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DRAFT RED HERRING PROSPECTUS

Dated: March 5, 2025

(Please read section 26 and 32 of the Companies Act, 2013)

(This Draft Red Herring Prospectus will be updated upon filing with the RoC)

100% Book Built Issue



YAJUR FIBRES LIMITED

Corporate Identification Number: U17100WB1980PLC032918

REGISTERED OFFICE	TELEPHONE AND FACSIMILE	CORPORATE OFFICE	TELEPHONE AND FACSIMILE	CONTACT PERSON	EMAIL AND WEBSITE
5, Middleton Street, Kolkata – 700 071, West Bengal, India.	Telephone: +91 33 2283 5028/ 5029 Facsimile: N.A.	5, Sree Charan Sarani, Bally, Howrah – 711 201, West Bengal, India	Telephone: +91 33 2671 2883 Facsimile: N.A.	Sulekha Dutta, Company Secretary and Compliance Officer	Email: investors@yajurfibres.com Website: www.yajurfibres.com

PROMOTERS OF OUR COMPANY: ASHISH KANKARIA, SHRUTI A KANKARIA, AMBICA CAPITAL MARKETS LIMITED AND GOLD VIEW FINANCIAL SERVICES LIMITED

DETAILS OF THE ISSUE

TYPE	FRESH ISSUE SIZE	OFS SIZE (BY NO. OF SHARES OR BY AMOUNT IN ₹)	TOTAL ISSUE SIZE	ELIGIBILITY
Fresh Issue	Upto 70,00,000 Equity Shares aggregating Up to ₹ [●] lakhs	NIL	Upto 70,00,000 Equity Shares aggregating Up to ₹ [●] lakhs	This issue is being made in terms of Regulation 229 (2) of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended.

DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDERS AND THEIR AVERAGE COST OF ACQUISITION – NOT APPLICABLE AS THIS IS A FRESH ISSUE OF EQUITY SHARES

RISK IN RELATION TO THE FIRST ISSUE

This being the first public issue of the Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of each Equity Share is ₹ 10/-. The Floor Price, Cap Price and Issue Price as determined by our Company, in consultation with the Book Running Lead Manager, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building process, as stated under “Basis for Issue Price” on page 125 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares 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 the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the Draft Red Herring Prospectus. Specific attention of the investors is invited of the section titled “Risk Factors” beginning on Page No. 27 of this Draft Red Herring Prospectus.



ISSUER’S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares offered through this Draft Red Herring Prospectus are proposed to be listed on the SME Platform of BSE Limited (“BSE SME” or “BSE”) in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received an ‘in-principle’ approval letter dated [●] from BSE SME for using its name in this offer document for listing our shares on the SME Platform of BSE. For the purpose of this Issue, the Designated Stock Exchange will be BSE.

BOOK RUNNING LEAD MANAGER

NAME AND LOGO	CONTACT PERSON	EMAIL & TELEPHONE
 Horizon Management Private Limited	Mr. Manav Goenka	Email ID: smeipo@horizon.net.co Telephone: +91 33 4600 0607
REGISTRAR TO THE ISSUE		
NAME AND LOGO	CONTACT PERSON	EMAIL & TELEPHONE
 MAS SERVICES LIMITED	Mr. N. C. Pal	E-mail: ipo@masserv.com Telephone: +91 112 638 7281/83, 114 132 0335
BID/ ISSUE PERIOD		
ANCHOR PORTION ISSUE OPENS/CLOSES ON: [●]* BID/ISSUE OPENS ON: [●] BID/ISSUE CLOSES ON: [●]**		

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

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

^ UPI mandate end time and date shall be at 5:00 pm on the Bid/Issue Closing Date.



YAJUR FIBRES LIMITED

Yajur Fibres Limited (the “Company” or the “Issuer”) was incorporated as ‘Shineup Investments Limited’, a public limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated August 07, 1980 issued by the Registrar of Companies, West Bengal. The certificate of commencement of business was issued to our Company on September 15, 1980 by the Registrar of Companies, West Bengal. Subsequently, the name of our Company was changed to ‘Shineup Fibres Limited’ and consequently a fresh certificate of incorporation dated June 18, 1991 was issued by the Assistant Registrar of Companies, West Bengal at Kolkata. Subsequently, pursuant to resolutions passed by our Board of Directors in their meeting held on March 10, 2008 and by our Shareholders in the extra-ordinary general meeting held on March 13, 2008, the name of our Company was changed to ‘Ambica Capital Ventures Limited’ and a fresh certificate of incorporation dated April 24, 2008 was issued by the Registrar of Companies, West Bengal at Kolkata. Subsequently, pursuant to resolutions passed by our Board of Directors in their meeting held on December 30, 2020 and by our Shareholders in the extra-ordinary general meeting held on January 29, 2021 the name of our Company was changed to ‘Yajur Fibres Limited’ and a fresh certificate of incorporation dated March 11, 2021 was issued by the Registrar of Companies, West Bengal at Kolkata. For details of change in Registered Office of our Company, please refer to the chapter titled “History and Certain Corporate Matters” on page 173 of this Draft Red Herring Prospectus.

Registered Office: 5, Middleton Street, Kolkata – 700 071, West Bengal, India; **Telephone:** +91 33 2283 5028/ 5029;

Corporate Office of our Company (Address at which the books of account are maintained): 5 Sree Charan Sarani, Bally, Howrah – 711 201, West Bengal, India; **Telephone:** +91 33 2671 2883;

Facsimile: N.A.; **E-mail:** investors@yajurfibres.com; **Website:** www.yajurfibres.com;

Contact Person: Sulekha Dutta, Company Secretary & Compliance Officer; **Corporate Identity Number:** U17100WB1980PLC032918

PROMOTERS OF OUR COMPANY: ASHISH KANKARIA, SHRUTI A KANKARIA, AMBICA CAPITAL MARKETS LIMITED AND GOLD VIEW FINANCIAL SERVICES LIMITED

DETAILS OF THE ISSUE

INITIAL PUBLIC OFFER OF UPTO 70,00,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH (“EQUITY SHARES”) OF OUR COMPANY AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) FOR CASH, AGGREGATING UP TO ₹ [●] LACS (“PUBLIC ISSUE”) OUT OF WHICH [●] EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH, AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING ₹ [●] LACS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE ISSUE (THE “MARKET MAKER RESERVATION PORTION”). THE PUBLIC ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF [●] EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH, AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING UP TO ₹ [●] LACS IS HEREINAFTER REFERRED TO AS THE “NET ISSUE”. THE PUBLIC ISSUE AND NET ISSUE WILL CONSTITUTE [●] % AND [●] % RESPECTIVELY OF THE POST- ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLM AND WILL BE ADVERTISED IN [●] EDITION OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER), [●] EDITION OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER) AND BENGALI EDITIONS OF [●] (A BENGALI LANGUAGE NEWSPAPER, BENGALI BEING THE REGIONAL LANGUAGE OF WEST BENGAL WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO THE SME PLATFORM OF BSE LIMITED (“BSE”) FOR THE PURPOSES OF UPLOADING ON ITS WEBSITE IN ACCORDANCE WITH SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE “SEBI ICDR REGULATIONS”).

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

This Issue is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (“SCRR”) read with Regulation 229 (2) of the SEBI ICDR Regulations and in compliance with Regulation 253 of the SEBI ICDR Regulations, wherein not more than [●] % of the Net Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers (“QIBs”) (the “QIB Portion”), provided that our Company may, in consultation with the Book Running Lead Manager, may allocate up to [●] % of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations (“Anchor Investor Portion”), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5.00% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5.00% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than [●] % of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than [●] % of the Net Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price. All Bidders are required to participate in the Issue by mandatorily utilizing the Application Supported by Blocked Amount (“ASBA”) process by providing details of their respective ASBA Account (as defined hereinafter) in which the corresponding Bid Amounts will be blocked by the Self Certified Syndicate Banks (“SCSBs”) or under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, see “Issue Procedure” on page 237 of this Draft Red Herring Prospectus.

All potential investors shall participate in the Issue through an Application Supported by Blocked Amount (“ASBA”) process including through UPI mode (as applicable) by providing details about the bank account which will be blocked by the Self Certified Syndicate Banks (“SCSBs”) for the same. For details in this regard, specific attention is invited to “Issue Procedure” on page 237 of this Draft Red Herring Prospectus. A copy of Red Herring Prospectus will be delivered to the Registrar of Companies for filing in accordance with Section 32 of the Companies Act, 2013.

RISK IN RELATION TO THE FIRST ISSUE

This being the first issue of the Issuer, there has been no formal market for the securities of the Issuer. The face value of the equity shares is Rs. 10/- The issue price/floor price/price band should not be taken to be indicative of the market price of the specified securities after the specified securities are listed. No assurance can be given regarding an active or sustained trading in the equity shares of the Issuer 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 the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the Draft Red Herring Prospectus. Specific attention of the investors is invited of the section titled “Risk Factors” beginning on Page No. 27 of this Draft Red Herring Prospectus.

ISSUER'S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares offered through this Draft Red Herring Prospectus are proposed to be listed on the SME Platform of BSE Limited (“BSE”) in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received an ‘in-principle’ approval letter dated [●] from BSE for using its name in this offer document for listing our shares on BSE. For the purpose of this Issue, the Designated Stock Exchange will be BSE.

BOOK RUNNING LEAD MANAGER

REGISTRAR TO THE ISSUE



Horizon Management Private Limited
19 R N Mukherjee Road, Main Building, 2nd Floor,
Kolkata- 700 001, West Bengal, India.
Telephone: +91 33 4600 0607
Facsimile: +91 33 4600 0607
E-mail: smeipo@horizon.net.co
Website: www.horizonmanagement.in
Investor grievance: investor.relations@horizon.net.co
SEBI Registration Number: INM000012926
Contact Person: Manav Goenka



MAS Services Limited
T-34, 2nd Floor, Okhla Industrial Area,
Phase-II New Delhi- 110 020
Telephone: +91 112 638 7281/83, 114 132 0335
Facsimile: +91 112 638 7384
E-mail: ipo@masserv.com
Website: www.masserv.com
Investor grievance: investor@masserv.com
SEBI Registration No.: INR000000049
Contact Person: N. C. Pal

ISSUE PROGRAMME

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

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

^ UPI mandate end time and date shall be at 5:00 pm on the Bid/Issue Closing Date.

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***PURSUANT TO SCHEDULE VI OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF
CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018)***

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

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

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

GENERAL AND COMPANY RELATED TERMS

Term	Description
“Company”, “our Company”, “the Company”, “the Issuer”, or “Yajur”	Yajur Fibres Limited, a company incorporated under the Companies Act, 1956, having its Registered Office at 5, Middleton Street, Kolkata – 700 071, West Bengal, India.
Our Promoters	Ashish Kankaria, Shruti A Kankaria, Ambica Capital Markets Limited and Gold View Financial Services Limited. For further details, please see the section entitled “Our Promoters and Promoter Group” on page 192 of this Draft Red Herring Prospectus.
Promoter Group	Companies, individuals and entities (other than companies) as defined under Regulation 2(1)(pp) of the SEBI (ICDR) Regulations, 2018 which is provided in the chapter titled “Our Promoters and Promoter’s Group”.

COMPANY RELATED TERMS

Term	Description
Articles / Articles of Association/AOA	Articles of Association of our Company.
Audit Committee	The Audit Committee of the Board of Directors constituted in accordance with Section 177 of the Companies Act, 2013. For details refer section titled “Our Management” on page 179 of this Draft Red Herring Prospectus.
Auditor / Statutory Auditor/ Peer Review Auditor	Statutory and peer review auditor of our Company, namely, R Kothari & Co. LLP , Chartered Accountants
Bankers to the Company	Banker to our Company, namely ICICI Bank Limited
Board of Directors /Board/BOD	The Board of Directors of the Company unless otherwise specified.
Companies Act	The Companies Act, 1956/2013 as amended from time to time.
Corporate Office	The Corporate Office of our Company situated at 5 Sree Charan Sarani, Bally, Howrah – 711 201, West Bengal, India
CIN	Corporate Identification Number of our Company i.e. U17100WB1980PLC032918
Chief Financial Officer (CFO)	The Chief Financial Officer of our Company, being Manoj Bajaj
Company Secretary and Compliance Officer (CS)	The Company Secretary and Compliance Officer of our Company, being Sulekha Dutta
Depositories Act	The Depositories Act, 1996, as amended from time to time
DIN	Director Identification Number
Equity Shares	Equity Shares of our Company of Face Value of ₹ 10/- each unless otherwise specified in the context thereof
Equity Shareholders	Persons/ Entities holding Equity Shares of Our Company
Executive Director/ ED	Executive Director of our Company
Group Companies	Companies with which there have been related party transactions, during the last three financial years, as covered under the applicable accounting standards and other companies as considered material by the Board in accordance with the Materiality Policy.
Independent Director	A non-executive & Independent Director as per the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Indian GAAP	Generally Accepted Accounting Principles in India
ISIN	INE0CNJ01010
Key Managerial Personnel /Key Managerial Employees	The officer vested with executive power and the officers at the level immediately below the Board of Directors as described in the section titled “Our Management” on page 179 of this Draft Red Herring Prospectus.
Materiality Policy	The policy on identification of group companies, material creditors and material litigation, adopted by our Board on February 3, 2025, in accordance with the requirements of the SEBI ICDR Regulations.

Term	Description
MOA/ Memorandum / Memorandum of Association	Memorandum of Association of our Company as amended from time to time
Non-Residents	A person resident outside India, as defined under FEMA
Nomination and Remuneration Committee	The Nomination and Remuneration Committee of our Board of Directors constituted in accordance with Companies Act, 2013. For details refer section titled “ <i>Our Management</i> ” on page 179 of this Draft Red Herring Prospectus.
NRIs / Non Resident Indians	A person resident outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin under Foreign Outside India Regulations, 2000
Registered Office	The registered office of our Company, which is situated at 5, Middleton Street, Kolkata – 700 071, West Bengal, India.
“Restated Financial Statements” or “Restated Financial Information”	The Restated Financial Information of our Company, which comprises the Restated Statement of Assets and Liabilities of our Company as at December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Statement of Profit & Loss and the Restated Cash Flow Statement for the nine month period ended December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, along with the summary statement of significant accounting policies read together with the annexures and notes thereto prepared in terms of the requirements of Section 32 of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time.
ROC / Registrar of Companies	Registrar of Companies, West Bengal at Kolkata
Unaudited Proforma Consolidated Financial Statements or Proforma Consolidated Financial Statements or Proforma Financial Information	The proforma financial information of our Company comprising the Unaudited Proforma Condensed Consolidated Statement of Profit and Loss for the period ended December 31, 2024 and for the year ended March 31, 2024, read with the notes to the Unaudited Proforma Condensed Consolidated Financial Information, has been prepared to reflect acquisition of Yashoda Linen Yarn Limited as if the transaction to obtain control over Yashoda Linen Yarn Limited occurred on April 1, 2023.
Scheme of Amalgamation	Scheme of Amalgamation between Yajur Bast Fibres Limited and our Company
Senior Management	Senior management of our Company determined in accordance with Regulation 2(1)(bbbbb) of the SEBI ICDR Regulations. For details, see “ <i>Our Management</i> ” on page 179 of this Draft Red Herring Prospectus.
Shareholders	Shareholders of equity shares of our Company or any other class of shares which may be issued time to time.
Stakeholders Relationship Committee	The Stakeholders Relationship Committee of our Board of Directors constituted in accordance with Section 178 of the Companies Act, 2013. For details refer section titled “ <i>Our Management</i> ” on page 179 of this Draft Red Herring Prospectus.
Subsidiary	Yashoda Linen Yarn Limited

ISSUE RELATED TERMS

Terms	Description
Abridged Prospectus	Abridged Prospectus means a memorandum containing such salient features of a Prospectus as may be specified by SEBI in this behalf
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application
Allotment	Issue of the Equity Shares pursuant to the Issue to the successful applicants
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allot/Allotted	Unless the context otherwise requires, allotment of Equity Shares offered pursuant to the Issue pursuant to successful Bidders.
Allottee(s)	The successful applicant to whom the Equity Shares are being / have been issued
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹ 200 lakhs.
Anchor Investor Allocation Price	Rs. [●]/- per equity share i.e. the price at which Equity Shares were made available for allocation to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which was decided by our Company in consultation with the Book Running Lead Manager during the Anchor Investor Bid/ Issue Period.
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which was considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Anchor Investor Bid/ Issue Period	[●], being one working day prior to the Bid/ Issue Opening Date, on which Bids by Anchor Investors was submitted and allocation to the Anchor Investors was completed.
Anchor Investor Issue Price	The final price at which the Equity Shares will be issued and Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Issue Price but not higher than the Cap Price. The Anchor Investor Issue Price will be decided by our Company, in consultation with the BRLM.

Terms	Description
Anchor Investor Portion	Up to [●]% of the QIB Portion consisting of [●] Equity Shares which were allocated by our Company, in consultation with the Book Running Lead Manager, to the Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations.
Application Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorising an SCSB to block the Bid Amount in the relevant ASBA Account and will include applications made by UPI Bidders using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by UPI Bidders using the UPI Mechanism.
Application Form	The Form in terms of which the applicant shall apply for the Equity Shares of our Company
ASBA Account	An account maintained with the SCSB and specified in the application form submitted by ASBA applicant for blocking the amount mentioned in the application form.
ASBA Bid	All Bidders except Anchor Investors
Bankers to the Issue	Banker to the Issue, Public Issue Bank, Refund Bank and Sponsor Bank, being [●]
Basis of Allotment	The basis on which equity shares will be allotted to successful applicants under the Issue and which is described in paragraph titled “Basis of allotment” under chapter titled “Issue Procedure” starting from page no. 237 of this Draft Red Herring Prospectus.
Bid	An indication to make an Issue during the Bid/Issue Period by an ASBA Bidder pursuant to submission of the ASBA Form to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the relevant Bid cum Application Form. The term “Bidding” shall be construed accordingly.
Bid Amount	The amount at which the bidder makes a bid for the Equity Shares of our Company in terms of Draft Red Herring Prospectus.
Bid cum Application Form	The form in terms of which the bidder shall make a bid, including ASBA Form, and which shall be considered as the bid for the Allotment pursuant to the terms of this Draft Red Herring Prospectus.
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Bid/ Issue Period	<p>The period between the Bid/ Issue Opening Date and the Bid/ Issue Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof in accordance with the SEBI ICDR Regulations and the terms of the Red Herring Prospectus. Provided, however, that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders.</p> <p>Our Company in consultation with the Book Running Lead Manager may consider closing the Bid/Issue Period for the QIB Portion One Working Day prior to the Bid/Issue Closing Date which shall also be notified in an advertisement in same newspapers in which the Bid/Issue Opening Date was published, in accordance with the SEBI ICDR Regulations.</p> <p>In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid / Issue Period for a minimum of one Working Day, subject to the Bid/ Issue Period not exceeding 10 Working Days.</p>
Bid/Issue Closing Date	<p>Except in relation to Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, being [●], which shall be published in [●] editions of [●] (a widely circulated English national daily newspaper), [●] editions of [●] (a widely circulated Hindi national daily newspaper) and Bengali editions of [●] (a Bengali language newspaper with wide circulation, Bengali being the regional language of West Bengal, where our Registered Office is located).</p> <p>Our Company in consultation with the BRLM, may, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/ Issue Closing Date shall be widely disseminated by notification to the Stock Exchanges, and also be notified on the websites of the BRLM and at the terminals of the Syndicate Members, if any and communicated to the Designated Intermediaries and the Sponsor Bank, which shall also be notified in an advertisement in same newspapers in which the Bid/ Issue Opening Date was published, as required under the SEBI ICDR Regulations</p>
Bid/Issue Opening Date	Except in relation to Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, being [●], which shall be published in [●] editions of [●] (a widely circulated English national daily newspaper), [●] editions of [●] (a widely circulated Hindi national daily newspaper) and Bengali editions of [●] (a Bengali language newspaper with wide circulation, Bengali being the regional language of West Bengal, where our Registered Office is located).
Bidder/ Investor	Any prospective investor who makes a bid for Equity Shares in terms of Red Herring Prospectus.
Bidding Centers	Centers at which the Designated Intermediaries shall accept the Bid cum Application Forms i.e. Designated SCSB Branch for SCSBs, Specified Locations for members of the Syndicate, Broker Centers for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Book Building Process	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue is being made.
BRLM / Book Running Lead Manager	Book Running Lead Manager to the Issue, in this case being Horizon Management Private Limited , SEBI Registered Category I Merchant Banker.
Broker Centers	Broker centers notified by the Stock Exchanges where investors can submit the Application Forms to a Registered Broker. The details of such Broker Centers, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchange.

Terms	Description
Cap Price	The higher end of the Price Band, subject to any revisions thereto, above which the Issue Price will not be finalized and above which no Bids will be accepted.
Cut-Off Price	The Issue Price, which shall be any price within the Price band as finalized by our Company in consultation with the BRLM. Only Retail Individual Bidders are entitled to Bid at the Cut off Price. QIBs (including Anchor Investor) and Non-Institutional Investors are not entitled to Bid at the Cut-off Price.
Client Id	Client Identification Number maintained with one of the Depositories in relation to demat account.
Collecting Depository Participants or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the BRLM, the Registrar to the Issue and the Stock Exchange.
Demographic Details	The demographic details of the Applicants such as their Address, PAN, name of the applicant father/husband, investor status, and occupation and Bank Account details.
Depository	A depository registered with SEBI under the SEBI (Depositories and Participants) Regulations, 2018.
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996
Designated Intermediaries/ Collecting Agent	In relation to ASBA Forms submitted by RIBs (not using the UPI mechanism) by authorizing an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. 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 (excluding Anchor Investor) 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 CDP Locations	Such locations of the CDPs where bidder can submit the Bid cum Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the website of the Stock Exchange i.e. www.bseindia.com
Designated Date	The date on which amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, in terms of the Draft Red Herring Prospectus, after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Board of Directors may Allot Equity Shares to successful Bidders in the Issue.
Designated RTA Locations	Such locations of the RTAs where bidder can submit the Bid cum Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Bid cum Application Forms are available on the website of the Stock Exchange i.e. www.bseindia.com
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Bid cum Application Form from the ASBA bidder and a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/ Recognized-Intermediaries or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	SME Platform of BSE Limited ("BSE SME")
DP ID	Depository Participant's Identity Number
Draft Red Herring Prospectus	Draft Red Herring Prospectus dated March 5, 2025, filed with SME Platform of BSE Limited in accordance with Section 32 of the Companies Act, 2013 and SEBI (ICDR) Regulations.
Electronic Transfer of Funds	Refunds through ECS, NEFT, Direct Credit or RTGS as applicable.
Eligible NRI	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Draft Red Herring Prospectus constitutes an invitation to subscribe to the Equity Shares Allotted herein.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an Issue or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to purchase the Equity Shares Issued thereby and who have opened demat accounts with SEBI registered qualified depository participants.
Escrow Account	The account(s) 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.
First/ Sole bidder	The bidder whose name appears first in the Bid cum Application Form or RevisionForm.
Floor Price	The lower end of the Price Band, subject to any revision(s) thereto, not being less than the face value of Equity Shares, at or above which the Issue Price will be finalized and below which no Bids will be accepted.
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
FPI / Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered under Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as

Terms	Description
	amended.
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1) (III) of the SEBI ICDR Regulations
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
General Information Document (GID)	The General Information Document for investing in public issues prepared and issued in accordance with the circulars (CIR/CFD/DIL/12/2013) dated October 23, 2013, Notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018 notified by SEBI.
GIR Number	General Index Registry Number
Issue	This issue of Upto 70,00,000 Equity Shares of face value of ₹10 per Equity Share for an Issue Price of ₹ [●] per Equity Share, aggregating up to ₹ [●] Lakhs.
Issue Agreement	Agreement dated February 26, 2025, entered amongst our Company and the Book Running Lead Manager, pursuant to which certain arrangements have been agreed to in relation to the Issue.
Issue Closing	Our Issue shall close on [●].
Issue document	Includes this Draft Red Herring Prospectus, the Red Herring Prospectus and Prospectus to be filed with Registrar of Companies.
Issue Opening	Our Issue shall open on [●].
Issue Period	The periods between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants may submit their Bidding application.
Issue Price	The price at which the Equity Shares are being issued by our Company through this Draft Red Herring Prospectus, being ₹ [●] /- (including share premium of ₹ [●] /- per Equity Share).
Issue Proceeds	Proceeds to be raised by our Company through this Fresh Issue, for further details please refer chapter titled “Objects of the Issue” page 100 of this Draft Red Herring Prospectus.
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the BSE.
Market Maker	The Market Maker to the Issue, in this case being [●].
Market Maker Reservation Portion	The reserved portion of [●] Equity Shares of ₹ 10 each at an Issue price of ₹ [●] each aggregating to ₹ [●] Lakhs to be subscribed by Market Maker in this Issue.
Market Making Agreement	The Market Making Agreement dated [●] between our Company, Book Running Lead Manager and Market Maker.
Mutual Funds	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
Mutual Fund Portion	5% of the Net QIB Portion, (other than anchor allocation), which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Issue Price.
Net Issue	The Issue excluding the Market Maker Reservation Portion of [●] Equity Shares of Face Value of ₹ 10.00 each fully paid for cash at a price of ₹ [●] Equity Share aggregating ₹ [●] Lakhs by our Company.
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allocated to the Anchor Investors
Net Proceeds	The proceeds from the Issue less the Issue related expenses applicable to the Issue.
Non-Institutional Applicant / Investors	All Applicants, including FPIs which are individuals, corporate bodies and family offices, that are not QIBs or RIIs and who have Application for Equity Shares for an amount of more than ₹2.00 Lakhs (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	The portion of the Issue being not less than [●]% of the Net Issue consisting of [●] Equity Shares which shall be available for allocation on a proportionate basis to Non-Institutional Bidders, subject to valid Bids being received at or above the Issue Price or through such other method of allocation as may be introduced under applicable law
NPCI	NPCI, a Reserve Bank of India (RBI) initiative, is an umbrella organization for all retail payments in India. It has been set up with the guidance and support of the Reserve Bank of India (RBI) and Indian Banks Association (IBA).
Person/Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Price Band	Price Band of a minimum price (Floor Price) of ₹ [●] and the maximum price (Cap Price) of ₹ [●]. The Price Band will be decided by our Company in consultation with the BRLM and advertised in [●] editions of [●] (a widely circulated English national daily newspaper), [●] editions of [●] (a widely circulated Hindi national daily newspaper) and Bengali editions of [●] (a Bengali language newspaper with wide circulation, Bengali being the regional language of West Bengal, where our Registered Office is located), at least two working days prior to the Bid / Issue Opening Date.
Pricing Date	The date on which our Company, in consultation with the BRLM, will finalize the Issue Price.
Prospectus	The Prospectus to be filed with the RoC in accordance with the Companies Act, 2013, and the SEBI ICDR Regulations containing, inter alia, the Issue Price that is determined at the end of the Book Building Process, the size of the Issue and certain other information, including any addenda or corrigenda thereto.
Public Issue Account Agreement	Agreement to be entered into by our Company, the Registrar to the Issue, the Book Running Lead Manager, and the Public Issue Bank/Banker to the Issue for collection of the Application Amounts.
Public Issue Account	Account to be opened with the Banker to the Issue to receive monies from the SCSBs from the bank account of the ASBA bidder, on the Designated Date.
Public Issue Account Bank	The bank with whom the Public Issue Account shall be opened for collection of Bid Amounts from the Escrow Account and ASBA Accounts on the Designated Date, in this case being [●]

Terms	Description
Qualified Institutional Buyers /QIBs	The qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
QIB Category/ QIB Portion	The portion of the Net Issue (including the Anchor Investor Portion) being not more than [●]% of the Net Issue, consisting of [●] Equity Shares which were made available for allocation to QIBs (including Anchor Investors) on a proportionate basis, (in which allocation to Anchor Investor were made available on a discretionary basis, as determined by our Company in consultation with the BRLM), subject to valid Bids being received at or above the Issue Price.
Red Herring Prospectus/ RHP	The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be Issued and the size of the Issue, including any addenda or corrigenda thereto.
Refund Bank(s) /Refund Banker(s)	Bank(s) which is / are clearing member(s) and registered with the SEBI as Bankers to the Issue at which the Refund Accounts will be opened in case listing of the Equity Shares does not occur, in this case being [●].
Refund Account	The 'no-lien' and 'non-interest bearing' 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.
Registered Broker	Individuals or companies registered with SEBI as "Trading Members"(except Syndicate/ Sub-Syndicate Members) who hold valid membership of either BSE or BSE Limited having right to trade in stocks listed on Stock Exchanges ,through which investors can buy or sell securities listed on stock exchanges, a list of which is available on www.bseindia.com
Registrar / Registrar to the Issue/ RTA	Registrar to the Issue being MAS Services Limited.
Registrar Agreement	The registrar agreement dated February 26, 2025, entered into between 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.
Regulations	Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
Retail Individual Investors/(RII)	Individual investors (including HUFs applying through their Karta and Eligible NRI Bidders) who applies or bids for the Equity Shares of a value of not more than ₹ 2,00,000.
Retail Portions	Portion of the Issue being not less than [●]% of the Net Issue consisting of [●] Equity Shares which shall be available for allocation to RIIs (subject to valid Bids being received at or above the Issue Price), which shall not be less than the minimum Bid Lot subject to availability in the Retail Portion, and the remaining Equity Shares to be Allotted on a proportionate basis
Revision Form	The form used by the bidders to modify the quantity of Equity Shares or the bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s)
SCSB	A Self Certified Syndicate Bank registered with SEBI under the SEBI (Bankers to an Issue) Regulations, 1994 and Issues the facility of ASBA, including blocking of bank account. A list of all SCSBs is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&int mld=35
SME Platform of BSE Limited	The SME Platform of BSE Limited, approved by SEBI as an SME Exchange for listing of equity shares issued under Chapter IX of the SEBI ICDR Regulations.
Sponsor Bank	The Banker to the Issue registered with SEBI and appointed by our Company to act as a conduit between the Stock Exchanges and the NPCI in order to push the mandate collect requests and / or payment instructions of the Retail Individual Bidders into the UPI and carry out other responsibilities, in terms of the UPI Circulars.
Sub Syndicate Member	The sub-syndicate members, if any, appointed by the BRLM and the Syndicate Members, to collect ASBA Forms and Revision Forms.
Syndicate Agreement	The agreement dated [●] entered into amongst our Company, the BRLM and the Syndicate Members, in relation to the collection of Bids in this Issue
Syndicate Member(s)	Syndicate members as defined under Regulation 2(1) (hhh) of the SEBI ICDR Regulations, namely [●].
Transaction Registration Slip/TRS	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the bidders, as proof of registration of the bid.
Underwriter	The BRLM has underwritten this Issue pursuant to the provisions of the SEBI (ICDR) Regulations and the Securities and Exchange Board of India (Underwriters) Regulations, 1993, as amended from time to time.
Underwriting Agreement	The Agreement dated [●] entered into between the Underwriter and our Company.
UPI	Unified payment Interface, which is an instant payment mechanism, developed by NPCI.
UPI Circular	Circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 issued by SEBI as amended or modified by SEBI from time to time, including circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, the circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, the circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, the circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI master circular no.

Terms	Description
	SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, and any other circulars issued by SEBI or any other governmental authority in relation thereto from time to time.
UPI ID	ID created on UPI for single-window mobile payment system developed by the NPCI.
UPI Mandate Request	A request (intimating the Retail Individual Bidder by way of a notification on the Mobile App and by way of a SMS directing the Retail Individual Bidder to such Mobile App) to the Retail Individual Bidder initiated by the Sponsor Bank to authorize blocking of funds on the Mobile App equivalent to Bid Amount and Subsequent debit of funds in case of Allotment.
UPI Mechanism	The bidding mechanism that may be used by a RII to make a Bid in the Issue in accordance with the UPI Circulars.
UPI PIN	Password to authenticate UPI transactions.
Wilful Defaulter and Fraudulent Borrower	A wilful defaulter(s) and fraudulent borrower(s) as defined under SEBI ICDR Regulations.
Working Days	In terms of Regulation 2(1)(mmm) of SEBI ICDR Regulations, working day means all days on which commercial banks in Mumbai are open for business. Further, in respect of Issue Period, working day means all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business. Furthermore, the time period between the Issue Closing Date and the listing of Equity Shares on BSE, working day means all trading days of BSE, excluding Sundays and bank holidays, as per circulars issued by SEBI

CONVENTIONAL AND GENERAL TERMS / ABBREVIATIONS

Term	Description
“₹” or “Rs.” or “Rupees” or “INR”	Indian Rupee
“Consolidated FDI Policy” or “FDI Policy”	Consolidated Foreign Direct Investment Policy notified by DPIIT through notification issued by DPIIT, effective from October 15, 2020
“Financial Year” or “Fiscal Year” or “FY”	Period of 12 months ending March 31 of that particular year
“OCBs” or “Overseas Corporate Body”	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
A/c	Account
AGM	Annual General Meeting
AIF	Alternative Investment Fund, as defined and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
CAN	Confirmation Allocation Note
Category I AIF	AIFs who are registered as “Category I Alternative Investment Funds” under the SEBI AIF Regulations
Category I FPIs	FPIs who are registered as “Category I foreign portfolio investors” under the SEBI FPI Regulations
Category II AIF	AIFs who are registered as “Category II Alternative Investment Funds” under the SEBI AIF Regulations
Category II FPIs	FPIs who are registered as “Category II foreign portfolio investors” under the SEBI FPI Regulations
Category III AIF	AIFs who are registered as “Category III Alternative Investment Funds” under the SEBI AIF Regulations
CBDT	Central Board of Direct Taxes, Government of India
CDSL	Central Depository Services (India) Limited
Central Government	Central Government of India
CFO	Chief Financial Officer
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
CLRA	Contract Labour (Regulation and Abolition) Act, 1970
Companies Act 1956	Erstwhile Companies Act, 1956 along with the relevant rules made thereunder
Companies Act, 2013 / Companies Act	Companies Act, 2013 along with rules made thereunder
CS	Company Secretary
CSR	Corporate Social Responsibility
Depositories Act	The Depositories Act, 1996
Depository(ies)	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
DIN	Director Identification Number
DP ID	Depository Participant’s Identification Number
EBITDA	Earnings before Interest, Tax, Depreciation and Amortisation
ECB	External Commercial Borrowings
ECB Master Directions	Master Direction – External Commercial Borrowings, Trade Credits and Structured Obligations dated March 26, 2019 issued by the RBI

Term	Description
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting
EPF Act	Employees' Provident Fund and Miscellaneous Provisions Act, 1952
EPS	Earnings per share
ESI Act	Employees' State Insurance Act, 1948
FCNR Account	Foreign Currency Non Resident (Bank) account established in accordance with the FEMA
FEMA	The Foreign Exchange Management Act, 1999 read with rules and regulations thereunder
FEMA Regulations	The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Financial Year/Fiscal	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year
FIR	First information report
FPIs	Foreign portfolio investors as defined and registered under the SEBI FPI Regulations
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
FVCI	Foreign Venture Capital Investors as defined and registered under the SEBI FVCI Regulations
GDP	Gross Domestic Product
GoI / Government	The Government of India
GST	Goods and Services Tax
HUF(s)	Hindu Undivided Family(ies)
ICAI	The Institute of Chartered Accountants of India
ICSI	The Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
IFSC	Indian Financial System Code
Income Tax Act / IT Act	Income Tax Act, 1961
Ind AS	The Indian Accounting Standards referred to in the Companies (Indian Accounting Standard) Rules, 2015, as amended
Indian GAAP	Generally Accepted Accounting Principles in India
Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time
Insolvency Code	Insolvency and Bankruptcy Code, 2016, as amended from time to time
ISIN	International Securities Identification Number
IT	Information Technology
MCA	The Ministry of Corporate Affairs, GoI
Merchant Banker	Merchant banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 as amended
Mn / mn	Million
MOF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
MSME	Micro, Small, and Medium Enterprises
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
N.A. or NA	Not Applicable
NACH	National Automated Clearing House
NAV	Net Asset Value per Equity Share at a particular date computed based on total equity divided by number of Equity Shares
Net Worth	Net worth as defined under Regulation 2(1)(hh) of the SEBI ICDR Regulations, i.e., the aggregate value of the paid-up share capital and all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off as per the restated balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation
NR	Non-resident or person(s) resident outside India, as defined under the FE
NRE	Non- residential external
NRE Account	Non- residential external account
NRI	A person resident outside India, who is a citizen of India and shall have the same meaning as ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2016
NRO	Non- resident ordinary
NRO Account	Non-resident ordinary account
NSE	National Stock Exchange of India Limited
NSDL	National Securities Depository Limited
NTA	Net Tangible Assets
OCI	Overseas Citizen of India
ODI	Off-shore Derivate Instruments
p.a.	Per annum

Term	Description
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
PIO	Person of Indian Origin
PLR	Prime Lending Rate
R&D	Research and Development
RBI	The Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934
RoNW	Return on Net Worth
RTGS	Real Time Gross Settlement
SARFAESI Act	The Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002
SAT	Securities Appellate Tribunal
SCRA	Securities Contract (Regulation) Act, 1956
SCRR	The Securities Contracts (Regulation) Rules, 1957
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, as amended
SEBI Act	The Securities and Exchange Board of India Act, 1992, as amended
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012, as amended
SEBI BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994
SEBI FPI Regulations	The Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, since repealed and replaced by the SEBI (AIF) Regulations
SICA	Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time
SME	Small and Medium Enterprises
Stamp Act	The Indian Stamp Act, 1899, as amended from time to time
State Government	The Government of a State of India
Stock Exchange	Unless the context requires otherwise, refers to, the BSE Limited
TDS	Tax Deducted at Source
Trademarks Act	Trademarks Act, 1999, as amended
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
US\$/ USD/ US Dollar	United States Dollar, the official currency of the United States of America
USA/ U.S./ US	United States of America, its territories and possessions, any state of the United States of America and the District of Columbia
VAT	Value Added Tax
VCFs	Venture Capital Funds as defined in and registered with SEBI under the SEBI VCF Regulations or the SEBI AIF Regulations, as the case may be
w.e.f.	With effect from
Year/Calendar Year	Unless context otherwise requires, shall refer to the twelve-month period ending December 31

INDUSTRY RELATED TERMS

Term	Description
CAD	current account deficit
Covid-19	Coronavirus Disease
CPI	Consumer Price Index
DFP	Designated Food Parks
DII	Domestic Institutional Investors
DPIIT	Department for Promotion of Industry, and Internal Trade
DGFT	Directorate General of Foreign Trade
ETP	Effluent Treatment Plan
FDI	Foreign Direct Investment
FII	Foreign Institutional Investors
FPOs	Farmer Producers Organizations
FRE	First Revised Estimates
FY	Financial Year
GDP	Gross Domestic Product
GOI	Government of India
GVA	gross value added
HR	Human Resource

Term	Description
HFI	High-Frequency Indicators
IBEF	India Brand Equity Foundation
ILO	International Labour Organization
ITPO	India Trade Promotion Organisation
IMF	International Monetary Fund
ISF	Indian Staffing Federation
IQF	Individual Quick Freezing
JMDC	Jute Manufacturers Development Council
KMS	Kharif Marketing Season
LLPD	Lakh Litres Per Day
MA	Modified Atmosphere
MFP	Mega Food Park
MoFPI	Ministry of Food Processing Industries
MoSPI	Ministry of Statistics & Programme Implementation
MT	Metric tonne
NAPS	National Apprenticeship Promotion Scheme
NABARD	National Bank for Agriculture and Rural Development
NEO	Net Employment Outlook
ODOP	One District One Product
PLISFPI	Production-Linked Incentive Scheme for Food Processing Industry
PM-DevINE	Prime Minister's Development Initiative for North-East
PLISMBP	PLI Scheme for Millet-based Products
PMFME	Prime Minister Formalization of Micro Food Processing Enterprises Scheme
PMKSY	Pradhan Mantri Kisan Sampada Yojana
PSL	Priority Sector Lending
QoQ	Quarter on Quarter
RMS	Rabi Marketing Season
RTE/RTC	Ready-to-Eat/ Ready-to-Cook
SHGs	Self Help Groups
TOP	Tomato, Onion, and Potato
TEXPROCIL	Textile and Jute Export Council
UAE	United Arab Emirates
UK	United Kingdom
UNGA	The United Nation's General Assembly
U.S.	United States
US\$	United States Dollar
YoY	Year on Year

Notwithstanding the foregoing, terms in “*Description of Equity Shares and Terms of Articles of Association*”, “*Statement of Possible Tax Benefits*”, “*Industry Overview*”, “*Key Industrial Regulations and Policies*”, “*Financial Information*”, “*Outstanding Litigation and Material Developments*” and “*Issue Procedure*” on pages 274, 131, 134, 163, 202, 265 and 237, respectively of this Draft Red Herring Prospectus, will have the meaning ascribed to such terms in these respective sections.

CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION AND MARKET DATA AND CURRENCY OF PRESENTATION

Certain Conventions

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

Unless otherwise specified, any time mentioned in this Draft Red Herring Prospectus is in Indian Standard Time (“IST”). Unless indicated otherwise, all references to a year in this Draft Red Herring Prospectus are to a calendar year.

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

Financial Data

Unless stated otherwise or the context otherwise requires, the financial information and financial ratios in this Draft Red Herring Prospectus has been derived from our Restated Financial Information. For further information, please see the section titled “*Financial Information*” on Page No. 202 of this Draft Red Herring Prospectus.

Our Company’s financial year commences on April 1 and ends on March 31 of the next year. Accordingly, all references to a particular financial year, unless stated otherwise, are to the twelve (12) month period ended on March 31 of that year.

The Restated Financial Information of our Company, which comprises the Restated Statement of Assets and Liabilities of our Company as at December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Statement of Profit & Loss and the Restated Cash Flow Statement for the nine month period ended December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, along with the summary statement of significant accounting policies read together with the annexures and notes thereto prepared in terms of the requirements of Section 32 of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time. For further details, see “*Restated Financial Information*” on page 202. Our Financial Year commences on April 1 and ends on March 31 of the following year, so all references to a particular Financial Years are to the twelve-month period ended March 31 of that year. In this Draft Red Herring Prospectus, discrepancies in any table, graphs or charts between the total and the sums of the amounts listed are due to rounding-off.

Our Company did not have any subsidiaries during the period ended December 31, 2024 and in Fiscals 2024 Fiscals 2023 and 2022 and, hence did not prepare consolidated financial statements for any of those fiscal years. Our Company acquired 80% of issued and paid-up equity share capital in Yashoda Linen Yarn Limited (the “Subsidiary”) with effect from January 30, 2025. The Proforma Financial Information of the Company comprising of Unaudited Proforma Condensed Consolidated Statement of Profit and Loss for the period ended December 31, 2024 and for the year ended March 31, 2024, read with the notes to the Unaudited Proforma Condensed Consolidated Financial Information, has been prepared to reflect acquisition of the Subsidiary as if the transaction to obtain control occurred on April 1, 2023. Because of its nature, the proforma financial information addresses a hypothetical situation and therefore, does not represent the Company’s actual consolidated financial position as at March 31, 2024 nor does it represent the Company’s consolidated financial results for the year ended March 31, 2024. It illustrates the results of operations that would have resulted had the acquisition been completed at the beginning of the period presented and the consolidated financial position had the acquisition been completed as at the year end, but is not intended to be indicative of expected results or operations in the future periods or the future financial position of the Company.

