Director or Whole-time Director who is appointed as Director immediately on the retirement by rotation shall continue to hold his office as Managing Director or Whole-time Director and such re-appointment as such Director shall not be deemed to constitute a break in his appointment as Managing Director or Whole-time Director.	
<b>146.</b>	The remuneration of a Managing Director or a Whole-time Director (subject to the provisions of the Act and of these Articles and of any contract between him and the Company) shall from time to time be fixed by the Directors, and may be, by way of fixed salary, or commission on profits of the Company, or by participation in any such profits, or by any, or all of these modes.	<b>Remuneration of Managing or Whole Time Director.</b>
<b>147.</b>	<p>(1) Subject to control, direction and supervision of the Board of Directors, the day-to-day management of the company will be in the hands of the Managing Director or Whole-time Director appointed in accordance with regulations of these Articles of Association with powers to the Directors to distribute such day-to-day management functions among such Directors and in any manner as may be directed by the Board.</p> <p>(2) The Directors may from time to time entrust to and confer upon the Managing Director or Whole-time Director for the time being save as prohibited in the Act, such of the powers exercisable under these presents by the Directors as they may think fit, and may confer such objects and purposes, and upon such terms and conditions, and with such restrictions as they think expedient; and they may subject to the provisions of the Act and these Articles confer such powers, either collaterally with or to the exclusion of, and in substitution for, all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any such powers.</p> <p>(3) The Company's General Meeting may also from time to time appoint any Managing Directors or Wholetime Directors of the Company and may exercise all the powers referred to in these Articles.</p> <p>(4) The Managing Director shall be entitled to sub-delegate (with the sanction of the Directors where necessary) all or any of the powers, authorities and discretions for the time being vested in him in particular from time to time by the appointment of any attorney or attorneys for the management and transaction of the affairs of the Company in any specified locality in such manner as they may think fit.</p> <p>(5) Notwithstanding anything contained in these Articles, the Managing Director is expressly allowed generally to work for and contract with the Company and especially to do the work of Managing Director and also to do any work for the Company upon such terms and conditions and for such remuneration (subject to the provisions of the Act) as may from time to time be agreed between him and the Directors of the Company.</p>	<b>Powers and duties of Managing Director or Whole-Time Director.</b>
	<b>Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer</b>	
<b>148.</b>	<p>a) Subject to the provisions of the Act,—</p> <p>i. A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;</p>	<b>Board to appoint Chief Executive Officer/ Company Secretary/ Chief Financial Officer</b>

	<p>ii. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.</p> <p>b) A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.</p>	
	<b>THE SEAL</b>	
<b>149.</b>	<p>(a) The Board shall provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a Committee of the Board previously given.</p> <p>(b) The Company shall also be at liberty to have an Official Seal in accordance with of the Act, for use in any territory, district or place outside India.</p>	<b>The seal, its custody and use.</b>
<b>150.</b>	The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.	<b>Deeds how executed.</b>
	<b>Dividend and Reserves</b>	
<b>151.</b>	<p>(1) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.</p> <p>(2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.</p> <p>(3) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.</p>	<b>Division of profits.</b>
<b>152.</b>	The Company in General Meeting may declare dividends, to be paid to members according to their respective rights and interests in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 127 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in general meeting.	<b>The company in General Meeting may declare Dividends.</b>
<b>153.</b>	a) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed	<b>Transfer to reserves</b>