There are significant differences between Ind AS, Indian GAAP, U.S. GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting policies and practices, the Companies Act, Ind AS, the Indian GAAP and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Draft Red Herring Prospectus should, accordingly, be limited.

Unless the context otherwise indicates, any percentage amounts, as set forth in “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” on Page Nos. 27,

143 and 252 respectively, of this Draft Red Herring Prospectus, and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of the Restated Financial Statements of our Company, prepared in accordance with GAAP, and the Companies Act and restated in accordance with the SEBI ICDR Regulations.

In this Draft Red Herring 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 the percentage figures have been rounded off to two decimal places including percentage figures in “*Risk Factors*”, “*Industry Overview*” and “*Our Business*” on Page Nos. 27, 134 and 143 respectively, this Draft Red Herring Prospectus.

Currency and Units of Presentation

All references to:

- “Rupees” or “₹” or “INR” or “Rs.” are to Indian Rupee, the official currency of the Republic of India; and
- “USD” or “US\$” or “\$” are to United States Dollar, the official currency of the United States of America.

Our Company has presented all numerical information in is Draft Red Herring Prospectus in “lacs” units or in whole numbers where the numbers have been too small to represent in lacs. One lac represents 1,00,000 and one million represents 10,00,000.

Exchange rates

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

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

Currency	Exchange rate as on (in ₹)			
	December 31, 2024	March 31, 2024*	March 31, 2023	March 31, 2022
1 USD	85.62	83.37	82.21	75.81

*Since March 29, 2024 was a public holiday and March 30, 2024 and March 31, 2024 were Saturday and Sunday, respectively, exchange rates as of March 28, 2024 have been considered for disclosure in the aforementioned table.

(Source: www.rbi.org.in and www.fbil.org.in)

Industry and Market Data

Unless stated otherwise, the industry and market data and forecasts used throughout this Draft Red Herring 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. The extent to which the market and industry data used in this Draft Red Herring Prospectus is meaningful depends on the reader’s familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which the business of our Company is conducted, and methodologies and assumptions may vary widely among different industry sources. Accordingly, investment decisions should not be based solely on such information.

In accordance with the SEBI ICDR Regulations, “*Basis for Issue Price*” on Page No. 125 of this Draft Red Herring Prospectus includes information relating to our peer group entities. Such information has been derived from publicly available sources, and neither we, nor the BRLM have independently verified such information. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in “*Risk Factors*” on Page No. 27 of this Draft Red Herring Prospectus.

FORWARD - LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain “forward-looking statements”. These forward-looking statements generally can be identified by words or phrases such as “*aim*”, “*anticipate*”, “*believe*”, “*expect*”, “*estimate*”, “*intend*”, “*objective*”, “*plan*”, “*propose*”, “*project*”, “*will*”, “*will continue*”, “*will pursue*” or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties, expectations and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. These forward-looking statements, whether made by us or a third party, are based on our current plans, estimates and expectations and actual results may differ materially from those suggested by such forward-looking statements.

Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to and including, regulatory changes pertaining to the industries in India in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industries in which we operate.

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

1. We derive a substantial portion of our revenue from the sale of Cottonised Flax and loss of sales due to reduction in demand for such products would have a material adverse effect on our business, financial condition, results of operations and cash flows.
2. Our expansion into new product categories and an increase in the number of products offered by us may expose us to new challenges and more risks.
3. We depend on a few customers of our products, for a significant portion of our revenue, and any decrease in revenues or sales from any one of our key customers may adversely affect our business and results of operations.
4. A significant portion of our revenue from operations from repeat orders of our customers. Any loss of, or a significant reduction in the repeat orders received by us could adversely affect our business, results of operations, financial condition and cash flows.
5. We highly depend on our raw materials and a few key suppliers who help us procure the same. In the event we are unable to procure adequate amounts of raw materials, at competitive prices our business, results of operations and financial condition may be adversely affected.
6. The commercial success of our products depends to a large extent on the success of the products of our end use customers. If the demand for the end use products in which our products are used as a raw materials declines, it could have a material adverse effect on our business, financial condition and results of operations.
7. Our business is subject to seasonal variations that could result in fluctuations in our results of operations.
8. 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.
9. Yashoda Linen Yarn Limited, our subsidiary 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.
10. Our promoter companies had negative cash flows and losses in the past years, details of which are given below. Sustained negative cash flow could impact our growth and business.

For further discussion of factors that could cause the actual results to differ from our estimates and expectations, see “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” beginning on Page Nos. 27, 143 and 252, respectively, of this Draft Red Herring Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different

from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

We cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

Forward-looking statements reflect current views as on the date of this Draft Red Herring 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, the Promoters, the Syndicate 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, the Promoters and the Book Running Lead Manager will ensure that the Bidders in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchange for the Issue.

SECTION II - ISSUE DOCUMENT SUMMARY

The following is a general summary of the terms of the Issue. This summary should be read in conjunction with and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including the sections entitled “*Risk Factors*”, “*Industry Overview*”, “*Outstanding Litigation and Material Developments*”, “*Our Promoters and Promoter Group*”, “*Financial Information*”, “*Objects of the Issue*”, “*Our Business*”, “*Issue Procedure*” and “*Description of Equity Shares and Terms of Articles of Association*” beginning on Page Nos. 27, 134, 265, 192, 202, 100, 143, 237 and 274, respectively of this Draft Red Herring Prospectus.

1. Summary of Industry in which the Company is operating

The bast fibres industry in India plays a pivotal role in the textile and agricultural sectors. Bast fibres, derived from the inner bark of plants, are known for their strength, durability, and versatility. The most common bast fibres in India are jute and hemp, with jute being the most significant. These fibres are used in textiles, packaging, and eco-friendly products. Other examples of bast fibres include flax, used for linen fabric, ramie, which is known for its strength and durability, and kenaf, often used in making paper and bio-composites. Bast fibres are increasingly sought after for their sustainability; they are biodegradable, renewable, and made mostly of cellulose, which makes them an attractive alternative to synthetic materials. The cultivation and extraction of these fibres depend on agricultural practices, ensuring high-quality fibres for modern applications.

For further details, please refer to the chapter titled “*Industry Overview*” beginning on Page No. 134 of this Draft Red Herring Prospectus.

2. Summary of Business

Yajur Fibres Limited is one of the leading bast fibre cottonising unit in India. Situated in Howrah, our Company is a part of the well-recognised conglomerate, The Kankaria Group. The group has rich experience of over 80 years in the Jute Industry. Our group, in the year 2006, acquired the manufacturing operations of cotton and cotton blended yarns into Yajur Bast Fibres Limited (formerly known as M.F.L Corporation Ltd). Subsequently, we have started manufacturing of premium cottonised bast fibres, including flax (linen), jute, and hemp in the year 2017-18. Yajur Bast Fibres Limited was amalgamated into our Company pursuant to the Scheme of Amalgamation under Section 230 to 232 of the Companies Act, 2013, sanctioned by the National Company Law Tribunal, Kolkata bench, vide order dated January 12, 2023 w.e.f. appointed date of April 1, 2021. Our Company specializes in producing premium cottonised bast fibres, including flax (linen), jute, and hemp.

Our Company has acquired 80% stake in Yashoda Linen Yarn Limited on January 30, 2025, which became a subsidiary of our Company. Currently, our subsidiary is engaged in trading of linen fibre and it is proposed to set up a green field 100% wet spun linen yarn and blended yarn manufacturing unit at Ujjain, Madhya Pradesh, as a part of our forward integration.

For further details, please refer to chapter titled “*Our Business*” beginning on Page No. 143 of this Draft Red Herring Prospectus.

3. Promoters

The Promoters of our Company are Ashish Kankaria, Shruti A Kankaria, Ambica Capital Markets Limited and Gold View Financial Services Limited. For further details, please refer to the chapter titled “*Our Promoters and Promoter Group*” beginning on Page No. 192 of this Draft Red Herring Prospectus.

4. Details of the Issue

Our Company is proposing the public issue of upto 70,00,000 Equity Shares of face value of ₹ 10/- each for cash at a price of ₹ [●]/- per Equity Share including a share premium of ₹ [●]/- per Equity Share aggregating up to ₹ [●] lakhs, of which [●] Equity Shares of face value of ₹ 10/- each for cash at a price of ₹ [●]/- per Equity Share including a share premium of ₹ [●]/- per Equity Share aggregating to ₹ [●] lakhs will be reserved for subscription by Market Maker to the Issue (the “**Market Maker Reservation Portion**”). The Issue less the Market Maker Reservation Portion i.e. Net issue of [●] Equity Shares of face value of ₹ 10/- each at a price of ₹ [●]/- per Equity Share including a share premium of ₹ [●]/- per Equity Share aggregating to ₹ [●] lakhs is herein after referred to

as the “**Net Issue**”. The Issue and the Net Issue will constitute [●] % and [●]%, respectively, of the post issue paid up Equity Share capital of our Company. The face value of the Equity Shares is ₹ 10/- each.

The price band will be decided by our company in consultation with the book running lead manager (“**BRLM**”) and will be advertised in [●] editions of [●] (a widely circulated English national daily newspaper), [●] editions of [●] (a widely circulated Hindi national daily newspaper) and Bengali editions of [●] (a Bengali language newspaper with wide circulation, Bengali being the regional language of West Bengal, where our Registered Office is located), each with wide circulation, at least 2 (two) working days prior to the bid/ issue opening date with the relevant financial ratios calculated at the Floor Price and the Cap Price and shall be made available to the SME Platform of BSE Limited (“**BSE SME**”, referred to as the “**Stock Exchange**”) for the purpose of uploading on their website for further details kindly refer to chapter titled “*Terms of the issue*” beginning on page 225 of this Draft Red Herring Prospectus.

5. **Objects of the Issue**

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

(₹ in lakhs)

Sr. No.	Particulars	Estimate amount
1.	Gross Proceeds from the Issue	[●]
2.	(Less) Issue related expenses	[●]
	Total	[●]

* To be finalised upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC.

6. **Utilization of Net Issue Proceeds**

The details of the utilisation of Net Proceeds of the Issue are set out in the following table:

(₹ in lakhs)

Sr. No.	Particulars	Estimated amount
1.	Setting up of 50,000 sq.ft. of shed in the existing manufacturing unit and purchase of Dyeing and Bleaching processing machinery and installation of additional production capacity of 4 tons per day (hereinafter referred as the “ Capex ”) at our existing manufacturing unit at Jagannathpur, Phuleswar, Uluberia, District Howrah	1,437.42
2.	Investment in our subsidiary Yashodha Linen Yarn Limited for setting up a greenfield unit at Vikram Udyogpuri, DMIC (Industrial Park, Ujjain, Madhya Pradesh) for 100% wet spun linen yarn and blended yarn (hereinafter referred as the “ Project ”))	4,800.00
3.	Funding of working capital requirements of our Company	4,200.00
4.	General corporate purposes ⁽¹⁾⁽²⁾	[●]

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

⁽²⁾The amount to be utilised for general corporate purposes shall not exceed 15% of the Gross Proceeds of the Issue or ₹10.00 Crores.

For further details, please see chapter titled “*Objects of the Issue*” beginning on Page No. 100 of this Draft Red Herring Prospectus.

7. **Aggregate Pre Issue Shareholding of Promoters and Promoter Group**

Following are the details of the pre-Issue shareholding of Promoters and Promoter Group:

S. No.	Names	No. of equity Shares	As a % of Pre-Issue Capital	No. of equity shares	As a % of Post Issue Capital
Promoters					
1.	Ashish Kankaria	15,36,950	9.75%	15,36,950	[●]
2.	Ambica Capital Markets Limited	32,43,600	20.58%	32,43,600	[●]
3.	Gold View Financial Services Limited	58,32,023	37.00%	58,32,023	[●]
	Total	1,06,12,573	67.33%	1,06,12,573	[●]
Promoters’ Group					

S. No.	Names	No. of equity Shares	As a % of Pre-Issue Capital	No. of equity shares	As a % of Post Issue Capital
4.	Yogesh Kumar Kankaria	15,36,892	9.75%	15,36,892	[•]
5.	Abhishek Kumar Kankaria	15,36,892	9.75%	15,36,892	[•]
6.	Awanti Kumar Kankaria (HUF)	3,74,112	2.37%	3,74,112	[•]
7.	Score Information Technologies Ltd.	1,93,120	1.23%	1,93,120	[•]
8.	Chandra Udyog (Yogesh Kr. Kankaria)	61,200	0.39%	61,200	[•]
9.	Akk Vinimay Pvt. Ltd.	2,12,130	1.35%	2,12,130	[•]
10.	Aryaman Marketing Pvt. Ltd.	2,12,129	1.35%	2,12,129	[•]
11.	Panchjanya Distributors Pvt. Ltd.	2,22,700	1.41%	2,22,700	[•]
12.	Aadhunik Real Estate Pvt. Ltd.	11,050	0.07%	11,050	[•]
13.	Auckland Services & Securities Ltd.	27,625	0.18%	27,625	[•]
14.	Poonam Carpets & Mattings Ltd.	38,675	0.25%	38,675	[•]
15.	Ccl Industries & Securities Ltd.	88,400	0.56%	88,400	[•]
16.	Alexendra Jute Mills Pvt. Ltd.	4,47,525	2.84%	4,47,525	[•]
17.	Abhishek Carpets & Felts Ltd.	1,87,850	1.19%	1,87,850	[•]
Total		51,50,300	32.67%	51,50,300	[•]
Total shareholding of Promoters and Promoter Group		1,57,62,873	100.00%	1,57,62,873	[•]

As on date of this Draft Red Herring Prospectus, our Promoter, Shruti A Kankaria does not holds any shareholding in our Company.

For further details, please refer to the chapter titled “*Capital Structure*” beginning on Page No. 84 of this Draft Red Herring Prospectus.

8. Summary of Financial Information

Following are the details as per the Restated Financial Information as at and for the nine months period ended December 31, 2024 and as at and for the Financial Years ended on March 31, 2024, March 31, 2023 and March 31, 2022:

(₹ in lacs, except share data)					
S. No.	Particulars	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
1.	Share Capital	463.61	463.61	247.10	247.10
2.	Net Worth	4,152.88	3,067.39	2,640.60	2,285.51
3.	Revenue from operations	9,501.57	8,431.95	6,167.55	4,195.99
4.	Profit after Tax	1,085.51	426.79	355.12	17.18
5.	Earnings per Share	6.89	2.73	4.23	0.20
6.	Net Asset Value per equity share	26.35	19.64	31.43	27.20
7.	Total borrowings	3786.32	2616.53	3477.60	1672.00

For further details, please refer to the section titled “*Financial Information*” beginning on Page No. 202 of this Draft Red Herring Prospectus.

9. Auditor qualifications which have not been given effect to in the Restated Financial Information

The Restated Financial Information do not contain any qualifications by the Statutory Auditors.

10. Summary of Outstanding Litigation

A summary of the pending tax proceedings and other material litigations involving our Company, our Promoters, our Directors and our Subsidiary is provided below:

a) **Litigations involving our Company**

i) *Cases filed against our Company:*

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)^
Criminal matters	1	102.45
Direct Tax matters	1	67.03
Indirect Tax matters	Nil	Nil
Actions taken by regulatory authorities	Nil	Nil
Material civil litigations	Nil	Nil

ii) *Cases filed by our Company:*

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters	Nil	Nil
Indirect Tax matters	Nil	Nil
Material civil litigations	2	-

^ to the extent ascertainable

b) Litigations involving our Directors

i) *Cases filed against our Directors:*

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters	5	2.01
Indirect Tax matters	Nil	Nil
Actions taken by regulatory authorities	Nil	Nil
Material civil litigations	Nil	Nil

ii) *Cases filed by our Directors:*

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters	Nil	Nil
Indirect Tax matters	Nil	Nil
Material civil litigations	Nil	Nil

c) Litigations involving our Promoters

i) *Cases filed against our Promoters:*

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters	10	396.90
Indirect Tax matters	Nil	Nil
Actions taken by regulatory authorities	Nil	Nil
Material civil litigations	Nil	Nil

ii) *Cases filed by our Promoters:*

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters	Nil	Nil
Indirect Tax matters	Nil	Nil
Material civil litigations	Nil	Nil

d) Litigations involving our Subsidiary

i) *Cases filed against our Subsidiary:*

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	Nil	Nil

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Direct Tax matters	Nil	Nil
Indirect Tax matters	Nil	Nil
Actions taken by regulatory authorities	Nil	Nil
Material civil litigations	Nil	Nil

ii) *Cases filed by our Subsidiary:*

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters	Nil	Nil
Indirect Tax matters	Nil	Nil
Material civil litigations	Nil	Nil

For further details, please refer to the chapter titled “*Outstanding Litigations and Material Developments*” beginning on Page No. 265 of this Draft Red Herring Prospectus.

11. Risk Factors

Please refer to the section titled “*Risk Factors*” beginning on Page No. 27 of this Draft Red Herring Prospectus.

12. Summary of Contingent Liabilities

Following are the details as per the Restated Financial Information as at and for the nine months period ended December 31, 2024 and as at and for the Financial Years ended on March 31, 2024, March 31, 2023 and March 31, 2022:

(₹ in lakhs)

Particulars	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Bank Guarantee & Letter of Credit	92.24	80.79	41.00	39.00
Income Tax Act, 1961	67.03	67.03	67.03	73.86
VAT	-	-	-	37.16

13. Summary of Related Party Transactions

As per the Restated Financial Information as at and for the nine months period ended December 31, 2024 and as at and for the Financial Years ended on March 31, 2024, March 31, 2023 and March 31, 2022, following are the details of the related party transactions of our Company:

(₹ in lakhs) Nature of Transactions	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Loan Received/				
Gold View Financial Services Ltd	1,225.00	899.28	1,396.00	370.00
Ambica Capital Market Ltd	-	240.00	-	200.00
Interest Paid				
Gold View Financial Services Ltd	-	117.43	-	13.25
Ambica Capital Market Ltd	76.50	55.20	-	39.60
Interest Charged				
Gold View Financial Services Ltd	74.95	110.89	83.53	22.80
Ambica Capital Market Ltd	40.53	51.99	35.64	3.96
Loan Repayment				
Gold View Financial Services Ltd	1,734.00	1,247.94	-	-
Ambica Capital Market Ltd	-	-	-	200.00
C. Outstanding Balances				
Nature of Transactions	As at 31-12-2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
Loan				
Gold View Financial Services Ltd	1,073.34	1,582.34	1,931.00	535.00

(₹ in lakhs) Nature of Transactions	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Ambica Capital Market Ltd	735.00	735.00	495.00	495.00
Interest				
Gold View Financial Seviles Ltd	229.97	155.02	161.55	78.02
Ambica Capital Market Ltd	32.10	68.07	71.28	35.64
Remuneration				
Sumit Kundu	-	5.26	4.94	3.86
Buddhadeb Samanta	-	-	5.22	4.41
Kanchan Chakraborty	-	-	5.15	4.35
Pradeep Debnath	0.87	-	-	-
Ashish Kankaria	2.57	-	-	-
Manoj Bajaj	1.99	-	-	-

For further details, please refer to the section titled “Financial Information” beginning on Page No. 202 of this Draft Red Herring Prospectus.

14. Financials Arrangements

There are no financing arrangements whereby the Promoters, members of the Promoter Group, the Directors of our Company and their relatives, have financed the purchase by any other person of securities of our Company other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

15. Weighted Average Price of the Equity Shares acquired by our Promoters in the last one year preceding the date of this Draft Red Herring Prospectus

The details of the weighted average price of the Equity Shares acquired by our Promoters in the last one year preceding the date of this Draft Red Herring Prospectus is as follows:

Name of Promoter	No. of shares acquired in last one year from the date of this Draft Red Herring Prospectus	Weighted Average Price (in ₹)
Ashish Kankaria	10,84,922	Negligible
Ambica Capital Markets Limited	22,89,600	NIL*
Gold View Financial Services Limited	41,16,722	NIL*

* Acquired through Bonus Issue

Further, Shruti A Kankaria does not holds any equity shares in our Company.

16. Average Cost of Acquisition of Equity Shares for Promoters

The average cost of acquisition of Equity Shares for the Promoters is as follows:

Name of Promoter	No. of shares held	Average Cost of Acquisition (in ₹)
Ashish Kankaria	15,36,950	2.94
Ambica Capital Markets Limited	32,43,600	3.77
Gold View Financial Services Limited	58,32,023	3.48

Further, Shruti A Kankaria does not hold any equity shares in our Company.

17. Pre-IPO Placement

Our Company has not undertaken a pre-IPO placement.

18. Issue of equity shares made in last one year for consideration other than cash

Except as stated below, our Company has not issued shares for consideration other than cash during last one year:

Date of allotment	Number of equity shares allotted	Face Value	Issue Price	Nature of allotment	Benefit accrued to our Company	Source out of which bonus shares issued
February 3, 2025	1,11,26,734	10	-	Bonus Issue ⁽¹⁾	NA	Free reserves

⁽¹⁾For details in respect of the allottees, please refer to “Capital Structure - Share Capital History of our Company - Equity Share Capital” on page 84.

19. Split or consolidation of Equity Shares in the last one year

There has been no split or consolidation of the Equity Shares of our Company in the last one year.

20. Exemption from complying with any provisions of securities laws, if any, granted by SEBI

Our Company has not applied or received any exemptions from SEBI from complying with any provisions of securities laws.

SECTION III – RISK FACTORS

An investment in the Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. 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. The risks described below are not the only ones relevant to us, our Equity Shares, the industry or the segment in which we operate. Additional risks and uncertainties, not presently known to us or that we currently deem immaterial may arise or may become material in the future and may also impair our business, results of operations and financial condition. 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 be adversely affected, the trading price of our Equity Shares could decline, and as prospective investors, you may lose all or part of your investment. You should consult your tax, financial and legal advisors about particular consequences to you of an investment in this Issue. The financial and other related implications of the risk factors, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the financial impact is not quantifiable and, therefore, cannot be disclosed in such risk factors.

To obtain a complete understanding, you should read this section in conjunction with the sections “Industry Overview”, “Our Business” and “Management’s Discussion and Analysis of Financial Position and Results of Operations” on pages 134, 143 and 252 of this Draft Red Herring Prospectus, respectively. The industry-related information disclosed in this section has been obtained from publicly available industry sources. Neither our Company, nor any other person connected with the Issue, including the BRLM, has independently verified the information in the industry report or other publicly available information cited in this section.

This Draft Red Herring Prospectus also contains forward-looking statements that involve risks, assumptions, estimates 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, in the section titled “Forward-Looking Statements” on page 18 of this Draft Red Herring Prospectus.

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. Unless the context requires otherwise, the financial information of our Company has been derived from the Restated Financial Information, prepared in accordance with Ind AS and the Companies Act and restated in accordance with the SEBI ICDR Regulations.

Materiality:

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

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

The financial and other related implications of risks concerned, whether quantifiable have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence, the same has not been disclosed in such risk factors. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk over another.

In this Draft Red Herring Prospectus, any discrepancies in any table between total and sums of the amount listed are due to rounding off.

In this section, unless the context requires otherwise, any reference to “we”, “us” or “our” refers to Yajur Fibres Limited.

The risk factors are classified as under for the sake of better clarity and increased understanding.

INTERNAL RISK FACTORS

BUSINESS RELATED RISKS

- 1. We derive a substantial portion of our revenue from the sale of Cottonised Flax and loss of sales due to reduction in demand for such products would have a material adverse effect on our business, financial condition, results of operations and cash flows.***

We are engaged in the business of manufacturing premium cottonised bast fibres, including flax (linen), jute, and hemp. We rely heavily on revenue generated from the sale of Cottonised Flax, therefore any reduction in the demand of our products or any downturn in the fabric industry, may have an adverse impact on our business, results of operations and financial condition.

Cottonised linen, jute and hemp fibres are used for manufacturing apparel & wearables, home & kitchen textiles, insulation, Geo textile, non-woven felt, fillers, automotive and even in the USD currency paper. They are also used for manufacturing cottonised jute fibres in denim, terry towel and bed sheets apart from the usual home & kitchen textiles. Therefore, the success of our products and of our business is dependent upon the success of the fabric and other related industries and on the performance of the products of our customers, who are engaged in manufacturing of end use products. Our success is also dependent upon our ability to diversify and grow our operations, retain our existing customers and expand our customer base. In the event, we are unable to scale our operations or retain or grow our Cottonised Flax customers, our revenue from operations and cash flow may experience a decline. The table below set out the revenue from operations earned from our product categories for the period indicated below:

Segment name	December31,2024		2024		2023		2022	
	(₹ in lakhs)	As a% of total Revenue	(₹ in lakhs)	As a% of total Revenue	(₹ in lakhs)	As a% of total Revenue	(₹ in lakhs)	As a% of total Revenue
Cottonised Flax	9,120.11	95.99	8,318.82	98.66	5,567.99	90.28	4,050.94	96.54
Jute	380.52	3.99	107.25	1.27	509.49	8.26	88.32	2.11
Hemp	0.94	0.01	-	-	0.22	-	34.61	0.82
Other	-	-	5.88	0.07	89.85	1.46	22.12	0.53
Total	9,501.57	100.00	8,431.95	100.00	6,167.55	100.00	4,195.99	100.00

In the event, there takes place a shift of practice, wherein the end use customers integrate their operations by setting up manufacturing units for manufacturing the required raw materials, it may have an adverse impact on our business and results of operations. It may also happen that our competitors are able to improve the efficiency of their manufacturing process and thereby offer similar or high quality products at competitive prices. While the aforementioned events have not materially occurred in the past, however upon occurrence of any such events, our Company may be unable to adequately react to such developments which may affect our revenues and profitability. In order to mitigate the risk relating to dependency on Cottonised Flax, we intend to expand our operations by setting up a greenfield unit for manufacturing 100% wet spun linen yarn and blended yarn through our Subsidiary. Furthermore, we intend to utilise a portion of the Net Proceeds towards setting up of the proposed manufacturing unit. For further details, please see the chapter titled “Objects of the Issue” on page 100.

Our future success will also depend in part on our ability to reduce our dependence on Cottonised Flax by diversifying the geographies in which we operate in a timely manner. We may not be able to expand and diversify our operations to additional geographies or increase our customer base in a cost-effective or timely manner. There can also be no assurance that our products shall achieve market acceptance in the new geographies in which we venture into. Any failure to successfully expand and diversify our operations, could adversely affect our business, financial condition, cash flows and results of operations.

- 2. Our expansion into new product categories and an increase in the number of products offered by us may expose us to new challenges and more risks.***

Our Company is engaged in the business of manufacturing of premium cottonised bast fibres, including flax (linen), jute, and hemp. We intend to expand our business operations, by undertaking investment in our Subsidiary, Yashoda Linen Yarn Limited, for setting up of a greenfield unit for manufacturing 100% wet spun linen yarn and blended yarn. Furthermore, we intend to utilise a portion of the Net Proceeds towards

setting up of the proposed manufacturing unit. For further details, please see the chapter titled “*Objects of the Issue*” on page 100. Our limited experience with these products may expose us to new challenges which may in turn also impact our product mix and revenues in future. Therefore, our past results of operations should not be taken as indicative of our future performance. If we cannot successfully manage our product mix, address new challenges or compete effectively, we may not be able to recover costs of our investments and eventually achieve profitability, and our future results of operations and growth prospects may be materially and adversely affected.

The yarn industry is a separate segment of the textile industry in which we hold very limited experience in relation to such products; therefore, it could be very difficult for us to understand the nuances of undertaking such operations in the early stages. We may face difficulty in understanding the demand and supply patterns, fashion trends, marketing segments for such products which may pose a risk in the smooth operation, and working of our proposed manufacturing unit. In the event that we fail to understand the market operations and the risks related to the same, our business, financial performance and cash flows may be affected.

3. *We depend on a few customers of our products, for a significant portion of our revenue, and any decrease in revenues or sales from any one of our key customers may adversely affect our business and results of operations.*

We are engaged in the business of manufacturing of premium cottonised bast fibres, including flax (linen), jute, and hemp. Our business operations are highly dependent on our customers, and the loss of any of our customers from any industry which we cater to may adversely affect our sales and consequently on our business and results of operations. The contribution of our top ten and top five customers in our total revenue are as under:

Particulars	Dec 31, 2024		2024		2023		2022	
	(₹ in lakhs)	As a % of total Revenue	(₹ in lakhs)	As a % of total Revenue	(₹ in lakhs)	As a % of total Revenue	(₹ in lakhs)	As a % of total Revenue
Top Ten customers	7,788.10	81.97	5,193.6	61.58	4,364.84	70.79	2,788.42	66.45
Top five customers	6,416.47	67.53	3,517.9	41.71	3,448.17	55.91	2,046.01	48.76

While we typically have long term relationships with our customers, we have not entered into long term agreements with our customers and the success of our business is accordingly significantly dependent on us maintaining good relationships with our customers and suppliers. The actual sales by our Company may differ from the estimates of our management due to the absence of long term agreements. The loss of one or more of these significant or key customers or a reduction in the amount of business we obtain from them could have an adverse effect on our business, results of operations, financial condition and cash flows. We cannot assure you that we will be able to maintain historic levels of business and/or negotiate and execute long term contracts on terms that are commercially viable with our significant customers or that we will be able to significantly reduce customer concentration in the future. Further, if there occurs any change in the market conditions, requirements of our customers, or if we fail to identify and understand evolving industry trends, preferences or fail to meet our customers’ demands, it might have a direct impact on our revenue and customer base. The inability to procure new orders on a regular basis or at all may adversely affect our business, revenues, cash flows and operations.

4. *A significant portion of our revenue from operations from repeat orders of our customers. Any loss of, or a significant reduction in the repeat orders received by us could adversely affect our business, results of operations, financial condition and cash flows.*

We have historically been dependent, and expect to depend, on such repeat orders, for a substantial portion of our revenue and the loss of any of them for any reason including due to loss of, or termination of existing arrangements; limitation to meet any urgent demand, failure to address issues with quality of products, or disputes with a customer; adverse changes in the financial condition of our customers, such as possible bankruptcy or liquidation or other financial hardship, change in business practices of our customers, could have a material adverse effect on our business, results of operations, financial condition and cash flows.

We derive a significant portion of our revenue from operations from repeat orders, which we identify as orders placed by customers, who have placed orders with our Company previously. During the last 5 (five)

years, we have repeated orders from 159 customers out of more than 260 customers.

Though we have had repeat orders from customers and have developed relationships with certain customers, we do not typically enter into long-term contracts with our customers. In the absence of long-term contracts, there can be no assurance that our existing customers will continue to purchase our products that may have a material adverse effect on our business, results of operations and financial condition. In order to mitigate the risk relating to loss of repeat customers, we intend to expand our operations by setting up the proposed manufacturing unit for manufacturing 100% wet spun linen yarn and blended yarn through our Subsidiary, to diversify our customer base.

Our relationship with our customers are therefore dependent to a large extent on our ability to regularly meet customer requirements, including price competitiveness, efficient and timely product deliveries, and consistent product quality. In the event we are unable to meet such requirements in the future, it may result in decrease in orders or cessation of business from affected customers. Further, the deterioration of the financial condition or business prospects of these customers could reduce their requirement for our products and could result in a significant decline in the revenues we derive from such customers. While, the aforementioned events have not occurred in the preceding three years, however upon occurrence of any such events, our Company may be unable to adequately react to such developments which may affect our revenues and profitability.

5. *We highly depend on our raw materials and a few key suppliers who help us procure the same. In the event we are unable to procure adequate amounts of raw materials, at competitive prices our business, results of operations and financial condition may be adversely affected.*

Our Company is engaged in the manufacturing of premium cottonised bast fibres, including flax (linen), jute, and hemp and therefore we are highly dependent on jute fibre, jute sliver and flax fibre, which are the main raw materials required for manufacturing our products. We are dependent on third party suppliers for procuring the aforementioned raw materials used in the manufacture of our products. The purchases from our top ten suppliers are as under:

Particulars	December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	(₹ in lakhs)	As a% of total purchased	(₹ in lakhs)	As a% of total purchased	(₹ in lakhs)	As a% of total purchased	(₹ in lakhs)	As a% of total purchased
Top 5 suppliers	8,015.87	88.31	4,468.69	81.61	4,244.00	82.26	3,090.31	99.34
Top 10 suppliers	8,987.42	99.01	5,009.71	98.83	5,029.66	97.49	3,110.77	99.99

The sourcing of raw materials are as under:

S. No.	Raw Material	Source
1.	Flax Fibre ETB LBN	Depestele, France
2.	Flax Fibre ETB SAU	Depestele, France
3.	Short Flax Fibre Quality 309	Debruyne Nv, Belgium
4.	Short Flax Fibre Quality 202	Debruyne Nv, Belgium
5.	Short Flax Fibre	Norlin, France
6.	Short Flax Fibre Type T0/L	Castellins Nv, Belgium
7.	Rescuted Flax Tow	Callin Nv, Belgium
8.	Short Flax Fibre Type T0/B	Castellins Nv, Belgium
9.	Recycled Process Flax Fibre	Derotex, Belgium
10.	Flax Fibre	Yashoda Linen Yarn Ltd, India
11.	Jute Sliver	Bally Jute Company Ltd, India
12.	Flax Hackled Tow - 100	Linen Art Pvt. Ltd, India

Thus, if we experience significant increase in demand, or need to replace an existing supplier, we cannot assure you that we will be able to meet such demand or find suitable substitutes, in a timely manner and at reasonable costs, or at all. We have not entered into formal arrangements or contracts with third-party suppliers from whom we procure our raw materials. We rely on pre-booking capacity with our suppliers, based on our demand projections. Since we have no formal arrangements with our suppliers, they are not contractually obligated to supply their products to us and may choose to sell their products to our competitors.

Further, the amount of raw materials procured and the price at which we procure such materials, may fluctuate from time to time. In addition, the availability and price of our raw materials may be subject to a number of factors beyond our control, including economic factors, environmental factors and changes in government policies and regulations, including those relating to the textile industry in general. We cannot assure you that we will always be able to meet our raw material requirements at prices acceptable to us, or at all, or that we will be able to pass on any increase in the cost of raw materials to our customers. Any inability on our part to procure sufficient quantities of raw materials, on commercially acceptable terms, may lead to a decline in our sales volumes and profit margins which could adversely affect our business, results of operations and financial condition.

6. *The commercial success of our products depends to a large extent on the success of the products of our end use customers. If the demand for the end use products in which our products are used as a raw materials declines, it could have a material adverse effect on our business, financial condition and results of operations.*

The products manufactured and supplied by us are primarily utilized for manufacturing apparel & wearables, home & kitchen textiles, insulation, Geo textile, non-woven felt, fillers, automotive and even in the USD currency paper. They are also used for manufacturing cottonised jute fibres in denim, terry towel and bed sheets apart from the usual home & kitchen textiles. Our customers are mainly manufacturers functioning in the diverse industries. For further details, please refer to the chapter titled “Our Business” at page 143 of this Draft Red Herring Prospectus.

The demand of our products is directly proportional to the demand of the products of our customers who use our products to market their products and services. Therefore, the commercial success of our business is highly dependent on the commercial viability, demand and success of the end use products of our customers. Any downturn in the demand of such products could have a direct impact on the demand of our products and our business operations. Any disturbance in the industry in which our customers supply their end use products could adversely impact our business due to our high dependence on our customers. A reduction in the demand, development and production activities in the industries in which the end use products of our customers are supplied to, may correspondingly cause a decline in the demand for our products due to a slump in the business activities of our customers. Alternatively, in the event our customers devise another cost effective method to market and sell their products or if our customers are able to find a cheaper alternative for our products, it could conversely result in a reduction in the demand of our products and have a material adverse effect on our business, financial condition and results of operations.

We cannot assure you that we will be develop and innovate diverse applications of our products in various industries to diversify and bifurcate our business risk in a systematic manner and counter effect the failure of one industry to avoid an impact on our business operations. We also cannot assure you that we will be able to provide cost effective and quality products to our customers, which would deter them from approaching our competitors to substitute our products at lower prices. Our failure to effectively react to these situations or to successfully introduce new products or new applications for our existing products could adversely affect our business, prospects, results of operations and financial condition.

7. *Our business is subject to seasonal variations that could result in fluctuations in our results of operations.*

We are engaged in the business of manufacturing premium cottonised bast fibres, including flax (linen), jute, and hemp. Jute fibre, jute sliver and flax fibre are the main raw material of our Company. Flax is typically harvested once a year, usually between August and September in Europe, depending on the region and climatic conditions. This seasonal harvest cycle can lead to fluctuations in raw material availability, impacting production schedules and inventory levels. While, there have been instances in the past, wherein our operations were affected by seasonal fluctuations resulting in non-availability of Flax, we cannot assure you that such instance shall not occur in the future. For instance, our Company has faced shortage of raw material due of poor crop in FY2024 which caused significant dip in the capacity utilisation in FY2024. The same has been improved during FY2025. Our business depends on the availability of European flax and any shortage of the same may adversely affect our business and results of operations. Euproean flax is usally grown in France and Belgium and eastern Europe. Our raw material suppliers from whom we procure our raw materials are not obligated to sell their produce to our Company and can offer their products to our competitors at better pricing, therefore we need to maintain cordial relations with these suppliers to ensure that they sell their produce to us. We do not have any long term agreement with our raw material suppliers and also they are not obligated to sell their produce to us. The absence of long-term contracts at fixed prices

exposes us to volatility in the prices of raw materials that we require and we may be unable to pass these costs onto our customers, which may reduce our profit margins. We also face a risk that one or more of our existing suppliers may discontinue their supplies to us, and any inability on our part to procure raw materials from alternate suppliers in a timely fashion, or of a desired quality, or on commercially acceptable terms, may adversely affect our operations.

8. 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:

(Rs. in lakhs)

Particulars	For the period ended Dec 31, 2024	For the year ended March 31,		
		2024	2023	2022
Net Cash from Operating Activities	(789.63)	1,073.52	(292.88)	(1,022.10)
Net Cash from Investing Activities	(200.64)	90.38	(1,269.96)	(2,576.29)
Net Cash used in Financing Activities	992.09	(1,132.59)	1,607.29	3,595.45

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet its capital expenditure, pay dividends, repay loans, and make new investments without raising finance from external resources. Such negative cash flows lead to a net decrease in cash and cash equivalents. Any negative cash flow in future could adversely affect our operations and financial conditions and the trading price of our Equity Shares. For further details, please refer “*Restated Financial Statements*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 202 and 252, respectively.

9. Yashoda Linen Yarn Limited, our subsidiary 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.

Yashoda Linen Yarn Limited, our subsidiary company, have experienced negative cash flows in the past which have been set out below:

(Rs. in lakhs)

Particulars	Dec 31, 2024	March 31, 2024
Net Cash from Operating Activities	90.99	476.37
Net Cash from Investing Activities	(106.56)	(655.92)
Net Cash used in Financing Activities	(7.43)	201.24

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet its capital expenditure, pay dividends, repay loans, and make new investments without raising finance from external resources. Such negative cash flows lead to a net decrease in cash and cash equivalents. Any negative cash flow of our subsidiary in future could adversely affect result of our consolidated operations and financial conditions and the trading price of our Equity Shares.

10. Our promoter companies had negative cash flows and losses in the past years, details of which are given below. Sustained negative cash flow could impact our growth and business.

We are promoted by Ambica Capital Markets Limited (ACML) and Gold View Financial Services Limited (GFSL). ACML and GFSL are involved in investment activities and establishment and promotion of industrial enterprises or companies. Both the promoter companies are non-banking financial companies registered with RBI. For details in respect of shareholding of the Promoters in our Company, corporate details of our Promoters and financial performance of our Promoters, please refer to the chapter titled “*Our Promoters and Promoter Group*” on page 192. Our promoter companies, have experienced negative cash flows in the past which have been set out below:

Ambica Capital Markets Ltd.

(Rs. in lakhs)

Particulars	2024	2023	2022
Net Cash from Operating Activities	705.85	(4,978.04)	(165.75)
Net Cash from Investing Activities	(90.53)	(10.77)	(5.40)
Net Cash used in Financing Activities	(664.25)	(5,036.84)	(163.07)

Goldview Financial Services Ltd.

(Rs. in lakhs)

Particulars	2024	2023	2022
Net Cash from Operating Activities	(464.28)	(1,983.96)	(1,540.22)
Net Cash from Investing Activities	24.79	0.41	(36.82)
Net Cash used in Financing Activities	380.27	2,017.83	1,601.00

Further, GFSL has also experienced loss in the financial year ended March 31, 2024, as under:

(Rs. in lakhs)

Particulars	2024
Profit after Tax	(273.11)

Further, we have from time-to-time availed unsecured loans from our Promoters. Any inability of our Promoters to advance such loans due to inadequate profits/ cashflows may require us to search alternate financing arrangement. In addition, any operating losses/negative net worth could adversely affect the overall operations of the group and financial conditions and also divert the attention of the management towards these companies which could have an adverse effect on our operations and financials. There can be no assurance that our Promoters will not incur losses in any future periods, or that there may not be an adverse effect on our reputation or business as a result of such losses.

11. Our Statutory Auditor has reported qualifications, in the audit report issued for the Financial Years ended March 31, 2024 and March 31, 2023.

Our Statutory auditor has included the following remarks in the audit report issued for the Financial Years ended March 31, 2024 and March 31, 2023:

Extract from the audit report on the audited financial statements for the year ended March 31, 2024:

“Basis for Qualified Opinion

The Company's has not provided for employee retirement benefits i.e., gratuity which constitutes a departure from the Accounting Standards, prescribed under section 133 of the Companies Act, 2013. The liability on account of Gratuity determined on the basis of actuarial valuation accrued during the year and aggregate liability as on the balance sheet date is Rs. 42.73 lacs And Rs. 254.81 lacs respectively. Accordingly, aggregate liability would have been increased by Rs.254.81 Lacs and net income for the year and shareholder's funds would have been reduced by the Rs. 42.73 lacs and Rs.42.73 lacs Respectively.”

Extract from the audit report on the audited financial statements for the year ended March 31, 2023:

“Basis for Qualified Opinion

The company has not provided for liability on account of retirement benefits payable to employees such as gratuity of Rs. 214.89 lacs ascertained on the basis of actuarial valuation and leave encashment whose amount is not determined" which constitutes a departure from Accounting Standard's prescribed under section 133 of the Companies Act, 2013. Accordingly, current year profit would have been decreased by Rs. 32.11 lacs, with corresponding impact on overstatement of shareholder's fund and understatement of liability by Rs. 214.89 lacs.”

There was no audit qualification for the period ended December 31, 2024, and in the Restated Financial Statement included in this DRHP. However, there can be no assurance that any similar remarks, or matters

of emphasis will not form part of our financial statements for the future fiscal periods, which could subject us to additional liabilities due to which our reputation and financial condition may be adversely affected.

- 12. *We cannot assure you that the proposed manufacturing unit which is proposed to be funded from the Net Proceeds will become operational as scheduled, or at all, or operate as efficiently as planned. If we are unable to commission our new manufacturing unit in a timely manner or without cost overruns, it may adversely affect our business, results of operations and financial condition.***

Our Company, through our Subsidiary, Yashoda Linen Yarn Limited, proposes to venture into manufacturing of 100% wet spun linen yarn and blended yarn by establishing a greenfield project on 35 acres of industrial land at Vikram Udyogpuri, DMIC (Industrial Park, Ujjain, Madhya Pradesh) (“**Proposed Facility**”). We propose to utilise an amount of ₹ 4,800.00 lakhs out of the Net Proceeds towards investment in our Subsidiary for financing its capital expenditure requirements in relation to the setting up of the Proposed Facility. Our Company has not identified the manner of investment which shall be made in our Subsidiary and therefore we shall not be able to disclose the mode of investment which shall be made at this stage. For further details, please see “*Objects of the Issue*” on page 100.

Our expansion plan may be subject to delays and other risks, among other things, unforeseen engineering or technical problems, disputes with workers, force majeure events, unanticipated cost increases or changes in scope and delays in obtaining certain property rights and government approvals and consents. Additionally, we may face risks in commissioning the Proposed Facility including but not limited to, delays in construction, problems with its facilities or for other reasons, if our Proposed Facility does not function as efficiently as intended, or utilisation of the Proposed Facility is not optimal, we may not be able to take additional orders to produce anticipated or desired revenue as planned any of which could result in delays, cost overruns or the termination of the project.

In the event of any delay in the schedule of implementation or if we are unable to complete the project as per the scheduled time, it could lead to revenue loss for our Subsidiary. If the Proposed Facility is not commissioned at the scheduled time, our Company and our Subsidiary may face cash crunch. While we may seek to minimize the risks from any unanticipated events, it cannot be assured that all potential delays could be mitigated and that we will be able to prevent any cost over-runs and any loss of profits resulting from such delays, shortfalls and disruptions. As a result our business, financial condition, results of operations and prospects could be materially and adversely affected.

- 13. *Our continued operations are critical to our business and any shutdown of our manufacturing unit may adversely affect our business, results of operations and financial condition.***

Our manufacturing unit is situated at Jagannathpur, Phuleswar, Uluberia, District Howrah Pincode – 711316. In addition to our existing manufacturing unit, we are in the process of setting up an additional manufacturing unit for manufacturing 100% wet spun linen yarn and blended yarn through our Subsidiary. We propose to utilise an amount of ₹ 4,800 lakhs towards funding the capital expenditure for the said manufacturing unit. As a result, any local social unrest, natural disaster or breakdown of services and utilities in these areas could have material adverse effect on the business, financial position and results of our operations. Our current and proposed manufacturing units are subject to operating risks, such as breakdown or failure of equipment, power supply or processes, reduction or stoppage of water supply, performance below expected levels of efficiency, obsolescence, natural disasters, industrial accidents and the need to comply with the directives of relevant government authorities. In the event, we are forced to shut down our manufacturing units for a prolonged period; it would adversely affect our earnings, our other results of operations and our financial condition as a whole. Spiraling cost of living around our units may push our manpower costs in the upward direction, which may reduce our margin and cost competitiveness.

- 14. *Our inability to effectively manage our growth or to successfully implement our business plan and growth strategy could adversely affect our business, results of operations and financial condition.***

We have experienced considerable growth over the past three years and we have expanded our operations and product portfolio. We cannot assure you that our growth strategies will continue to be successful or that we will be able to continue to expand further, or at the same rate. Our inability to execute our growth strategies in a timely manner or within budget estimates or our inability to meet the expectations of our customers and other stakeholders, could have an adverse effect on our business, results of operations and financial condition. Our future prospects will depend on our ability to grow our business and operations. The

development of such future business could be affected by many factors, including general, political and economic conditions in India, government policies or strategies in respect of specific industries, prevailing interest rates and price of equipment and raw materials. Further, in order to manage our growth effectively, we must implement, upgrade and improve our operational systems, procedures and internal controls on a timely basis. If we fail to implement these systems, procedures and controls on a timely basis, or if there are weaknesses in our internal controls that would result in inconsistent internal standard operating procedures, we may not be able to meet our customers' needs, hire and retain new employees or operate our business effectively. Failure to manage growth effectively could adversely affect our business and results of operations.

15. We generate our major portion of sales from our operations in certain geographical regions. Any adverse developments affecting our operations in these regions could have an adverse impact on our revenue and results of operations.

We generate major sales from our customers situated at select geographical regions. Such geographical concentration of our business in these regions heightens our exposure to adverse developments related to competition, as well as economic and demographic changes in these regions which may adversely affect our business prospects, financial conditions and results of operations. The table sets forth below revenue earned by our Company by offering services in various states as a percentage of our revenue from operations during the period indicated:

The table below sets forth a break-up of the revenue earned by our Company across various domestic states during the period ended December 31, 2024 and preceding three Fiscals ended 2024, 2023 and 2022:

(₹ in lakhs)

State	Dec 31, 2024		2024		2023		2022	
	Value	%*	Value	%*	Value	%*	Value	%*
Himachal Pradesh	618.61	6.51	240.13	2.85	189.13	3.07	56.90	1.36
Punjab	5.32	0.06	0.76	0.01	3.10	0.05	8.23	0.20
Uttarakhand	3.66	0.04	0.65	0.01	-	-	0.14	-
Haryana	187.55	1.97	58.64	0.69	61.81	1.00	157.72	3.76
Delhi	-	-	-	-	1.69	0.03	33.28	0.79
Rajasthan	308.00	3.24	345.67	4.10	273.08	4.43	386.49	9.21
Uttar Pradesh	304.72	3.21	724.33	8.59	357.67	5.80	748.51	17.84
Bihar	64.70	0.68	80.78	0.96	25.10	0.41	18.90	0.45
West Bengal	108.79	1.15	117.27	1.39	348.83	5.66	1,300.05	30.98
Jharkhand	-	-	0.08	-	1.40	0.02	-	-
Madhya Pradesh	13.11	0.14	3.19	0.04	0.20	-	2.50	0.06
Gujrat	2,147.48	22.60	1,665.02	19.74	202.45	3.28	13.50	0.32
Maharashtra	336.19	3.54	277.93	3.30	2,506.48	40.64	488.80	11.65
Karnataka	97.39	1.03	117.81	1.39	215.40	3.49	351.80	8.38
Tamilnadu	2,777.36	29.23	2,513.41	29.81	490.93	7.96	626.63	14.93
Andhra Pradesh	1,785.57	18.79	294.12	3.49	61.07	0.99	-	-
Telangana	-	-	-	-	-	-	2.54	0.07
Total	8,758.45	92.19	6,439.79	76.37	4,738.34	76.83	4,195.99	100.00

* As a % of total revenue from operation

Export Sale

(₹ in lakhs)

Country	Dec 31, 2024		2024		2023		2022	
	Value	%*	Value	%*	Value	%*	Value	%*
Turkey	570.70	6.01	1098.51	13.03	254.03	4.12	-	-
Nepal	72.75	0.76	78.26	0.94	55.06	0.89	-	-
Indonesia	-	-	256.45	3.04	2.00	0.03	-	-
Bangladesh	-	-	447.31	5.30	763.54	12.38	-	-
Egypt	69.42	0.72	76.19	0.90	-	-	-	-
Australia	-	-	34.95	0.41	213.55	3.46	-	-
China	-	-	0.48	0.01	-	-	-	-
Italy	29.11	0.31	-	-	-	-	-	-
Japan	1.15	0.01	-	-	-	-	-	-

	Dec 31, 2024		2024		2023		2022	
Country	Value	%*	Value	%*	Value	%*	Value	%*
USA	-	-	-	-	141.02	2.29	-	-
Total Export	743.12	7.81	1,992.16	23.63	1429.20	23.17	-	-

* As a % of total revenue from operation

Existing and potential competitors to our businesses in these states may increase their focus on these states. The concentration of our operations heightens our exposure to adverse developments related to competition, as well as economic, political, demographic and other changes, which may adversely affect our business prospects, financial conditions and results of operations. While we strive to geographically diversify our product portfolio and reduce our concentration risk, we cannot assure you that adverse developments associated with the region will not impact on our business. If we are unable to mitigate the concentration risk, we may not be able to develop our business as planned and our business, financial condition and results of operation could be adversely affected.

This concentration of business subjects us to various risks, including but not limited to:

- (i) vulnerability to change in laws, policies and regulations of the political and economic environment;
- (ii) perception by our potential customers that we are a regional company which hampers us from competing for large and complex projects at the national level; and
- (iii) limitation on our ability to implement the strategy to cluster projects in the states where we intend to conduct business.

Further, any significant interruption to our operations directly or indirectly as a result of any severe weather or other natural disasters could materially and severely affect our business, financial condition and results of operations. Similar adverse consequences could follow if war, or war-like situation were to prevail or terrorist attacks, etc. In such instance, we may have to completely halt our operations which may severely impact our business operations. Any such disruption for any reason could result in significant increase of costs and delays in execution of orders.

Factors such as competition, culture, regulatory regimes, business practices and customs, industry needs, transportation, in other markets where we may expand our operations may differ from those in such regions, and our experience in these regions may not be applicable to other markets. In addition, as we enter new markets and geographical areas, we are likely to compete not only with national players, but also local players who might have an established local presence, are more familiar with local regulations, business practices and industry needs, have stronger relationships with local distributors, dealers, relevant government authorities, suppliers or are in a stronger financial position than us, all of which may give them a competitive advantage over us. Our inability to expand into areas outside our present geographical regions may adversely affect our business prospects, financial conditions and results of operations. While our management believes that our Company has requisite expertise and vision to grow and mark its presence in other markets going forward, investors should consider our business and prospects in light of the risks, losses and challenges that we may face and should not rely on our results of operations for any prior periods as an indication of our future performance. While such instances have not materially occurred in the past, however future occurrence of any such instances could impact our earnings, financial condition and results of operation.

16. Any failure in our quality control processes may adversely affect our business, results of operations and financial condition. We may face product liability claims and legal proceedings if the quality of our products does not meet our customers' expectations.

Our products may contain certain quality issues or undetected errors, due to defects in manufacture of products or raw materials which are used in the products. We have implemented quality control and quality assurance processes and regularly conduct inspections of raw materials sourced from suppliers which is based on our internal quality standards and the quality standards set by our customers. However, we cannot assure you that our quality control and quality assurance processes will not fail or the quality tests and inspections conducted by us will be accurate at all times. Any shortcoming in the raw materials procured by us or in the production of our products due to failure of our quality assurance procedures, negligence, human error or otherwise, may damage our products and result in deficient products. It is conducive for us to meet the international quality standards set by our international customers as deviation from the same can cause them to reject our products and can also cause damage to our reputation and market standing.

In the event the quality of our products is not in accordance with our standards or our products are defective, our customers may return our products and our reputation may suffer impact, which in turn may adversely affect our business, results of operations and financial condition. We also face the risk of legal proceedings and product liability claims being brought against us by our customers for defective products sold. We cannot assure you that we will not experience any material product liability losses in the future or that we will not incur significant costs to defend any such claims. A product liability claim may adversely affect our reputation and brand image, as well as entail significant costs.

17. As on date our Subsidiary has not obtained some of the approvals, clearances and permissions as may be required from the relevant authorities for the Proposed Facility. In the event our Subsidiary is unable to obtain such approvals and permits, our business, results of operations, cash flows and financial condition could be adversely affected.

Our Company is engaged in the business of manufacturing of premium cottonised bast fibres, including flax (linen), jute, and hemp. Our Company, through our Subsidiary, Yashoda Linen Yarn Limited, proposes to venture into manufacturing of 100% wet spun linen yarn and blended yarn by establishing a greenfield project in 35 acres of industrial land in Vikram Udyogpuri, DMIC (Industrial Park, Ujjain, Madhya Pradesh) (“**Proposed Facility**”). We propose to utilise an amount of ₹ 4,800 lakhs out of the Net Proceeds towards investment in our Subsidiary for financing its capital expenditure requirements in relation to the setting up of the Proposed Facility. Our Company has not identified the manner of investment which shall be made in our Subsidiary and therefore we shall not be able to disclose the mode of investment which shall be made at this stage. For further details, please see “*Objects of the Issue*” on page 100.

In relation to the Proposed Facility, our Subsidiary will required to obtain the following approvals from certain governmental or local authorities:

S. No.	Particulars of licenses	Tentative Time Period of application
1.	Industrial Entrepreneurs Memorandum issued by Secretariat of Industrial Assistance, Ministry of Commerce & Industry, Government of India	After Commissioning of manufacturing unit
2.	License to work a factory under Section 6(1) of the Factories Act, 1948	After Commissioning of manufacturing unit
3.	Consent to Establish under section 25 /26 of the Water (Prevention & Control of Pollution) Act, 1974 and under section 21 of the Air (Prevention & Control of Pollution) Act, 1981	Before start of civil works
4.	Consent to operate under Section 25 / 26 of the Water (Prevention & Control of Pollution) Act, 1974 and under section 21 of the Air (Prevention & Control of Pollution) Act, 1981	Before trial run of manufacturing unit
5.	Certificate of verification of weights and measures issued under the Legal Metrology Act, 2009	After Installation of weights, etc.
6.	Building Plan Approval	After complete plan is ready

The completion and commissioning of the Proposed Facility is contingent upon the receipt of such approvals and we cannot assure you that the construction of our Proposed Facility, will be completed as scheduled, or will become operational as soon, or operate as efficiently, as planned.

We cannot assure you that our Subsidiary will be able to receive the approvals for the Proposed Facility in a timely manner. If our Subsidiary is not able to receive the required approvals at all or if there is a delay in receiving the same, all other operations, which are to be undertaken for the completion of the Proposed Facility might also be delayed. This may cause the actual cost of construction to exceed the budgeted amounts due to a variety of factors such as construction delays, cost escalation of raw material, interest rates, labour costs, regulatory and environmental factors, weather conditions and our financing needs. The quotations for plant and machinery and civil works received by our Subsidiary from various suppliers might expire and it may be compelled to purchase the same at a higher cost. Our financial condition, results of operations and liquidity would be materially and adversely affected if the Project or construction costs materially exceed such budgeted amounts. For further details, please refer to chapters titled — “*Objects of the Issue*” on pages 100 of this Draft Red Herring Prospectus.

18. Under-utilization of our manufacturing capacities may have an adverse effect on our business, future

prospects and future financial performance.

The success of any capacity investment and expected return on investment on capital expenditure is subject to, among other factors, the ability to procure requisite regulatory approvals in a timely manner; recruit and ensure satisfactory performance of personnel to further grow our business; and the ability to absorb additional infrastructure costs and develop new expertise. Our ability to maintain our profitability depends on our ability to optimize the product mix to support high-margin products and products with consistent long-term demand and the demand and supply balance of our products in the principal and target markets. In particular, the level of our capacity utilization can impact our operating results. Capacity utilization is also affected by our product mix and the demand and supply balance. Our break up of the capacity utilization in our manufacturing unit for the period indicated has been provided below:

Period	Installed Capacity (in Units PA)	Utilized Capacity (in Units PA)	Percentage of utilization (%)
2021-22	2400 MT	1572 MT	65.50
2022-23	3600 MT	2889 MT	80.25
2023-24	3600 MT	1914 MT	53.17
December 31, 2024	3150 MT	2168 MT	68.82

For further information, see “*Our Business*” on page 143 of this Draft Red Herring Prospectus.

These capacity utilization details are not indicative of future capacity utilization rates, which are dependent on various factors, including demand for our products, availability of raw materials, our ability to manage our inventory and improve operational efficiency. For instance, our Company has faced shortage of raw material due of poor crop in FY2024 which caused significant dip in the capacity utilisation in FY2024. The same has been normalised during FY2025.

Under-utilization of our manufacturing capacities over extended periods, or significant under-utilization in the short-term, could materially and adversely impact our business, growth prospects and future financial performance. Our capacity utilization levels are dependent on our ability to carry out uninterrupted operations at our manufacturing facilities, the availability of raw materials, industry/ market conditions, as well as by the product requirements of, and procurement practice followed by us. In the event we face prolonged disruptions at our facilities including due to interruptions in the supply of water, electricity or as a result of labour unrest, or are unable to procure sufficient raw materials, we would not be able to achieve full capacity utilization of our current manufacturing facilities, resulting in operational inefficiencies which could have a material adverse effect on our business and financial condition.

19. Our Company requires significant amount of working capital for a continuing growth. Our inability to meet our working capital requirements may adversely affect our results of operations.

Our business requires a significant amount of working capital. In the event, we are unable to source the required amount of working capital for addressing an increased demand of our services, we might not be able to efficiently satisfy the demand of our customers. Even if we are able to source the required amount of funds, we cannot assure you that such funds would be sufficient to meet our cost estimates and that any increase in the expenses will not affect the price of our services.

Further, one of the objects of this Issue include funding of working capital requirements of our Company, which is based on management estimates and certain assumptions. For more information in relation to such management estimates and assumptions, please see “*Objects of the Issue*” on page 100. Our working capital requirements may be subject to change due to factors beyond our control including force majeure conditions, an increase in defaults by our customers, non-availability of funding from banks or financial institutions. Accordingly, such working capital requirements may not be indicative of the actual requirements of our Company in the future and investors are advised to not place undue reliance on such estimates of future working capital requirements.

Any delay in processing our payments by our customers may increase our working capital requirement. Further, if a customer defaults in making payments on the services, on which we have devoted significant resources, it could affect our profitability and liquidity and decrease the capital reserves that are otherwise available for other uses. We may file a claim for compensation of the loss that we incurred pursuant to such defaults but settlement of disputes generally takes time and financial and other resources, and the outcome is often uncertain. In general, we take provisions for bad debts, including those arising from such defaults

based primarily on ageing and other factors such as special circumstances relating to special customers. There can be no assurance that such payments will be remitted by our clients to us on a timely basis or that we will be able to effectively manage the level of bad debt arising from defaults. We may also have large cash outflows, including among others, losses resulting from environmental liabilities, litigation costs, adverse political conditions, foreign exchange risks and liability claims.

All of these factors may result in increase in the amount of receivables and short-term borrowings. If we decide to raise additional funds through the incurrence of debt, our interest and debt repayment obligations will increase, and could have a significant effect on our profitability and cash flows and we may be subject to additional covenants, which could limit our ability to access cash flows from operations. Any issuance of equity, on the other hand, could result in a dilution of your shareholding. Accordingly, continued increases in our working capital requirements may have an adverse effect on our financial condition and results of operations.

20. *In the event our marketing initiatives do not yield intended results our business and results of operations may be adversely affected.*

We believe that the recognition and reputation of the quality of our products has contributed to the growth of our business. We intend to continue to enhance the outreach of our business model and the quality of our products through the use of targeted marketing and public relations initiatives. In order to maintain and enhance such recognition and reputation, we may be required to invest significant resources towards marketing and brand building exercises, specifically with respect to new products we launch or for geographic markets where we intend to expand our operations. We incur advertising and marketing expenses to increase brand recall and capture additional demand, and in the event they do not yield their intended results, or we are required to incur additional expenditures than anticipated, our business and results of operations might be adversely affected.

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


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

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

22. *Our Company has applied for registration of certain trademarks in its name. Until such registrations are granted, our Company may not be able to prevent unauthorised use of such trademarks by third parties, which may lead to the dilution of our goodwill.*

Our Company has applied for registration of the following trademarks:

Sr. No.	Particulars of Trademark Application	Application No.	Class	Date of Application	Status
1.	Yajur	6827364	23	30-01-2025	Applied
2.	Yajur Fibres	6827365	24	30-01-2025	Applied
3.	Yajur	6827366	24	30-01-2025	Applied
4.	Yajur Fibres	6827367	23	30-01-2025	Applied

Sr. No.	Particulars of Trademark Application	Application No.	Class	Date of Application	Status
5.		6862143	23	February 17, 2025	Formalities Chk Pass

Pending the registration of these trademarks, any other vendor in the similar line of business as ours may use the above-mentioned trademarks and we may have a lesser recourse to initiate legal proceedings to protect our intellectual property. Further, our applications for the registration of certain trademarks may be opposed by third parties, and we may have to incur significant cost in relation to these oppositions. In the event we are not able to obtain registrations due to opposition by third parties or if any injunctive or other adverse order is issued against us in respect of any of our trademarks for which we have applied for registration, we may not be able to use such trademarks and / or avail the legal protection or prevent unauthorized use of such trademarks by third parties, which may adversely affect our goodwill and business. For further details on the trademarks, registered or pending registration, please refer to the chapters titled “*Our Business*” and “*Government and Other Approvals*” on pages 143 and 271, respectively, of this Draft Red Herring Prospectus.

- 23. *We are dependent on information technology systems in carrying out our business activities and it forms an integral part of our business. Further, if we are unable to adapt to technological changes and successfully implement new technologies or if we face failure of our information technology systems, we may not be able to compete effectively which may result in higher costs and would adversely affect our business and results of operations.***

We are dependent on information technology system in connection with carrying out our business activities and such systems form an integral part of our business. Any failure of our information technology systems could result in business interruptions, including the loss of our customers, loss of reputation and weakening of our competitive position, and could have a material adverse effect on our business, financial condition and results of operations. Additionally, our information technology systems, specifically our software may be vulnerable to computer viruses, piracy, hacking or similar disruptive problems. Computer viruses or problems caused by third parties could lead to disruptions in our business activities. Fixing such problems caused by computer viruses or security breaches may require interruptions, delays or temporary suspension of our business activities, which could adversely affect our operations. Breaches of our information technology systems may result in unauthorized access to confidential information. Such breaches of our information technology systems may require us to incur further expenditure to put in place advanced security systems to prevent any unauthorized access to our networks.

Our future success depends on our ability to respond to technological advancements and emerging standards and practices on a cost-effective and a timely basis. Our failure to successfully adopt such technologies in a cost-effective manner could increase our costs thereby compelling us to bid at lower margins which might lead to loss of bidding opportunities vis-à-vis such competitors. Additionally, the government authorities may require adherence with certain technologies and we cannot assure you that we would be able to implement such technologies in a timely manner or at all. The cost of upgrading or implementing new technologies or upgrading our existing equipment or expanding our capacity could be significant, less cost effective and therefore could negatively impact our profitability, results of operations, financial condition as well as our future prospects.

- 24. *Our Company has issued Equity Shares in the last one year at a price which may be lower than the Issue Price.***

We have issued Equity Shares in the preceding one year at a price which may be lower than the Issue Price. The details of the Equity Shares have been provided below:

Date of allotment	Number of equity shares allotted	Face Value	Issue Price	Nature of allotment	Benefit accrued to our Company	Source out of which bonus shares issued
February 3, 2025	11126734	10	-	Bonus Shares	NA	Free reserves

We cannot assure you that any issuance of Equity Shares made by our Company post completion of this Issue will be above the Offer Price or the prevailing market price of our Equity Shares. For further details, please see “*Capital Structure*” on page 84.

- 25. *Our manufacturing unit, Registered Officer and Corporate Office are currently located in one geographical area. The loss of, or shutdown of or disruption in operations of our offices and unit will adversely affect our business, financial condition and results of operations.***

Our manufacturing unit, Corporate Office and Registered Officer are located in West Bengal. Any significant disruption, including social, political or economic factors or natural calamities or civil disruptions, impacting West Bengal may adversely affect our business operations. Any failure of our systems or any shutdown of any of our manufacturing unit and offices for any reason could result in significant increase of costs and delays in execution of orders. We do not have a diversified base of manufacturing operations, and local disturbances which would have a material adverse effect on our business, and consequently on our operations and financial condition. Further, our offices are subject to operating risks, such as performance below expected levels of efficiency, labour disputes, natural disasters, industrial accidents and statutory and regulatory restrictions. Any disruption of operations of our offices could result in delayed delivery of our product, which in turn may lead to disputes and legal proceedings with them on account of any losses suffered by them or any interruption of their business operations due to such delay or defect. While our strategic objectives include geographical expansion across India, in the event that we are unable to make available our products in a prompt manner and within the requisite timelines our business, financial condition and prospects may be adversely affected.

- 26. *We may be unable to grow our business in additional geographic regions or international markets, which may adversely affect our business prospects and results of operations.***

Our Company seeks to grow its market reach domestically as well as internationally to explore untapped markets and segments; however, we cannot assure you that we will be able to grow our business as planned. Infrastructure and logistical challenges, changing customers’ taste and preferences may prevent us from expanding our presence or increasing the penetration of our products. Further, customers may be price conscious and we may be unable to compete effectively with the products of our competitors. If we are unable to grow our business in these new markets effectively, our business prospects, results of operations and financial condition may be adversely affected.

Further, expansion into new international markets is important to our long-term prospects. Competing successfully in international markets requires additional management attention and resources to tailor our services to the unique aspects of each new country. We may face various risks, including legal and regulatory restrictions, increased advertising and brand building expenditure, challenges caused by distance, language and cultural differences, in addition to our limited experience with such markets and currency exchange rate fluctuations. International markets require a very high standard of quality of products and our Company may not be able to match the international standards thereby failing to make a brand presence in the international markets. If we are unable to make long-lasting relations with the major customers in the overseas market or if we are unable to justify the quality of our products to them, it may make it difficult for us to enter into such markets. These and other risks, which we do not foresee at present, could adversely affect any international expansion or growth, which could have an adverse effect on our business, results of operations and financial condition.

- 27. *We cannot assure that we may be able to utilize our Proposed Facility to its full capacity or up to an optimum capacity, and non-utilisation of the same may lead to loss of profits or can result in losses, and may adversely affect our business, results of operations and financial condition.***

Our Company is engaged in the manufacturing of premium cottonised bast fibres, including flax (linen), jute, and hemp and therefore we are highly dependent on jute fibre, jute sliver and flax fibre, which are the main raw materials required for manufacturing our products. Our Company, through our Subsidiary, Yashoda Linen Yarn Limited, proposes to venture into manufacturing of 100% wet spun linen yarn and blended yarn by establishing a greenfield project in 35 acres of industrial land in Vikram Udyogpuri, DMIC (Industrial Park, Ujjain, Madhya Pradesh) (“**Proposed Facility**”). We propose to utilise an amount of ₹ 4,800 lakhs out of the Net Proceeds towards investment in our Subsidiary for financing its capital expenditure requirements in relation to the setting up of the Proposed Facility. Our Company has not identified the manner of investment

which shall be made in our Subsidiary and therefore we shall not be able to disclose the mode of investment which shall be made at this stage. For further details, please see “*Objects of the Issue*” on page 100.

In the event, our Subsidiary is unable to procure sufficient orders from its customers for its products or if the products proposed to be offered by our Subsidiary become obsolete on account of changing requirements of our customers, we may experience a decline in the capacity utilization of our Proposed Facility. The capacity utilization of the Proposed Facility may also be dependent on various factors, including demand for the proposed products, availability of raw materials, shipping cost, our Subsidiary’s ability to manage its inventory and improving operational efficiency. Underutilization of the proposed production capacities of the Proposed Facility over extended periods or significant under-utilization in the short-term could materially and adversely impact our business, growth prospects and future financial performance. The capacity utilization levels of our Subsidiary may be dependent on its ability to carry out uninterrupted operations at the Proposed Facility, the availability of raw materials, industry/ market conditions, as well as by the product requirements of, and procurement practice followed by the prospective customers. In the event our Subsidiary faces prolonged disruptions at the Proposed Facility including due to interruptions in the supply of electricity, water or as a result of labour unrest, or are unable to procure sufficient raw materials, it would not be able to achieve full capacity utilization of our Proposed Facility, resulting in operational inefficiencies which could have a materially adverse effect on our business and financial condition. We cannot assure that our Subsidiary shall be able to utilize the Proposed Facility to its full capacity or up to an optimum capacity, and non-utilisation of the same may lead to loss of profits or can result in losses, and may adversely affect our business, results of operations and financial condition.

28. *There can be no assurance that the objects of the Issue will be achieved within the time frame anticipated or at all, or that the deployment of the Net Proceeds in the manner intended by us will result in any increase in the value of your investment.*

Our Company, through our Subsidiary, Yashoda Linen Yarn Limited, proposes to venture into manufacturing of 100% wet spun linen yarn and blended yarn by establishing a greenfield project in 35 acres of industrial land in Vikram Udyogpuri, DMIC (Industrial Park, Ujjain, Madhya Pradesh) (“**Proposed Facility**”). We propose to utilise an amount of ₹ 4,800 lakhs towards investment in our Subsidiary for financing its capital expenditure requirements in relation to the setting up of the Proposed Facility. Our Company has not identified the manner of investment which shall be made in our Subsidiary and therefore we shall not be able to disclose the mode of investment which shall be made at this stage. For further details, please see “*Objects of the Issue*” on page 100. Further, we also propose to utilise a portion of the Net Proceeds towards (i) Setting up of 50,000 sq.ft. of shed in the existing manufacturing unit and purchase of Dyeing and Bleaching processing machinery and installation of additional production capacity of upto 4 tons per day at our existing manufacturing unit at Jagannathpur, Phuleshwar, Uluberia, District Howrah; and (ii) Funding of working capital requirements of our Company. For further details, please see “*Objects of the Issue*” on page 100. Our Board will have flexibility in temporarily investing the Net Proceeds as well as its inter se allocation across various heads, as disclosed in the section titled “*Objects of the Issue*” on page 100. Further, the plans for deployment of the Net Proceeds are in accordance with our management’s estimates and have not been appraised by any bank, financial institution or any other external agency. Our Company and our Subsidiary may have to revise the management estimates from time to time on account of various factors beyond our control, such as market conditions, competitive environment, and interest or exchange rate fluctuations and consequently its requirements may change. In addition to above, given the dynamic nature of our business and the industry in which we propose to venture, we may have to revise our funding requirements and deployment on account of variety of factors such as our financial condition, business and strategy, including external factors which may not be within the control of our management. This may entail rescheduling the schedule of deployment at the discretion of our management. While, our Company may revise the plans and schedule for deployment of the Net Proceeds, however the management of our Company shall not have the power to alter the objects of this Issue except with the approval of the Shareholders of the Company given by way of a special resolution in a general meeting, in the manner specified in Section 27 of the Companies Act, 2013. Additionally, the dissenting shareholders being those shareholders who have not agreed to the proposal to vary the objects of this Issue, our Promoters shall provide them with an opportunity to exit at such price, and in such manner and conditions as may be specified by the SEBI, in respect to the same.

In the event there is a shortfall in receipt of proceeds from this Issue, we may be unable to meet the equity requirement for the Proposed Facility which may have a bearing on the commission of our Proposed Facility on time. In case of any shortfall of the proceeds raised from this Issue, there can be no assurance that we will be able to raise the funds through other sources to meet our obligations of meeting equity contribution towards

the objects of the Issue. In case of shortfall in the proceeds of this Issue which are to be utilized for meeting the objects of the Issue, the shortfall will be met by such means as are available to our Company and our Subsidiary at such future time and at the discretion of the management, including by way of cash available with us or by any other means permissible under law. We cannot assure that we will be able to arrange for adequate cash or will be able to procure further loans to meet the funding requirements. Any failure to meet the additional funding requirements will have a material adverse effect on the implementation of the objects of the Issue.

We may also be required to adhere to certain restrictive covenants as regards raising of finance for the units from means other than those sanctioned under our present financing documents. Any failure or delay on our part to raise funds from the Issue or any shortfall in the Issue proceeds and subsequent inability of our Company to source alternate means of finance may delay the implementation of our project and could adversely affect our growth plans.

29. Any variation in the utilization of the Net Proceeds as disclosed in this Draft Red Herring Prospectus shall be subject to certain compliance requirements, including prior approval of the shareholders of our Company.

We propose to utilize the Net Proceeds towards (i) Setting up of 50,000 sq.ft. of shed in the existing manufacturing unit and purchase of Dyeing and Bleaching processing machinery and installation of additional production capacity of 4 tons per day at our existing manufacturing unit at Jagannathpur, Phuleshwar, Uluberia, District Howrah; (ii) Investment in Yashoda Linen Yarn Limited, subsidiary company, to setup a greenfield unit in 35 acres of industrial land in Vikram Udyogpuri, DMIC (Industrial Park, Ujjain, Madhya Pradesh) for 100% wet spun linen yarn and blended yarn; (iii) Funding of working capital requirements of our Company; and (iv) General corporate purposes. For further details of the proposed objects of the Issue, see “Objects of the Issue” beginning on page 100. Further, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of the competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with the Companies Act, 2013 and the SEBI ICDR Regulations, we cannot undertake variation in the utilization of the Net Proceeds as disclosed in this Draft Red Herring Prospectus without obtaining the approval of the Shareholders through a special resolution. In the event of any such circumstances that require us to vary the disclosed utilization of the Net Proceeds, we may not be able to obtain the approval of the Shareholders in a timely manner, or at all. Any delay or inability in obtaining such approval of the Shareholders may adversely affect our business or operations. Further, our Promoters or controlling shareholders, if applicable, would be required to provide an exit opportunity to the shareholders of our Company who do not agree with our proposal to modify the objects of the Issue, at a price and manner as prescribed by SEBI.

Additionally, the requirement on Promoters or controlling shareholders, if applicable, to provide an exit opportunity to such dissenting shareholders of our Company may deter our Promoters or controlling shareholders from agreeing to the variation of the proposed utilization of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that our Promoters or the controlling shareholders of our Company if applicable, will have adequate resources at their disposal at all times to enable them to provide an exit opportunity. In light of these factors, we may not be able to vary the objects of the Issue to use any unutilized proceeds of the Issue, if any, even if such variation is in the interest of our Company. This may restrict our Company’s ability to respond to any change in our business or financial condition by re-deploying the unutilized portion of Net Proceeds, if any, which may adversely affect our business, financial conditions, cash flows and results of operations.

30. Our funding requirements and proposed deployment of the Net Proceeds of the Issue have not been appraised by a bank or a financial institution and if there are any delays or cost overruns, our business, cash flows, financial condition and results of operations may be adversely affected.

We intend to use the Net Proceeds of the Issue for the purposes described in “Objects of the Issue” on page 100. The objects of the Issue and deployment of funds have not been appraised by any external agency or any bank or financial institution or any other independent agency. Whilst a Monitoring Agency will be appointed for monitoring utilization of the Net Proceeds, the proposed utilization of Net Proceeds is based on our current business plan, management estimates, prevailing market conditions and other commercial considerations, which are subject to change and may not be within the control of our management. Based on the competitive nature of our industry, we may have to revise our business plan and/ or management estimates from time to time and consequently our funding requirements may also change. Our internal management estimates may

exceed fair market value or the value that would have been determined by third party appraisals, which may require us to reschedule or reallocate our project and capital expenditure and may have an adverse impact on our business, financial condition, results of operations and cash flows. Our Company, in accordance with the policies established by the Board from time to time, will have flexibility to deploy the Net Proceeds. Further, pending utilization of Net Proceeds towards the Objects of the Issue, our Company will have the flexibility to deploy the Net Proceeds and to deposit the Net Proceeds temporarily in deposits with one or more scheduled commercial banks included in Second Schedule of Reserve Bank of India Act, 1934, as may be approved by our Board. Accordingly, prospective investors will need to rely upon our management's judgment with respect to the use of Net Proceeds.

31. *We intend to utilise a portion of the Net Proceeds for funding our capital expenditure requirements of our Company and of our Subsidiary. We are yet to place some of the orders for such capital expenditure machinery and vehicles.*

Our Subsidiary has received third party quotations for the civil work proposed to be undertaken and the plant and machinery required to be installed in the Proposed Facility. Further, our Company has also obtained third party quotations for setting up of 50,000 sq.ft. of shed in the existing manufacturing unit and purchase of Dyeing and Bleaching processing machinery and installation of additional production capacity of 4 tons per day at our existing manufacturing unit at Jagannathpur, Phuleswar, Uluberia, District Howrah from the Net Proceeds of the Issue. For details, please refer to the chapter titled “*Objects of the Issue*” on page 100 of this Draft Red Herring Prospectus. While, our Subsidiary has identified the type of plant and machinery to be purchased for the Proposed Facility, however it is yet to place orders for the remaining plant and machinery. Further, in respect of the capital expenditure to be undertaken in our existing manufacturing unit, we are yet to place orders worth ₹1,437.42 lakhs for the plant and machinery proposed to be installed. Further, the cost of the machineries is based on the quotations received from suppliers and such quotations are subject to change due to various factors such as, change in supplier of equipment, change in the government regulation and policies, change in management's view of desirability of the current plans, possible cost overruns, etc. Since, our Subsidiary and our Company have not yet placed orders for all of the said plant and machinery, we cannot assure that we will be able to procure the same in a timely manner and at the same price at which the quotations have been received. Delay in procurement of the same can cause time and cost overrun in the implementation of our Proposed Facility and can also compel our Subsidiary and our Company to buy such machineries at a higher price, thus causing the budgeted cost to vary. As a result, our business, financial condition, results of operations and prospects could be materially and adversely affected.

32. *We do not own certain premises used by our Company. Disruption of our rights as licensee/ lessee or termination of the agreements with our licensors/ lessors would adversely impact our operations and, consequently, our business.*

As on the date of this Draft Red Herring Prospectus, our Corporate Office and Registered Officer have been taken on lease by our Company from third parties. The details of our lease agreements have been provided below:

Sr. no.	Details of the Deed/Agreement	Particulars of the property, description and area	Consideration/ License Fee/Rent	Tenure/ Term	Usage
1.	Leave and licence agreement dated January 16, 2025 with Ambica Jute Mills Limited	800 Sq ft of the office space at 5, Middleton Street, Kolkata – 700 071, West Bengal, India.	₹ 0.15 Lakhs	60 months w.e.f. January 16, 2025	Registered Office
2.	Leave and licence agreement dated January 1, 2025 Bally Jute Company Ltd	300 sq ft of the area at C/o. Bally Jute Company, 5 Sree Charan Saranibally, Howrah, West Bengal - 711201.	₹ 0.15 Lakhs	11 months w.e.f. January 1, 2025	Maintaining books of Accounts

For details, please refer to the chapter titled “*Our Business- Land and Property*” on page 162 of this Draft Red Herring Prospectus.

There can also be no assurance that our Company will be able to renew the lease agreements or deeds entered into with third parties in a timely manner or at all. Further, there can be no assurance that we will not face any disruption of our rights as a lessee/ licensee and that such leave and license and lease agreements will

not be terminated prematurely by the licensor/lessor. Any such non-renewal or early termination or any disruption of our rights as lessee / licensee will adversely affect our business operations.

33. *If we are not able to obtain, renew or maintain our statutory and regulatory licenses, registrations and approvals required to operate our business, it may have a material adverse effect on our business, results of operations and financial condition.*

We require certain statutory and regulatory licenses, registrations and approvals to operate our business some of which are granted for a fixed period of time and need to be renewed from time to time. Further, in future, we may also be required to obtain new licenses, registrations and approvals for any proposed operations, including any expansion of existing operations. There can be no assurance that the relevant authorities will renew such licenses, registrations and approvals in a timely manner or at all. Further, these licenses, registrations and approvals are subject to several conditions, and our Company cannot assure that it shall be able to continuously meet such conditions or be able to prove compliance with such conditions to statutory authorities, and this may lead to cancellation, revocation or suspension of relevant licenses, approvals and registrations. We may be subject to penalties or suffer a disruption in our business activities, any of which could adversely affect our results of operations. Further, our Company will be responsible for bearing any and all liabilities arising out of this non-compliance. If we are unable to renew, maintain or obtain the required registrations or approvals, it may result in the interruption of our operations and may have a material adverse effect on our revenues and operations. Failure by our Company to renew, maintain or obtain the required licenses or approvals, or cancellation, suspension, or revocation of any of the licenses, approvals and registrations may result in the interruption of our Company's operations and may have a material adverse effect on our business. For further details on the licenses obtained by our Company and licenses for which renewal applications have been made, kindly refer the chapter titled "Government and Other Approvals" beginning on page 271 of this Draft Red Herring Prospectus.

34. *We are dependent on third party transportation providers for delivery of raw materials to us from our suppliers and delivery of our finished products to our customers. We have not entered into any formal contracts with our transport providers and any failure on part of such service providers to meet their obligations could adversely affect our business, financial condition and results of operation.*

To ensure smooth functioning of our manufacturing operations, we need to maintain continuous supply and transportation of the raw materials required from the supplier to our manufacturing unit and transportation of our finished products from our unit to our customers, which may be subject to various uncertainties and risks. We are significantly dependent on third party transportation providers for the delivery of raw materials to us and delivery of our finished products to our customers. Uncertainties and risks such as transportation strikes or delay in supply of raw materials and products could have an adverse effect on our supplies and deliveries to and from our customers and suppliers. Additionally, raw materials and products may be lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. A failure to maintain a continuous supply of raw materials or to deliver our products to our distribution intermediaries in a timely, efficient and reliable manner could adversely affect our business, results of operations and financial condition.

Further, we have not entered into any long-term agreements with our transporters for any of our manufacturing unit and the costs of transportation are generally based on mutual terms and the prevailing market price. In the absence of such agreements, we cannot assure that the transport agencies would fulfill their obligations or would not commit a breach of the understanding with us. In the event that the finished goods or raw materials suffer damage or are lost during transit, we may not be able to prosecute the agencies due to lack of formal agreements. Further, the transport agencies are not contractually bound to deal with us exclusively, we may face the risk of our competitors offering better terms or prices, which may cause them to cater to our competitors alongside us or on a priority basis, which could adversely affect our business, results of operations and financial condition.

35. *If we are unable to identify customer demand accurately and maintain an optimal level of inventory proportionately, 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 such identification could result in either surplus stock, which we may not be able to sell in a timely manner, or no stock at all, or under stocking, which will affect our ability to meet customer demand. We plan our inventory and estimate our sales based on the forecast, demand and requirements for our

products based on past data. An optimal level of inventory is important to our business as it allows us to respond to customer demand effectively by readily making our products available to our customers. Ensuring continuous availability of our products requires prompt turnaround time and a high level of coordination across raw material procurement, manufacturers, suppliers, warehouse management and departmental coordination. While we aim to avoid under-stocking and over-stocking, our estimates and forecasts may not always be accurate. If we fail to accurately forecast customer demand, we may experience excess inventory levels or a shortage of products available for sale. If we over-stock inventory, our capital requirements may increase and we may incur additional financing costs. Any unsold inventory would have to be sold at a discount, 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. If we under-stock inventory, our ability to meet customer demand may be adversely affected.

36. *We have significant power requirements for continuous running of our manufacturing unit. Any disruption to our operations on account of interruption in power supply or any irregular or significant hike in power tariffs may have an effect on our business, results of operations and financial condition.*

Our manufacturing unit has significant electricity requirements and any interruption in the supply of power may temporarily disrupt our operations. All our manufacturing unit receive power supply from local power authorities. Since, we have a significant power consumption, any unexpected or unforeseen increase in the tariff rates can increase the operating cost of our manufacturing unit and thereby cause an increase in the production cost which we may not be able to pass on to our customers. There are limited number of electricity providers in the areas from where we operate due to which in case of a price hike, we may not be able to find a cost-effective substitute, which may negatively affect our business, financial condition, cash flows and results of operations. For further details, please refer to the chapter titled “Our Business” on page 143 of this Draft Red Herring Prospectus.

37. *Certain of our corporate records and filings made by us are not traceable. We cannot assure you that legal proceedings or regulatory actions will not be initiated against us in the future, or that we will not be subject to any penalty imposed by the competent regulatory authority, should any discrepancies arise in such untraceable filings.*

We have not been able to trace our Company’s corporate records and regulatory filings for the period starting from 1980 to 1989. Accordingly, certain disclosures in this Draft Red Herring Prospectus in relation to such untraceable corporate or secretarial records have been made with reliance on other supporting documents available in our records, including the resolutions passed by the Board or Shareholders in their meetings, or documents annexed to the filings sent to the relevant regulatory authorities. We have been unable to trace the said e-forms despite commissioning a detailed physical and online search at the RoC through an independent practicing company secretary, to trace records and filings available with the RoC. Further, we have relied on the search report dated March 1, 2025, issued by Neha Agrawal, Practicing Company Secretary, (having peer review certificate bearing number 2564), pursuant to their inspection and independent verification of the documents available or maintained by our Company, the Ministry of Corporate Affairs at the MCA Portal and the RoC.