	<p>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, think fit.</p> <p>b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.</p>	
<b>154.</b>	Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.	<b>Interim Dividend.</b>
<b>155.</b>	The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists.	<b>Debts may be deducted.</b>
<b>156.</b>	No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this articles as paid on the share.	<b>Capital paid up in advance not to earn dividend.</b>
<b>157.</b>	All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividends as from a particular date such share shall rank for dividend accordingly.	<b>Dividends in proportion to amount paid-up.</b>
<b>158.</b>	The Board of Directors may retain the dividend payable upon shares in respect of which any person under Articles has become entitled to be a member, or any person under that Article is entitled to transfer, until such person becomes a member, in respect of such shares or shall duly transfer the same.	<b>Retention of dividends until completion of transfer under Articles.</b>
<b>159.</b>	No member shall be entitled to receive payment of any interest or dividend or bonus in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares (or otherwise however, either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend payable to any member all such sums of money so due from him to the Company.	<b>No Member to receive dividend whilst indebted to the company and the Company's right of reimbursement thereof.</b>
<b>160.</b>	A transfer of shares does not pass the right to any dividend declared thereon before the registration of the transfer.	<b>Effect of transfer of shares.</b>
<b>161.</b>	Any one of several persons who are registered as joint holders of any share may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such share.	<b>Dividend to joint holders.</b>
<b>162.</b>	<p>a) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.</p> <p>b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.</p>	<b>Dividends how remitted.</b>
<b>163.</b>	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.	<b>Notice of dividend.</b>



164.	No unclaimed dividend shall be forfeited before the claim becomes barred by law and no unpaid dividend shall bear interest as against the Company.	<b>No interest on Dividends.</b>
<b>CAPITALIZATION</b>		
165.	<p>(1) The Company in General Meeting may, upon the recommendation of the Board, resolve:</p> <p>(a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the Profit and Loss account, or otherwise available for distribution; and</p> <p>(b) that such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.</p> <p>(2) The sums aforesaid shall not be paid in cash but shall be applied subject to the provisions contained in clause (3) either in or towards:</p> <p>(i) paying up any amounts for the time being unpaid on any shares held by such members respectively;</p> <p>(ii) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or</p> <p>(iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii).</p> <p>(3) A Securities Premium Account and Capital Redemption Reserve Account may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the Company and fully paid bonus shares.</p> <p>(4) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.</p>	<b>Capitalization.</b>
166.	<p>(1) Whenever such a resolution as aforesaid shall have been passed, the Board shall —</p> <p>(a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid shares, if any, and</p> <p>(b) generally to do all acts and things required to give effect thereto.</p> <p>(2) The Board shall have full power -</p> <p>(a) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, in case of shares becoming distributable in fractions; and also</p> <p>(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalization, or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions, of the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares.</p> <p>(3) Any agreement made under such authority shall be effective and binding on all such members.</p>	<b>Fractional Certificates.</b>

	(4) That for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any questions or difficulties that may arise in regard to any issue including distribution of new equity shares and fractional certificates as they think fit.	
<b>167.</b>	(1) The books containing the minutes of the proceedings of any General Meetings of the Company shall be open to inspection of members without charge on such days and during such business hours as may consistently with the provisions of Section 119 of the Act be determined by the Company in General Meeting and the members will also be entitled to be furnished with copies thereof on payment of regulated charges.  (2) Any member of the Company shall be entitled to be furnished within seven days after he has made a request in that behalf to the Company with a copy of any minutes referred to in sub-clause (1) hereof on payment of Rs. 10 per page or any part thereof.	<b>Inspection of Minutes Books of General Meetings.</b>
<b>168.</b>	a) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.  b) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.	<b>Inspection of Accounts</b>
	<b>FOREIGN REGISTER</b>	
<b>169.</b>	The Company may exercise the powers conferred on it by the provisions of the Act with regard to the keeping of Foreign Register of its Members or Debenture holders, and the Board may, subject to the provisions of the Act, make and vary such regulations as it may think fit in regard to the keeping of any such Registers.	<b>Foreign Register.</b>
	<b>DOCUMENTS AND SERVICE OF NOTICES</b>	
<b>170.</b>	Any document or notice to be served or given by the Company be signed by a Director or such person duly authorised by the Board for such purpose and the signature may be written or printed or lithographed.	<b>Signing of documents &amp; notices to be served or given.</b>
<b>171.</b>	Save as otherwise expressly provided in the Act, a document or proceeding requiring authentication by the company may be signed by a Director, the Manager, or Secretary or other Authorised Officer of the Company and need not be under the Common Seal of the Company.	<b>Authentication of documents and proceedings.</b>
	<b>WINDING UP</b>	
<b>172.</b>	Subject to the provisions of Chapter XX of the Act and rules made thereunder—  (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.  (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such	