While no legal proceedings or regulatory action has been initiated against our Company in relation to the unavailable filings as of the date of this Draft Red Herring Prospectus, we cannot assure you that such proceedings or regulatory actions will not be initiated against our Company in the future in relation to the missing filings and corporate records. The actual amount of the penalty which may be imposed or loss which may be suffered by our Company cannot be ascertained at this stage and depends on the circumstances of any potential action which may be brought against our Company. We cannot assure you that any such proceedings will not have a material adverse effect on our financial condition or reputation.

38. *We have certain contingent liabilities and our financial condition and profitability may be adversely affected if any of these contingent liabilities materialize.*

We have contingent liabilities from time to time. Following are the details as per the Restated Financial Information as at and for the nine months period ended December 31, 2024 and as at and for the Financial Years ended on March 31, 2024, March 31, 2023 and March 31, 2022:

(₹ in lakhs)

Particulars	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
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Bank Guarantee & Letter of Credit	92.24	80.79	41.00	39.00
Income Tax Act, 1961	67.03	67.03	67.03	73.86
VAT	-	-	-	37.16

For further details of contingent liability, see the section titled — “*Financial Statements*” on page 202 of this Draft Red Herring Prospectus. Furthermore, there can be no assurance that we will not incur similar or increased levels of contingent liabilities in the future.

39. There are outstanding litigations involving our Company which, if determined adversely, may adversely affect our business and financial condition.

As on the date of this Draft Red Herring Prospectus, our Company is involved in certain legal proceedings. We cannot assure you that these legal proceedings will be decided in favour of our Company or that no further liability will arise out of these proceedings. We may incur significant expenses in such legal proceedings and we may have to make provisions in our financial statements, which could increase our expenses and liabilities. Any adverse decision may adversely affect our business, results of operations and financial condition.

A summary of the pending tax proceedings and other material litigations involving our Company, our Promoters, our Directors and our Subsidiary is provided below:

e) Litigations involving our Company

iii) Cases filed against our Company:

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)^
Criminal matters	1	102.45
Direct Tax matters	1	67.03
Indirect Tax matters	Nil	Nil
Actions taken by regulatory authorities	Nil	Nil
Material civil litigations	Nil	Nil

iv) Cases filed by our Company:

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters	Nil	Nil
Indirect Tax matters	Nil	Nil
Material civil litigations	2	-

[^] to the extent ascertainable

f) Litigations involving our Directors

iii) Cases filed against our Directors:

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters	5	2.01
Indirect Tax matters	Nil	Nil
Actions taken by regulatory authorities	Nil	Nil
Material civil litigations	Nil	Nil

iv) Cases filed by our Directors:

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters	Nil	Nil
Indirect Tax matters	Nil	Nil
Material civil litigations	Nil	Nil

g) Litigations involving our Promoters

iii) Cases filed against our Promoters:

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters	10	396.90
Indirect Tax matters	Nil	Nil
Actions taken by regulatory authorities	Nil	Nil
Material civil litigations	Nil	Nil

iv) Cases filed by our Promoters:

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters	Nil	Nil
Indirect Tax matters	Nil	Nil
Material civil litigations	Nil	Nil

h) Litigations involving our Subsidiary

iii) Cases filed against our Subsidiary:

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters	Nil	Nil
Indirect Tax matters	Nil	Nil
Actions taken by regulatory authorities	Nil	Nil
Material civil litigations	Nil	Nil

iv) Cases filed by our Subsidiary:

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters	Nil	Nil
Indirect Tax matters	Nil	Nil
Material civil litigations	Nil	Nil

For further details, please refer to the section titled “*Outstanding Litigation and Other Material Developments*” on page 265 of this Draft Red Herring Prospectus.

40. Our Company has availed unsecured loans, which are recallable in nature.

As on December 31, 2024, our Company has outstanding unsecured loans aggregating to ₹ 1,808.34 lakhs, which have been extended by our Promoters, which are recallable in nature and can be recalled at any time.

We cannot assure you that our Promoters will not demand repayment of the unsecured loans extended to us. In the event, our Promoters seek a repayment of any these unsecured loans, our Company would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all. If we are unable to arrange for any such financing arrangements, we may not have adequate working capital to carry out the operations or complete our ongoing operations. Therefore, any such demand may adversely affect our business, financial condition and results of operations. For further details, see “*Financial Indebtedness*” on page 251 of this Draft Red Herring Prospectus.

41. *We are subject to risks associated with rejection of our products consequential to defects, which could generate adverse publicity or adversely affect our business, results of operations or financial condition.*

Defects, if any, in our products could lead to rejection of supplied products and consequential replacement liability. In the event our Company fails to replace the defective products in a timely manner or at all, the same could consequently lead to a negative publicity of our brand thereby affecting our brand value, our business proposition, results of operations and/or financial condition.

Such defective products, if capable of being refinished, are sold by our Company as fresh finished fabrics and the products that cannot be refinished, are sold at a discounted price. We cannot assure you that no such claims will be brought against us in the future or that such claims will be settled in our favour. Any such successful claims against us could adversely affect our results of operations. Management resources and attention could also be diverted away from our business towards defending such claims. Moreover, our Company might have to bear certain costs for handling such claims which could be filed for supplying defective products, which could increase our expenses and thereby affect our business, results of operations and financial condition.

42. *Any disruption to the steady and regular supply of workforce for our operations, including due to strikes, work stoppages or increased wage demands by our workforce or any other kind of disputes with our workforce or our inability to control the composition and cost of our workforce could adversely affect our business, cash flows and results of operations.*

Our business operations are labour intensive, require our management to undertake significant labour interface, and expose us to the risk of industrial action. We employ skilled as well unskilled workforce. We may be subject to industrial unrest, slowdowns, and increased wage costs, which may adversely affect our business, financial conditions, cash flows and results of operations. While we consider our relationship with our employees to be good and there has been no such instance in the three Fiscals, we could experience disruptions in work due to disputes or other problems with our work force, which may adversely affect our ability to perform our business operations. Further, work stoppages due to strikes or other events could result in slowdowns or closures of our operations which could have an adverse effect on our business, cash flows and results of operations. While there has been no instance in the last three Fiscals where we experienced work stoppages due to strikes or labour unrest that resulted in closure of our operations, there is no assurance that we may not experience any such events in the future.

43. *Our industry is competitive and our inability to compete effectively may adversely affect our business, results of operations, financial condition and cash flows.*

The textile industry in India is fragmented and competitive with several regional brands and retailers present in local markets across the country. The textile market in India has historically been dominated by the unorganized sector. Our products compete with local retailers, non-branded products, economy brands and products of other established brands. Any increase in sale of such brands or if preference is given to such brands it may have an adverse impact on our business and results of operations. Some of our competitors may be larger than we are or develop alliances to compete against us and may have greater resources, market presence and geographic reach and have products with better brand recognition than ours. Some of our competitors may be able to procure raw materials at lower costs than us, and consequently be able to sell their products at lower prices. As a result, our competitors may be able to withstand industry downturns better than us or provide customers with products at more competitive prices.

Consequently, we cannot assure you that we will be able to compete successfully in the future against our existing or potential competitors or that our business and results of operations will not be adversely affected by increased competition. We cannot assure you that we will be able to maintain our existing market share. Our competitors may significantly increase their marketing expenses to promote their brands and products,

which may require us to similarly increase our advertising and marketing expenses and engage in effective pricing strategies, which we may not be able to pass on to our customers which in turn may have an adverse effect on our business, results of operations and financial condition. For further details, please see “*Industry Overview*” on page 134 of this Draft Red Herring Prospectus.

44. *Our Promoters, Directors and Key Managerial Personnel have interests in our Company other than reimbursement of expenses incurred or normal remuneration or benefits.*

Our Promoters, Directors and Key Managerial Personnel, may be deemed to be interested in our Company, in addition to the regular remuneration or benefits, reimbursements of expenses, Equity Shares held by them or their relatives, their dividend or bonus entitlement, benefits arising from their directorship in our Company. Our Promoters, Directors and Key Managerial Personnel may also be interested to the extent of any transaction entered into by our Company with any other company or firm in which they are directors or partners. For further details please refer to the paragraphs titled — “*Interest of our Directors*” in the chapter titled — “*Our Management*”, the paragraphs titled — “*Interest of our Promoters and Other Interests and Disclosures*” in the chapter titled — “*Our Promoters and Promoter Group*”, “*Financial Indebtedness*” and “*Restated Financial Information*” on pages 184, 196, 251 and 202, respectively of this Draft Red Herring Prospectus.

There can be no assurance that our Promoters, Directors, Key Management Personnel will exercise their rights as shareholders to the benefit and best interest of our Company. Our Promoters and members of our Promoter Group will continue to exercise significant control over our Company, including being able to control the composition of our Board of Directors and determine decisions requiring simple or special majority voting of shareholders, and our other shareholders may be unable to affect the outcome of such voting. Our Directors and our Key Management Personnel may take or block actions with respect to our business, which may conflict with the best interests of our Company or that of minority shareholders.

45. *Our Promoters and members of the Promoter Group have significant control over the Company and have the ability to direct our business and affairs; their interests may conflict with your interests as a shareholder.*

Upon completion of this Issue, our Promoters and members of our Promoter Group will collectively hold [●] % of the Equity share capital of our Company. As a result, our Promoters will have the ability to exercise significant influence over all matters requiring shareholders’ approval. Accordingly, our Promoters will continue to retain significant control, including being able to control the composition of our Board of Directors, determine decisions requiring simple or special majority voting of shareholders, undertaking sale of all or substantially all of our assets, timing and distribution of dividends and termination of appointment of our officers, and our other shareholders may be unable to affect the outcome of such voting. There can be no assurance that our Promoters will exercise their rights as shareholders to the benefit and best interests of our Company. Further, such control could delay, defer or prevent a change in control of our Company, impede a merger, consolidation, takeover or other business combination involving our Company, or discourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of our Company even if it is in our Company’s best interest. The interests of our Promoters could conflict with the interests of our other equity shareholders, and our Promoters could make decisions that materially and adversely affect your investment in the Equity Shares.

46. *The average cost of acquisition of Equity Shares held by our Promoters could be lower than the Issue Price.*

Our Promoters’ average cost of acquisition of Equity Shares in our Company may be lower than the Issue Price which is proposed to be determined through book building mechanism. 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 to the chapter titled “*Capital Structure*” on page 84 of this Draft Red Herring Prospectus.

47. *Our future fund requirements, in the form of further 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 further issue of Equity 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 favorable to the then existing Shareholders. If such funds are raised in the form of loans or debt or preference shares, then it may substantially increase our fixed interest/dividend burden and decrease our cash flows, thus adversely affecting our business, results of operations and financial condition.

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

As of December 31, 2024, we have entered into several related party transactions with our Promoters, individuals and entities forming a part of our promoter group relating to our operations. In addition, we have in the past also entered into transactions with other related parties. For further details, please refer to the chapter titled — “*Restated Financial Information*” at page 202.

While we believe that all our related party transactions have been conducted on an arm’s length basis, and we confirm that the related party transactions entered into by the company are in compliance with the relevant provisions of Companies Act and other applicable laws, we cannot assure you that we may not have achieved more favorable terms had such transactions been entered into with unrelated parties. There can be no assurance that such transactions, individually or taken together, will not have an adverse effect on our business, prospects, results of operations and financial condition, including because of potential conflicts of interest or otherwise. In addition, our business and growth prospects may decline if we cannot benefit from our relationships with them in the future.

49. *Members of our Promoter Group have extended personal guarantees with respect to various loan facilities availed by our Company. Revocation of any or all of these personal guarantees may adversely affect our business operations and financial condition.*

One of the members of our Promoter Group, Awanti Kumar Kankaria has extended certain personal guarantees in favour of certain banks / financial institutions with respect to various facilities availed by our Company from them. In the event the guarantees are revoked, our lenders may require us to furnish alternate guarantees or may demand a repayment of the outstanding amounts under the said facilities sanctioned or may even terminate the facilities sanctioned to us. There can be no assurance that our Company will be able to arrange such alternative guarantees in a timely manner or at all. If the guarantees is invoked or our manufacturing unit is foreclosed, the ability of our Company to continue its business operations could be adversely affected. Further, if our lenders enforce any of the restrictive covenants or exercise their options under the relevant debt financing arrangement, our operations and use of assets may be significantly hampered and lenders may demand the payment of the entire outstanding amount and this in turn may also affect our further borrowing abilities thereby adversely affecting our business and operations. For further details please refer to the chapter titled “*Financial Indebtedness*” on page 251 of this Draft Red Herring Prospectus.

50. *Our agreements with lenders for financial arrangements contain restrictive covenants for certain activities and if we are unable to get their approval, it might restrict our scope of activities and impede our growth plans.*

We have entered into agreements for our borrowings with certain lenders. These borrowings include secured fund based and non-fund based facilities. These agreements include restrictive covenants which mandate certain restrictions in terms of our business operations such as change in capital structure, formulation of any scheme of amalgamation or reconstruction, declaring dividends, further expansion of business, granting loans to directors, repaying unsecured loans from third parties, undertake guarantee obligations on behalf of any other borrower, which require our Company to obtain prior approval of the lenders for any of the above activities. We cannot assure you that our lenders will provide us with these approvals in the future. For details of these restrictive covenants, please refer to chapter titled — “*Financial Indebtedness*” on page 251 of this Draft Red Herring Prospectus.

Further, some of our financing arrangements include covenants to maintain our total outside liabilities and total net worth up to a certain limit and certain other liquidity ratios. We cannot assure prospective investors that such covenants will not hinder our business development and growth in the future. A default under one of these financing agreements may also result in cross-defaults under other financing agreements and result in the outstanding amounts under such financing agreements becoming due and payable immediately.

Defaults under one or more of our Company's financing agreements may limit our flexibility in operating our business, which could have an adverse effect on our cash flows, business, results of operations and financial condition.

It may be possible for a lender to assert that we have not complied with all applicable terms under our existing financing documents. Further we cannot assure that we will have adequate funds at all times to repay these credit facilities and may also be subject to demands for the payment of penal interest.

51. In addition to our existing indebtedness for our existing operations, we may incur further indebtedness during the course of business. We cannot assure that we would be able to service our existing and/or additional indebtedness.

In addition to the indebtedness for our existing operations, we may incur further indebtedness during the course of our business. We cannot assure you that we will be able to obtain further loans at favorable terms. Increased borrowings, if any, may adversely affect our debt-equity ratio and our ability to borrow at competitive rates. In addition, we cannot assure you that the budgeting of our working capital requirements for a particular year will be accurate. There may be situations where we may under-budget our working capital requirements, which may lead to delays in arranging additional working capital requirements, loss of reputation, levy of liquidated damages and can cause an adverse effect on our cash flows.

Any failure to service our indebtedness or otherwise perform our obligations under our financing agreements entered with our lenders or which may be entered into by our Company, could trigger cross default provisions, penalties, acceleration of repayment of amounts due under such facilities which may cause an adverse effect on our business, financial condition and results of operations. For details of our indebtedness, please refer to the chapter titled — “Financial Indebtedness” on page 251 of this Draft Red Herring Prospectus.

52. Some of the raw materials that we use are inflammable in nature. While we take adequate care and follow all relevant safety measures, there is a risk of fire and other accidents, at our manufacturing unit and warehouses. Any accidents is likely to result in loss of property of our Company and/or disruption in the manufacturing processes which may have a material adverse effect on our results of operations, cash flows and financial condition.

The key raw material used by us for manufacturing our products are Jute fibre, jute sliver and flax fibre. Due to its combustible nature of fibre and the semi-finished or finished products manufactured by us, we might be exposed to fires or other industrial accidents. While our Company believes that it has necessary controls and processes in place, any failure of such systems, mishandling of hazardous chemicals or any adverse incident related to the use of these chemicals or otherwise during the manufacturing process or storage of products and certain raw materials, may cause industrial accidents, fire, loss of human life, damage to our and third-party property or cause environmental damage. If any industrial accident, loss of human life or environmental damage were to occur we could be subject to significant penalties, other actionable claims and, in some instances, criminal prosecution. In addition to adversely affecting our reputation, any such accidents, may result in a loss of property of our Company and/or disruption in our manufacturing operations entirely, which may have a material adverse effect on our results of operations and financial condition. In addition to the loss as a result of such fire or industrial accident, any shutdown of any of our manufacturing units may result in us being unable to meet with our commitments, which will have an adverse effect on our business, results of operation and financial condition.

Further, any fire or industrial accident, any shutdown of our manufacturing units or any environmental damages will increase the regulatory scrutiny and result in enhanced compliance requirements including on use of materials and effluent treatment which would, amongst others, increase the cost of our operations. We cannot assure you that despite our best efforts we will not face similar situations at our manufacturing units which may result in significant loss to our Company and/or a disruption of our manufacturing operations. The loss incurred by our Company, though adequately insured, may or may not be recoverable through the insurance maintained by us. Such loss and/or disruption of our manufacturing operations may have a material adverse effect on our operations, cash flows and financial condition.

53. Any conflict of interest which may occur between our business and any other similar business activities pursued by our Promoters could have a material adverse effect on our business and results of operations.

As of the date of this Draft Red Herring Prospectus, our Promoters are associated with entities which are engaged in business activities similar to our business, thereby causing a conflict of interest between our Company and our Promoters. We have not entered into a non-compete arrangement with him to address such conflicts. We cannot assure you that a conflict will not arise, or that we will be able to suitably resolve any such conflict without an adverse effect on our business or operations.

- 54. *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, unsecured loans, 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 100 of this Draft Red Herring Prospectus.

- 55. *Our success largely depends upon the knowledge and experience of our Promoters, Directors, and our Key Managerial Personnel. Loss of any of our Directors and key managerial personnel or our ability to attract and retain them could adversely affect our business, operations and financial condition.***

The growth and success of our Company’s future significantly depends upon the experience of our Promoters and continued services and the management skills of our Key Managerial Personnel and the guidance of our Promoters and Directors for development of business strategies, monitoring its successful implementation and meeting future challenges. We believe the expertise, experience and continued efforts of our Key Managerial Personnel and their inputs are valuable to for the operations of our Company. Our future success and growth depend largely on our ability to attract, motivate and retain the continued service of our highly skilled management personnel. Our Company has never been faced with a challenge of high rate of attrition of our Key Management Personnel in the past, however, any attrition of our experienced Key Managerial Personnel, would adversely impact our growth strategy. We cannot assure you that we will be successful in recruiting and retaining a sufficient number of personnel with the requisite skills to replace those Key Managerial Personnel who leave. In the event we are unable to motivate and retain our key managerial personnel and thereby lose the services of our highly skilled Key Managerial Personnel may adversely affect the operations, financial condition and profitability of our Company and thereby hampering and adversely affecting our ability to expand our business. For further details on our Directors and Key Managerial Personnel, please refer to the chapter titled — “Our Management” on page 179 of this Draft Red Herring Prospectus.

- 56. *We may face difficulties in implementing our strategies including our expansion and diversification plans of entering new geographical areas, development and commercialization of new products.***

We may face difficulties in implementing our strategies including our expansion and diversification plans of entering into new geographical areas and development and setting up of new manufacturing unit due to various factors such as entry barriers, stringent rules and regulations, fierce competition in the new markets, inadequacy of funds for expansion, high cost of debt that may be required for expansion and diversification. Implementation of our strategies may pose significant challenges to our administrative, financial and operational resources and additional risks that our Company may not be able to foresee. Failure to successfully implement some or all of our key strategic initiatives in an effective and timely manner may adversely affect our future business prospects. For further details on our business strategies, kindly see the chapter titled “Our Business” beginning on page 143 of this Draft Red Herring Prospectus.

- 57. *Any variation in the utilisation of the Net Proceeds or in the terms of any contract as disclosed in the Draft Red Herring Prospectus would be subject to certain compliance requirements, including prior shareholders’ approval.***

We propose to utilise the Net Proceeds towards (i) Setting up of 50,000 sq.ft. of shed in the existing manufacturing unit and purchase of Dyeing and Bleaching processing machinery and installation of additional production capacity of 4 tons per day at our existing manufacturing unit at Jagannathpur, Phuleswar, Uluberia, District Howrah; (ii) Investment in Yashoda Linen Yarn Limited, subsidiary company, to setup a greenfield unit on 35 acres of industrial land at Vikram Udyogpuri, DMIC (Industrial Park, Ujjain, Madhya Pradesh) for 100% wet spun linen yarn and blended yarn; (iii) Funding of working capital requirements of our Company; and (iv) General corporate purposes. Our Board will have flexibility in temporarily investing the Net Proceeds as well as its inter se allocation across various heads, as disclosed in the section titled “*Objects of the Issue*” on page 100.

In case of any exigencies arising out of business conditions, economic conditions, competition or other factors beyond our control which adversely affect our business, we may require to use the Net Proceeds to meet any other expenditure or fund which expenditure cannot be determined with certainty as on the date of this Draft Red Herring Prospectus. In terms of Section 27 of the Companies Act, 2013, we cannot undertake any variation in the utilisation of the Net Proceeds or in the terms of any contract as disclosed in the Draft Red Herring Prospectus without obtaining the shareholders’ approval through a special resolution. In the event of any such circumstances requiring us to undertake variation in the utilisation of the Net Proceeds disclosed in the Draft Red Herring Prospectus, we cannot assure that we will be able to obtain the shareholders’ approval in a timely manner, or at all. Any delay or inability in obtaining such shareholders’ approval may adversely affect our business or operations.

Further, our Promoter would be required to provide an exit opportunity to the shareholders who do not agree with our proposal to change the objects of the Issue. Additionally, the requirement on Promoter to provide an exit opportunity to such dissenting shareholders may deter the Promoter from agreeing to the variation of the proposed utilisation of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoter of our Company will have adequate resources at their disposal at all times to enable them to provide an exit opportunity at the price prescribed by SEBI.

In light of these factors, we may not be able to undertake variation of objects of the Issue to use any unutilized proceeds of the Fresh Issue, if any, or vary the terms of any contract referred to in the Draft Red Herring Prospectus, even if such variation is in the interest of our Company. This may restrict our Company’s ability to respond to any change in our business or financial condition by re-deploying the unutilised portion of Net Proceeds, if any, which may adversely affect our business and results of operations.

58. *Our inability to procure and/or maintain adequate insurance cover in connection with our business may adversely affect our operations and profitability.*

Our operations are subject to inherent risks and hazards which may adversely impact our profitability, such as breakdown, malfunctions, sub-standard performance or failures of manufacturing equipment, fire, riots, third party liability claims, loss-in-transit for our products, accidents and natural disasters. Presently, our Company has the following insurance policies in insure its offices, manufacturing facility and assets:

S. No.	Insurer	Description of Property Insured	Policy No.	Expiry date	Insured Amount (₹ in Lakhs)
1.	United India Insurance Company Limited	Raw material , Stock in process , Finished Goods , Consumable Store & Spares , Plant & Machinery , Generator ,Building	Standard Fire and Special Perils Policy 5007001124P10418047 9	19/06/2025	5,585.00
2.	Iffco Tokio Gen Insurance Co. Ltd	Goods in Transit	Marine Open Policy 22J01982	19/06/2025	8,500.00

There are many events that could cause significant damages to our operations, or expose us to third-party liabilities, whether or not known to us, for which we may not be insured or adequately insured, which in turn may expose us to certain risks and liabilities. There can be no assurance that our insurance policies will be adequate to cover the losses in respect of which the insurance had been availed. Further, there can be no assurance that any claim under the insurance policies maintained by us will be honored fully, in part, or on

time. If we were to incur a significant liability for which we were not fully insured, it could adversely affect our results of operations and financial position.

59. *Our ability to pay dividends in the future may be affected by any material adverse effect on our future earnings, financial condition or cash flows.*

Our ability to pay dividends in future will depend on our earnings, financial condition and capital requirements. We may be unable to pay dividends in the near or medium term, and our future dividend policy will depend on our capital requirements and financing arrangements in respect of our operations, financial condition and results of operations. Our Company has not declared dividends in the past, and there can be no assurance that our Company will declare dividends in the future also. For further details, please refer to the chapter titled “*Dividend Policy*” on page 201 of this Draft Red Herring Prospectus.

60. *Increased losses due to fraud, employee negligence, theft or similar incidents may have an adverse impact on us.*

Our business and the industry in which we operate are vulnerable to the problem of pilferage by employees, damage, misappropriation of cash and inventory management and logistical errors. An increase in product losses due to such factors at our place of operation may require us to install additional security and surveillance equipment and incur additional expenses towards inventory management and handling. We cannot assure you whether these measures will successfully prevent such losses. Further, there are inherent risks in cash management as part of our operations, which include theft and robbery, employee fraud and the risks involved in transferring cash to banks. Additionally, in case of losses due to theft, financial misappropriation, fire, breakage or damage caused by other casualties, we cannot assure you that we will be able to recover from our insurers the full amount of any such loss in a timely manner, or at all. 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.

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

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

62. *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 listing agreements with the Stock Exchanges and compliances of SEBI (LODR) Regulations which will require us to file audited annual and unaudited half yearly results and limited review 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 which may adversely affect the financial position of the Company.

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 to support the existence of effective disclosure controls and procedures, internal control over financial reporting and additional compliance requirements under the Companies Act, 2013. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management oversight will be required. As a result, management’s attention may be diverted from other business concerns, which could 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 listed company experience and technical accounting knowledge and we cannot assure you that we will be able to do so in a timely manner.

63. The Equity Shares have never been publicly traded and the Issue may not result in an active or liquid market for the Equity Shares.

Prior to the Issue, there has been no public market for the Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Issue. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. Although we currently intend that the Equity Shares will remain listed on the Stock Exchanges, there is no guarantee of the continued listing of the Equity Shares. Failure to maintain our listing on the Stock Exchanges or other securities markets could adversely affect the market value of the Equity Shares.

The Issue Price of the Equity Shares is proposed to be determined through a fixed price process in accordance with the SEBI ICDR Regulations and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. 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. You may not be able to resell your Equity Shares at a price that is attractive to you.

64. 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 issuance 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 due to delay in submission of required documents/ completion of formalities/compliance with required laws by the issuer. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares.

65. There is no existing market for our Equity Shares, and we do not know if one will develop to provide you with adequate liquidity. Further, an active trading market for the Equity Shares may not develop and the price of the Equity Shares may be volatile.

An active public trading market for the Equity Shares may not develop or, if it develops, may not be maintained after the Issue. Our Company, in consultation with the lead manager, will determine the Issue Price. The Issue Price may be higher than the trading price of our Equity Shares following this Issue. As a result, investors may not be able to sell their Equity Shares at or above the Issue Price or at the time that they would like to sell. The trading price of the Equity Shares after the Issue may be subject to significant fluctuations in response to factors such as, variations in our results of operations, market conditions specific to the sectors in which we operate economic conditions of India and volatility of the securities markets elsewhere in the world.

66. The price of the Equity Shares may be highly volatile after the Issue.

The price of the Equity Shares on the Indian stock exchanges may fluctuate after this Issue as a result of several factors, including, volatility in the Indian and global securities market; our operations and performance; performance of our competitors and the perception in the market about investments in the our industry; adverse media reports on us or the industry; changes in the estimates of our performance or recommendations by financial analysts; significant developments in India's economic liberalization and deregulation policies; and significant developments in India's fiscal and environmental regulations. There can be no assurance that the prices at which the Equity Shares are initially traded will correspond to the prices at which the Equity Shares will trade in the market subsequently.

67. You will not be able to sell immediately on the Stock Exchanges any of the Equity Shares you purchase

in the Issue.

The Equity Shares will be listed on the SME Platform of BSE Limited. Pursuant to Indian regulations, certain actions must be completed before the Equity Shares can be listed and trading may commence. Upon receipt of final approval from the Stock Exchanges, trading in the Equity Shares is to commence within six (6) working days of the date of closure of the Issue or such other time as may be prescribed by SEBI. However, SEBI pursuant to its circular bearing reference number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has reduced the time taken for listing of specified securities after the closure of public issue to 3 working days (T+3 days) as against the present requirement of 6 working days (T+6 days); 'T' being issue closing date. Our Company shall close this Issue in accordance with the timeline provided under the aforementioned circular.

We cannot assure that the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence, within the time period prescribed by law. Further, there can be no assurance that the Equity Shares to be Allotted pursuant to this Issue will be listed on the Stock Exchanges in a timely manner or at all.

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

Our listed Equity Shares will be subject to a daily "circuit breaker" imposed on listed companies by the Stock Exchanges, which does not allow transactions beyond certain volatility in the trading price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on the Equity Shares' circuit breaker will be set by the Stock Exchanges based on historical volatility in the price and trading volume of the Equity Shares. The Stock Exchanges are not required to inform our Company of the percentage limit of the circuit breaker, and they may change the limit without our knowledge. This circuit breaker would effectively limit the upward and downward movements in the trading price of the Equity Shares. As a result of this circuit breaker, there can be no assurance regarding the ability of shareholders to sell Equity Shares or the price at which shareholders may be able to sell their Equity Shares.

69. The price of the Equity Shares may be volatile, which could result in substantial losses for investors acquiring the Equity Shares in the Issue.

The market price of the Equity Shares may be volatile and could fluctuate significantly and rapidly in response to, among others, the following factors, some of which are beyond our control:

- volatility in the Indian and global securities market or in the value of the Rupee relative to the U.S. Dollar, the Euro and other foreign currencies;
- our profitability and performance;
- changes in financial analysts' estimates of our performance or recommendations;
- perceptions about our future performance or the performance of Indian companies in general;
- performance of our competitors and the perception in the market about investments in the textile sector;
- adverse media reports about us or the Indian textile sector;
- significant developments in India's economic liberalisation and deregulation policies;
- significant developments in India's fiscal and environmental regulations;
- economic developments in India and in other countries; and
- any other political or economic factors.

These fluctuations may be exaggerated if the trading volume of the Equity Shares is low. Volatility in the price of the Equity Shares may be unrelated or disproportionate to our results of operations. It may be difficult to assess our performance against either domestic or international benchmarks.

Indian stock exchanges, including the Stock Exchanges, have experienced substantial fluctuations in the prices of listed securities and problems such as temporary exchange closures, broker defaults, settlement delays and strikes by brokers. The governing bodies of Indian stock exchanges have also, from time to time, imposed restrictions on trading in certain securities, limitations on price movements and margin requirements. Further, disputes have occurred between listed companies, stock exchanges and other regulatory bodies, which in some cases may have had a negative effect on market sentiment. If such or

similar problems were to continue or recur, they could affect the market price and liquidity of the securities of Indian companies, including the Equity Shares.

70. *Any future issuance of Equity Shares, or convertible securities or other equity-linked securities by our Company may dilute your shareholding and any sale of Equity Shares by our Promoter or members of our Promoter Group may adversely affect the trading price of the Equity Shares.*

Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by our Company may dilute your shareholding in our Company; adversely affect the trading price of the Equity Shares and our ability to raise capital through further issue of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. We cannot assure you that we will not issue additional Equity Shares. The disposal of Equity Shares by any of our Promoter and Promoter Group, or the perception that such sales may occur may significantly affect the trading price of the Equity Shares. We cannot assure you that our Promoter and Promoter Group will not dispose of, pledge or encumber their Equity Shares in the future.

71. *Sale of Equity Shares by our Promoter or other significant shareholder(s) may adversely affect the trading price of the Equity Shares.*

Any instance of disinvestments of Equity Shares by our Promoter or by other significant shareholder(s) may significantly affect the trading price of our Equity Shares. Further, our market price may also be adversely affected even if there is a perception or belief that such sale of Equity Shares might occur.

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

Indian legal principles related to 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 including in relation to class actions, 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 shareholder in an Indian company than as shareholder of a corporation in another jurisdiction.

EXTERNAL RISK FACTORS

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

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

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

Under current Indian tax laws, capital gains arising from the sale of equity shares within 12 months in an Indian company are classified as short-term capital gains and generally taxable. Any gain realized on the sale of listed equity shares on a stock exchange that are held for more than 12 months is considered as long-term capital gains and is taxable at 10%, in excess of Rs. 1,00,000. Any long-term gain realized on the sale of equity shares, which are sold other than on a recognized stock exchange and on which no STT has been paid, is also subject to tax in India. Capital gains arising from the sale of equity shares are exempt from taxation in India where an 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 to pay tax in India as well as in their own jurisdiction on a gain on the sale of equity shares.

75. *Natural disasters, fires, epidemics, pandemics, acts of war, terrorist attacks, civil unrest and other events could materially and adversely affect our business.*

Global pandemics or epidemics, or fear of spread of contagious diseases, such as Ebola or Nipah virus disease, coronavirus disease 2019 (“COVID-19”), Middle East respiratory syndrome, severe acute respiratory syndrome, H1N1 flu, H7N9 flu, and avian flu could disrupt our business operations, reduce or restrict our supply of materials and services, incur significant costs to protect our employees and facilities, or result in regional or global economic distress, which may materially and adversely affect our business, financial condition, and results of operations. Actual or threatened war, terrorist activities, political unrest, civil strife, and other geopolitical uncertainty could have a similar adverse effect on our business, financial condition, and results of operations. Any one or more of these events may impede our production and delivery efforts and adversely affect our sales results, which could materially and adversely affect our business, financial condition and results of operations.

Any future global spread of the COVID-19 pandemic may result in global economic distress, and the extent to which it may affect our results of operations will depend on future developments, which are highly uncertain and cannot be predicted. We cannot assure you that the COVID-19 pandemic can be eliminated or contained in the near future, or at all, or a similar outbreak will not occur again. If the COVID-19 pandemic and the resulting disruption to our business were to extend over a prolonged period, it could materially and adversely affect our business, financial condition, and results of operations.

We are also vulnerable to natural disasters, including but not limited to hurricanes, earthquakes, tsunamis, fires and other calamities. We cannot assure you that any backup systems will be adequate to protect us from the effects of such unexpected events. Any of the foregoing events may give rise to interruptions, damage to our property, delays in production, breakdowns, system failures, technology platform failures, or internet failures, which could cause the loss or corruption of data or malfunctions of software or hardware as well as adversely affect our business, financial condition, and results of operations.

76. *We cannot guarantee the accuracy or completeness of facts and other statistics with respect to India, the Indian economy and industry in which we operate contained in this Draft Red Herring Prospectus.*

While facts and other statistics in the relating to India, the Indian economy, and the industry in which we operate has been based on various web site data and IBEF that we believe are reliable, we cannot guarantee the quality or reliability of such materials. While we have taken reasonable care in the reproduction of such information, industry facts and other statistics have not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore we make no representation as to their accuracy or completeness. These facts and other statistics include the facts and statistics included in the section titled “*Industry Overview*” beginning on page no. 134 of this Draft Red Herring Prospectus Due to possibly flawed or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

77. *Changing regulations in India could lead to new compliance requirements that are uncertain.*

The regulatory and policy environment in which we operate is evolving and is subject to change. The Government of India may implement new laws or other regulations and policies that could affect EVs or vehicles in general, which could lead to new compliance requirements, including requiring us to obtain approvals and licenses from the government and other regulatory bodies, or impose onerous requirements. New compliance requirements could increase our costs or otherwise adversely affect our business, financial condition, cash flows and results of operations. Furthermore, the manner in which new requirements will be enforced or interpreted can lead to uncertainty in our operations and could adversely affect our operations. Any changes to such laws, including the instances mentioned below, may adversely affect our business, financial condition, results of operations, cash flows and prospects.

Additionally, the Government of India has introduced (a) the Code on Wages, 2019 (“Wages Code”); (b) the Code on Social Security, 2020 (“Social Security Code”); (c) the Occupational Safety, Health and Working Conditions Code, 2020; and (d) the Industrial Relations Code, 2020 (Collectively, the “Labour Codes”) which consolidate, subsume and replace numerous existing central labour legislations. The Government of India has deferred the effective date of implementation of the respective Labour Codes, and they shall come into force from such dates as may be notified. Different dates may also be appointed for the coming into force of different provisions of the Labour Codes. While the rules for implementation under these codes have not been notified in its entirety, as an immediate consequence, the coming into force of these codes could

increase the financial burden on our Company, which may adversely impact our profitability. We are yet to determine the impact of all or some such laws on our business and operations which may restrict our ability to grow our business in the future. For example, the Social Security Code aims to provide uniformity in providing social security benefits to the employees which was earlier segregated under different acts and had different applicability and coverage. Furthermore, the Wages Code limits the amounts that may be excluded from being accounted toward employment benefits (such as gratuity and maternity benefits) to a maximum of 50% of the wages payable to employees. The implementation of such laws has the ability to increase our employee and labour costs, thereby adversely impacting our results of operations, cash flows, business and financial performance.

Unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with 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, financial condition, cash flows and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy in the jurisdictions in which we operate, 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.

Additionally, if we are affected, directly or indirectly, by the application or interpretation of any provision of such laws and regulations or any related proceedings, or are required to bear any costs in order to comply with such provisions or to defend such proceedings, our business and financial performance may be adversely affected.

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

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

79. *If inflation were to rise in India, we might not be able to increase the prices of our services 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.

80. *Adverse geopolitical conditions such as an increased tension between India and its neighbouring countries, Russia-Ukraine conflict, could adversely affect our business, results of operations and financial condition.*

Adverse geopolitical conditions such as increased tensions between India and its neighbouring countries, resulting in any military conflict in the region could adversely affect our business and operations. Such events may lead to countries including the Government of India imposing restrictions on the import or export of products or components, among others, and affect our ability to procure raw materials required for our business operations. We could also be affected by the introduction of or increase in the levy of import tariffs in India, or changes in trade agreements between countries. For instance, the government of India has imposed additional tariffs in the nature of countervailing duty and anti-dumping duty on a number of items imported from China. Any such measure or reciprocal duties imposed on Indian products by China or other countries may adversely affect our results of operations and financial condition. Further, prolonged Russia-Ukraine conflict that is currently impacting, inter alia, global trade, prices of oil and gas could have an inflationary impact on the Indian economy.

81. *A downgrade in ratings of India, may affect the trading price of the Equity Shares.*

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 financing is available, including raising any overseas 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 or at all, and consequently adversely affect our business and financial performance and the price of our Equity Shares.

82. *Pursuant to listing of the Equity Shares, we may be subject to pre-emptive surveillance measures like Additional Surveillance Measure ("ASM") and Graded Surveillance Measures ("GSM") by the Stock Exchanges in order to enhance market integrity and safeguard the interest of investors.*

SEBI and the Stock Exchanges have introduced various pre-emptive surveillance measures in order to enhance market integrity and safeguard the interests of investors, including ASM and GSM. ASM and GSM are imposed on securities of companies based on various objective criteria such as significant variations in price and volume, concentration of certain client accounts as a percentage of combined trading volume, average delivery, securities which witness abnormal price rise not commensurate with financial health and fundamentals such as earnings, book value, fixed assets, net worth, price / earnings multiple, market capitalization etc.

Upon listing, the trading of our Equity Shares would be subject to differing market conditions as well as other factors which may result in high volatility in price, low trading volumes, and a large concentration of client accounts as a percentage of combined trading volume of our Equity Shares. The occurrence of any of the abovementioned factors or other circumstances may trigger any of the parameters prescribed by SEBI and the Stock Exchanges for placing our securities under the GSM and/or ASM framework or any other surveillance measures, which could result in significant restrictions on trading of our Equity Shares being imposed by SEBI and the Stock Exchanges. These restrictions may include requiring higher margin requirements, requirement of settlement on a trade for trade basis without netting off, limiting trading frequency, reduction of applicable price band, requirement of settlement on gross basis or freezing of price on upper side of trading, as well as mentioning of our Equity Shares on the surveillance dashboards of the Stock Exchanges. The imposition of these restrictions and curbs on trading may have an adverse effect on market price, trading and liquidity of our Equity Shares and on the reputation and conditions of our Company.

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SECTION IV - INTRODUCTION

THE ISSUE

(₹ in Lakhs except share data)

PRESENT ISSUE IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS	
Equity Shares Offered through Public Issue ⁽¹⁾⁽²⁾	Upto 70,00,000 Equity Shares of face value of ₹ 10 each fully paid up of our company at a price of ₹ [●] per Equity share aggregating to ₹ [●] Lakhs.
Out of which:	
Issue Reserved for the Market Makers	[●] Equity Shares of face value of ₹ 10 each fully paid up of our company at a price of ₹ [●] per Equity share aggregating to ₹ [●] Lakhs.
Net Issue to the Public	Upto [●] Equity Shares of face value of ₹ 10 each fully paid up of our company at a price of ₹ [●] per Equity share aggregating to ₹ [●] Lakhs.
Out of which*	
A. QIB Portion ⁽⁴⁾⁽⁵⁾	Not more than [●] Equity Shares aggregating up to ₹ [●] Lakhs
Of which	
i. Anchor Investor Portion	Upto [●] Equity Shares aggregating up to ₹ [●] Lakhs
ii. Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	Upto [●] Equity Shares aggregating up to ₹ [●] Lakhs
Of which	
(a) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	Upto [●] Equity Shares aggregating up to ₹ [●] Lakhs
(b) Balance of QIB Portion for all QIBs including Mutual Funds	Upto [●] Equity Shares aggregating up to ₹ [●] Lakhs
B. Non-Institutional Portion	Not less than [●] Equity Shares aggregating up to ₹ [●] Lakhs
C. Retail Portion	Not less than [●] Equity Shares aggregating up to ₹ [●] Lakhs
Pre and Post – Issue Equity Shares	
Equity Shares outstanding prior to the Issue	1,57,62,873 Equity Shares of face value of ₹10 each
Equity Shares outstanding after the Issue	Upto [●]* Equity Shares of face value ₹10 each
Use of Net Proceeds by our Company	Please see the chapter titled “ <i>Objects of the Issue</i> ” on page 100 of this Draft Red Herring Prospectus.

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

Notes:

- The Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. This Issue is being made by our company in terms of Regulation of 229 (2) 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.
- The present Issue has been authorized pursuant to a resolution by our Board of Directors at its meeting held on February 3, 2025 and by the Shareholders of our company, vide a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at their Extra ordinary general meeting held on February 5, 2025.
- The SEBI ICDR Regulations permit the issue of securities to the public through the Book Building Process, which states that, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation on a proportionate basis to Retail Individual Bidders and not more than 50% of the Net Issue shall be allotted on a proportionate basis to QIBs, subject to valid Bids being received at or above the Issue Price. Accordingly, we have allocated the Net Issue i.e. not more than [●]% of the Net Issue to QIB and not less than [●]% of the Net Issue shall be available for allocation to Retail Individual Investors and not less than [●]% of the Net Issue shall be available for allocation to non-institutional bidders.

4. Under-subscription, if any, in the QIB Portion would not be allowed to be met with spill-over from other categories or a combination of categories. Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.

Our Company may, in consultation with the Book Running Lead Manager, allocate up to [●]% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids.

5. In the event of over-subscription, allotment shall be made on a proportionate basis, subject to valid Bids received at or above the Issue Price. Allocation to investors in all categories, except the Retail Portion, shall be made on a proportionate basis subject to valid bids received at or above the Issue Price. The allocation to each Retail Individual Investor shall not be less than the minimum Bid Lot, and subject to availability of Equity Shares in the Retail Portion, the remaining available Equity Shares, if any, shall be allocated on a proportionate basis.

SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹ 5 lakhs, shall use UPI. Individual investors bidding under the Non- Institutional Portion bidding for more than ₹ 2 lakhs and up to ₹ 5 lakhs, 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.

For further details please refer section titled “Issue Structure” beginning on page 232 of this Draft Red Herring Prospectus.

SUMMARY OF FINANCIAL INFORMATION

The following tables provide the summary of financial information of our Company derived from the Restated Financial Information as at and for the nine months period ended December 31, 2024 and as at and for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022. The Restated Financial Information referred to above is presented under the section titled “Financial Information” beginning on Page No. 202 of this Draft Red Herring Prospectus. The summary of financial information presented below should be read in conjunction with the Restated Financial Information, the notes thereto and the chapters titled “Financial Information” and “Management’s Discussion and Analysis of Financial Position and Results of Operations” beginning on Page Nos. 202 and 252, respectively of this Draft Red Herring Prospectus.

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RESTATED STATEMENT OF ASSETS & LIABILITIES

(₹ in Lakhs)

Sr No	Particulars	As at 31.12.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
1)	Equity and liabilities				
	Shareholders' funds				
	a)Share capital	463.61	463.61	247.10	247.10
	b)Share Capital Suspense A/C	-	-	216.51	216.51
	c)Reserves and surplus	4,376.87	3,291.38	2,864.59	2,509.50
		4,840.48	3,754.99	3,328.20	2,973.11
2)	Non-current liabilities				
	a)Long-term borrowings	1,093.35	1,085.00	1,555.00	605.00
	b)Deferred tax liabilities (net)	331.74	294.84	272.97	248.26
	c)Long-term provisions	184.24	230.46	192.33	167.09
		1,609.33	1,610.30	2,020.30	1,020.35
3)	Current liabilities				
	a)Short-term borrowings	2,692.97	1,531.53	1,922.60	1,067.00
	b)Trade payables				
	- Total outstanding dues to Micro and Small Enterprises	5.32	3.77	4.56	9.54
	-Total outstanding dues of creditors other than micro enterprises and small enterprise	622.77	380.79	533.97	83.48
	c)Other current liabilities	509.05	470.41	451.44	260.42
	d)Short-term provisions	229.73	24.35	22.56	20.64
		4,059.84	2,410.85	2,935.13	1,441.08
	Total	10,509.66	7,776.14	8,283.63	5,434.54
1)	Assets				
	Non-current assets				
	a)Property, plant and equipment and Intangible Assets				
	i)Property, plant and equipment	4,484.10	4,431.34	4,324.85	3,433.50
	ii)Intangible assets	-	-	-	-
	iii)Capital work-in-progress	-	-	-	-
	b)Non-current investments	62.15	62.15	62.15	62.15
	c)Deferred tax assets (net)	-	-	-	-
	d)Long-term loans and advances	-	-	-	-
	e)Other non-current assets				
		4,546.25	4,493.49	4,387.00	3,495.65
2)	Current assets				
	a)Inventories	4,695.13	2,059.04	2,727.57	1,270.85
	b)Trade receivables	616.88	722.56	445.30	259.37
	c)Cash and bank balances	106.65	106.18	72.53	21.97
	d)Short-term loans and advances	65.10	26.12	359.21	86.63
	e)Other current assets	479.65	368.75	292.02	300.07
		5,963.41	3,282.65	3,896.63	1,938.89
	Total	10,509.66	7,776.14	8,283.63	5,434.54

RESTATED STATEMENT OF PROFIT & LOSS

(₹ in Lakhs)

Sr No.	Particulars	For the period ended 31.12.2024	For the year ended 31.03.2024	For the year ended 31.03.2023	For the year ended 31.03.2022
A	Revenue				
	Revenue from operations	9,501.57	8,431.95	6,167.55	4,195.99
	Other income	97.51	52.63	16.00	1.80
	Total Income (A)	9,599.08	8,484.58	6,183.55	4,197.79
B	Expenses				
	Cost of materials consumed	8,779.90	5,026.12	4,850.89	2,774.58
	Purchase of stock-in-trade		-	-	-
	Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	(2,335.31)	714.89	(1,258.76)	(90.81)
	Employee benefits expense	543.52	762.03	779.03	562.86
	Finance costs	177.69	271.52	198.31	91.15
	Depreciation and amortisation expense	108.18	134.84	105.39	89.54
	Other expenses	910.78	1,127.80	1,128.70	510.36
	Total Expenses (B)	8,184.76	8,037.20	5,803.57	3,937.68
C	Profit before extraordinary items and tax (A-B)	1,414.32	447.38	379.98	260.11
	Prior Period items (Net)	-	-	-	-
	Profit before exceptional, extraordinary items and tax	1,414.32	447.38	379.98	260.11
	Exceptional items	-	-	-	-
	Profit before extraordinary items and tax	1,414.32	447.38	379.98	260.11
	Extraordinary item	-	-	-	-
C	Profit before tax	1,414.32	447.38	379.98	260.11
D	Tax expense				
	Current tax	292.74	-	-	-
	Deferred tax (credit)/charge	36.90	21.87	24.71	242.93
	Earlier Year Taxes	(0.83)	(1.28)	0.15	-
	Total Tax Expenses (D)	328.81	20.59	24.86	242.93
E	Profit/(Loss) for the period (C-D)	1,085.51	426.79	355.12	17.18
F	Earnings per equity share of (Face value of Rs. 10 each)				
	(1) Basic (in Rs.)	23.41	9.51	14.37	0.70
	(2) Diluted (in Rs.)	23.41	9.51	14.37	0.70

Restated Statement of Cash Flows

(₹ in Lakhs)

Particulars	December 31, 2024	For the year ended 31 March		
		2024	2023	2022
A. Cash flow from operating activities				
Profit before tax, as restated	1,414.32	447.38	379.98	260.11
Adjustments for:				
Depreciation	108.18	134.84	105.39	89.54
Finance Costs	177.69	271.52	198.31	91.15
Profit on Sale of Fixed Assets	-	-	-	-
Interest Income	0.71	1.38	1.01	0.88
Earlier Year Adjustments	-	-	-	(155.40)
Dividend Income	-	-	(0.37)	(0.89)
Operating profit before working capital changes	1,700.90	855.12	684.32	285.39
Changes in working capital:				
(Increase)/Decrease in Inventories	(2,636.09)	668.53	(1,456.72)	(1,270.85)
(Increase)/Decrease in Trade & Other Receivables	105.68	(277.26)	(185.93)	(259.37)
(Increase)/Decrease in Trade & Other Payables	243.53	(153.97)	445.52	93.03
(Increase)/Decrease in Provision	(133.57)	39.92	27.15	184.90
(Increase)/Decrease in Other Current Liabilities	38.64	18.97	191.02	260.14
(Increase)/Decrease in Other Current Assets	(183.54)	(82.45)	(3.05)	(315.46)
Cash generated from/ (utilised in) operations	(864.45)	1,068.86	(297.69)	(1,022.21)
Less : Income tax paid	(74.82)	(4.66)	(4.81)	(0.11)
Net cash flow generated from/ (utilised in) operating activities (A)	(789.63)	1,073.52	(292.88)	(1,022.10)
B. Cash flow from investing activities				
Purchase of Fixed Assets	(160.95)	(241.32)	(996.74)	(2,542.95)
Interest Income	(0.71)	(1.38)	(1.01)	(0.88)
Dividend Income	-	-	0.37	0.89
Loans & Advances	(38.97)	333.08	(272.58)	(33.35)
(Increase)/Decrease in Fixed Deposits				
Net cash flow generated from/(utilised in) investing activities (B)	(200.64)	90.38	(1,269.96)	(2,576.29)
C. Cash flow from financing activities				
Proceeds from borrowings	8.35	(470.00)	950.00	592.19
Short Term Borrowings (Net)	1,161.43	(391.07)	855.60	1,067.00
Proceeds from issue of share Capital				
Addition due to amalgamation	-	-	-	1,810.90
Finance Costs	(177.69)	(271.52)	(198.31)	(91.15)
Share Capital Suspence Account			-	216.51
Net cash flow generated from/ (utilised in) financing activities (C)	992.09	(1,132.59)	1,607.29	3,595.45
Net (decrease)/ increase in cash & cash equivalents (A+B+C)	1.84	31.33	44.45	(2.95)
Cash and cash equivalents at the beginning of the period/ year	82.35	51.02	6.57	9.52
Cash and cash equivalents at the end of the period/ year	84.19	82.35	51.02	6.57

Proforma Consolidated Statement of Assets and Liabilities as at December 31, 2024

(₹ in Lakhs)

	Particulars	Yajur Fibres Limited	Yashoda Linen Yarn Limited	Proforma Adjustments	Total
I.	<u>EQUITY AND LIABILITIES</u>				
(1)	<u>Shareholders' Funds</u>				
	(a) Share Capital	463.61	203.00	(203.00)	463.61
	(b) Reserve and Surplus	4,376.87	38.41	(31.72)	4,383.56
		4,840.48	241.41	(234.72)	4,847.17
(2)	Minority Interest	-	-	48.28	48.28
(3)	<u>Non-Current Liabilities</u>				
	(a) Long Term Borrowings	1,093.35	-	-	1,093.35
	(b) Deferred Tax Liabilities (Net)	331.74	-	-	331.74
	(c) Long Term Provisions	184.24	-	-	184.24
		1,609.33	-	-	1,609.33
(4)	<u>Current Liabilities</u>				
	(a) Short Term Borrowings	2,692.97	1,032.70	186.44	3,912.11
	(b) Trade Paybles				
	- Total outstanding dues to Micro and Small Enterprises	5.32	-	-	5.32
	-Total outstanding dues of creditors other than micro enterprises and small enterprise	622.77	-	(606.96)	15.81
	(c) Other Current Liabilities	509.05	129.82	-	638.87
	(d) Short Term Provisions	229.73	12.92	-	242.65
		4,059.84	1,175.44	(420.52)	4,814.77
	Total	10,509.66	1,416.85	(606.96)	11,319.55
II.	<u>ASSETS</u>				
(1)	<u>Non-Current Assets</u>				
	(a) Property, Plant & Equipment & Intangible Assets				
	i)Property, plant and equipment	4,484.10	-	-	4,484.10
	ii)Intangible assets	-	-	-	-
	iii)Capital work-in-progress	-	20.52	-	20.52
	(b) Non-Current Investments	62.15	-	-	62.15
	(C) Long Term Loans and Advances				
	(d)Other non-current assets	-	755.70	-	755.70
		4,546.25	776.22	-	5,322.47
(2)	<u>Current Assets</u>				
	(a) Inventories	4,695.13	-	-	4,695.13
	(b) Trade Receivables	616.88	606.96	(606.96)	616.88
	(c) Cash and cash equivalents	106.65	-	-	106.65
	(d) Short Term Loans & Advances	65.10	1.05	-	66.15
	(e) Other Current Assets	479.65	32.62	-	512.27
		5,963.41	640.63	(606.96)	5,997.08
	Total	10,509.66	1,416.85	(606.96)	11,319.55

Proforma Consolidated Statement of Assets and Liabilities as at March 31, 2024

(₹ in Lakhs)

	Particulars	Yajur Fibres Limited	Yashoda Linen Yarn Limited	Proforma Adjustments	Total
I.	<u>EQUITY AND LIABILITIES</u>				
(1)	<u>Shareholders' Funds</u>				
	(a) Share Capital	463.61	203.00	(203.00)	463.61
	(b) Reserve and Surplus	3,291.38	7.08	(7.08)	3,291.38
		3,754.99	210.08	(210.08)	3,754.99
(2)	Minority Interest	-	-	42.02	42.02
(3)	<u>Non-Current Liabilities</u>				
	(a) Long Term Borrowings	1,085.00	-	-	1,085.00
	(b) Deferred Tax Liabilities (Net)	294.84	-	-	294.84
	(c) Long Term Provisions	230.46	-	-	230.46
		1,610.30	-	-	1,610.30
(4)	<u>Current Liabilities</u>				
	(a) Short Term Borrowings	1,531.53	412.70	186.44	2,130.67
	(b) Trade Paybles				
	- Total outstanding dues to Micro and Small Enterprises	3.77	-	-	3.77
	-Total outstanding dues of creditors other than micro enterprises and small enterprise	380.79	-	-	380.79
	(c) Other Current Liabilities	470.41	76.46	-	546.87
	(d) Short Term Provisions	24.35	2.38	-	26.73
		2,410.85	491.54	186.44	3,088.83
	Total	7,776.14	701.62	18.38	8,496.14
II.	<u>ASSETS</u>				
(1)	<u>Non-Current Assets</u>				
	(a) Property, Plant & Equipment & Intangible Assets				
	i)Property, plant and equipment	4,431.34	-	-	4,431.34
	ii)Intangible assets				
	iii)Capital work-in-progress				
	(b) Goodwill on consolidation	-	-	18.38	18.38
	(c) Non-Current Investments	62.15	-	-	62.15
	(d) Long Term Loans and Advances				
	(e)Other non-current assets	-	669.66	-	669.66
		4,493.49	669.66	18.38	5,181.53
(2)	<u>Current Assets</u>				
	(a) Inventories	2,059.04	-	-	2,059.04
	(b) Trade Receivables	722.56	-	-	722.56
	(c) Cash and cash equivalents	106.18	23.01	-	129.19
	(d) Short Term Loans & Advances	26.22	1.05	-	27.27
	(e) Other Current Assets	368.65	7.90	-	376.55
		3,282.65	31.96	-	3,314.61
	Total	7,776.14	701.62	18.38	8,496.14

Proforma Consolidated Statement of Profit and Loss for the Nine months ended December 31, 2024

(₹ in Lakhs)

Particulars		For the period ended 31st December, 2024			
		Yajur Fibres Limited	Yashoda Linen Yarn Limited	Proforma Adjustments	Total
I	Revenue				
	Revenue from Operations	9,501.57	2,694.86	(2,694.86)	9,501.57
II	Other Income	97.51	17.59	-	115.10
III	Total Income (I+II)	9,599.08	2,712.45	(2,694.86)	9,616.67
IV	EXPENSES:				
	Cost of materials consumed	8,779.90	-	(2,694.86)	6,085.04
	Purchase of stock-in-trade	-	2,572.21	-	2,572.21
	Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	(2,335.31)	-	-	(2,335.31)
	Employee benefits expense	543.52	-	-	543.52
	Finance costs	177.69	25.03	-	202.72
	Depreciation and amortisation expense	108.18	-	-	108.18
	Other expenses	910.78	73.35	-	984.13
					-
V	Total Expenses	8,184.76	2,670.59	(2,694.86)	8,160.49
VI	Profit before extraordinary items and tax	1,414.32	41.87	-	1,456.18
VII	Prior Period items (Net)	-			
VIII	Profit before exceptional, extraordinary items and tax	1,414.32	41.87	-	1,456.18
IX	Exceptional items	-			
X	Profit before extraordinary items and tax	1,414.32	41.87	-	1,456.18
XI	Extraordinary item	-			
XII	Profit before tax	1,414.32	41.87	-	1,456.18
XIII	Tax expense				
	Current tax	292.74	10.54	-	303.28
	Deferred tax (credit)/charge	36.90	-	-	36.90
	Earlier Year Taxes	(0.83)	-	-	(0.83)
XIV	Total Tax Expenses	328.81	10.54	-	339.35
XV	Minority Interest	-	-	(6.27)	(6.27)
XVI	Profit/(Loss) for the period	1,085.51	31.33	(6.27)	1,110.56
XVII	Proforma Earning per share (Face Value of Rs.10 Each)				
	Weighted average of no. of equity share				46,36,139
	Earning per share (in Rs/share)				
	-Basic				23.95
	-Diluted				23.95

Proforma Consolidated Statement of Profit and Loss for the year ended March 31, 2024

(₹ in Lakhs)

Particulars		For the year ended 31st March, 2024			
		Yajur Fibres Limited	Yashoda Linen Yarn Limited	Proforma Adjustments	Total
I	Revenue				
	Revenue from Operations	8,431.95	818.16	(733.68)	8,516.43
II	Other Income	52.63	6.44	-	59.07
III	Total Income (I+II)	8,484.58	824.60	(733.68)	8,575.50
IV	EXPENSES:				
	Cost of materials consumed	5,026.12	-	(733.68)	4,292.44
	Purchase of stock-in-trade	-	744.47	-	744.47
	Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	714.89	-	-	714.89
	Employee benefits expense	762.03	-	-	762.03
	Finance costs	271.52	5.21	-	276.73
	Depreciation and amortisation expense	134.84	-	-	134.84
	Other expenses	1,127.80	65.47	-	1,193.27
V	Total Expenses	8,037.20	815.15	(733.68)	8,118.67
VI	Profit before extraordinary items and tax (A-B)	447.38	9.45	-	456.83
VII	Prior Period items (Net) Profit before exceptional, extraordinary items and tax	447.38	9.45	-	456.83
VIII	Exceptional items Profit before extraordinary items and tax	447.38	9.45	-	456.83
IX	Extraordinary item Profit before tax	447.38	9.45	-	456.83
X	Tax expense				
	Current tax	-	2.38	-	2.38
	Deferred tax (credit)/charge	21.87	-	-	21.87
	Earlier Year Taxes	(1.28)	-	-	(1.28)
XI	Total Tax Expenses (D)	20.59	2.38	-	22.97
XII	Minority Interest			(1.42)	(1.42)
XII	Profit/(Loss) for the period (C-D)	426.79	7.08	(1.42)	432.44
XIII	Proforma Earning per share (Face Value of Rs.10 Each)				
	Weighted average of no. of equity share				44,87,842
	Earning per share (in Rs/share)				
	-Basic				9.64
	-Diluted				9.64

GENERAL INFORMATION

Our Company was incorporated as ‘Shineup Investments Limited’, a public limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated August 07, 1980 issued by the Registrar of Companies, West Bengal. The certificate of commencement of business was issued to our Company on September 15, 1980 by the Registrar of Companies, West Bengal. Subsequently, the name of our Company was changed to ‘Shineup Fibres Limited’ and consequently a fresh certificate of incorporation dated June 18, 1991 was issued by the Assistant Registrar of Companies, West Bengal at Kolkata. Subsequently, pursuant to resolutions passed by our Board of Directors in their meeting held on March 10, 2008 and by our Shareholders in the extra-ordinary general meeting held on March 13, 2008, the name of our Company was changed to ‘*Ambica Capital Ventures Limited*’ and a fresh certificate of incorporation dated April 24, 2008 was issued by the Registrar of Companies, West Bengal at Kolkata. Subsequently, pursuant to resolutions passed by our Board of Directors in their meeting held on December 30, 2020 and by our Shareholders in the extra-ordinary general meeting held on January 29, 2021 the name of our Company was changed to ‘*Yajur Fibres Limited*’ and a fresh certificate of incorporation dated March 11, 2021 was issued by the Registrar of Companies, West Bengal at Kolkata.

For further details in respect of amalgamation of Yajur Bast Fibres Limited with our Company, please refer to “*History and Certain Corporate Matters*” on page 173.

Registered Office of our Company

Yajur Fibres Limited

5, Middleton Street,
Kolkata – 700 071,
West Bengal, India.

Telephone: +91 332 283 5028/ 5029

Facsimile: N.A.

Email: investors@yajurfibres.com

Website: www.yajurfibres.com

For further details in respect of change in Registered Office of our Company, please refer to “*History and Certain Corporate Matters*” on page 173.

Corporate Office of our Company (Address at which the books of account are maintained)

5 Sree Charan Sarani,
Bally,
Howrah – 711 201,
West Bengal, India.

Telephone: +91 33 2671 2883

Facsimile: NA

Email: investors@yajurfibres.com

Website: www.yajurfibres.com

Corporate identity number and registration number

Corporate Identity Number: U17100WB1980PLC032918

Registered Number: 032918

Registrar of Companies

Our Company is registered with the Registrar of Companies, West Bengal at Kolkata situated at the following address:

Registrar of Companies, West Bengal at Kolkata

Nizam Palace, 2nd MSO Building,
2nd Floor, 234/4, A.J.C.B. Road,
Kolkata- 700 020,

West Bengal, India.

Board of Directors of our Company

Set forth below are the details of our Board of Directors as on the date of this Draft Red Herring Prospectus:

S. No.	Name	Designation	DIN	Address
1.	Ashish Kankaria	Managing Director	07532430	5, Middleton Street, Kolkata, 700071, West Bengal
2.	Pradip Debnath	Whole-time Director	06729238	Rabindra Pally, P.O. Garulia, North 24 Parganas, Kolkata – 743 133, West Bengal
3.	Shruti A Kankaria	Non-Executive Non-Independent Director	03477148	Kankaria Park, 5, Middleton Street, Middleton Row, Kolkata, 700071, West Bengal
4.	Rohit Bhura	Non-Executive Independent Director	02794782	227/1A, A.J.C Bose Road, L.R. Sarani Kolkata – 700020, West Bengal
5.	Gaurav Baid	Non-Executive Independent Director	10869335	P-31, Narkeldanga Main Road, Kolkata- 700011, West Bengal

For detailed profile of our directors, please refer to the chapter titled “*Our Management*” on page 179 of the Draft Red Herring Prospectus.

Chief Financial Officer

Manoj Bajaj is the Chief Financial Officer of our Company. His contact details are set forth hereunder.

5 Sree Charan Sarani,
Bally, Uluberia – II,
Howrah – 711 201,
West Bengal, India.
Telephone: +91 332 283 5028/ 5029
Facsimile: N.A.
E-mail: cfo@yajurfibres.com

Company Secretary and Compliance Officer

Sulekha Dutta, is the Company Secretary and Compliance Officer of our Company. Her contact details are set forth hereunder.

5 Sree Charan Sarani,
Bally, Uluberia – II,
Howrah – 711 201,
West Bengal, India.
Telephone: +91 332 283 5028/ 5029
Facsimile: N.A.
E-mail: cs@yajurfibres.com

Investor grievances

Investors can contact the Company Secretary and Compliance Officer, the BRLM 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 orders and non-receipt of funds by electronic mode.

All grievances relating to the issue may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted. The Bidders should give full details such as name of the sole or first Bidder, ASBA Form number, Bidder DP ID, Client ID, PAN, date of the ASBA Form,

details of UPI IDs (if applicable), address of the Bidder, number of Equity Shares applied for and the name and address of the Designated Intermediary where the ASBA Form was submitted by the ASBA Bidder.

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

For all Issue related queries and for redressal of complaints, investors may also write to the Book Running Lead Manager.

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

Book Running Lead Manager

Horizon Management Private Limited

19 R N Mukherjee Road,
Main Building, 2nd Floor,
Kolkata- 700 001,
West Bengal, India.

Telephone: +91 33 4600 0607

Facsimile: +91 33 4600 0607

E-mail: smeipo@horizon.net.co

Website: www.horizonmanagement.in

Investor grievance: investor.relations@horizon.net.co

Contact Person: Manav Goenka

SEBI Registration Number: INM000012926

Registrar to the Issue

MAS Services Limited

T-34, 2nd Floor, Okhla Industrial Area,
Phase-II New Delhi – 110 020,
Delhi, India.

Telephone: +91 112 638 7281/83, 114 132 0335

Facsimile: +91 112 638 7384

E-mail: ipo@masserv.com

Website: www.masserv.com

Investor grievance: investor@masserv.com

SEBI Registration No.: INR000000049

Contact Person: N. C. Pal

Legal Advisor to the Issue

T&S Law

15, Logix Technova,
Block B, Sector 132, Noida – 201 304,
Uttar Pradesh, India.

Telephone: +91 120 666 1348

Facsimile: N.A.

Email: info@tandslaw.in

Contact Person: Sagarieeka

Statutory and Peer Review Auditor of our Company

R Kothari & Co. LLP,

Chartered Accountants

16A, Shakespeare Sarani,
Kolkata – 700 071,
West Bengal, India.

Contact Person: CA Kailash Chandra Soni

Email Id: kolkata@rkothari.in

Telephone: +91 332 282 6776/6807
Facsimile: +91 332 282 5921
Firm Registration No.: 307069E/E300266
Membership No.: 057620
Peer review certificate No. 015227

Bankers to our Company

ICICI Bank Limited

31 Chowringhee Road, Park Street Area
Kolkata – 700016

Telephone: +91 9836049323

Facsimile: NA

Email ID: agarwal.saurav@icicibank.com

Website www.icicibank.com

Contact Person: Saurav Agarwal

CIN: L65190GJ1994PLC021012

Banker to the Issue

The Banker(s) to the Issue shall be appointed prior to filing of the Red Herring Prospectus.

Refund Bank

The Refund Bank(s) shall be appointed prior to filing of the Red Herring Prospectus.

Sponsor Bank

The Sponsor Bank(s) shall be appointed prior to filing of the Red Herring Prospectus.

Syndicate Member

The Syndicate Member(s) shall be appointed prior to filing of the Red Herring Prospectus.

Designated Intermediaries

Self-Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided at the website of the SEBI <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> and updated from time to time. For details on Designated Branches of SCSBs collecting the Application Forms, refer to the website of the SEBI <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Retail Individual Investors Applying using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>) and (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43>) respectively, as updated from time to time.

SCSBs enabled for UPI Mechanism

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Retail Individual Investors Applying using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>) and updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI mechanism is provided as 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, as amended.

Registered Brokers

The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the website of the Stock Exchange, at BSE Limited at www.bseindia.com as updated from time to time.

Registrar and Share Transfer Agent

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the website of BSE Limited at www.bseindia.com as updated from time to time.

Collecting Depository Participants

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

IPO Grading

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

Credit Rating

As this is an Issue of Equity Shares, credit rating is not required.

Green Shoe Option

No Green Shoe Option is applicable for this Issue.

Brokers to the Issue

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

Debenture Trustees

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

Monitoring Agency

In compliance with Regulation 262 of the SEBI ICDR Regulations, our Company has appointed [●] as the Monitoring Agency for monitoring the utilization of the Net Proceeds, since the Offer size is more than ₹ 10,000 lakhs.

Appraising Entity

None of the objects for which the Net Proceeds will be utilised have been appraised by any agency.

Expert Opinion

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

Our Company has received written consent dated February 22, 2025, from the Statutory Auditors to include their name as required under Section 26(5) of the Companies Act 2013 read with SEBI ICDR Regulations in this Draft Red Herring Prospectus as an “expert” as defined under Section 2(38) of the Companies Act 2013 to the extent

and in its capacity as an independent Statutory Auditor and in respect of its (i) examination report dated February 3, 2025, on our Restated Financial Information; and (ii) its report dated February 22, 2025, on the statement of special tax benefits in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Inter-se Allocation of Responsibilities

Horizon Management Private Limited, being the sole Book Running Lead Manager will be responsible for all the responsibilities related to co-ordination and other activities in relation to the Issue. Hence, a statement of inter se allocation of responsibilities is not required.

Filing

The Draft Red Herring Prospectus will not be filed with SEBI, nor will SEBI issue any observation on the Issue Document in terms of Regulation 246 (2) of SEBI ICDR Regulations. Pursuant to SEBI Master Circular, a copy of the Red Herring Prospectus/ Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>. Further, a copy of Red Herring Prospectus/ Prospectus, will also be filed with the SME Platform of BSE Limited, where the Equity Shares are proposed to be listed.

A copy of the Red Herring Prospectus, along with the material contracts, documents and the Prospectus will also be filed with the RoC under Section 26 and Section 32 of the Companies Act, 2013 and through the electronic portal at <http://www.mca.gov.in/mcafoportal/loginvalidateuser.do>.

Changes in Auditors during the last three years

Except as stated below, there has not been any change in the Statutory Auditor of our Company in last three years.

Name of Auditor	Date of Change	Reason for change
Srimal Jain & Co, Chartered Accountants 12A, Netaji Subhas Road, Ground Floor, Room No.3, Kolkata – 700 001, West Bengal, India. Email ID: srimaljain_kol@yahoo.co.in Tel No.: + 91 334 601 4243 / 603 8648 Firm Reg No.: 314167E Contact Person: CA Devesh Jain Membership No.: 061264	March 22, 2023	Resignation pursuant to sanction of Scheme of Amalgamation, whereby Yajur Bast Fibres Limited was amalgamated with our Company.
BAS & Co. LLP, Chartered Accountants, Suryadeep, 2nd Floor, 1/1E/6, Rani Harsha Mukhi Road, Kolkata – 700 002, West Bengal, India. Email ID: arun@basco.in Tel No.: + 91 332 558 7917 Facsimile: + 91 332 558 7917 Firm Reg No.: 323347E/E300008 Contact Person: CA Vikas Jalan Membership No.: 301660	April 25, 2023	Appointed as statutory auditors in casual vacancy caused on account of resignation of the <i>erstwhile</i> statutory auditors
	September 18, 2023	Cessation of appointment on account of expiry of term in the Annual General Meeting
R Kothari & Co. LLP, Chartered Accountants 16A, Shakespeare Sarani, Kolkata – 700 071, West Bengal, India. Contact Person: CA Kailash Chandra Soni Email Id: kolkata@rkothari.in Telephone: +91 332 282 6776/6807 Facsimile: +91 332 282 5921 Firm Registration No.: 307069E/E300266	September 18, 2023	Appointed as Statutory Auditors for a period of 5 years from the Financial Year 2023-2024.

Name of Auditor	Date of Change	Reason for change
Membership No.: 057620 Peer review certificate No. 015227		

BOOK BUILDING PROCESS

Book Building, with reference to the Issue, refers to the process of collection of Bids on the basis of the Red Herring Prospectus within the Price Band. The Price Band shall be determined by our Company in consultation with the Book Running Lead Manager in accordance with the Book Building Process and advertised in [●] editions of [●], an English national newspaper, [●] editions of [●], a Hindi national newspaper and Bengali editions of [●], a regional language newspaper (Bengali, being the regional language of Kolkata, where our Registered Office is situated) at least two working days prior to the Bid/Issue Opening date. The Issue Price shall be determined by our Company in consultation with the Book Running Lead Manager in accordance with the Book Building Process after the Bid/Issue Closing Date.

Principal parties involved in the Book Building Process are-

- Our Company;
- The Book Running Lead Manager, in this case being Horizon Management Private Limited;
- The Syndicate Member(s) who are intermediaries registered with SEBI / registered as brokers with BSE Limited and eligible to act as Underwriters. The Syndicate Member(s) will be appointed by the Book Running Lead Manager;
- The Registrar to the Issue, in this case being MAS Services Limited;
- The [●] / Bankers to the Issue and
- The Designated Intermediaries and Sponsor bank.

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

The Issue is being made through the Book Building Process wherein [●]% of the Net Issue shall be available for allocation on a proportionate basis to QIBs, provided that our Company may in consultation with the BRLM allocate upto [●]% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations (the “**Anchor Investor Portion**”), out of which one third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Issue Price. 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than [●]% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than [●]% of the Net Issue shall be available for allocation to Retail Individual Bidders, in accordance with the SEBI Regulations, subject to valid Bids being received at or above the Issue Price.

All potential Bidders may participate in the Issue through an ASBA process by providing details of their respective bank account which will be blocked by the SCSBs. All Bidders are mandatorily required to utilize the ASBA process to participate in the Issue. Under-subscription if any, in any category, except in the QIB Category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange.

All Bidders, other than Anchor Investors are mandatorily required to use the ASBA process by providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs or, in the case of UPI Bidders, by using the UPI Mechanism. Anchor Investors are not permitted to participate in the Issue through the ASBA process.

In accordance with the SEBI ICDR Regulations, QIB and Non-Institutional Bidders are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Anchor Investors are not allowed to revise and withdraw their Bids after the Anchor Investor Bidding Date. Retail Individual Bidders can revise their Bids during the Bid/Issue Period and withdraw their Bids until the Bid/Issue Closing Date.

Subject to valid Bids being received at or above the Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for Retail Portion where allotment to each Retail Individual Bidders shall not be less than the minimum bid lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under – subscription, if any,

in any category, would be allowed to be met with spill – over from any other category or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and the Stock Exchange. However, under – subscription, if any, in the QIB Portion will not be allowed to be met with spill over from other categories or a combination of categories.

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. For details in this regards, specific attention is invited to the chapter titled “**Issue Procedure**” beginning on page 237 of the Draft Red Herring Prospectus.

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

For further details on the method and procedure for Bidding, please see section entitled “**Issue Procedure**” on page 237 of this Draft Red Herring Prospectus.

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

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]

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

Steps to be taken by the Bidders for Bidding:

- ② Check eligibility for making a Bid (see section titled “**Issue Procedure**” on page 237 of this Draft Red Herring Prospectus);
- ② Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid cum Application Form;
- ② Ensure correctness of your PAN, DP ID and Client ID mentioned in the Bid cum Application Form. Based on these parameters, the Registrar to the Issue will obtain the Demographic Details of the Bidders from the Depositories.
- ② Except for Bids on behalf of the Central or State Government officials, residents of Sikkim and the officials appointed by the courts, who may be exempt from specifying their PAN for transacting in the securities market, for Bids of all values ensure that you have mentioned your PAN allotted under the Income Tax Act in the Bid cum Application Form. The exemption for Central or State Governments and officials appointed by the courts and for investors residing in Sikkim is subject to the Depository Participant’s verification of the veracity of such claims of the investors by collecting sufficient documentary evidence in support of their claims.
- ② Ensure that the Bid cum Application Form is duly completed as per instructions given in this Draft Red Herring Prospectus and in the Bid cum Application Form;

Bid/Issue Program:

Event	Indicative Dates
Bid/Issue Opening Date [^]	[●]
Bid/Issue Closing Date	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	On or before [●]
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account	On or before [●]
Credit of Equity Shares to Demat accounts of Allottees	On or before [●]
Commencement of trading of the Equity Shares on the Stock Exchange	On or before [●]

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

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 3 Working Days of the Bid/Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/ Issue Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws. In terms of SEBI circular bearing reference number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, the listing of specified securities shall be done 3 working days (T+3 days) after the closure of public issue; 'T' being issue closing date. Our Company shall follow the timelines provided under the aforementioned circular.

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

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

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

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

WITHDRAWAL OF THE ISSUE

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

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

promptly. The BRLM, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within 1 (one) working Day from the day of receipt of such instruction.

If our Company withdraw the Issue after the Bid/Issue Closing Date and subsequently decides to proceed with an Issue of the Equity Shares, our Company will have to file a fresh Draft Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approval of the Stock Exchange with respect to the Equity Shares Issued through the Prospectus, which our Company will apply for only after Allotment;

UNDERWRITING AGREEMENT

The Company and the Book Running Lead Manager to the Issue hereby confirm that the Issue will be 100% Underwritten by the Underwriters [●].

Pursuant to the terms of the Underwriting Agreement dated [●] entered into by Company, Underwriters, the obligations of the Underwriters are subject to certain conditions specified therein. The Details of the Underwriting commitments are as under:

Details of the Underwriters	No. of shares underwritten*	Amount Underwritten (₹ in Lakh)	% of the total Issue Size Underwritten
[●]	[●]	[●]	[●]

**Includes [●] Equity shares of ₹10.00 each for cash 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 our Board of Directors (based on a certificate given by the Underwriter), the resources of the above- mentioned Underwriter is sufficient to enable it to discharge its underwriting obligation in full. The above- mentioned Underwriter is registered with SEBI under Section 12(1) of the SEBI Act and registered as brokers with the Stock Exchanges.

DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS ISSUE

Our Company has entered into a Market Making Agreement dated [●] with the following Market Maker for fulfilling the Market Making obligations under this Issue:

[●]	[●]	[●]
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In accordance with Regulation 261 of the SEBI ICDR Regulations, we have entered into an agreement with the Lead Manager and the Market Maker (duly registered with BSE Limited to fulfil the obligations of Market Making) dated [●] to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in this Issuer.

[●], registered with SME Platform of BSE Limited 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 Limited and SEBI in this matter from time to time.

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

1. The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. Further, the Market Maker shall inform the Stock Exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker.
2. The minimum depth of the quote shall be ₹ 1,00,000. However, the Investors with holdings of value less than ₹ 1,00,000 shall be allowed to offer their holding to the Market Maker 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.
3. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by him.

4. After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Shares of market maker in our Company reaches to 25% of Issue Size (Including the [●] Equity Shares ought to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above [●] Equity Shares would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of market maker in our Company reduce to 24% of Issue Size, the market maker will resume providing 2-way quotes.
5. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, BSE Limited may intimate the same to SEBI after due verification.
6. There would not be more than five Market Maker for the Company's Equity Shares at any point of time and the Market Maker may compete with other Market Maker for better quotes to the investors.
7. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. In case equilibrium price is not discovered the price band in the normal trading session shall be based on Issue price.
8. The Market Maker may also be present in the opening call auction, but there is no obligation on him to do so.
9. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily / fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
10. The Market Maker shall have the right to terminate said arrangement by giving one month notice or on mutually acceptable terms to the Lead Managers, who shall then be responsible to appoint a replacement Market Maker.

In case of termination of the above-mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker(s) in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations. Further the Company and the Lead Manager reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the 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.

11. **Risk containment measures and monitoring for Market Maker:** SME Platform of BSE Limited will have all margins which are applicable on the BSE Limited Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE Limited can impose any other margins as deemed necessary from time-to-time.
12. **Punitive Action in case of default by Market Maker:** SME Platform of BSE Limited 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 (offering two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.
13. 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.
14. 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:
 - a. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
 - b. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the Issue price.
15. Additionally, the securities of the Company will be placed in SPOS and would remain in Trade-for-Trade settlement for first 10 days from commencement of trading. The following spread will be applicable on the

SME platform:

S. 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

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.

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

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

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

CAPITAL STRUCTURE

The share capital of our Company as on date of this Draft Red Herring Prospectus is set forth below:

(₹ in lakhs, except share data)

Sr. No.	Particulars	Aggregate Value at Nominal Value	Aggregate Value at Issue Price
A.	Authorised Share Capital out of which :		
	2,50,00,000 Equity Shares having face value of ₹ 10/- each	2,500.00	-
B.	Issued, Subscribed and Paid-up Share Capital before the Issue out of which		
	1,57,62,873 Equity Shares having face value of ₹ 10/- each	1,576.28	-
C.	Present Issue in terms of this Draft Red Herring Prospectus⁽¹⁾		
	Issue of upto 70,00,000 Equity Shares of ₹ 10/- each at a price of ₹ 10/- per Equity Share	[•]	[•]
D.	Paid-up Share Capital after the Issue		
	[•] Equity Shares of ₹ 10/- each		[•]
E.	Securities Premium Account		
	Before the Issue		Nil
	After the Issue		[•]

⁽¹⁾ The present Issue has been authorized pursuant to a resolution of our Board dated February 3, 2025, and pursuant to a special resolution of our Shareholders passed in an Extra-ordinary General Meeting dated February 5, 2025 under Section 62(1)(c) of the Companies Act, 2013.

⁽²⁾ Allocation to all categories shall be made on a proportionate basis subject to valid Applications 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 Book Running Lead Manager and Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.

Classes of Shares

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

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

The authorised capital of our Company was ₹ 10,00,000 (Rupees Ten Lakhs only) divided into 80,000 Equity Shares of face value of ₹ 10/- each and 2000 11% Irredeemable Non-Cumulative Preference Shares of ₹ 100/- each, based on the last available audited financial statement for the financial year ended March 31, 1989. Further, the authorised share capital of our Company has been altered in the manner set forth below:

Date of Shareholder's Meeting	Particulars of Change		AGM/EGM
	From	To	
1991 [^]	₹ 10,00,000/- divided into 80,000 Equity Shares of ₹ 10/- each and 2000 11% Irredeemable Non-Cumulative Preference Shares of ₹ 100/- each	₹ 1,00,00,000 divided into 9,80,000 Equity Shares of face value of ₹ 10 each and 2000 11% Irredeemable Non-Cumulative Preference Shares of ₹ 100/- each	EGM
March 26, 1999	₹ 1,00,00,000 divided into 9,80,000 Equity Shares of face value of ₹ 10 each and 2000 11% Irredeemable Non-Cumulative Preference Shares of ₹ 100/- each	₹ 1,50,00,000 divided into 14,80,000 Equity Shares of face value of ₹ 10 each and 2000 11% Irredeemable Non-Cumulative Preference Shares of ₹ 100/- each	EGM
June 29, 2001	₹ 1,50,00,000/- divided into 14,80,000 Equity Shares of ₹ 10/- each and 2000 11% Irredeemable Non-Cumulative Preference Shares of ₹ 100/- each	₹ 1,70,00,000 divided into 16,80,000 Equity Shares of face value of ₹ 10 each and 2000 11% Irredeemable Non-Cumulative Preference Shares of ₹ 100/- each	EGM
February 28, 2005	₹ 1,70,00,000/- divided into 16,80,000	₹ 2,00,00,000 divided into	EGM

Date of Shareholder's Meeting	Particulars of Change		AGM/EGM
	From	To	
	Equity Shares of ₹ 10/- each and 2000 11% Irredeemable Non-Cumulative Preference Shares of ₹ 100/- each	19,80,000 Equity Shares of face value of ₹ 10 each and 2000 11% Irredeemable Non-Cumulative Preference Shares of ₹ 100/- each	
March 28, 2005	₹ 2,00,00,000/- divided into 19,80,000 Equity Shares of ₹ 10/- each and 2000 11% Irredeemable Non-Cumulative Preference Shares of ₹ 100/- each	₹ 2,10,00,000 divided into 20,80,000 Equity Shares of face value of ₹ 10 each and 2000 11% Irredeemable Non-Cumulative Preference Shares of ₹ 100/- each	EGM
December 15, 2008	₹ 2,10,00,000/- divided into 20,80,000 Equity Shares of ₹ 10/- each and 2000 11% Irredeemable Non-Cumulative Preference Shares of ₹ 100/- each	₹ 2,22,00,000 divided into 22,00,000 Equity Shares of face value of ₹ 10 each and 2000 11% Irredeemable Non-Cumulative Preference Shares of ₹ 100/- each	EGM
November 26, 2013	₹ 2,22,00,000 divided into 22,00,000 Equity Shares of face value of ₹ 10 each and 2000 11% Irredeemable Non-Cumulative Preference Shares of ₹ 100/- each	₹ 2,49,10,000 divided into 24,71,000 Equity Shares of face value of ₹ 10 each and 2000 11% Irredeemable Non-Cumulative Preference Shares of ₹ 100/- each	EGM
January 12, 2023*	₹ 2,49,10,000 divided into 24,71,000 Equity Shares of face value of ₹ 10 each and 2000 11% Irredeemable Non-Cumulative Preference Shares of ₹ 100/- each	₹ 15,99,10,000/- divided into 1,59,71,000 Equity Shares of face value of ₹ 10 each and 2000 Irredeemable Non-Cumulative Preference Shares of ₹ 100/- each	EGM
December 14, 2024	Reclassification and increase in Capital from existing ₹ 15,99,10,000/- divided into 1,59,71,000 Equity Shares of face value of ₹ 10 each and 2000 Irredeemable Non-Cumulative Preference Shares of ₹ 100/- each	₹ 25,00,00,000 divided into 2,50,00,000 equity shares of face value of ₹ 10 each	EGM

^ Based on the certified true copy of the statement of increase in authorised capital issued by the RoC, Kolkata February 25, 2008.