	<p>division shall be carried out as between the members or different classes of members.</p> <p>(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.</p>	
	<b>INDEMNITY</b>	
<b>173.</b>	<p>Subject to provisions of the Act, every Director, or Officer or Servant of the Company or any person (whether an Officer of the Company or not) employed by the Company as Auditor, shall be indemnified by the Company against and it shall be the duty of the Directors to pay, out of the funds of the Company, all costs, charges, losses and damages which any such person may incur or become liable to, by reason of any contract entered into or act or thing done, concurred in or omitted to be done by him in any way in or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as such Director, Officer or Auditor or other officer of the Company in defending any proceedings whether civil or criminal in which judgment is given in his favor, or in which he is acquitted or in connection with any application under Section 463 of the Act on which relief is granted to him by the Court.</p>	<b>Directors' and others right to indemnity.</b>
<b>174.</b>	<p>Subject to the provisions of the Act, no Director, Managing Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Directors or Officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation, with whom any moneys, securities or effects shall be entrusted or deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own dishonesty.</p>	<b>Not responsible for acts of others</b>
	<b>SECURITY</b>	
<b>175.</b>	<p>(a) Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the company shall, if so required by the Directors, before entering upon his duties, sign a declaration pleading himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matter which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents contained.</p>	<b>Secrecy</b>
	<p>(b) No member or other person (other than a Director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties or the books of accounts of the Company without the permission of the Board of Directors of the Company for the time being or to require discovery of or any information in respect of any</p>	<b>Access to property information etc.</b>

	<p>detail of the Company's trading or any matter which is or may be in the nature of trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Board it will be inexpedient in the interest of the Company to disclose or to communicate.</p>	
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*#Alteration of Articles of Association for increase in Authorised Capital to Rs. 1,70,00,000/- vide passing special resolution passed at the Extra Ordinary General Meeting of the Members of the Company held on 25<sup>th</sup> March, 2017.*

*#Alteration of Articles of Association for increase in Authorised Capital to Rs. 75,00,000/- vide passing special resolution passed at the Extra Ordinary General Meeting of the Members of the Company held on 08<sup>th</sup> October, 2007.*

*#Alteration of Articles of Association for increase in Authorised Capital to Rs. 5,70,00,000/- vide passing special resolution passed at the Extra Ordinary General Meeting of the Members of the Company held on 02<sup>nd</sup> April, 2018.*

*#Conversion of Private Company into Public Company vide passing Special Resolution at the Extra Ordinary General meeting of the Members of the Company held on 13<sup>th</sup> June, 2022.*

*#Alteration of Articles of Association for increase in Authorised Capital to Rs. 10,00,00,000/- vide passing special resolution passed at the Extra Ordinary General Meeting of the Members of the Company held on 30<sup>th</sup> November, 2022.*

**Note:** *No material clause of Article of Association have been left out from disclosure having bearing on the issue.*

## SECTION XI – OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company) which are or may be deemed material will be attached to the copy of the Prospectus which will be filed with the RoC. Copies of the contracts and documents for inspection referred to hereunder, may be inspected at our Registered Office between 10 a.m. to 5 p.m. on all Working Days from date of the Prospectus until the Issue Closing Date. The copies of the contracts and documents for inspection referred to hereunder will be uploaded on the website of our Company at [www.manojjewellerslimited.com](http://www.manojjewellerslimited.com) , and will be available for inspection from date of the Prospectus until the Issue Closing Date (except for such agreements executed after the Issue Closing Date).

#### MATERIAL CONTRACTS

1. Issue Agreement/MOU dated October 04, 2024 between our Company and the Lead Manager.
2. Registrar Agreement dated October 09, 2024 between our Company and the Registrar to the Issue.
3. Market Making Agreement dated December 19, 2024 between our Company and the Lead Manager and Market Maker.
4. Underwriting Agreement dated December 19, 2024 between our Company, Lead Manager and the Underwriter.
5. Banker(s) to the Issue Agreement dated [●] between our Company, the Lead Manager, Banker(s) to the Issue Agreement and the Registrar to the Issue.
6. Tripartite agreement between the CDSL, our Company and the Registrar to the Issue dated August 03, 2022.
7. Tripartite agreement between the NSDL, our Company and the Registrar to the Issue dated August 02, 2022.

#### MATERIAL DOCUMENTS

1. Certified true copies of the Memorandum and Articles of Association of our Company, as amended from time to time.
2. Copy of Certificate of Incorporation dated September 21, 2007, issued under the name Manoj Jewellers Private Limited, issued by Registrar of Companies, Chennai.
3. Copy of Fresh Certificate of Incorporation dated July 14, 2022, issued by Registrar of Companies, Chennai consequent to name change from Manoj Jewellers Private Limited to Manoj Jewellers Limited pursuant to the conversion of our Company into a Public Limited Company.
4. Resolution of the Board of Directors dated September 26, 2024, in relation to the Issue.
5. Resolution of the Shareholders of our Company, passed at the Extra Ordinary General Meeting held on September 27, 2024 in relation to the Issue.
6. Audit report for Restated Financial Statements dated November 28, 2024, from our Peer Review Auditor included in this Draft Prospectus.
7. The Statement of Possible Tax Benefits dated December 02, 2024, from our Peer Review Auditor included in this Draft Prospectus.
8. Copies of Audited Financial Statements of the Company for the period ended on September 30, 2024 and the financial year ended March 31, 2024, 2023, and 2022.
9. Consents of our Directors, Promoters, Company Secretary and Compliance Officer, Chief Financial Officer, Senior Management Personnel, Statutory Auditor, Peer Review Auditor, Banker(s) to the Company, Lead

Manager, Legal Advisor to the Issue, Registrar to the Issue, Banker to the Issue, Syndicate Member, Underwriter and Market Maker to act in their respective capacities.

10. Resolution dated December 02, 2024 passed by the Audit Committee approving the Key Performance Indicators (KPI).
11. Certificate on KPI's issued by the Statutory Auditor M/s. Mardia & Associates., Chartered Accountants, by way of their certificate dated December 02, 2024.
12. Board Resolution dated December 24, 2024, for approval of Draft Prospectus, and Board Resolution dated for [●] approval of Prospectus.
13. Due Diligence Certificate dated [●] to SEBI by the Lead Manager.
14. In-principle approval from BSE Limited vide letter dated [●] to use the name of BSE in this Issue Document for listing of Equity Shares on the BSE SME.

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 the consent of shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

## DECLARATION

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the Government and / or the guidelines or regulations issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, amended, or the rules made thereunder or Guidelines / Regulations issued, as the case may be. We further certify that all statements and disclosures made in this Draft Prospectus are true and correct.

### SIGNED BY THE DIRECTORS OF OUR COMPANY

Sd/- <b>Mr. Manoj Kumar</b> Chairman & Managing Director <b>DIN: 01730747</b>	Sd/- <b>Mr. Sunil Shantilal</b> Whole Time Director <b>DIN: 01730790</b>
Sd/- <b>Ms. Rajkumari M</b> Whole Time Director <b>DIN: 09607998</b>	Sd/- <b>Mr. Ranjith Kumar Sharup</b> Non-Executive Independent Director <b>DIN: 10621525</b>
Sd/- <b>Mr. Prathik Prasanchand Daga</b> Non-Executive Independent Director <b>DIN: 09660743</b>	Sd/- <b>Mr. Suganchand Ramesh Kumar</b> Non-Executive Independent Director <b>DIN: 09661906</b>

### SIGNED BY THE CFO AND CS OF OUR COMPANY

Sd/- <b>Mr. Mayank Girishbhai Garach</b> Chief Financial Officer	Sd/- <b>Ms. Vaneeta Khanna</b> Company Secretary and Compliance Officer
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**Date:** December 24, 2024

**Place:** Chennai