* Pursuant to the order of the Hon'ble NCLT, Kolkata bench, dated January 12, 2023

NOTES TO THE CAPITAL STRUCTURE

1) Share Capital History of our Company:

Equity Share Capital

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

Date of Allotment	No. of Equity Shares	Face value (₹)	Issue Price (₹)	Nature of consideration	Nature of Allotment	Cumulative number of Equity Shares	Cumulative paid-up Capital (₹)
On Incorporation ¹	70	10	10	Cash	Subscription to Memorandum of Association ⁽¹⁾	70	700
March 31, 1993*	-	-	-	-	As per audited financial statement	4,20,000	42,00,000
March 31, 1994 ²	5,50,000	10	50	Cash	Issue of shares to other than existing shareholders	9,70,000	97,00,000
June 30, 2001 ³	7,00,000	10	50	Cash	Issue of shares to other than existing shareholders	16,70,000	1,67,00,000
March 31, 2005 ⁴	3,95,000	10	100	Cash	Issue of shares to other than existing shareholders	20,65,000	2,06,50,000
December 26, 2008 ⁵	1,35,000	10	100	Cash	Issue of shares to other than existing	22,00,000	2,20,00,000

Date of Allotment	No. of Equity Shares	Face value (₹)	Issue Price (₹)	Nature of consideration	Nature of Allotment	Cumulative number of Equity Shares	Cumulative paid-up Capital (₹)
					shareholders		
December 9, 2013 ⁶	2,71,000	10	50	Cash	Issue of shares to other than existing shareholders	24,71,000	2,47,10,000
April 25, 2023 ⁷	21,65,139	10	10	Pursuant to scheme of Amalgamation	Other than cash	46,36,139	4,63,61,390
February 3, 2025 ⁸	11126734	10	-	Bonus Shares	Other than cash	1,57,62,873	15,76,28,730

* The RoC forms for increase in authorised capital for the period after incorporation upto March 31, 1991. The data of issued capital as on March 31, 1993, has been compiled from the audited financial statement of the Company.

Notes:

1.

S. No.	Name of Allottees	No of Equity Shares
1	Damodar Prasad Saraf	10
2	Abhay Kumar Bhura	10
3	Rajendra Prasad Surana	10
4	Abhoy Chand Choraria	10
5	Dilip Kumar Kahali	10
6	Dayanand Jha	10
7	Sajan kumar Dhanuka	10
	TOTAL	70

2.

S. No.	Name	No. of share
1	Decent Credit Resources Pvt. Ltd.	10,000
2	Electronics (India) Pvt. Ltd.	10,000
3	Indo Foreign Trade & Consultants Pvt. Ltd.	10,000
4	Business Improvemnet Consultants Pvt. Ltd.	10,000
5	SSM Mercantiles Pvt. Ltd.	3,000
6	Vaishnav Credit Mercantiles Pvt. Ltd.	4,000
7	K.K. Finance (P) Ltd.	3,000
8	Camac Polyplast (India) Pvt. Ltd.	6,000
9	Neelkanth Distributors Pvt. Ltd.	3,000
10	Avantika Commerce Pvt. Ltd.	3,000
11	Namokar Merchandise Pvt. Ltd.	3,000
12	R.A. Trade & Finvest Pvt. Ltd.	6,000
13	Dedhich India Pvt. Ltd.	6,000
14	VGM Construction Pvt. Ltd.	6,000
15	Techno Perfect India Pvt. Ltd.	5,000
16	Intex India Trading Pvt. Ltd.	5,000
17	D.S. Plywood (P) Ltd	10,000
18	NRM Lefin & Commerce (P) Ltd	4,000
19	Long View Commercial Pvt. Ltd.	4,000
20	Supack Mercantiles (P) Ltd	4,000
21	Mangalam Trade Finvest Pvt. Ltd.	5,000
22	Mall Tradefin Pvt. Ltd.	5,000
23	Maheshwari Commodities (P) Ltd	4,000
24	Spam Texim Pvt. Ltd.	7,000
25	Raccie Distributors Pvt. Ltd.	7,000
26	Multifin products Pvt. Ltd.	4,000
27	Maheshwari Trade and Packaging Pvt. Ltd.	6,000
28	Rubex Credit Pvt. Ltd.	5,000
29	Sanjay pasari Holdings Pvt. Ltd.	4,000
30	Anapol Merchandislal Pvt. Ltd.	3,000
31	Winner Promoters Pvt. Ltd.	2,000

S. No.	Name	No. of share
32	Anjan Comfin Pvt. Ltd.	4,000
33	Lana Merchandise Pvt. Ltd.	10,000
34	Utkarsh Merchantile Pvt. Ltd.	5,000
35	Ujjawal merchantile Pvt. Ltd.	6,000
36	Subham Merchantile Pvt. Ltd.	4,000
37	Satyam Commercials Co. Pvt. Ltd.	4,000
38	Mapro Fiscal Pvt. Ltd.	6,000
39	Nightangle Fiscal Pvt. Ltd.	5,000
40	Pum.N.Puma Marketing co Pvt. Ltd.	4,000
41	Navictive Traders Pvt. Ltd.	4,000
42	Grewal Coal Carriers Pvt. Ltd.	4,000
43	Navi Fast Commercial Pvt. Ltd.	4,000
44	Prakash Nath Steel redit Co Pvt. Ltd.	4,000
45	Nilhat Promoters & Fiscal Pvt. Ltd.	4,000
46	Eros Merchants Pvt. Ltd.	4,000
47	Jagmag Merchantiles Pvt. Ltd.	6,000
48	Baid Vyapaar Pvt. Ltd.	6,000
49	Essaar Pasari Holdings Pvt. Ltd.	4,000
50	Kamboj Apartments Pvt. Ltd.	2,000
51	Khusboo Fiscal Services Pvt. Ltd.	4,000
52	Yokogawa Vinimay Pvt. Ltd.	6,000
53	Mamraj Agarwal	1,200
54	Suresh Kr. Bothra	2,000
55	Pasupati Sureka	1,800
56	Raja Ram Gulgulia	2,000
57	Rajesh Kr. Sonthalia	2,000
58	Swarandhara Commoprade Pvt. Ltd.	4,000
59	Swaminath Traders Pvt. Ltd.	4,000
60	Dowell Vyapaar Pvt. Ltd.	4,000
61	Chetra Commercial co. Pvt. Ltd.	4,000
62	Longview Trade & Credit Pvt. Ltd.	4,000
63	Lambodar Construction & Trading Co. Pvt. Ltd.	3,000
64	Fourtino Trading & Confin Pvt. Ltd.	5,000
65	Enfield Commodities & Management Pvt. Ltd.	6,000
66	Pushpsril Fiscal Services Pvt. Ltd.	4,000
67	Panorama Fiscas Services Pvt. Ltd.	4,000
68	Mono Herbicides Pvt. Ltd.	4,000
69	Din Dayal maheshwari	100
70	Ashok Kumar Jain	200
71	Ratan Lal Parekh	100
72	Inder Chand Parekh	100
73	Rai Devi Parekh	100
74	Alka Lefin Pvt. Ltd.	3,000
75	Stupendous Commerce Pvt. Ltd.	2,000
76	Gaylord Commerce Pvt. Ltd.	2,000
77	Ahinsa Sales Promotion Pvt. Ltd.	3,000
78	Kamala Devi Parakh	100
79	Sudharshan Yarn & Fabrics Pvt. Ltd.	6,000
80	Shyam Sundar Maheshwari	2,000
81	Pravin Kumar Jain	200
82	Raj Singh Jain	200
83	Sushil Kr. Bhansali	500
84	Rita Jain	100
85	Preeti Jain	100
86	Madan Kumari	100
87	Neelanchal udyog Ltd.	10,000
88	Nipcon Marketing Co. Pvt. Ltd.	10,000
89	Scroll Merchants Pvt. Ltd.	4,000
90	Sree Ganesh Finco & Credit Pvt. Ltd.	4,000
91	Midkot Traders Pvt. Ltd.	6,000
92	Pan Merchants Pvt. Ltd.	6,000
93	Sitaram Maheshwari	1,000
94	Amit Kumar Maheshwari	1,000

S. No.	Name	No. of share
95	Sunil Kumar Maheshwari	1,000
96	Anand Kumpawat	800
97	Pravin Kumar Khaitan	1,000
98	Vishnu Kumar Daga	1,000
99	Kaushal Kumar Rathi	800
100	Hanuman Pd. Biyani	1,000
101	Pawan Kumar Bajaj	1,200
102	Rajesh Kumar Modi	800
103	Govind Lal Sarda	1,200
104	Piyus Bagri	800
105	Krishna Kumar Agarwal	1,200
106	Pukhraj mantri	800
107	Anupama Commercial Co Pvt. Ltd.	4,000
108	Damodar Enterprises Pvt. Ltd.	6,000
109	Satya Narayan Maheshwari	800
110	Loyal Vanijya & Resources Pvt. Ltd.	3,000
111	Shakti Tarding & Lefin Pvt. Ltd.	3,000
112	Rubex Merchantile Pvt. Ltd.	7,000
113	Jainco Automotives Pvt. Ltd.	6,000
114	Kemex Engineering Pvt. Ltd.	6,000
115	Navin Bros. Pvt. Ltd.	5,000
116	Jeet Commercial Pvt. Ltd.	6,000
117	Shew Gouri Textiles Pvt. Ltd.	7,000
118	Thanvir Bros Pvt. Ltd.	7,000
119	Gaurav Mundhra	800
120	Vijay Kr. Biyani	1,000
121	Lalit Kumar Rathi	1,000
122	Ramesh Kr. Daga	800
123	Sushil Kr. Mall	800
124	Vikash Kumar Agarwal	2,000
125	Damodar lal Bang	2,000
126	Girdharilal Malpani	2,000
127	Ankush Sarda	3,000
128	Tejkaran Bothra	100
129	Prakash Kumar Pvt. Ltd.	100
130	Ashok Kumar Maheshwari	100
131	Ashok Kumar jajoo	100
132	Manoj Maheshwari	100
133	Lalita Jajoo	100
134	Mukesh Kumar Kothari	100
135	Choturam Dayma	100
136	Rameshwar Das Maheshwari	100
137	Pushpa Devi Somani	100
138	Babulal Rankawat	100
139	Topper Builders & Constructions Pvt. Ltd.	3,000
140	Deepak Sales Pvt. Ltd.	4,000
141	Kaumudi Commercial Co. Pvt. Ltd.	3,000
142	Jai Prakash Pasari	2,000
143	Naresh Kumar Taparia	2,000
144	Umakanta Kejriwal	2,000
145	Raman Kumar Goyal	1,400
146	manish Kumar Khaitan	1,800
147	Bijay Kumar Agarwal	1,800
148	Ram Prasad Periwal	2,000
149	Nukesh Kumar Agarwal	2,000
150	Manmohan Didwania	2,000
151	Ravi Saraf	2,000
152	Radhya Shyam Sodhani	2,000
153	Rang Raj Daga	2,000
154	Kanti Prasad Sethia	2,000
155	Suman Lal Bothra	1,600
156	Ramautar Lal Agarwal	2,000
157	Rahul Kr. Bajaj	2,000

S. No.	Name	No. of share
158	Sushil kr. Bhulwalka	1,600
159	Shweta Trade Services Pvt. Ltd.	4,000
160	Santosh Fiscal Services Pvt. Ltd.	4,000
161	Anant Holdings Pvt. Ltd.	4,000
162	Light Shipping & Transport Pvt. Ltd.	5,000
163	Paerna Commercials Pvt. Ltd.	2,000
164	Aakansha Commercial Pvt. Ltd.	2,000
165	Virgo Devetokens & Finvest Pvt. Ltd.	4,000
166	Zee Exim Pvt. Ltd.	4,000
167	NRI holdings Pvt. Ltd.	4,000
168	R.S. Oswal & Company Pvt. Ltd.	4,000
	Total	5,50,000

3.

S. No	Name of Allottee	No of equity Shares
1	Ashutosh Nath	3,800
2	Ajay Jain	2,700
3	Ashok Kr. Pugalia	2,900
4	Neelam Jain	3,000
5	Deepak Kanodia	2,400
6	Dilip Kr. Rai	3,800
7	Deepak Suppliers P. Ltd.	3,000
8	Gorakha Singh	2,800
9	Jagdamba Singh	3,600
10	Kapil Kothari	4,500
11	M.L. Kanodia	4,300
12	Mayurpankah Commercial P. Ltd.	8,000
13	Mool Chand Acharya	2,000
14	S.M. Jain	4,300
15	Shankar Roy	4,100
16	Sansudha Consultants P. Ltd.	8,000
17	Sanjay Jain	2,700
18	Subhas Miniya	3,000
19	Trilokya Samal	3,800
20	Vikash Kothari	4,400
21	Udai Singh	2,900
22	Rose Courier P. Ltd	1,74,000
23	Neptune Commodities P. Ltd.	60,000
24	Ankit Radiovision P. Ltd	1,38,000
25	Vision Holidays P. Ltd.	1,16,000
26	Basera Vinimay P. Ltd.	30,000
27	Garden Commercial P. Ltd.	58,000
28	Ekta Vinimay P. Ltd.	44,000
	TOTAL	7,00,000

4.

S. No.	Name of Allottee	No of equity Shares
1	Antratica Finvest Pvt Ltd	25,000
2	Beefin Commodities Pvt Ltd	30,000
3	Enoch Mercantiles Pvt Ltd	30,000
4	Natta Marketing Pvt Ltd	10,000
5	S.J. Finance Consultants Pvt Ltd	25,000
6	Greenline Tracon Pvt Ltd	14,000
7	Chitravali Vincom Pvt Ltd	24,000
8	Sohini Tie Up Pvt Ltd	12,000

S. No.	Name of Allottee	No of equity Shares
9	Lectrodryer Marketing Pvt Ltd	25,000
10	Manbir Fincompvt Ltd	25,000
11	Artline Vinimay Pvt Ltd	25,000
12	Budhiya Marketing Pvt Ltd	15,000
13	Fitworth Distributors Pvt Ltd	20,000
14	Udaipuria Commodities Pvt Ltd	30,000
15	Jaisri Properties & Exports Pvt Ltd	10,000
16	Awanti Kumar Kankaria (Huf)	15,000
17	Abhishek Kumar Kankaria	22,000
18	Ashish Kumar Kankaria	20,000
19	Chandra Udyog	18,000
	TOTAL	3,95,000

5.

S. No.	Name of Allottees	No. of Equity Shares
1	AKK Vinimay Private Limited	51,000
2	Aryaman Marketing Private Limited	51,000
3	Panchjanya Distributors Private Limited	33,000
	Total	1,35,000

6.

S. No.	Name of Allottees	No. of Equity shares
1	Yogesh Kumar Kankaria	34,900
2	Abhishek Kumar Kankaria	34,900
3	Ashish Kankaria	34,900
4	Ambica Capital Markets Limited	75,800
5	Goldview Financials Services Limited	90,500
	Total	2,71,000

7.

S. No.	Name of the Allottees	No. of Share
1	Ambica Capital Markets Limited	4,22,500
2	Awanti Kumar Kankaria (HUF)	33
3	Abhishek Kankaria	1,78,219
4	Gold View Financial Services Limited	10,50,601
5	Yogesh Kumar Kankaria	1,78,219
6	Ashish Kankaria	44,644
7	Akk Vinimay Private Limited	11,391
8	Aryaman Marketing Private Limited	11,391
9	Panchjanya Distributors Private Limited	32,500
10	Sushil Kumar Bhutoria	16
11	Aadhunik Real Estates Pvt.Ltd	3,250
12	Auckland Services & Securities Ltd.	8,125
13	Poonam Carpets & Mattings Ltd.	11,375
14	CCL Industries & Securities Limited	26,000
15	Alexendra Jute Mills Pvt Ltd	1,31,625
16	Abhishek Carpets & Felts Ltd	55,250
	Total	21,65,139

8.

S. No.	Name of Allottees	No of Equity Shares
1	Ambica Capital Markets Limited	22,89,600
2	Awanti Kumar Kankaria(Huf)	2,64,080
3	Abhishek Kumar Kankaria	10,84,865
4	Gold View Financial Services Limited	41,16,722
5	Score Information Technologies Ltd.	1,36,320
6	Yogesh Kumar Kankaria	10,84,865
7	Ashish Kankaria	10,84,906

S. No.	Name of Allottees	No of Equity Shares
8	Chandra Udyog (Yogesh Kr. Kankaria)	43,200
9	Akk Vinimay Private Limited	1,49,738
10	Aryaman Marketing Private Limited	1,49,738
11	Panchjanya Distributors Private Limited	1,57,200
12	Aadhunik Real Estate Pvt. Ltd	7,800
13	Auckland Services & Securities Ltd	19,500
14	Poonam Carpets & Mattings Ltd	27,300
15	Cel Industries & Securities Limited	62,400
16	Alexendra Jute Mills Pvt Ltd	3,15,900
17	Abhishek Carpets & Felts Ltd	1,32,600
	TOTAL	1,11,26,734

- 2) Except as disclosed above, as of date of this Draft Red Herring Prospectus, our Company has not allotted Equity Shares pursuant to any scheme approved under sections 391-394 of the Companies Act, 1956 and/or sections 230-232 of the Companies Act, 2013.
- 3) Our Company has not issued any Equity Shares under any employee stock option scheme or employee stock purchase scheme.
- 4) **Issue of equity shares for consideration other than cash or out of revaluation reserves and through Bonus Issue:**

Except as given below, our Company has not issued equity shares for consideration other than cash:

Date of allotment	Number of equity shares allotted	Face Value	Issue Price	Nature of allotment	Benefit accrued to our Company	Source out of which bonus shares issued
April 25, 2023	21,65,139	10	10	Pursuant to scheme of Amalgamation	Transfer of all assets and liabilities of Yajur Bast Fibres Limited	NA
February 3, 2025	11126734	10	-	Bonus Shares	NA	Free reserves

For details in respect of list of allottees, please see “- Share Capital History of our Company - Equity Share Capital” on page no 84.

- 5) Our Company has not issued any Equity Shares at a price which may be lower than the Issue Price, during a period of one year preceding the date of this Draft Red Herring Prospectus, except:

Date of allotment	Number of equity shares allotted	Face Value	Issue Price	Nature of allotment
February 3, 2025	11126734	10	NA	Bonus Shares

6) **Preference Share capital history of our Company**

Our Company does not have any preference share capital as on the date of this Draft Red Herring Prospectus.

7) Shareholding Pattern of our Company

The table below represents the shareholding pattern of our Company as on the date of this Draft Red Herring Prospectus:

Category (I)	Category of Shareholder (II)	No. 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 depositary receipts (VI)	Total No. of shares held (VII) = (IV)+(V) + (VI)	Shareholding as a % of total no. of Equity Shares (calculated as per SCRR) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No. of Shares underlying outstanding convertible securities (including warrants)	Shareholding as a % assuming full conversion of convertible securities No. (a)	No. of locked-in Equity Shares (XII)		Number of Equity Shares pledged or otherwise encumbered (XIII)		No. of Equity Shares held in dematerialized form (XIV)
								Class (Equity)	Total	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)	
(A)	Promoters and Promoter Group	17	1,57,62,873	-	-	1,57,62,873	100	1,57,62,873	1,57,62,873	100%	-	-	-	-	-	-	1,57,62,873
(B)	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying depositary receipt	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by employee trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total		17	1,57,62,873	-	-	1,57,62,873	100.00%	1,57,62,873	1,57,62,873	100.00%	-	-	-	-	-	-	1,57,62,873

Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the SEBI Listing Regulations, one (1) day prior to the listing of the Equity shares. The shareholding pattern will be uploaded on the website of Stock Exchanges before commencement of trading of such Equity Shares. The Equity Shares held by our Promoters and members of our Promoter Group are in dematerialized form.

8) **Other details of shareholding of our Company:**

- a) Particulars of the shareholders holding 1% or more of the paid-up equity share capital of our Company and the number of shares held by them one (01) year from the date of filing of this Draft Red Herring Prospectus:

Sr. No.	Particulars	No. of Equity Shares	% of Shares to Pre – Issue Equity Share Capital
1.	Gold View Financial Services Limited	17,15,301	37.00
2.	Ambica Capital Markets Limited	9,54,000	20.58
3.	Ashish Kankaria	4,52,028	9.75
4.	Abhishek Kumar Kankaria	4,52,027	9.75
5.	Yogesh Kumar Kankaria	4,52,027	9.75
6.	Alexendra Jute Mills Pvt Ltd	1,31,625	2.84
7.	Awanti Kumar Kankaria (HUF)	1,10,033	2.37
8.	Panchjanya Distributors Private Limited	65,500	1.41
9.	AKK Vinimay Private Limited	62,391	1.35
10.	Aryaman Marketing Private Limited	62,391	1.35
11.	Score Information Technologies Ltd.	56,800	1.23
12.	Abhishek Carpets & Felts Ltd	55,250	1.19
Total		45,69,373	98.57%

- b) Particulars of the shareholders holding 1% or more of the paid-up equity share capital of our Company and the number of shares held by them two (02) years prior to filing of this Draft Red Herring Prospectus:

Sr. No.	Particulars	No. of Equity Shares	% of Shares to Pre – Issue Equity Share Capital
1.	Goldview Financial Services Limited	6,64,700	26.90%
2.	Ambica Capital Markets Limited	5,31,500	21.51%
3.	Abhishek Kankaria	3,18,333	12.88%
4.	Yogesh Kr. Kankaria	3,18,333	12.88%
5.	Ashish Kankaria	3,18,334	12.88%
6.	Awanti Kumar Kankaria HUF	1,10,000	4.45%
7.	Score Information Technologies Limited	56,800	2.30%
8.	AKK Vinimay Private Limited	51,000	2.06%
9.	Aryaman Marketing Private Limited	51,000	2.06%
10.	Pachjanya Distributors Private Limited	33,000	1.34%
Total		24,53,000	99.27%

- c) Particulars of the shareholders holding 1% or more of the paid-up equity share capital of our Company and the number of shares held by them on the date of filing of this Draft Red Herring Prospectus:

Sr. No.	Particulars	No. of Equity Shares	% of Shares to Pre – Issue Equity Share Capital
1.	Goldview Financial Services Ltd	58,32,023	37.00%
2.	Ambica Capital Markets Ltd	32,43,600	20.58%
3.	Ashish Kankaria	15,36,950	9.75%
4.	Yogesh Kumar Kankaria	15,36,892	9.75%
5.	Abhishek Kankaria	15,36,892	9.75%
6.	Alexendra Jute Mills Private Ltd	4,47,525	2.84%
7.	Awanti Kumar Kankaria HUF	3,74,113	2.37%
8.	Panchjanya Distributors Private Limited	2,22,700	1.41%
9.	A K K Vinimay Private Limited	2,12,129	1.35%
10.	Aryaman Marketing Private Limited	2,12,129	1.35%
11.	Score Information Technologies Ltd	1,93,120	1.23%
12.	Abhishek Carpets and Felts Ltd	1,87,850	1.19%
Total		1,55,35,923	98.56%

- d) Our Company has not made any initial public offer of its Equity Shares or any convertible securities during the preceding 02 (two) years from the date of this Draft Red Herring Prospectus.

- 9) Except for the issuance of Equity Shares pursuant to this Issue, as on date of this Draft Red Herring Prospectus, our Company does not have any intention or proposal to alter its capital structure within a period of six (06) 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 whether preferential or bonus, rights or further public issue basis. However, our Company may further issue Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the opening of the Issue to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.

10) Shareholding of our Promoters

Set forth below are the details of the build-up of shareholding of our Promoter:

Date of Allotment and made fully paid up/ Transfer	Nature of Transaction	Consideration	No. of Equity Shares	F.V (in Rs.)	Offer / Transfer Price (in Rs.)	Cumulative no. of Equity Shares	% of Pre- Offer Equity Paid Up Capital	% of Post- Offer Equity Paid Up Capital	No. of Shares Pledged	% of shares pledged
Ashish Kankaria										
31.03.1994	Allotment	Cash	20,000	10	50	20,000	0.13%	●	-	-
30.07.1998	Transfer	Cash	1,30,000	10	10	1,50,000	0.95%	●	-	-
10.09.1999	Transfer	Cash	31,000	10	10	1,81,000	1.15%	●	-	-
10.01.2002	Transfer	Cash	95,000	10	10	2,76,000	1.75%	●	-	-
27.03.2009	Transfer	Cash	7,500	10	10	2,83,500	1.80%	●	-	-
09.12.2013	Allotment	Cash	34,900	10	50	3,18,400	2.00%	●	-	-
05.02.2014	Transfer	Cash	(3,18,400)	10	10	-	-	-	-	-
01.10.2018	Gift	NA	1,06,134	10	-	1,06,134	0.67%	●	-	-
16.06.2022	Gift	NA	1,06,100	10	-	2,12,234	1.35%	●	-	-
17.06.2022	Gift	NA	1,06,100	10	-	3,18,334	2.02%	●	-	-
25.04.2023	Pursuant to the scheme of Amalgamation	Other than cash	1,33,694	10	10	4,52,028	2.87%	●	-	-
03.02.2025	Transfer	Cash	16	10	10	4,52,044	2.87%	●	-	-
03.02.2025	Bonus Issue	Other than Cash	10,84,906	10	-	15,36,950	9.75%	●	-	-
	Total		15,36,950							

Date of Allotment and made fully paid up/ Transfer	Nature of Transaction	Consideration	No. of Equity Shares	F.V (in Rs.)	Offer / Transfer Price (in Rs.)	Cumulative no. of Equity Shares	% of Pre- Offer Equity Paid Up Capital	% of Post- Offer Equity Paid Up Capital	No. of Shares Pledged	% of shares pledged
Goldview Financial Services Ltd										
30.07.1998	Transfer	Cash	25,000	10.00	10.00	25,000	0.16%	●	-	-
30.07.1998	Transfer	Cash	35,000	10.00	10.00	60,000	0.38%	●	-	-
30.07.1998	Transfer	Cash	20,000	10.00	10.00	80,000	0.51%	●	-	-
30.07.1998	Transfer	Cash	28,000	10.00	10.00	1,08,000	0.69%	●	-	-
30.07.1998	Transfer	Cash	32,400	10.00	10.00	1,40,400	0.89%	●	-	-
30.07.1998	Transfer	Cash	31,600	10.00	10.00	1,72,000	1.09%	●	-	-
30.07.1998	Transfer	Cash	35,000	10.00	10.00	2,07,000	1.31%	●	-	-
30.07.1998	Transfer	Cash	16,000	10.00	10.00	2,23,000	1.41%	●	-	-
30.07.1998	Transfer	Cash	36,000	10.00	10.00	2,59,000	1.64%	●	-	-
30.07.1998	Transfer	Cash	30,000	10.00	10.00	2,89,000	1.83%	●	-	-
30.07.1998	Transfer	Cash	40,000	10.00	10.00	3,29,000	2.09%	●	-	-
26.09.2001	Transfer	Cash	12,000	10.00	5.26	3,41,000	2.16%	●	-	-
26.09.2001	Transfer	Cash	68,000	10.00	5.26	4,09,000	2.59%	●	-	-
26.09.2001	Transfer	Cash	3,000	10.00	5.26	4,12,000	2.61%	●	-	-
26.09.2001	Transfer	Cash	2,800	10.00	5.26	4,14,800	2.63%	●	-	-
26.09.2001	Transfer	Cash	3,600	10.00	5.26	4,18,400	2.65%	●	-	-
26.09.2001	Transfer	Cash	2,000	10.00	5.26	4,20,400	2.67%	●	-	-
26.09.2001	Transfer	Cash	3,800	10.00	5.26	4,24,200	2.69%	●	-	-

Date of Allotment and made fully paid up/ Transfer	Nature of Transaction	Consideration	No. of Equity Shares	F.V (in Rs.)	Offer / Transfer Price (in Rs.)	Cumulative no. of Equity Shares	% of Pre- Offer Equity Paid Up Capital	% of Post- Offer Equity Paid Up Capital	No. of Shares Pledged	% of shares pledged
25.03.2006	Transfer	Cash	1,50,000	10.00	10.00	5,74,200	3.64%	[•]	-	-
09.12.2013	Issue of share to other than existing shareholders	Cash	90,500	10.00	50.00	6,64,700	4.22%	[•]	-	-
25.04.2023	Acquired through amalgamation	Other than Cash	10,50,601	10.00	10	17,15,301	10.88%	[•]	-	-
12.04.2024	Bonus Issue	Other than Cash	41,16,722	10.00	-	58,32,023	37.00%	[•]	-	-
	Total		58,32,023							

Date of Allotment and made fully paid up/ Transfer	Nature of Transaction	Consideration	No. of Equity Shares	F.V (in Rs.)	Offer / Transfer Price (in Rs.)	Cumulative no. of Equity Shares	% of Pre- Offer Equity Paid Up Capital	% of Post- Offer Equity Paid Up Capital	No. of Shares Pledged	% of shares pledged
Ambica Capital Markets Ltd										
30.07.1998	Transferee	Cash	40,000	10	8.04	40,000	0.25%	[•]	-	-
30.07.1998	Transferee	Cash	52,500	10	8.04	92,500	0.59%	[•]	-	-
29.05.2000	Transferee	Cash	1,00,000	10	10.00	1,92,500	1.22%	[•]	-	-
28.11.2005	Transferee	Cash	25,000	10	10.00	2,17,500	1.38%	[•]	-	-
28.11.2005	Transferee	Cash	25,000	10	10.00	2,42,500	1.54%	[•]	-	-
05.02.2006	Transferee	Cash	10,000	10	10.00	2,52,500	1.60%	[•]	-	-
05.02.2006	Transferee	Cash	25,000	10	10.00	2,77,500	1.76%	[•]	-	-
05.02.2006	Transferee	Cash	30,000	10	10.00	3,07,500	1.95%	[•]	-	-
05.02.2006	Transferee	Cash	25,000	10	10.00	3,32,500	2.11%	[•]	-	-
05.02.2006	Transferee	Cash	30,000	10	10.00	3,62,500	2.30%	[•]	-	-
25.03.2006	Transferee	Cash	93,200	10	8.22	4,55,700	2.89%	[•]	-	-
09.12.2013	Issue of share to other than existing shareholders	Cash	75,800	10	50.00	5,31,500	3.37%	[•]	-	-
25.04.2023	Acquired through amalgamation	Other than Cash	4,22,500	10	10	9,54,000	6.05%	[•]	-	-
03.02.2025	Bonus Issue	Other than Cash	22,89,600	10	-	32,43,600	20.58%	[•]	-	-
	Total		32,43,600							

7) As on the date of the Draft Red Herring Prospectus, the Company has 17 (Seventeen) shareholders.

8) The details of the Shareholding of the Promoters as on the date of this Draft Red Herring Prospectus are set forth in the table below:

S. No.	Names	No. of equity Shares	As a % of Issued Capital	No. of equity shares	As a % of Issued Capital
Promoters					
1	Ashish Kankaria	15,36,950	9.75%	15,36,950	[•]
2	Ambica Capital Markets Limited	32,43,600	20.58%	32,43,600	[•]
3	Gold View Financial Services Limited	58,32,023	37.00%	58,32,023	[•]
	Total	1,06,12,573	67.33%	1,06,12,573	[•]
Promoters' Group					
4	Yogesh Kumar Kankaria	15,36,892	9.75%	15,36,892	[•]
5	Abhishek Kumar Kankaria	15,36,892	9.75%	15,36,892	[•]
6	Awanti Kumar Kankaria (HUF)	3,74,112	2.37%	3,74,112	[•]
7	Score Information Technologies Ltd.	1,93,120	1.23%	1,93,120	[•]
8	Chandra Udyog (Yogesh Kr. Kankaria)	61,200	0.39%	61,200	[•]

S. No.	Names	No. of equity Shares	As a % of Issued Capital	No. of equity shares	As a % of Issued Capital
9	Akk Vinimay Pvt. Ltd.	2,12,130	1.35%	2,12,130	[•]
10	Aryaman Marketing Pvt. Ltd.	2,12,129	1.35%	2,12,129	[•]
11	Panchjanya Distributors Pvt. Ltd.	2,22,700	1.41%	2,22,700	[•]
12	Aadhunik Real Estate Pvt. Ltd.	11,050	0.07%	11,050	[•]
13	Auckland Services & Securities Ltd.	27,625	0.18%	27,625	[•]
14	Poonam Carpets & Matting Ltd.	38,675	0.25%	38,675	[•]
15	Ccl Industries & Securities Ltd.	88,400	0.56%	88,400	[•]
16	Alexandra Jute Mills Pvt. Ltd.	4,47,525	2.84%	4,47,525	[•]
17	Abhishek Carpets & Felts Ltd.	1,87,850	1.19%	1,87,850	[•]
Total		51,50,300	32.67%	51,50,300	[•]
Total shareholding of Promoters and Promoter Group		1,57,62,873	100.00%	1,57,62,873	

- 9) Except as disclosed in “Shareholding of our Promoters”, our Promoters, Promoter Group, Directors of our Company and their relatives have not undertaken sale transactions in the Equity Shares of our Company, during a period of six (06) months preceding the date on which this Draft Red Herring Prospectus is filed with Stock Exchange.
- 10) There are no financing arrangements wherein the Promoters, Promoter Group, the Directors of our Company and their relatives, have financed the purchase by any other person of securities of our Company other than in the normal course of the business of the financing entity during the period of six (06) months immediately preceding the date of filing of the Draft Red Herring Prospectus.

11) Promoters’ Contribution and other Lock-In details:

Pursuant to Regulation 236 and 238 of the SEBI (ICDR) Regulations, an aggregate of 20.00% of the fully diluted post-Issue capital of our Company held by the Promoters shall be locked in for a period of three years from the date of Allotment (“**Minimum Promoters’ Contribution**”), and the Promoters’ shareholding in excess of 20% of the fully diluted post-Issue Equity Share capital shall be locked in for a period of one year from the date of Allotment.

The lock-in of the Minimum Promoter’s Contribution would be created as per applicable laws and procedures and details of the same shall also be provided to the Stock exchange before the listing of the Equity Shares.

Following are the details of Minimum Promoters’ Contribution:

Number of Equity Shares locked-in ^{*(1)/(2)/(3)}	Nature of Allotment / Transfer	Date of Allotment and Date when made fully paid-up	Face value (in ₹)	Offer / Acquisition Price per Equity Share (in ₹)	Nature of consideration (cash / other than cash)	% of fully diluted post- Offer paid-up capital	Period of lock-in
Ashish Kankaria							
[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]
Ambica Capital Markets Limited							
[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]
Gold View Financial Services Limited							
[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]
TOTAL	[•]					[•]	

As on date of this Draft Red Herring Prospectus, our Promoter, Shruti A Kankaria does not hold any shareholding in our Company.

For details on the build-up of the Equity Share capital held by our Promoters, see “***Details of the Build-up of our Promoters’ shareholding***” on page 94.

The Promoters’ Contribution has been brought to the extent of not less than the specified minimum lot and from persons defined as ‘promoter’ under the SEBI (ICDR) Regulations.

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 which are being locked-in do not, and shall not, consist of:

- Equity Shares acquired during the preceding three years for consideration other than cash and revaluation of assets or capitalization of intangible assets
- Equity Shares resulting from bonus issue by utilization of revaluations reserves or unrealized profits of the Company or from bonus issue against Equity Shares which are otherwise ineligible for minimum promoters’ contribution;
- Equity Shares acquired during the preceding one year, at a price lower than the price at which the Equity Shares are being offered to the public in the Issue;
- Equity Shares allotted to the promoter against the capital existing in the firms for a period of less than one year on a continuous basis.
- Equity Shares held by the Promoters that are subject to any pledge; and
- Equity Shares for which specific written consent has not been obtained from the respective shareholders for inclusion of their subscription in the Promoters’ Contribution subject to lock-in.

Our Company has not been formed by the conversion of a partnership firm into a company in the past one year and thus, no Equity Shares have been issued to our Promoter upon conversion of a partnership firm in the past one year. All the Equity Shares held by the Promoter and the members of the Promoter Group are held in dematerialized form.

In terms of undertaking executed by our Promoters, Equity Shares forming part of Promoters’ Contribution subject to lock in will not be disposed/ sold/ transferred by our Promoters during the period starting from the date of filing of this Draft Red Herring Prospectus till the date of commencement of lock in period as stated in this Draft Red Herring Prospectus.

Other than the Equity Shares locked-in as Promoters’ Contribution for a period of three years as stated in the table above, the entire pre-Issue capital of our Company, including the excess of minimum Promoters’ Contribution, as per Regulation 238 of the SEBI (ICDR) Regulations, shall be locked in for a period of one year from the date of Allotment of Equity Shares in the Issue. Such lock – in of the Equity Shares would be created as per the bye laws of the Depositories.

Other requirements in respect of ‘lock-in’

In terms of Regulation 243 of the SEBI (ICDR) Regulations, the Equity Shares held by persons other than the Promoters prior to the Issue may be transferred to any other person holding the Equity Shares which are locked-in as per Regulation 239 of the SEBI (ICDR) Regulations, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the Takeover Code as applicable.

In terms of Regulation 243 of the SEBI (ICDR) Regulations, the Equity Shares held by our Promoters which are locked in as per the provisions of Regulation 238 of the SEBI (ICDR) Regulations, may be transferred to and amongst Promoters / members of the Promoter Group or to a new promoter or persons in control of our Company, subject to continuation of lock-in in the hands of transferees for the remaining period and compliance of Takeover Code, as applicable.

In terms of Regulation 242(a) of the SEBI (ICDR) Regulations, the locked-in Equity Shares held by our Promoters can be pledged only with any scheduled commercial banks or public financial institutions or a systemically important non-banking finance company or a housing finance company as collateral security for loans granted by such banks or financial institutions, provided that such loans have been granted for the purpose of financing one or more of the objects of the Issue and pledge of the Equity Shares is a term of sanction of such loans.

In terms of Regulation 242(b) of the SEBI ICDR Regulations, the Equity Shares held by the Promoters which are locked-in for a period of one year from the date of allotment may be pledged only with scheduled commercial banks, public financial institutions, systemically important non-banking finance companies or housing finance companies as collateral security for loans granted by such entities, provided that such pledge of the Equity Shares is one of the terms of the sanction of such loans.

- 12) Our Company, our Promoters, our Directors and the Book Running Lead Manager have no existing buyback arrangements or any other similar arrangements for the purchase of Equity Shares being offered through the Issue.
- 13) The post-Issue paid up Equity Share Capital of our Company shall not exceed the authorised Equity Share Capital of our Company.
- 14) There have been no financing arrangements whereby our Directors or any of their relatives have financed the purchase by any other person of securities of our Company during the six months immediately preceding the date of filing of this Draft Red Herring Prospectus.
- 15) No person connected with the Issue, including, but not limited to, our Company, the members of the Syndicate, or our Directors, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Issue.
- 16) There neither have been and there will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of filing of the Draft Red Herring Prospectus until the Equity Shares have been listed on the Stock Exchange or all application monies have been refunded, as the case may be.
- 17) Our Company has no outstanding warrants, options to be issued or rights to convert debentures, loans or other convertible instruments into Equity Shares as on the date of this Draft Red Herring Prospectus.
- 18) There shall be only one denomination of the Equity Shares, unless otherwise permitted by law. Our Company will comply with such disclosure and accounting norms as may be specified by SEBI from time to time.
- 19) Our Company shall ensure that any transactions in Equity Shares by our Promoters and the Promoter Group during the period between the date of filing the Draft Red Herring Prospectus and the date of closure of the Issue, shall be reported to the Stock Exchanges within 24 hours of the transaction.
- 20) All Equity Shares issued 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 Red Herring Prospectus.
- 21) As on the date of this Draft Red Herring Prospectus, the Book Running Lead Manager and their respective associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares of our Company. The Book Running 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.
- 22) Our Promoters and the members of our Promoter Group will not participate in the Issue.
- 23) None of the Directors, Key Management Personnel of our Company holds any equity shares of our Company except:

Sr. No.	Name of the Shareholders	Pre-Issue		Post - Issue	
		Number of Equity Shares	% of Pre-Issue Equity Share Capital	Number of Equity Shares	% of Post-Issue Equity Share Capital
1.	Ashish Kankaria	15,36,950	9.75%	15,36,950	[•]

Sr. No.	Name of the Shareholders	Pre-Issue		Post - Issue	
		Number of Equity Shares	% of Pre-Issue Equity Share Capital	Number of Equity Shares	% of Post-Issue Equity Share Capital
	Total	15,36,950	9.75%	15,36,950	[•]

- 24) The Directors of our corporate promoters do not hold any equity shares in our Company
- 25) Our Company has not raised any bridge loans which are proposed to be repaid from the proceeds of the Issue.
- 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 237 of this Draft Red Herring 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 investor cannot make an application for more than the number of Equity Shares offered in this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investor.
- 28) An over-subscription to the extent of 10% of the 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 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.
- 29) 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 Book Running Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be effected in accordance with applicable laws, rules, regulations and guidelines.
- 30) 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.
- 31) We confirm that none of the investors of our Company are directly/indirectly related with Book Running Lead Managers and their associates.

OBJECTS OF THE ISSUE

We intend to utilize the Proceeds of the Issue, after deducting the Issue related expenses, as estimated to be ₹ [●] lakhs (the “**Net Proceeds**”).

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

1. Setting up of 50,000 sq.ft. of shed in the existing manufacturing unit and purchase of Dyeing and Bleaching processing machinery and installation of additional production capacity of upto 4 tons per day (hereinafter referred as the “**Capex**”) at our existing manufacturing unit at Jagannathpur, Phuleshwar, Uluberia, District Howrah;
2. Investment in our subsidiary Yashodha Linen Yarn Limited for setting up a greenfield unit at Vikram Udyogpuri, DMIC (Industrial Park, Ujjain, Madhya Pradesh) for 100% wet spun linen yarn and blended yarn (hereinafter referred as the “**Project**”);
3. Funding of working capital requirements of our Company; and
4. General Corporate Purposes.

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

In addition, our Company expects to receive the benefits of listing of the Equity Shares on the Stock Exchange and enhancement of our Company’s visibility and brand image and creation of a public market for our Equity Shares in India.

The main objects clause and objects incidental and ancillary to the main objects as set out in the Memorandum of Association of our Company enable our Company to undertake its existing activities and the activities proposed to be funded from the Net Proceeds.

Issue Proceeds

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

(₹ in lakhs)

Particulars	Estimated amount ⁽¹⁾
Gross Proceeds from the Issue	[●]
(Less) Issue related expenses	[●]
Net Proceeds	[●]

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

Requirement of Funds and Utilization of Net Proceeds

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

(₹ in lakhs)

Sr. No.	Particulars	Estimated amount
1.	Setting up of 50,000 sq.ft. of shed in the existing manufacturing unit and purchase of Dyeing and Bleaching processing machinery and installation of additional production capacity of 4 tons per day (hereinafter referred as the “ Capex ”) at our existing manufacturing unit at Jagannathpur, Phuleshwar, Uluberia, District Howrah	1,437.42
2.	Investment in our subsidiary Yashodha Linen Yarn Limited for setting up a greenfield unit at Vikram Udyogpuri, DMIC (Industrial Park, Ujjain, Madhya Pradesh) for 100% wet spun linen yarn and blended yarn (hereinafter referred as the “ Project ”)	4,800.00
3.	Funding of working capital requirements of our Company	4,200.00
4.	General corporate purposes ⁽¹⁾⁽²⁾	[●]

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

⁽²⁾The amount to be utilised for general corporate purposes shall not exceed ₹1,000 lakhs or 15% of the Gross Proceeds of the Issue, whichever is less.

Schedule of implementation and Means of Finance

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

(₹ in lakhs)

Sr. No.	Particulars	Total estimated cost	Amount which will be financed from Net Proceeds ⁽¹⁾	Estimated Utilisation of Net Proceeds	
				Financial Year 2025-26	Financial Year 2026-27
1.	Setting up of 50,000 sq.ft. of shed in the existing manufacturing unit and purchase of Dyeing and Bleaching processing machinery and installation of additional production capacity of 4 tons per day (hereinafter referred as the “Capex”) at our existing manufacturing unit at Jagannathpur, Phuleshwar, Uluberia, District Howrah ⁽²⁾	1,437.42	1,437.42	1,437.42	-
2.	Investment in our subsidiary Yashodha Linen Yarn Limited for setting up a greenfield unit at Vikram Udyogpuri, DMIC (Industrial Park, Ujjain, Madhya Pradesh) for 100% wet spun linen yarn and blended yarn (hereinafter referred as the “Project”)	4,800.00	4,800.00	4,800.00	
3.	Funding of working capital requirements of our Company	4,200.00	4,200.00	4,200.00	-
4.	General corporate purposes ⁽¹⁾	[•]	[•]	[•]	[•]
Total		[•]	[•]	[•]	[•]

⁽¹⁾ To be finalised upon determination of Issue Price. The amount shall not exceed ₹1,000 lakhs or 15% of the Gross Proceeds of the Issue, whichever is less.

⁽²⁾ Total estimated cost of the Project has been certified by our Statutory Auditor pursuant to their letter dated March 01, 2025.

Given the dynamic nature of our business, we may have to revise our funding requirements and deployment on account of a variety of factors such as our financial condition, business strategy and external factors such as market conditions competitive environment and interest or exchange rate fluctuations, changes in design and configuration of the capex at our existing manufacturing unit and the greenfield unit at Vikram Udyogpuri, DMIC, Ujjain, increase in input costs of construction materials and labour costs, logistics and transport costs incremental preoperative expenses, taxes and duties, interest rate and finance charges, engineering procurement and construction costs, working capital margin, regulatory costs, environmental factors and other external factors which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose, at the discretion of our management, subject to compliance with applicable law. Moreover, if the actual utilisation towards any of the Objects is lower than the proposed deployment such balance will be used for general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes will not exceed ` , in accordance with the SEBI ICDR Regulations. In case of a shortfall in raising requisite capital from the Net Proceeds or an increase in the total estimated cost of the Objects, business considerations may require us to explore a range of options

including utilising our internal accruals and seeking additional debt from existing and future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls. 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. To the extent our Company is unable to utilise any portion of the Net Proceeds towards the aforementioned objects, per the estimated scheduled of deployment specified above, our Company shall deploy the Net Proceeds in subsequent Fiscals towards the aforementioned Objects.

For further details see “*Risk Factor – Risk Factor 28 - There can be no assurance that the objects of the Issue will be achieved within the time frame anticipated or at all, or that the deployment of the Net Proceeds in the manner intended by us will result in any increase in the value of your investment.*” on page 42.

The fund requirements mentioned above for Capex at our existing manufacturing unit at Jagannathpur, Phuleshwar, Uluberia, District Howrah and for Project at Vikram Udyogpuri, DMIC, Industrial Park, Ujjain, Madhya Pradesh, are based on the internal management estimates of our Company and quotation received from third parties. The fund requirements mentioned above except for purchase of plant and equipment and civil works are based on the internal management estimates of our Company, and have not been verified by the BRLM or appraised by any bank or financial institution. 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. For further details see “*Risk Factors – Risk Factor 57 - Any variation in the utilisation of the Net Proceeds or in the terms of any contract as disclosed in the Draft Red Herring Prospectus would be subject to certain compliance requirements, including prior shareholders’ approval.*” on page 53.

Means of Finance

The fund requirements set out for the aforesaid objects of the Issue are proposed to be met from the Net Proceeds, internal accruals and through existing as well as proposed debt financing. In view of above, we confirm that, with respect to the Objects, our Company has made firm arrangement of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations, through verifiable means towards 75% of the stated means of finance, excluding the amount proposed to be raised through the Issue. While we have available debt financing for 75% of the funds required excluding the Net Proceeds, the expenditure already incurred and existing identified internal accruals may, at the discretion of the management be, utilize for our future internal accruals in order to reduce our financing costs.

Details of estimated means of finance for Net Proceeds are set forth below:

Object of the Issue	Amount required	IPO Proceeds	Internal Accruals/ Net worth	Bank Finance
Setting up of 50,000 sq.ft. of shed in the existing manufacturing unit and purchase of Dyeing and Bleaching processing machinery and installation of additional production capacity of 4 tons per day (hereinafter referred as the “ Capex ”) at our existing manufacturing unit at Jagannathpur, Phuleshwar, Uluberia, District Howrah ⁽³⁾	1,437.42	1,437.42	-	-
Investment in our subsidiary Yashodha Linen Yarn Limited for setting up a greenfield unit at Vikram Udyogpuri, DMIC (Industrial Park, Ujjain, Madhya Pradesh) for 100% wet spun linen yarn and blended yarn (hereinafter referred as the “ Project ”)	14,883.00	4,800.00	183.00	9,900.00 ²

(₹ in lakhs)

Funding of working capital requirements of our Company	4,200.00	4,200.00	-	-
General corporate purposes ¹	-	-	-	-

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

⁽²⁾Canara Bank Limited vide a letter of in-principle sanction dated February 4, 2025, has expressed its interest in financing or arranging the finance for the purpose of part-funding the Project by way of a rupee term loan of upto ₹ 9,900.00 Lakhs.

⁽³⁾Total estimated cost of the Project has been certified by our Statutory Auditor pursuant to their letter dated March 01, 2025.

⁽⁴⁾Our Company has working capital sanction from ICICI Bank Limited vide sanction letter dated January 29, 2025 for upto ₹ 3,000.00 Lakhs

Details of the Object

The details of the Objects of the Issue are set out below:

1. Setting up of 50,000 sq.ft. of shed in the existing manufacturing unit and purchase of Dyeing and Bleaching processing machinery and installation of additional production capacity of upto 4 tons per day (hereinafter referred as the “Capex”) at our existing manufacturing unit at Jagannathpur, Phuleshwar, Uluberia, District Howrah

Our Company is one of the leading bast fibre cottonising units in India. specializes in producing premium cottonised bast fibres, including flax (linen), jute, and hemp. We cottonise long & brittle bast fibres into cotton like short staple fibre such that the cottonised fibres can easily blend upto 55% with cotton and man-made fibres in the existing cotton spinning system or similar. Cottonising jute fibres until few years ago was considered a farfetched idea but with robust R&D and diligent commercial production of the same by Yajur has changed the landscape of sustainable bast Fibres altogether. While there are thousands of cotton & polyester spinning mills globally there are less than 400 spinning mills between linen, jute and hemp. Our cottonised Fibres can spin from 10% to 85% in cotton spinning systems and easily blends with natural and manmade fibres. These blended fibres spin at 70% of average cotton spinning speed, while the linen rich blends give similar look and feel like 100% linen fabrics, however the cost of production is 25 % less than original linen fabrics. It has taken away the easy wrinkle issues associated with 100% linen. Our existing manufacturing unit is spread across an area of approximately 19 Acres with approx. 500 meters of Ganga River front. At present, in the entire manufacturing process, the bleaching and dyeing is outsourced to the third parties.

Our Company’s manufacturing facility is located in the Jute hub of West Bengal, India. The manufacturing unit is spread across an area of approximately 19 Acres with aprox. 500 meters of Ganges River front situated at Jagannathpur. Phuleshwar, Uluberia, District Howrah. At present, our installed is 3600 MT per annum.

Our Company proposes to construct a shed of 50,000 sq. ft. at the existing manufacturing unit, install dyeing and bleaching machinery and cottonising machines which will enhance production capacity of upto 4 tons per day at our existing manufacturing unit at Jagannathpur, Phuleshwar, Uluberia, District Howrah. The deploying of dyeing and bleaching machines would improve the quality/output of bleaching, reduce the timeframe of production and reduce the overall cost of production.

Estimated Costs

The total cost to construct a shed of 50,000 sq. ft. at the existing manufacturing unit, install dyeing and bleaching machinery and add cottonising machines which will enhance production capacity of upto 4 tons per day at our existing manufacturing unit at Jagannathpur, Phuleshwar, Uluberia, District Howrah has been estimated by our management at ₹ 1,437.42 lakhs and is based on the quotations received from third party suppliers, which has been approved by our Board of Directors in their meeting held on March 01, 2025.

The detailed breakdown of such estimated cost is set forth below.

Particulars	Amount
Civil Works	554.53
Plant and Machinery for dyeing and bleaching	244.66
Plant and Machinery for additional capacity expansion	638.23
Total	1,437.42

* Please note that the cost mentioned is an estimate based on quotations as obtained from the respective parties and excludes GST, interest rate and inflation cost.

a) Civil Works

For the construction of a shed of 50,000 sq. ft., at Jagannathpur, Phuleshwar, Uluberia, District Howrah Pincode – 711316, our Company has planned a site development with requisite civil structure at an estimated cost ₹ 554.53 lakhs. Our Company has received a quotation dated February 22, 2025 from M/s. PSPL Steel Processors Pvt. Ltd., Consulting Civil & Structural Engineering company, for site development and civil structure and is yet to place order for the same, which amounts to ₹ 554.53lakhs. The detailed bifurcation of cost is as follows:

Sr. No.	Particulars	Units	Per Unit Price (₹)	Total Cost* [₹] (₹ in lakhs)	Quotation reference	Validity of quotation
1	PSPL Steel Processors Pvt. Ltd.	3.5 lakh kgs.	105/Kg	320.25	Quotation dated 22-02-2025	30 Days
	<u>Prefab Shed</u> Steel Req. 6.10 kg/-Sq.ft. Covered Area 50,000 Sq.Ft. Material Cost ₹105/-kg					
	<u>Sheeting (TATA Bluescope)</u> Sheeting Area 87,000 Sq.Ft. Labour charge ₹67/- sq ft fixing with material Civil & Flooring Civil work including RCC Flooring	87,000 sq.ft. - -	67/Sq. Ft. - -	58.29 175.99		
	Total			554.53		

b) Plant and Machinery for dyeing and bleaching

The break up of the cost of the plant and machinery for the proposed dyeing and bleaching section at the existing manufacturing unit of our Company has been provided below:

Sr. No.	Particulars	Units	Per Unit Price (₹)	Total Cost* [₹] (₹ in lakhs)	Quotation reference	Validity of quotation
1	Garuda Automation Systems Pvt Ltd Add: 25C, Swallow Lane, 2nd Floor, Kolkata - 700 001	2	21.80	43.60	Quotation no. GASPL-Q-XYZ-04-24-25 Dated 21-02-2025	90 Days from the date of Quote
	• Fiber Bleaching / Dyeing – High Temp/ High pressure- Temp Gradient – 500 Kgs	2	3.90	7.80		
	• Hydroextractor Fiber Suitable for Fiber with 200 kgs Capacity	2	3.90	7.80		
	• Opener of wet fiber – with Pin type legs – 100 kgs/hr	2	20.15	40.30		
	• Dryer – Steam heated Fiber 3 * 3 chambersXBlower	1	10.00	10.00		
	• Yarn hank bleaching with flexible hank dimension- 750 kg capacity	1	3.45	3.45		
	• Cone to hank winding machine - 12 Heads	1	3.10	3.10		
	• Hank to cone winding machine – 16 drums					
	Total			116.05		
2	Garuda Automation Systems Pvt Ltd Add: 25C, Swallow Lane, 2nd Floor, Kolkata - 700 001	1	27.00	27.00	GASPL-Q-XYZ-05-24-25 Dated 21-02-2025	90 Days from the date of Quote
	• Yarn Dyeing Machine- Vertical – HT/HP – Suitable for jute/ cotton / linen- package dyeing- 1000 kgs loading capacity	1	8.46	8.46		
	• Soft winding machine 16 drums	1	6.00	6.00		
	• Hard winding machine 16 drums	1	4.20	4.20		
		1	19.00	19.00		

Sr. No.	Particulars	Units	Per Unit Price (₹)	Total Cost* ^{\$} (₹ in lakhs)	Quotation reference	Validity of quotation
	<ul style="list-style-type: none"> Hydroextractor yarn 200 Kgs loading capacity Dryer Steam heated 3 chambers Jigger Closed Type 90 inch working width 1000kgs loading VDR (24 Cyl) with padding mangle -90 inch working width Stentering machine – Mechanical type Calendering MC- 90 Inch width suitable for cloth calendering 	2 2 1 1	9.85 16.00 7.00 5.25	19.70 32.00 7.00 5.25		
			Total	128.61		
	Grand Total			244.66		

c) Plant and Machinery for additional capacity expansion

The break up of the cost of the plant and machinery for the proposed capacity expansion at the existing manufacturing unit of our Company has been provided below:

Sr. No.	Particulars	Units	Per Unit Price (₹)	Total Cost* ^{\$} (₹)	Quotation reference	Validity of quotation
1	VXL SYSTEMS <i>Add: 59 Sidco Industrial Estate, Coimbatore, 641021</i> FLAX PROCESS: 10 CARDS A. Continuous Waste Collection System For 10 Nos C 1/3 Cards 1. Primary & Secondary Filter 75,000 M3/hr Capacity. (with 2 Nos. Primary-7 feet disc) housed in Sheet metal Construction 2. Fibre Compactor (Model-Vertical) for Primary waste collection (1.5 Kw). 3. Ventilator with motor for Primary Filter (5.5 Kw) 4. Ventilator with motor for Secondary Filter (3.7 Kw) . 5. Cyclone with high capacity microdust Compactor (1.1 Kw) for Secondary filter 6. Ultra High Efficiency Centrifugal Fan SWSI 490 UHE with 45Kw IE3 motor 7. Dampers for Suction pressure regulation 8. Safety device to sense & trip the system in case the system suction pressure falls below the normal working limits. 9. Suction type Autocleaning system 10. Control Panel for the above including star delta starter for 1 No. 45 Kw Motor B. Conversion Kit For 10 Nos C 1/3 Cards: 1. Undercard fittings assembly 2. Flatwaste collection box assembly 3. Specially designed junction box for pneumafil C. Web Collection System For 10 Nos C 1/3 Cards: 1. High capacity Fibre Compactor 2. Ventilator (VX500) with 9.3 Kw motor 3. Dampers for Suction pressure regulation 4. Web suction mouth 5. Safety device to sense & trip the system in case the system suction pressure falls below the normal working limits. 6. Control Panel for the above	1.00	35.10	35.10	VXL/PS FQ/YB FL/2025 /763 Dated 19-02- 2025	30 days
		10 SET 10 SET 10 SET	0.11 0.05 0.15	1.08 0.45 1.53		
		1.00	11.35	11.35		
2	VXL SYSTEMS <i>Add: 59 Sidco Industrial Estate, Coimbatore, 641021</i> FLAX PROCESS: PINK OUT LINE	1.00	35.10	35.10	VXL/PS FQ/YB	30 days

Sr. No.	Particulars	Units	Per Unit Price (₹)	Total Cost ^{*\$} (₹)	Quotation reference	Validity of quotation
	A. Continuous Waste Collection System For 10 Nos C 1/3 Cards: 1. Primary & Secondary Filter 75,000 M3/hr Capacity. (with 2 Nos. Primary-7 feet disc) housed in Sheet metal Construction 2. Fibre Compactor (Model-Vertical) for Primary waste collection (1.5 Kw). 3. Ventilator with motor for Primary Filter (5.5 Kw) 4. Ventilator with motor for Secondary Filter (3.7 Kw) . 5. Cyclone with high capacity microdust Compactor (1.1 Kw) for Secondary filter 6. Ultra High Efficiency Centrifugal Fan SWSI 490 UHE with 45Kw IE3 motor 7. Dampers for Suction pressure regulation 8. Safety device to sense & trip the system in case the system suction pressure falls below the normal working limits. 9. Suction type Autocleaning system 10. Control Panel for the above including star delta starter for 1 No. 45 Kw Motor.				FL/2025 /762 Dated 19-02-2025	
	B. Conversion Kit For 10 Nos C 1/3 Cards: 1.Undercard fittings assembly 2.Flatwaste collection box assembly 3.Specially designed junction box for pneumafil	10 SET 10 SET 10 SET	0.11 0.05 0.15	1.08 0.45 1.53		
	C. WEB COLLECTION SYSTEM FOR 10 NOS C 1/3 CARDS: 1. High capacity Fibre Compactor 2. Ventilator (VX500) with 9.3 Kw motor 3. Dampers for Suction pressure regulation 4. Web suction mouth 5. Safety device to sense & trip the system in case the system suction pressure falls below the normal working limits. 6. Control Panel for the above	1.00	11.35	11.35		
3	VXL SYSTEMS Add:59 Sidco Industrial Estate, Coimbatore, 641021 FLAX PROCESS: BLUE OUT LINE A. Continuous Waste Collection System For 14 Nos Cards: 1. Primary & Secondary Filter 1,00,000 M3/hr Capacity. (with 2 Nos. Primary-7 feet disc) housed in Sheet metal Construction 2. Fibre Compactor (Model-Vertical) for Primary waste collection (1.5 Kw). 3. Ventilator with motor for Primary Filter (5.5 Kw) 4. Ventilator with motor for Secondary Filter (3.7 Kw) . 5. Cyclone with high capacity microdust Compactor (1.1 Kw) for Secondary filter 6. Ultra High Efficiency Centrifugal Fan SWSI 600 UHE with 75Kw IE3 motor 7. Dampers for Suction pressure regulation 8. Safety device to sense & trip the system in case the system suction pressure falls below the normal working limits. 9. Suction type Autocleaning system 10. Control Panel for the above including star delta starter for 1 No. 75 Kw Motor.	1	41.8	41.8	VXL/PS FQ/YB FL/2025 /764 Dated 19-02-2025	30 days
	B. Conversion kit for 8 nos c 1/3 cards: 1.Undercard fittings assembly 2.Flatwaste collection box assembly 3.Specially designed junction box for pneumafil	8 SET 8 SET 8 SET	0.11 0.05 0.15	0.86 0.36 1.22		
	C. Web Collection System For 14 Nos C 1/3 Cards: 1. High capacity Fibre Compactor 2. Ventilator (VX500) with 9.3 Kw motor 3. Dampers for Suction pressure regulation	1	12.35	12.35		

Sr. No.	Particulars	Units	Per Unit Price (₹)	Total Cost** (₹)	Quotation reference	Validity of quotation
	4. Web suction mouth 5. Safety device to sense & trip the system in case the system suction pressure falls below the normal working limits. 6. Control Panel for the above					
4	VXL SYSTEMS Add: 59 Sidco Industrial Estate, Coimbatore, 641021 FLAX PROCESS: RED OUT LINE A. Continuous Waste Collection System For 7 Nos Cards: 1. Primary & Secondary Filter 75,000 M3/hr Capacity. (with 2 Nos. Primary-7 feet disc) housed in Sheet metal Construction 2. Fibre Compactor (Model-Vertical) for Primary waste collection (1.5 Kw). 3. Ventilator with motor for Primary Filter (5.5 Kw) 4. Ventilator with motor for Secondary Filter (3.7 Kw) . 5. Cyclone with high capacity microdust Compactor (1.1 Kw) for Secondary filter 6. Ultra High Efficiency Centrifugal Fan SWSI 490 UHE with 45Kw IE3 motor 7. Dampers for Suction pressure regulation 8. Safety device to sense & trip the system in case the system suction pressure falls below the normal working limits. 9. Suction type Autocleaning system 10. Control Panel for the above including star delta starter for 1 No. 45 Kw Motor. B. Conversion Kit For 3 Nos C 1/3 Cards: 1. Undercard fittings assembly 2. Flatwaste collection box assembly 3. Specially designed junction box for pneumafil C. Web Collection System For 7 Nos C 1/3 Cards: 1. High capacity Fibre Compactor 2. Ventilator (VX500) with 9.3 Kw motor 3. Dampers for Suction pressure regulation 4. Web suction mouth 5. Safety device to sense & trip the system in case the system suction pressure falls below the normal working limits. 6. Control Panel for the above	1.00	35.10	35.10	VXL/PS FQ/YB FL/2025 /765 Dated 19-02-2025	30 days
	B. Conversion Kit For 3 Nos C 1/3 Cards: 1. Undercard fittings assembly 2. Flatwaste collection box assembly 3. Specially designed junction box for pneumafil	3 SET 3 SET 3 SET	0.11 0.05 0.15	0.32 0.13 0.46		
	C. Web Collection System For 7 Nos C 1/3 Cards: 1. High capacity Fibre Compactor 2. Ventilator (VX500) with 9.3 Kw motor 3. Dampers for Suction pressure regulation 4. Web suction mouth 5. Safety device to sense & trip the system in case the system suction pressure falls below the normal working limits. 6. Control Panel for the above	1	12.35	12.35		
5	NANDY ENTERPRISE Add: Nischinda (West), Ghosh para Bally- Howrah-711227 Dual Media Filter, RO unit with MCF including dosing systems ("6.0 m3/h capacity of RO Plant with pretreatment unit.") Supervision Charges	1	8.79	8.79	NE/YF L/24-25/154 Dated 20-02-2025	30 days
6	NANDY ENTERPRISE Add: Nischinda (West), Ghosh para Bally- Howrah-711227 Offer for 10.0 m3 per hr. Dual Media Filter and Softener Plant. Feed Pump Dual Media Filter Softener	1	3.50	3.50	NE/YF L/24-25/155 Dated 20-02-2025	30 days
7	NANDY ENTERPRISE Add: Nischinda (West), Ghosh para Bally- Howrah-711227 Offer for Flash Mixer cum Flocculator Tank with Lamella Clarifier & Dual Media Filter 50 m3 per hr. (Using River Water) FMFT Feed Pump PAC Dosing System Poly Dosing System Flash Mixer Cum Flocculation Tank Reduction Gear Motor (Agitator Type) For Flash Mixer Reduction Gear Motor (Agitator Type) For Flocculator	1	26.50	26.50	NE/YF L/24-25/156 Dated 20-02-2025	30 days

Sr. No.	Particulars	Units	Per Unit Price (₹)	Total Cost ^{*\$} (₹)	Quotation reference	Validity of quotation
	<i>Lamella Clarifier</i>					
8	NANDY ENTERPRISE Add: Nischinda (West), Ghosh para Bally- Howrah-711227 Offer for “100 KLD Effluent Treatment Plant based on MMBR System for bleaching unit. <i>Oil & Grease Chamber</i> <i>Equalization Tank</i> <i>Effluent Transfer Pump</i> <i>Polymer, PAC & Lime Dosing system, Colour Removal FMFT</i> <i>Primary Lamella Clarifier</i> <i>MBBR Tank</i> <i>Plate Clarifier (Secondary)</i> <i>Chlorine Contact Tank</i> <i>Hypo Dosing System</i> <i>Air Blower for Equalization Tank & MBBR Tank</i> <i>Filter Feed Pump</i> <i>Pressure Sand Filter</i> <i>Activated Carbon Filter</i> <i>Sludge Transfer Pump</i> <i>Sludge Pit</i> <i>Sludge Drying Bed</i> <i>Commissioning Chemicals</i> <i>Instruments</i> <i>Electrical panel</i> <i>Cable</i>	1	15.50	15.50	NE/YF L/24-25/152 Dated 20-02-2025	30 days
9	PERFECT ENGINEERING CORPORATION Add: Plot No. 554 +555/2, Kathwada Main Road, Ahmedabad-382430. A. Hard Waste Recycling Line <i>Flat Bed Cutter ECO 500</i> <i>Magnetic Conveyor Roll Table MCR 800</i> <i>Blade Grinder, PBG</i> <i>Evener Feeder PB-1200</i> <i>Cage condensers, PCC50</i> <i>Feed Trunk PFT 1000</i> <i>Opening Module, HWO600</i> <i>Opening Module, HWO600-WOC</i> <i>Opening Module, HWO250 With inbuilt Condenser</i> <i>Bend Magnets after Module No. 1 & 7 and after Bale opener</i> <i>Pneumatic Operated Two Way Distributor for by passing Blow room & renGen Card</i> <i>Electrical Control Panel PLC Based with HMI Touch Display</i> B. Blow Room Machinery For reGen Card 1275 BSD <i>Bale opener PBO1200</i> <i>Fine Opener PFC 30</i> <i>Transport with VFD Drive</i> <i>Control Panel with “Synchro Feed” System</i> C. Perfect renGen Card 1275 BSD-W D. Automatic Waste Collection System in Civil based of capacity 45,000 CMH (35,000 + 10000 CMH.) for Hard Waste Line, Opening Blending Line & Card. E. Automatic Online Hydraulic Bale Press single cylinder with Feed Conveyor with Condenser Cage & Transport Fan	1	195.70	195.70	D/D/H W/WB/0225/3224 Dated 20-02-2025	60 days
		1	24.00	24.00		
		1	62.00	62.00		
		1	22.00	22.00		
		1	18.00	18.00		

Sr. No.	Particulars	Units	Per Unit Price (₹)	Total Cost ^{*\$} (₹)	Quotation reference	Validity of quotation
	PFN 425 for Bale Weight 100 +/- Kg with main control panel					
18	ATLAS COPCO INDIA Add: 139 D/5 Ananda Palit Road Kolkata - 700014 GA37 Air 7.5 FS FM Pack F200 export dryer F3.0 DD145+ PD145+ Air Receiver 1m3@10 kg/cm2	1 1 1 1 1	8.36 3.03 0.57 0.58 0.65	8.36 3.03 0.57 0.58 0.65	20250201349 Date: 21/02/2025	30 days
19	CHEEMA BOILERS LIMITED Add: D188, Phase 8B, Industrial Focal Point, SAS Nagar, Mohali, Panjab - 160074 5 TPH (F&A 100° C) Boiler, 10.54 Kg/cm2, Sat. Steam temperature Plain Grate boiler	1	45.00	45.00	CBL/Y FL-R2/2024-5 dated 20-02-2025	20 days
Total				638.23		

d) Infrastructure facilities like raw material, manpower and utilities like water, etc.

Our Company has adequate facilities and infrastructure to source and store raw materials, availability of manpower and has existing connections for utilities like water, power etc. for the existing manufacturing unit. The same facilities shall be utilized for the proposed dyeing and bleaching unit and expansion. For details of the infrastructure and utilities, please refer to “Our Business” at page 143 of this Draft Red Herring Prospectus.

e) Government and other Approvals

Our Company shall apply the following government and other approvals for setting up the new manufacturing unit:

S. No.	Particulars of licenses	Tentative Time Period of application
1.	Consent to Establish under section 25 /26 of the Water (Prevention & Control of Pollution) Act, 1974 and under section 21 of the Air (Prevention & Control of Pollution) Act, 1981	Before start of civil works
2.	Consent to operate under Section 25 / 26 of the Water (Prevention & Control of Pollution) Act, 1974 and under section 21 of the Air (Prevention & Control of Pollution) Act, 1981	Before trial run of manufacturing unit
3.	Certificate of verification of weights and measures issued under the Legal Metrology Act, 2009	After Installation of weights, etc.
4.	Approval from the Boiler Inspectorate under the Boilers Act, 1923	After Installation of boilers, etc.
5.	Building Plan Approval	After complete plan is ready

f) Proposed Schedule of Implementation

The proposed schedule of implementation is as follows:

Particular	Estimated month of	
	Commencement	Completion
Civil Works	June 2025	September 2025
Order of plant, machinery and equipment	October 2025	November 2025
Delivery of machineries	December, 2025	January 2026
Installation and erection of machineries	February, 2026	March, 2026
Trial run	March, 2026	
Commercial production	April, 2026	

2. Investment in our subsidiary Yashoda Linen Yarn Limited for setting up a greenfield unit at Vikram Udyogpuri, DMIC (Industrial Park, Ujjain, Madhya Pradesh) for 100% wet spun linen yarn and blended yarn (hereinafter referred as the “Project”)

Our Company holds 80% shares in the Yashodha Linen Yarn Limited (“YLYL”) making it a subsidiary of our Company. The registered office of YLYL is situated at 5 Middleton Street, Kankaria Park, Kolkata, West Bengal, India – 700071. Our subsidiary is engaged in trading of linen fibre and it is proposed to set up 100% wet spun linen yarn and blended yarn manufacturing unit at Ujjain, Madhya Pradesh, as a part of our forward integration. For the setting up of the manufacturing unit, YLYL has already acquired around 35 acres of designated industrial land at Plot No 126 & 127A, Vikram Udyogpuri, DMIC, Industrial Park, Ujjain, from the MP Industrial Development Corporation in Ujjain, Madhya Pradesh on a lease of 99 years. The estimated project cost is ₹14,883.00 lakhs which is planned to be operational by December 2026. We propose to utilise a sum of ₹ 4,800.00 lakhs out of the Issue proceeds for investment in YLYL towards setting up of manufacturing unit in our subsidiary, which is planned to be operational by December 2026. The investment by our Company in YLYL is proposed to be undertaken in the form of equity or debt or a combination of both or in any other manner as may be mutually decided. The actual mode of such deployment has not been finalised as on the date of this Draft Red Herring Prospectus. We believe that the said investment will result in increase in the value of the investment made by our Company in YLYL Further, the balance cost of the project shall be funded through a rupee term loan of ₹9,900.00 lakhs to be availed by YLYL from Canara Bank for which we have already received the in-principle sanction letter dated February 4, 2025 and ₹ 183.00 lakhs from internal accruals. Centrally located in Madhya Pradesh, the proposed unit will enable us to have easier reach to weavers present all around the country.

Our subsidiary has obtained a detailed project report dated December 02, 2024 from M/s. KalCordac Consulting (I) Private Limited, Kolkata for setting up 100% wet spun linen yarn and blended yarn manufacturing unit.

The total cost for setting up of the Project has been estimated by our management and is based on the quotations received from third party suppliers and the detailed project report dated December 02, 2024 from M/s. KalCordac Consulting (I) Private Limited, Kolkata, and which has been approved by our Board of Directors in their meeting dated March 01, 2025. The detailed breakdown of estimated cost of the Project is set forth below:

Particulars	Amount (₹ In Lakhs)
Land & Land Development	1,300.00
Building & Civil Works	2,300.00
Plant & Machinery	8,000.00
Electricals & Others	1,000.00
Contingencies	600.00
Preliminary & Pre-Operative Exp.	300.00
Interest during Construction	383.00
CAPEX	13,883.00
Margin Money for Working Capital	1,000.00
TOTAL PROJECT COST	14,883.00

Details of the project

a) Land & Land Development

For the setting up of the proposed manufacturing unit, YLYL has acquired around 35 acres of designated industrial land at Plot No 126 & 127A, Vikram Udyogpuri, DMIC, Industrial Park, Ujjain, from the MP Industrial Development Corporation in Ujjain, Madhya Pradesh on a lease of 99 years. The cost for land and land development is estimated to be ₹ 1,300 lakhs. Our Subsidiary has already made a payment of ₹ 897.39 Lakhs towards lease premium and registration fee for the land.

b) Building & Civil Works

The total cost for civil construction of the factory building and other civil work is estimated to be around ₹ 2,300 lakhs. YLYL has received a quotation dated February 25, 2025 from M/s. Abhinav Infrabuild Private Limited for site development, factory building and civil structure and is yet to place order for the same, which amounts to ₹ 2,316.26 lakhs. The detailed bifurcation of civil works cost is as follows:

Sr. No.	Particulars	Per Unit Price (₹ in lakhs)	Total Cost (₹ in lakhs)	Quotation reference	Validity of quotation
	Abhinav Infrabuild Pvt Ltd Add:207-208 Industry House, 15, Old Palasia, A.B. Road Indore – 452 018(M.P.) 1. SITE DEVELOPMENT WORK 2. MILLS SHED 3. RETURN AIR DUCT & CABLE TRENCH 4. BOILER HOUSE 5. EQUIPMENT FOUNDATION FOR BOILER 6. COAL SHED 7. UNDER GROUND WATER TANK (7.5 LAC LTR.) 8. ROAD AND DRAINAGE WORK 9. EFFLUENT TREATMENT PLANT (600 KLD) 10. SEWERAGE TREATMENT PLANT (20 KLD) 11. SANITARY & WATER SUPPLY WORK	287.35 799.32 140.60 197.16 80.85 92.15 60.21 327.32 276.86 24.44 30.01	2,316.26	Quotation No AIPL/24-25/4843 dated February 25, 2025	90 days

c) Plant and Machinery

Sr. No.	Particulars	Description of Machinery	No. of Units	Per Unit Price (₹ in lakhs)	Total Cost (₹ in lakhs)	Quota tion refere nce	Validity of quotatio n
1	Cheema Boilers Limited Add: D188, Phase 8B, Industrial Focal Point, SAS Nagar, Mohali, Panjab - 160074	Horizontal Multitubular Shell Type Water Cum Smoke Tube Boiler Basic Price For Supply Of One No. 5 TPH (F & A 100° C) Boiler, 10.5 Kg/Cm2, Sat. Steam Temperature AFBC Boiler As Per Enclosed Scope Of Supply.	1.00	49.50	49.50	Ref: CBL/ KG/P RO- R2/20 24-25 dated 09-02- 2025	30 Days
				Total A	49.50		
2	Zhejiang Golden Eagle Co.Ltd.* Add. Xiaosha, Dinghai, 316051, Zhoushan, Zhejiang, P.R. China,	Flax Hackling Machine With Spares And Accessories Fx101g+203 (HS CODE:8445119000) Hackling Section.Automatic Spreader. Hackling Section Has 18 Tools/Side, Length Of Tool :12 Inches. Rotary Doffer With Oscillating Stripper Knife. Automatic Spreader Delivers Into Single 40" High X 24" Dia. Sliver Can. Complete With Electrical Drive Equipment. Flax Uncoiler Machine Fx091 (HS CODE:8445119000) Feeding Width 850mm, Total Install Power 1.26KW,Dimension 3300 X 1100 X 3000 Mm. Total Weight 735KG Drawing Machine For Flax With Spares And Accessories Predoubler Fx280 (HS CODE:8445119000) Having 4 Heads, 6 Slivers Per Head, 1 Delivery Per Head, 36" Reach. Complete With Electrical Drive And Dust Extraction Equipment.With Grass Gill. Drawing Machine For Flax With Spares And Accessories Doubler Fx280 (HS CODE:8445119000) Having 4 Heads, 6 Slivers Per Head, 1 Delivery Per Head, 36" Reach. Complete With Electrical Drive And Dust Extraction Equipment.	3.00 3.00 2.00 2.00	209.33 5.45 46.89 43.73	627.99 16.35 93.78 87.47	JYMK 25- SC250 19 dated 20-02- 2025	90 days from the date of issuing.

Sr. No.	Particulars	Description of Machinery	No. of Units	Per Unit Price (₹ in lakhs)	Total Cost (₹ in lakhs)	Quota tion reference	Validity of quotation
		Drawing Machine For Flax With Spares And Accessories Fx281	2.00	41.92	83.84		
		<i>(HS CODE:8445119000) Having 4 Heads, 8 Slivers Per Head, 1 Delivery Per Head, 28" Reach. Complete With Electrical Drive And Dust Extraction Equipment.</i>		-	-		
		Drawing Machine For Flax With Spares And Accessories Fx282	2.00	48.41	96.83		
		<i>(HS CODE:8445119000) Having 5 Heads, 8 Slivers Per Head, 1 Delivery Per Head, 26" Reach. Complete With Electrical Drive And Dust Extraction Equipment</i>		-	-		
		Drawing Machine For Flax With Spares And Accessories Fx283	2.00	52.85	105.70		
		<i>(HS CODE:8445119000) Having 6 Heads, 8 Slivers Per Head, 1 Delivery Per Head, 24" Reach. Complete With Electrical Drive And Dust Extraction Equipment.</i>		-	-		
		Fourth Drawing Frame Fx284	2.00	62.02	124.04		
		<i>(HS CODE:8445119000) Having 7 Heads, 8 Slivers Per Head, 1 Delivery Per Head, 20" Reach. Complete With Electrical Drive And Dust Extraction Equipment.</i>		-	-		
		Roving Machine For Flax With Spares And Accessories Fx405a	3.00	119.37	358.11		
		<i>(HS CODE:8445119000) Having 15 Heads, 8 Spindles Per Head, Total 120 Spindles, 18" Reach. Bobbin Size 11.1/2" Traverse X 5.1/2" Dia. Complete With Electrical Drive And Dust Extraction Equipment. Along With Positive Feeding Drive Device.</i>		-	-		
		Wet Ring Frame For Flax With Spares And Accessories Fx508a	20.00	82.18	1,643.50		
		<i>(HS CODE:8445119000) Double Sided Having 320 Spindles Arranged 160 Spindles Per Side, 88mm Pitch, 210mm Traverse X 62mm Dia. Ring. Machine Arranged To Spin From Treated Rove, Complete With Electrical Drive. With Bearing Type Drafting Roller.</i>		-	-		
				Total B	3,237.61		
3	LMW Limited Add: Perianaickenpalayam, Coimbatore - 641 020.	Br - Swift Floc La21	1.00	28.50	28.50	PI0031297 dated 13-02-2025	45 days from the date of issue of offer
		<i>Tower With Movable Plucking Head Of Size 1700 Mm With Track Length 25.0 M With Optical Light Barrier</i>					
		Br - Mixing Bale Opener Model Lb3/2	3.00	10.68	32.05		
		<i>With Beater With Automatic Waste Collection System With Transport Apron 4.5m With Inverter Drive For Feed Roller With Magnetic Roller 1000 Mm Working Width, Upright Lattice With Staggered Steel Spikes</i>					
		Br - Mixing Opener Model Lb3/7	1.00	19.03	19.03		
		<i>1600 Mm Working Width, Upright Lattice With Staggered Steel Spikes With Beater With Automatic Waste Collection System</i>					
		Br - Vario Clean Model Lb9/2	1.00	16.33	16.33		
		<i>Cleaning And Dedusting Machine To Handle Different Assortments, Beater With Multiple Beating Elements, Inverter For Beater Drive, Traversing Grid</i>					
		Br - Unimix Model Lb7/4	3.00	23.21	69.64		
		<i>Mixing And Blender Machine With 1600 Mm Working Width, Large Storage Volume, Upright Lattice With Staggered Steel Spikes With Beater With Waste Collection System</i>					
		Br - Flexiclean Model Lb5/6	1.00	7.05	7.05		

Sr. No.	Particulars	Description of Machinery	No. of Units	Per Unit Price (₹ in lakhs)	Total Cost (₹ in lakhs)	Quota tion refere nce	Validity of quotatio n
		<i>Universal Opening And Cleaning Machine With Laminae Trunk And Cleaning Unit, Fan To Feed Tufts From Preceding Machine, With Sddu (Statinonary Dedusting Unit) With Waste Collection System</i>					
		Br - Auto Blend La10	1.00	75.48	75.48		
		<i>With 3 Modules Suitable For Mixing 3 Materials, Material Transport Conveyor, Blending Unit With Beater Arrangement, Inbuilt Control Panel With Conveyor, Top Chamber With Feed Roller & Opening Roller, Digital Weighing Pan, Material Transport Conveyor, Blending Unit With Beater Arrangement, Inbuilt Control Panel, Touch Screen Display With Ladder</i>					
		Br - Gravitas La1	1.00	0.80	0.80		
		<i>Heavy Particle Separator</i>					
		Br - Ventilator Model La5/4	1.00	1.05	1.05		
		<i>Ventilator With Discharge Capacity 1.2m3/ Sec, With Inverter, With 7.5 Kw Motor Power</i>					
		Br - Ventilator Model La5/4	8.00	1.05	8.41		
		<i>Ventilator With Discharge Capacity 1.2m3/ Sec, With Inverter, With 7.5 Kw Motor Power</i>					
		Br - Ventilator Model La5/6	13.00	0.93	12.03		
		<i>Ventilator With Discharge Capacity 1m3/Secwith Inverter</i>					
		Br - Ventilator Model La5/7	1.00	0.48	0.48		
		<i>Ventilator With Discharge Capacity 0.5m3/Sec</i>					
		Br - Stationary Condenser La 2/5	7.00	1.41	9.85		
		Br - By Pass Valve La4/2a - Double Flap	3.00	0.24	0.72		
		Br - By Pass Valve La4/2 - Single Flap	1.00	0.21	0.21		
		Br - Feed Distributor La4/5	1.00	0.98	0.98		
		Br - Stationary Dedusting Unit - La4/8	1.00	0.53	0.53		
		Br - Flushing Unit	2.00	0.05	0.10		
		Blowroom Panel 2.4m	2.00	4.61	9.22		
		Card Lc363/Lc361	8.00	32.67	261.33		
		<i>With 1000 Mm Working Width For Chute Feed System, Single Lickein, Built In Multilevel Sensing, Short And Long Term Regulation With Pre/Post Carding Elements, Philipson Brush Roller Arrangement With Single Lickerin Arrangement, With Fine Feed Chute Linear Can Changer 40 Inch X 48 Inch Flow Metal Web Doffing System</i>					
		Card Lc363/Lc361	1.00	42.95	42.95		
		<i>With 1000 Mm Working Width For Chute Feed System, Single Lickein, Built In Multilevel Sensing, Short And Long Term Regulation With Pre/Post Carding Elements, Philipson Brush Roller Arrangement With Single Lickerin Arrangement, With Fine Feed Chute Linear Can Changer 40 Inch X 48 Inch With Waste Analysing Chamber (Wac) With Lickerin Lifting Equipment With Full Width Grinding Roller, Rectifying Bed And Accessories Stand With Traverse Sharpening Device (Tsd) And Emery Fillet Grinder (Efg) With Flats Trolley Flow Metal Web Doffing System.</i>					
		Single Delivery Non Auto Leveler Drawframe Ldb3	3.00	14.20	42.61		

Sr. No.	Particulars	Description of Machinery	No. of Units	Per Unit Price (₹ in lakhs)	Total Cost (₹ in lakhs)	Quota tion reference	Validity of quotation
		WITH DELIVERY CAN SIZE OF 24 INCH AND 40 INCH DIAMETER, SINGLE DELIVERY, MECHANICAL DRIVE - CHANGE GEAR DRIVE FOR DRAFTING, 4 OVER 3 PRESSURE BAR DRAFTING SYSTEM, INVERTER CONTROLLED MAIN DRIVE LINEAR AUTOMATIC CAN CHANGER WITH INBUILT SLIVER CUTTING DEVICE POWER CREEL ARRANGEMENTS SUITABLE FOR CANS UPTO 40 INCH X 48 INCH WITH SEPARATE DRIVE FOR COILER REGULAR WIDTH PLATFORM					
		Lap Former Lh20 S	1.00	48.67	48.67		
		Pro-In Control System For Lap Build Up, 2 Over 2 Single Head Drafting System, Servo Drive For Drafting, Automatic Lap Drift Control System, Auto Spool Loader Creel For Upto 40 Inch X 48 Inch Feed Can And Touch Screen Display System Two Lap Trolley Lh15/Lh20s Per Machine 25 Lap Spools Per Machine					
		Comber Lk69 S/M	1.00	49.63	49.63		
		Comber Model Lk69 M With Single Delivery, Linear Auto Can Changer, T.S. Display System And Excel Top Comb Linear Auto Can Changer, T.S. Display System And Excel Top Comb With Delivery Can Size Of 24 Inch Diameter One Lap Trolley Lh15/Lh20s Per Comber 25 Lh15/Lh20s Lap Spools Per Comber Floor Execution With Pit					
		Draw Frame Single Delivery Auto Leveler Ldf3 S	2.00	24.44	48.88		
		WITH DELIVERY CAN SIZE UPTO 24 INCH X 48 INCH, SINGLE DELIVERY SYSTEM, DIGITAL SHORT TERM AUTO LEVELLING SYSTEM, SERVO DRIVE FOR DRAFTING, INBUILT SPECTROGRAM DISPLAY, INVERTER CONTROLLED MAIN DRIVE, INDEPENDENT DRIVE FOR COILER, WITH AUTOPIECING AUTOMATIC CAN CHANGER WITH ELECTRONIC SLIVER CUTTING ARRANGEMENT, CAN MAGAZINE WITH ROLLERS, POWER CREEL ARRANGEMENTS WITH UPTO 8 DOUBLING SUITABLE FOR FEED CANS UPTO 40 INCH X 48 INCH					
		Speedframe Lf 4280/A	2.00	53.06	106.12		
		With 160 Spindles, Inverter Controlled Drive For Flyer Bobbin & Trough Movement, Suction Device For Broken End, Roving Photocell For Roving Stop Motion For Broken End Servo Drive For Drafting - Single Side Short Cradle Terra Spin Pk1500 3 Rollerdrafting System Stripper Arrangement For 3 Roller Drafting System Automatic Roving Tension Control (2 Atc) Bobbin Tilting Mechanism Empty Bobbin Storage 5 Row Creel Additional Roving Sensor For False Twister Sliver Guide - Grooved Shaft					
		Ring Frame Lr9/Sx/Sxl	6.00	76.55	459.30		

Sr. No.	Particulars	Description of Machinery	No. of Units	Per Unit Price (₹ in lakhs)	Total Cost (₹ in lakhs)	Quota tion reference	Validity of quotation
		With 1008 Spindles, 70 Mm Gauge, Invertor Drive For Main Motor, Inbuilt Energy Module, Automatic Proven Peg Tray Type Doffing System, Ryc Inbuilt Hpm (High Performance Module), Lmw Alucore Cots (Front And Back) And Aprons Common Servo Drive For 2nd And 3rd Drafting Roller To Make Basic Slub, 1st Drafting Row Drive With Induction Motor With 2q-1m Drive For Drafting With Link Coner With Link Coner Savio Material Cotton With Cage 39 With Hl Ld Spindle Main Motor Type Inx Opti Power With Single Side Suction Unit For Pneumafil With 6 Row Creel With Bottom Clearer Roller With Waste Collection Arragment.					
				Total C	1,351.93		
4	Rieter AG ^ Add: Klosterstrasse 20 Postfach CH-8406 Winterthur	Automatic Package Winder Autoconer X6 Type V / 28 positions in the machine frame Autoconer X6 Type V with 23 WU Autoconer X6 Type V with 23 WU	3 3		950.04	Quotat ion No. 11230 090 dated Februa ry 04, 2025	Valid until May 02, 2025
5	Rieter AG ^ Add: Klosterstrasse 20 Postfach CH-8406 Winterthur	Automatic Package Winders Autoconer X6 Type RM / 50 positions in the machine frame Autoconer X6 Type RM with 50 WU Autoconer X6 Type RM with 50 WU	2 2		1,024.66	Quotat ion No. 11230 092 dated Februa ry 05, 2025	Valid until May 05, 2025
6	Luwa India Pvt. Ltd. Add: 3P-5P, Gangadharana palya Kasaba Hobli, Off Tumkur Road Nelamangala, Bangalore North - 562 123	Luwa Auto Control Type Humidification Plant Luwa Central Air Humidification Plant Luwa Dust and Waste Collecting Plant			185.40	Quotat ion No. BD / MT / 23 - 24 dated Februa ry 03, 2025	2 months after date of tender/or der confirma tion
7	Loris Bellini SRL ^ Add: Via De Gasperi, 29/31 I-46040 CASALROM ANO (Mantova)	1. LINEN SLIVER DEGUMMING AND BLEACHING PLANT MOD. CASTO 8L WITH AUTOMATIC PNEUMATIC VALVES 2. AUTOMATIC LIQUOR PREPARATION/RECOVERY PLANT 3. COLOR KITCHEN PLANT WITH 1 TANK 335 LP FOR PREPARATION AND INTRODUCTION OF CHEMICAL PRODUCTS INTO EQUIPMENT 4. CONTROL PANEL IN STAINLESS STEEL PRESET FOR INSERTION OF PROCESS CONTROLLER 5. PROCESS CONTROLLER "LEONARDO® PC 600/1", BASED ON INDUSTRIAL PERSONAL COMPUTER, FOR FULLY AUTOMATIC OPERATION. 6. MODULAR CARRIERS FOR LINEN SLIVER ON COPS WITH DIAMETER 160 MM. 7. FIXED VERTICAL SPINDLES 8. RAPID LOCKING DEVICES FOR SPINDLES WITH BUILT-IN EXPANSION COMPENSATORS.			622.24	Quotat ion No. FIOM 0DR8 dated Februa ry 03, 2025	30 Days

Sr. No.	Particulars	Description of Machinery	No. of Units	Per Unit Price (₹ in lakhs)	Total Cost (₹ in lakhs)	Quotation reference	Validity of quotation
		9. SET OF SPARE PARTS FOR TWO YEARS OPERATION. 10. ASSEMBLING and START-UP.					
8	STALAM S.p.A ^ Add: Via dell'Olmo, 7, I - 36055 Nove (VI)	STALAM Radio Frequency Equipment RADIO FREQUENCY DRYER "RF 2x85 kW"	1	203.11	203.11	Quotation No 52420 5/AE February 05, 2025	3 months
		Total			7,624.49		
		Add: Customs duty for machinery to be imported			362.26		
		Grand Total			7,986.75		

* The quotation received from Zhejiang Golden Eagle Co. Ltd. is in USD. The same has been converted into INR @ 86.50 / USD.

^ The quotations received from Rieter AG, Loris Bellini SRL and STALAM S.p.A are in Euro. The same has been converted into INR @ 91 / Euro

d) Contingency

We have created a provision for contingency of ₹600 lakhs for the total cost of, which is approximately 5% of total cost of machineries and civil works proposed to be funded from issue proceeds, to cover additional costs related to any contingent expenses such as difference in the actual costs of machinery, taxes, levies and other contingent duties, as applicable. No second-hand machinery or material is proposed to be purchased out of the aforesaid Net Proceeds. The abovementioned plant and machinery and electrification expenses are proposed to be acquired in a ready-to use condition. Our Company has not entered into any definitive agreements with the suppliers and there can be no assurance that the same suppliers would be engaged to eventually supply the machinery and material at the same costs. The quantity of the machinery and material to be purchased is based on the estimates of our management. Our Company shall have the flexibility to deploy the machinery and material at the proposed manufacturing units, according to the business requirements of the same, which are dynamic and may evolve with the passage of time and based on the estimates of our management. Our Promoters, Directors, Key Management Personnel or Group Entities have no interest in the proposed procurements, as stated above.

e) Government and other Approvals

Our Company shall apply the following government and other approvals for setting up the new packing unit at our existing manufacturing plant:

S. No.	Particulars of licenses	Tentative Time Period of application
1.	Industrial Entrepreneurs Memorandum issued by Secretariat of Industrial Assistance, Ministry of Commerce & Industry, Government of India	After Commissioning of manufacturing unit
2.	License to work a factory under Section 6(1) of the Factories Act, 1948	After Commissioning of manufacturing unit
3.	Consent to Establish under section 25 /26 of the Water (Prevention & Control of Pollution) Act, 1974 and under section 21 of the Air (Prevention & Control of Pollution) Act, 1981	Before start of civil works
4.	Consent to operate under Section 25 / 26 of the Water (Prevention & Control of Pollution) Act, 1974 and under section 21 of the Air (Prevention & Control of Pollution) Act, 1981	Before trial run of manufacturing unit
5.	Certificate of verification of weights and measures issued under the Legal Metrology Act, 2009	After Installation of weights, etc.
6.	Building Plan Approval	After complete plan is ready

f) Proposed Schedule of Implementation

The proposed schedule of implementation is as follows:

Particular	Estimated month of	
	Commencement	Completion
Civil Works	June 2025	December 2025
Order of plant, machinery and equipment	July 2025	January 2026
Delivery of machineries	February 2026	March 2026
Installation and erection of machineries	April 2026	August 2026
Trial run	September / October 2026	
Commercial production	November / December 2026	

3. Funding the working capital requirements of our Company

With the expansion of the business, our company will be in the need of additional working capital requirements. We fund a majority of our working capital requirements in the ordinary course of business from banks facilities and internal accruals. Our Company requires additional working capital for funding its incremental working capital requirements and releasing the internal accruals deployed in working capital. The funding of the incremental working capital requirements will lead to a consequent increase in our profitability, ability to utilize internal accruals for growth opportunities and achieving the proposed targets as per our business plan.

Our Company proposes to utilize ₹ 4,200.00 Lakhs of the Net Proceeds towards our Company's working capital requirements. The company shall utilize ₹ 4,200.00 Lakhs in Fiscal 2026 towards our Company's working capital requirements. Our Company has working capital limits sanctioned by ICICI Bank Limited vide sanction letter dated January 29, 2025 for upto ₹ 3,000.00 Lakhs

Basis of estimation of working capital requirement

The details of our existing Company's working capital as at December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 and the source of funding, derived from the financial statements of our Company, as certified by our Statutory Auditor through their certificate dated March 01, 2025, are provided in the table below. On the basis of the existing and estimated working capital requirement of our Company, and assumptions for such working capital requirements, our Board pursuant to its resolution dated March 01, 2025, has approved the estimated working capital requirements for Fiscal 2025, Fiscals 2026 and 2027 as set forth below:

(₹ in Lakhs)

S. No.	Particulars	As at March 31, 2022	As at March 31, 2023	As at March 31, 2024	As at December 31, 2024	As at March 31, 2025	As at March 31, 2026	As at March 31, 2027
		(Actual-Restated)	(Actual-Restated)	(Actual-Restated)	(Actual-Restated)	(Estimated)	(Projected)	(Projected)
(A)	Current assets							
(a)	Inventories	1,270.85	2,727.57	2,059.04	4695.13	5,159.52	6,580.00	7,800.00
(b)	Trade receivables	259.37	445.3	722.56	616.88	800	1,300.00	1,850.00
(c)	Other Current Assets	386.7	651.22	394.87	544.74	1,047.23	3,533.03	3,470.94
	Total current assets (A)	1,916.92	3,824.10	3176.47	5,856.75	7,006.75	11,413.03	13,120.94
(B)	Current liabilities							
(a)	Trade payables	93.02	538.53	384.56	628.09	733.16	733.16	1,099.74
(b)	Provisions, other current liabilities and current tax liabilities (net)	281.06	474	494.76	738.78	3,821.03	1,200.94	1,261.82
	Total current liabilities (B)	374.08	1012.53	879.32	1366.87	4,554.19	1,934.10	2,361.57

S. No.	Particulars	As at March 31, 2022	As at March 31, 2023	As at March 31, 2024	As at December 31, 2024	As at March 31, 2025	As at March 31, 2026	As at March 31, 2027
		(Actual-Restated)	(Actual-Restated)	(Actual-Restated)	(Actual-Restated)	(Estimated)	(Projected)	(Projected)
(C)	Total working capital requirements (C = A – B)	1,542.84	2,811.57	2,297.15	4,489.88	2,452.56	9,478.83	10,759.37
(D)	Funding pattern							
(a)	IPO proceeds						4,200.00	-
(b)	Borrowings from banks, financial institutions and non-banking financial companies (including bill discounting) and/or internal accruals	1,542.84	2,811.57	2,297.15	4,489.88	2,452.56	5,278.93	10,759.37
	Total	1,542.84	2,811.57	2,297.15	4,489.88	2,452.56	9,478.93	10,759.37

*Note: Pursuant to the certificate dated March 01, 2025 issued by the Statutory Auditor.
Our Company shall also fund the incremental working capital requirements by availing loan facilities.*

Assumptions for our estimated working capital requirements

Particulars	As at March 31, 2022	As at March 31, 2023	As at March 31, 2024	As at December 31, 2024	As at March 31, 2025	As at March 31, 2026	As at March 31, 2027
	(Actual-Restated)	(Actual-Restated)	(Actual-Restated)	(Actual-Restated)	(Estimated)	(Projected)	(Projected)
Holding Level for year/period ended							
Trade Receivables	23	26	31	24	24	27	25
Inventories	167	205	150	195	180	164	129
Trade Payables	12	41	28	26	30	8	7

Key assumptions for working capital requirements

Our Company's estimated working capital requirements on a standalone basis are based on the following key assumptions:

S. No.	Particulars	Assumptions
Current Assets		
1	Trade Receivables	Our company's general credit term varies across geographies and type of customer. We had Debtors Holding days of 23 days, 26 days, 31 days and 24 days in FY2022, FY2023, FY2024 and period ended December 31, 2024, respectively. We expect Debtors Holding days to be around 24 days for FY2025, 27 days for FY 2026 and 25 days for FY2027. As we are planning to expand our capacity and increase market share, we may be required to offer higher credit period to the distributors and weaving mills.
2	Inventories	Our Company's inventory holding period ranges from 167 days, 205 days, 150 days, and 195 days in FY2022, FY2023, FY2024 and period ended December 31, 2024, respectively. We expect inventory holding period to be around 180 days for FY2025, 164 days for FY 2026 and 129 days for FY2027. As we are

S. No.	Particulars	Assumptions
		planning to expand our capacity and increase market share, this may also result in higher inventory holding days.
Current Liabilities		
1	Trade Payables	We had creditors payment cycle of 12 days, 41 days, 28 days and 26 days in FY2022, FY2023, FY2024 and period ended December 31, 2024. We expect our creditors payments days be around 30 days for FY2025, 8 days in FY2026 and 7 days in FY2027. The company is trying to lower creditors by paying earlier, leading to more discounts and hence better profitability.

Reason for substantial increase of working capital requirement are mentioned below:

Our Company specializes in producing premium cottonised bast fibres, including flax (linen), jute, and hemp. We cottonise long & brittle bast fibres into cotton like short staple fibre such that the cottonised fibres can easily blend upto 55% with cotton and man-made fibres in the existing cotton spinning system or similar. Cottonising Jute fibres until few years ago was considered a farfetched idea but with robust R&D and diligent commercial production of the same by Yajur has changed the landscape of sustainable Jute Fibres altogether. While there are thousands of cotton & polyester spinning mills globally there are less than 400 spinning mills between linen, jute and hemp. Our cottonised Fibres can spin from 10% to 85% in cotton spinning systems and easily blends with natural and manmade fibres. These blended fibres spin at 70% of average cotton spinning speed, while the linen rich blends give similar look and feel like 100% linen fabrics, however the cost of production is 25 % less than original linen fabrics. It has taken away the easy wrinkle issues associated with 100% linen.

Our Company has capacity of 3600 MT per annum of cottonised bast fibres and flax yarn. Our Company is known for its extensive experience and investment in bast fibres, which has made it the preferred choice for many top spinning mills in India, Turkey, Indonesia, Nepal and Bangladesh.

For the year ended March 31, 2024, the total working capital requirement was ₹ 2,297.15 Lakhs. However, this is estimated to increase to ₹ 2,452.56 Lakhs during FY2025 and ₹ 9,478.83 Lakhs during FY2026 and ₹10,759.37 Lakhs during FY2027. The reasons for increase in future working capital requirements of our company are as under:

- Our Company's business is a working capital intensive and to address the current issue of limited working capital and achieve exponential growth, the company plans to infuse funds into working capital from the Issue Proceeds.
- Our Company anticipates a substantial expansion in business operations of the Company in the forthcoming financial years supported by the fresh infusion of funds from the proceeds of the proposed Issue. The Company expects substantial increase in trades payable in line with expansion in business operations and increase in purchase of raw materials in forthcoming financial years. In the current financial year, the Company has already achieved substantial increase in its monthly billing due to higher orders from customers and consequently larger dealings with its Creditors/suppliers. The Company also expects increase in utilisation of non-fund based facilities from banks and financial institutions to support the growth in business operations of the Company and hence increase its dealings with its Suppliers.
- The Company is planning to enter into newer geographies and expand our business. We also intend to enter into new markets for our products internationally such as Japan, European countries and USA. These countries allow marketing of our products because these countries have spinning and weaving capabilities. This strategic decision is not just about reaching new markets, it's about solidifying our position in the industry and fostering sustainable growth. By venturing into untapped territories, we aim to unlock fresh opportunities, broaden our customer base, and diversify our revenue streams.

Further, below mentioned future business strategies as mentioned in the chapter “Our Business” on page 143 of the Draft Red Herring Prospectus would also lead to increase in working capital requirements:

Setting up of 100% wet spun linen yarn and blended yarn manufacturing unit

We have over the years diversified our product portfolio and increased our production capacities through consistent growth and innovation. We, in the year 2006, started the manufacturing operations of cotton and cotton blended yarns into Yajur Bast Fibres Limited (formerly known as M.F.L Corporation Ltd). Subsequently, we have started manufacturing of premium cottonised bast fibres, including flax (linen), jute, and hemp in the year 2017-18. Yajur Bast Fibres Limited was amalgamated into our Company pursuant to the Scheme of Amalgamation. As on date of this DRHP, our Company specializes in producing premium cottonised bast fibres, including flax (linen), jute, and hemp. Our Company proposes to further diversify its product portfolio by forward integration by setting up a greenfield unit for manufacturing 100% wet spun linen yarn and blended yarn in our subsidiary Company. 100% wet spun linen yarn is produced from 100% flax long fibres and blended yarn is produced from cottonised fibres. We intend to create an additional revenue stream using forward integration of our material, *i.e.*, blended yarn from cottonised fibres and selling the same for industrial usage. Accordingly, our Company proposes to utilise an amount of ₹ 4,800.00 lakhs from the Net Proceeds of this Issue towards setting up the aforementioned manufacturing unit at Plot No 126 & 127A, Vikram Udyogpuri, DMIC, Industrial Park, Ujjain, and expanding our product portfolio. We believe that our strong presence in the Indian and international market positions us well to capitalize on the anticipated growth of linen yarn industry. The strategic decision to expand our product portfolio will enable us to create additional revenue streams, diversify our business operations and reduce our dependence on a single product.

Investing in capacity expansion and setting up of dyeing and bleaching section

We have installed a capacity of 3600 MT / PA. We propose to enhance our installed capacity by around 1,300 MT/PA. We further propose to set up dyeing and bleaching section also at the existing unit. For these, our Company proposes to utilise an amount of ₹ 1,437.42 lakhs from the Net Proceeds of this Issue. We believe that with the increase use of cottonised jute fibres and to replace cotton upto 55%, with expansion of our capacity, we will be able to achieve operational growth. Further, the deploying of dyeing and bleaching section would improve the quality/output of bleaching, reduce the timeframe of production and reduce the overall cost of production as well, apart from capacity expansion.

Market Penetration and Geographic Expansion

We are engaged in manufacturing of cottonised flax fibres for India and overseas. We are focussed on enhancing our presence in the geographies where we already operate by strengthening relationships with existing customers and introducing new offering of 100% wet spun linen yarn and blended yarn in our subsidiary. The domestic market offers various opportunities in term of sub-geographic penetration and product/market diversification which we intend to seize and increase our market reach domestically to explore untapped markets and segments as part of our strategy to mitigate market risk and widen growth prospects.

We also intend to enter into new markets for our products internationally such as Japan, South Korea, China, Vietnam, EU and USA. These countries allows marketing of our products because they have spinning and weaving capabilities.

Leverage our position as one of the leading manufacturers of premium cottonised bast fibres, including flax (linen), jute, and hemp

With the help of existing manufacturing facility and proven track record in quality and production capacity, our Company's Cottonised linen, jute and hemp fibres uses have reached far and beyond. It is being used in apparel & wearables, home & kitchen textiles, insulation, Geo textile, non-woven felt, fillers, automotive and paper. The possible inclusions of cottonised jute fibres in denim, terry towel and bed sheets apart from the usual home & kitchen textiles have opened a huge untapped market. Jute is sustainable, biodegradable, ecological and is most suited to replace cotton upto 55% in various product lines. Our Company intends to expand further by supplying its products to these industries to expand our operation and drive growth.

Focus on our Quality Control

Quality control (QC) is a critical aspect of manufacturing of cottonised linen, jute and hemp fibres. Our Company has in place adequate arrangements to implement the Quality Policy through an elaborate set of Quality Management & Documentation System. Ensuring the highest quality standards not only enhances the product's reliability but also builds customer trust and satisfaction. Our quality control process starts from supplier selection, inspect all incoming materials, sample testing of each batch of materials, and finished product testing.

Marketing Strategy

We continue to enhance our business operations by ensuring that our network of customers increases through our marketing efforts. Our core competency lies in our deep understanding of our customer's specifications, which has helped us in achieving customer loyalty. With the setting up of a greenfield unit for manufacturing 100% wet spun linen yarn and blended yarn in our subsidiary Company, we will be able to expand our product portfolio for our existing customer and add new customers. This will also enable us to offer fibre as well as yarn to our customers. We endeavour to continuously improve the product-mix offered to the customers as well as strive to understand and anticipate any change in the expectation of our customers towards our products. Presently, our marketing and sales division consists of 3 (three) members who are responsible for marketing our products. We intend to strengthen our existing marketing team by inducting personnel with expertise in the industry, who will supplement our existing marketing strategies in the domestic and international markets.

The customers of both wet spun long flax fibre yarn and blended yarns are same / similar to the existing buyers of Dry Spun flax yarn. The company also has a large database of weaving mills in India and other countries whom we have met over the years in various exhibitions and shows. Through our wide spread Jute exports network, we have direct access to large number of retailers where we would empanel ourselves as approved suppliers for marketing and selling of our 100% Wet Spun Flax yarn and Flax blended yarn which we will be manufacturing in our subsidiary company.

Growing our business with existing clients and adding new customers

Our Company is successful in building a strong client base for the business with our quality products. This relationship has helped us in getting repeated business from our clients. Thus, we focus on maintaining strong relationship with existing clients which will help us to gain competitive advantage in gaining new clients and increasing the business. To achieve this, our sales representatives visit buyers every month in India and quarterly to international buyers. Our Company has exclusive agents to market its products in Turkey and Bangladesh. Additionally, our company participates & exhibits in various domestic and international textile exhibitions and shows every year.

Reduction of operational costs and achieving efficiency

Apart from expanding business and revenues, we intend to reduce costs and achieve efficiencies in order to remain a cost competitive company. To achieve this, our Company constantly endeavours to improve our processes, and will increase optimize utilization of resources, skill up-gradation of workers, modernization of procedures to attain reduction in cost and achieve efficiency. We also analyse our existing material procurement policy and service processes to identify the areas of bottlenecks and take corrective measure wherever possible. This helps us in improving efficiency and putting resources to optimal use.

4. General Corporate Purposes

Our Company proposes to deploy the balance Net Proceeds aggregating to ₹ [●] lakhs towards general corporate purposes, subject to such utilization not exceeding 15% of the Gross Proceeds of the Issue, in compliance with the SEBI ICDR Regulations. Our Company intends to deploy the balance Net Proceeds, if any, for general corporate purposes, subject to above mentioned limit, as may be approved by our management, including but not restricted to, the following:

- a) strategic initiatives;
- b) general procurement;
- c) brand building and strengthening of marketing activities; and
- d) ongoing general corporate exigencies or any other purposes as approved by the Board subject to compliance with the necessary regulatory provisions

The quantum of utilization of funds towards each of the above purposes will be determined by our Board of Directors based on the permissible amount actually available under the head “General Corporate Purposes” and

the business requirements of our Company, from time to time. We, in accordance with the policies of our Board, will have flexibility in utilizing the Net Proceeds for general corporate purposes, as mentioned above.

Issue Related Expenses

The total expenses of the Issue are estimated to be approximately ₹ [●] lacs. The expenses of this Issue include, among others, underwriting and management fees, printing and distribution expense, advertisement expenses, legal fees and listing fees. The estimated Issue expenses are as under:

Expenses	Estimated expenses ⁽¹⁾ (in ₹ lacs)	As a % of the total estimated Issue expenses ⁽¹⁾	As a % of the total Gross Issue Proceeds ⁽¹⁾
Issue management fees including fees and reimbursements of Market Making fees and payment to other Intermediaries such as Legal Advisors to the IPO, Registrars and other out of pocket expenses.	[●]	[●]	[●]
Marketing and Selling Commission and expenses	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Printing and distribution of issue stationery	[●]	[●]	[●]
Others			
- Listing fees	[●]	[●]	[●]
- SEBI and BSE processing fees	[●]	[●]	[●]
- Other regulatory expenses	[●]	[●]	[●]
- Miscellaneous	[●]	[●]	[●]
Total estimated Issue expenses	[●]	[●]	[●]

*Please note that the cost mentioned is an estimate quotation as obtained from the respective parties and excludes GST, interest rate and inflation cost. The amount deployed so far toward issue expenses shall be recouped out of the issue proceeds.

Notes:

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

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

*Amount allotted is the product of the number of Equity Shares Allotted and the Offer Price. The selling commission payable to the SCSBs will be determined on the basis of the bidding terminal ID as captured in the Bid Book of BSE.

- 2) No uploading/ processing fees shall be payable by our Company to the SCSBs on the applications directly procured by them. Processing fees payable to the SCSBs on the portion for Retail Individual Bidders and Non-Institutional Bidders which are procured by the members of the Syndicate/ sub-Syndicate/ Registered Broker/ CRTAs/ CDPs and submitted to SCSB for blocking, would be as follows:

Portion for Retail Individual Bidders	Rs. [●] per valid Bid cum Application Form (plus applicable taxes)
Portion for Non-Institutional Bidders	Rs. [●] per valid Bid cum Application Form (plus applicable taxes)

Notwithstanding anything contained above the total processing fee payable under this clause will not exceed Rs. 1 lakh (plus applicable taxes) and in case if the total processing fees exceeds Rs. [●] lakh (plus applicable taxes) then processing fees will be paid on pro-rata basis.

- 3) The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism would be as follows:

Sponsor Bank – [●]	Rs. [●] per valid Bid cum Application Form* (plus applicable taxes) The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable laws.
--------------------	--

**For each valid application by respective Sponsor Bank*

No uploading/ processing fees shall be payable by our Company to the Members of the Syndicate/ RTAs/ CDPs for applications made by RIBs (up to ₹200,000), Non-Institutional Bidders (for an amount more than ₹200,000 and up to ₹500,000) using the UPI Mechanism.

- 4) *Selling commission on the portion for Retail Individual Bidders and Non-Institutional Bidders which are procured by members of the Syndicate (including their sub-Syndicate Members), Registered Brokers, CRTAs and CDPs or for UPI or using 3-in-1 type accounts- linked online trading, demat & bank account provided by some of the Registered Brokers which are Members of the Syndicate (including their Sub-Syndicate Members) would be as follows:*

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

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

The Issue expenses shall be payable in accordance with the arrangements or agreements entered into by our Company with the respective Designated Intermediary.

Deployment of Funds and Sources of Funds

As on date of this Draft Prospectus, our Company has not deployed any funds towards the Objects of the Issue.

Interim Use of Funds

Pending utilisation for the purposes described above, we undertake to temporarily invest the funds from the Net Proceeds only with scheduled commercial banks. 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.

Bridge Loan

Our Company has not raised any bridge loans which are required to be repaid from the Net Proceeds.

Monitoring of Utilisation of Funds

In accordance with Regulation 262 of the SEBI ICDR Regulations, our Company has appointed [●] as the monitoring agency ("Monitoring Agency") to monitor the utilisation of the Net Proceeds. Our Company undertakes to place the Net Proceeds in a separate bank account which shall be monitored by the Monitoring Agency for utilisation of the Net Proceeds. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay and in accordance with the applicable laws. Our Company will disclose the utilisation of the Net Proceeds, including interim use under a separate head in its balance sheet for such financial year/periods as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable laws or regulations, specifying the purposes for which the Net Proceeds have been utilised. Our Company will also, in its balance sheet for the applicable financial year, provide details, if any, in relation to all such Net Proceeds that have not been utilised, if any, of such currently unutilized Net Proceeds.

Pursuant to Regulation 32(3) of the SEBI Listing Regulations, our Company shall, on a Half yearly basis, disclose to the Audit Committee the uses and applications of the Net Proceeds. On an annual basis, our Company shall prepare a statement of funds utilised for purposes other than those stated in the Draft Red Herring Prospectus and place it before the Audit Committee and make other disclosures as may be required until such time as the Net Proceeds remain unutilized. Such disclosure shall be made only until such time that all the Net Proceeds have been utilized in full. The statutory auditor of our Company will also provide report/ certificate on the utilization of the Net Proceeds to the monitoring agency.

Variation in Objects of the Issue

In accordance with Sections 13(8) and 27 of the Companies Act, 2013, our Company shall not vary the Objects of the Issue unless our Company is authorised to do so by way of a special resolution of its Shareholders through a postal ballot and such variation will be in accordance with the applicable laws including the Companies Act, 2013 and the SEBI ICDR Regulations. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details and be published in accordance with the Companies Act, 2013. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English, one in Hindi and one in Bengali, the vernacular language of the jurisdiction where our Registered Office is situated. Our Promoter will be required to provide an exit opportunity to such Shareholders who do not agree to the above stated proposal to vary the objects, at a price and in such manner as may be prescribed by SEBI in Regulation 290 and Schedule XX of the SEBI ICDR Regulations.

Appraising Entity

None of the Objects for which the Net Proceeds will be utilised have been appraised by any bank/ financial institution or any other agency.

Other Confirmations

No part of the Net Proceeds will be paid to our Promoter, Promoter Group, Directors, our Group Companies or our Key Managerial Personnel, except in the ordinary course of business. Our Company has not entered into nor has planned to enter into any arrangement/ agreements with our Directors, our Key Management Personnel, or our Group Companies in relation to the utilisation of the Net Proceeds.

BASIS FOR ISSUE PRICE

Investors should also refer to “Our Business”, “Risk Factors”, “Restated Financial Statements”, “Management’s Discussion and Analysis of Financial Position and Results of Operations” and “Other Financial Information” on pages 143, 27, 202, 179 and 249, respectively, to have an informed view before making an investment decision.

Qualitative Factors

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

- One of the prominent manufacturers of premium cottonised bast fibre
- Geographical presence and strategic location of our manufacturing unit
- Quality Assurance and Quality Control of our products
- Strong, cordial & long-term relationship with our customers
- Cost effective production and timely fulfilment of orders
- Well experienced management team with proven project management and implementation skills

For further details, see “Our Business” on page 143.

Quantitative Factors

Some of the information presented below relating to our Company is based on the Restated Financial Statements. For details, see “Restated Financial Statements” on page 202.

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

I. Basic and Diluted Earnings per share (“EPS”)

Fiscal Year ended	Basic EPS[^] (in ₹)	Diluted EPS[^] (in ₹)	Weight
March 31, 2024	2.73	2.73	3
March 31, 2023	4.23	4.23	2
March 31, 2022	0.20	0.20	1
Weighted Average	2.81	2.81	
December 31, 2024*	6.89	6.89	

[^] Adjusted for Bonus issue

*Not Annualised

Notes:

- (1) Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/Total of weights
- (2) Basic Earnings per Equity Share (₹) = Restated profit for the period/year divided by Weighted average number of equity shares outstanding during the period/year, read with note 1 above
- (3) Diluted Earnings per Equity Share (₹) = Restated profit for the period/year divided by Weighted average number of diluted equity shares outstanding during the period/year, read with note 1 above
- (4) Earnings per Share calculations are in accordance with the notified Accounting Standard 20 ‘Earnings per share’. The face value of equity shares of the Company is ₹ 10/-.
- (5) The figures disclosed above are based on the Restated Financial Statements.

II. Price/Earning (“P/E”) ratio in relation to Issue Price of ₹ [●] per Equity Share:

Particulars	P/E at the Issue Price (number of times)*
Based on basic EPS for Fiscal 2023	[●]
Based on diluted EPS for Fiscal 2023	[●]

*Will be included in the Prospectus

Industry Peer Group P/E ratio

Particulars	Industry P/E (number of times)
Highest	NA
Lowest	NA
Average	NA

Notes: Cannot be calculated as our company does not have any listed peer.

III. Return on Networth (“RoNW”)

Fiscal Year ended	RoNW (%)	Weight
March 31, 2024	13.91%	3
March 31, 2023	13.45%	2
March 31, 2022	0.75%	1
Weighted Average	11.56%	
December 31, 2024*	26.14%	-

*Not Annualised

Notes:

- (1) Weighted average = Aggregate of year-wise weighted Return on Net Worth divided by the aggregate of weights i.e. (Return on Net Worth x Weight) for each year/Total of weights.
- (2) Return on Net Worth (%) = Restated profit for the year divided by Net worth at the end of the period/year.
- (3) 'Net worth': Equity Share capital and other equity less capital reserves

IV. Net asset value per Equity Share (face value of ₹ 10/- each)

Particulars	NAV* per equity share (₹)
As at December 31, 2024	26.35
As at March 31, 2024	19.64
As on March 31, 2023	31.43
As on March 31, 2022	27.20
After the Completion of the Issue:	
- At Issue Price ⁽²⁾	[●]

* Adjusted for Bonus Issue

Notes:

- (1) Net Asset Value per Equity Share = Net worth derived from Restated Financial Statements as at the end of the period/ year divided by number of equity shares outstanding as at the end of period /year as per Restated Financial Statements.
- (2) Issue Price per Equity Share will be determined on conclusion of the Book Building Process.

COMPARISON OF ACCOUNTING RATIOS WITH LISTED INDUSTRY PEERS

There are no listed companies in India that are comparable in all aspects of business and products that we offer. Accordingly, it is not possible to provide an industry comparison in relation to our Company.

1.

The trading price of the Equity Shares could decline due to the factors mentioned in the section “Risk Factors” on page 27 and any other factors that may arise in the future and you may lose all or part of your investments.

KEY FINANCIAL AND OPERATIONAL PERFORMANCE INDICATORS (“KPIs”)

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

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated February 24, 2025 and the members of the Audit Committee have verified the details of all KPIs pertaining to the Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of the Draft Prospectus. Further, the KPIs herein have been certified by R. Kothari & Co. LLP, Chartered Accountants, by their certificate dated February 24, 2025.

The KPIs of our Company have been disclosed in the sections “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” starting on pages 143 and 252, respectively. We have described and defined the KPIs, as applicable, in “*Definitions and Abbreviations*” beginning on page 6.

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

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

Some of the key performance indicators which may form the basis for computing the Issue Price are as follows:

(₹ in lakhs except percentages and ratios)

Key Performance Indicators	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from Operations	9,501.57	8431.95	6167.55	4195.99
EBITDA ⁽¹⁾	1602.67	801.11	667.68	439.00
EBITDA Margin ⁽²⁾⁽³⁾	16.87%	9.50%	10.83%	10.46%
Profit After Tax for the Year / Period	1,085.51	426.79	355.12	17.18
PAT Margin ⁽⁴⁾	11.42%	5.06%	5.76%	0.41%
ROE ^{(5)*}	25.26%	12.05%	11.27%	0.80%
ROCE ^{(6)*}	18.45%	11.28%	8.50%	7.56%
Net Debt/ EBITDA ⁽⁷⁾	2.30	3.13	5.10	3.76

*Not annualised for the nine months period ended December 31, 2024

#As certified by the Statutory Auditor vide their certificate dated March 1, 2025.

KPIs disclosed above has been approved by the Audit Committee of the Company in their meeting held on dated February 24, 2025.

Explanation for the Key Performance Indicators

1. EBITDA means Earnings before interest, taxes, depreciation and amortisation expense, is calculated as profit before tax/ (loss) before extraordinary item for the period/year and adding back finance costs, and depreciation & amortisation expenses.
2. EBIT means Earnings before interest and tax, and is calculated as profit before tax/ (loss) before extraordinary item for the period/year and adding back finance cost.
3. EBITDA Margin is calculated as EBITDA as a percentage of Revenue from operations.
4. PAT Margin is calculated as profit after tax for the year / period as a percentage of Revenue from operations.

5. *Return on Equity (ROE) is calculated as profit after tax for the year/period divided by Average Total Equity.*
6. *Return on Capital Employed (ROCE) is calculated as EBIT divided by Capital Employed. Capital Employed is calculated as total assets less total current liabilities as at the end of the period/year.*
7. *Net Debt/ EBITDA: Net Debt is calculated as total borrowings (including lease liabilities) less cash and cash equivalents and bank balances other than cash and cash equivalents as at the end of the period/year divided by EBITDA.*

We shall continue to disclose these KPIs, on a half-yearly basis, for a duration that is at least the later of (i) three years after the listing date; and (ii) the utilization of the issue proceeds disclosed in the objects of the issue section of the Prospectus. We confirm that the ongoing KPIs would be certified by the statutory auditor of the Issuer Company.

Explanation for KPI metrics

KPI	Explanations
Revenue from Operations (₹ in Lakhs)	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business.
EBITDA (₹ in Lakhs)	EBITDA provides information regarding the operational efficiency of the business.
EBITDA Margin (%)	EBITDA Margin is an indicator of the operational profitability and financial performance of our business.
Profit After Tax (₹ in Lakhs)	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin (%)	PAT Margin is an indicator of the overall profitability and financial performance of our business.
RoE (%)	RoE provides how efficiently our Company generates profits from average shareholders' funds.
RoCE (%)	ROCE provides how efficiently our Company generates earnings from the average capital employed in the business.
Net Debt/ EBITDA (In Times)	Net Debt by EBITDA is indicator of the efficiency with which our Company is able to leverage its debt service obligation to EBITDA.

OPERATIONAL KPIs OF THE COMPANY:

Particulars	Dec 31, 2024		2024		2023		2022	
	(₹ in lakhs)	As a % of total Revenue	(₹ in lakhs)	As a % of total Revenue	(₹ in lakhs)	As a % of total Revenue	(₹ in lakhs)	As a % of total Revenue
Top Ten customers	7,788.10	81.97	5,193.6	61.58	4,364.84	70.79	2,788.42	66.45
Top five customers	6,416.47	67.53	3,517.9	41.71	3,448.17	55.91	2,046.01	48.76

Explanation for KPI metrics

KPI	Explanations
Contribution to revenue from operations of top 5 / 10 customers	This metric enables us to track the contribution of our key customers to our revenue and also assess any concentration risks.

COMPARISON OF OPERATIONAL KPIs OF OUR COMPANY AND OUR LISTED PEER:

The operational KPIs of the listed peer are not publicly available.

WEIGHTED AVERAGE COST OF ACQUISITION:

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

Other than as mentioned below, there has been no issuance of Equity Shares, excluding shares issued as bonus shares, during the 18 months preceding the date of this Draft Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of 30 days.

Date of allotment	No of equity shares allotted	Face value (in Rs.)	Issue price (in Rs.)	Nature of allotment	Nature of consideration	Total consideration (Rs. in lakhs)
April 25, 2023	21,65,139	10.00	10.00	Pursuant to scheme of Amalgamation	NA	NA (Against consideration the Company has acquired all assets and liabilities of transferor company)

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

There have been no secondary sale / acquisitions of Equity Shares or convertible securities, where the promoters, members of the promoter group or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Draft Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

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

Type of transaction	Weighted average cost of acquisition (₹ per equity shares)
Weighted average cost of primary/new issue acquisition during the last 3 years	1.10
Weighted average cost of secondary acquisition during the last 3 years	10.00

d) Weighted average cost of acquisition and offer price:

Types of transactions	Weighted average cost of acquisition (₹ per Equity Shares)	Offer Price (i.e. ₹ [●])
Weighted average cost of acquisition of primary / new issue as per paragraph (a) above.	NA	[●]
Weighted average cost of acquisition for secondary sale / acquisition as per paragraph (b) above.	NA	NA

Explanation for Issue Price being [●] times price of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (set out in (d) above) along with our Company's key performance indicators and financial ratios for the period March 2024, 2023 and 2022.

[●]*

Explanation for Issue Price being [●] times price of face value.

The Issue Price of ₹ [●] has been determined by our Company, in consultation with the LM, on the basis of market demand from investors for Equity Shares through the Book Building Process and is justified in view of the above qualitative and quantitative parameters.

Investors should read the above-mentioned information along with “*Risk Factors*”, “*Our Business*”, “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” and “*Financial Information*” on pages 27, 143, 252 and 202 respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the “*Risk Factors*” on page 27 and you may lose all or part of your investment.

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

Statement of possible special tax benefits available to the Company, its Subsidiary and its Shareholders

Independent Auditor's Report on Statement of Special Tax Benefits

To,
The Board of Directors
Yajur Fibres Limited
5, Middleton Street
Kolkata -700071,
West Bengal, India

Dear Sir(s),

Subject: Statement of Possible Special Tax Benefits Available to the Company, its subsidiaries and its shareholders prepared in accordance with the requirements under Schedule VI-PART A, Clause (9) (L) of the SEBI (ICDR) Regulations, 2018, as amended (the "Regulations")

We hereby report that the enclosed annexure prepared by Yajur Fibres Limited, states the possible special tax benefits available to Yajur Fibres Limited (the "**Company**"), and the shareholders of the Company and its Subsidiary namely Yashoda Linen Yarn Limited, under the Income Tax Act, 1961 ("**Act**"), presently in force in India. Several of these benefits are dependent on the Company or its subsidiary or its shareholders, fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders or its Subsidiary to derive the special tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company may or may not choose to fulfil.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and shareholders or its Subsidiary, so it does not cover any general tax benefits available to the Company. Further, the preparation of enclosed statement and the contents stated therein is the responsibility of the Company's management. We are informed that this Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of equity shares (the "**Issue**") by the Company.

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

- i. Company or its shareholders or its Subsidiary will continue to obtain these benefits in future; or
- ii. The conditions prescribed for availing the benefits has been/ would be met with.

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company. Our views are based on facts and assumptions indicated to us and the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time by subsequent legislative, regulatory, administrative, or judicial decisions. Any such changes, which could also be retrospective, could have an effect on the validity of our views stated herein.

We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein. This report including enclosed annexure are intended solely for your information and for the inclusion in the Draft Red Herring Prospectus / Red Herring Prospectus / Prospectus or any other offer related material in connection with the proposed initial public offer of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

Your sincerely,

For R Kothari & Co. LLP
Chartered Accountants

ICAI Firm Registration No.: 307069E/E300266

CA Kailash Chandra Soni
Partner

Membership No: 057620

UDIN: 25057620BMHZAY1626

Place: Kolkata

Date: February 22, 2025

Enclosed as above

ANNEXURE TO THE STATEMENT OF TAX BENEFITS

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

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

A. SPECIAL TAX BENEFITS TO THE COMPANY

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

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER

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

C. SPECIAL TAX BENEFITS TO THE SUBSIDIARY

The Subsidiary is not entitled to any special tax benefits under the Act.

Note:

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

No assurance is given that the revenue authorities/courts will concur with the views expressed herein.

Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

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SECTION V – ABOUT THE COMPANY

INDUSTRY OVERVIEW

GLOBAL ECONOMY

More than three years after the global economy suffered the largest shock of the past 75 years, the wounds are still healing, amid widening growth divergences across regions. After a strong initial rebound from the depths of the COVID-19 pandemic, the pace of recovery has moderated. Several forces are holding back the recovery. Some reflect the long-term consequences of the pandemic, Russia's war in Ukraine, and increasing geoeconomic fragmentation. Others are more cyclical, including the effects of monetary policy tightening necessary to reduce inflation, withdrawal of fiscal support amid high debt, and extreme weather events. Despite signs of economic resilience earlier this year and progress in reducing headline inflation, economic activity is still generally falling short of pre-pandemic (January 2020) projections, especially in emerging market and developing economies.

The strongest recovery among major economies has been in the United States, where GDP in 2023 is estimated to exceed its pre-pandemic path. The euro area has recovered, though less strongly—with output still 2.2 percent below pre-pandemic projections, reflecting greater exposure to the war in Ukraine and the associated adverse terms-of-trade shock, as well as a spike in imported energy prices. In China, the pandemic-related slowdown in 2022 and the property sector crisis contribute to the larger output losses of about 4.2 percent, compared with pre-pandemic predictions. Other emerging market and developing economies have seen even weaker recoveries, especially low-income countries, where output losses average more than 6.5 percent. Higher interest rates and depreciated currencies have exacerbated the difficulties of low-income countries, placing more than half either at high risk of distress or already in distress. Overall, global output for 2023 is estimated at 3.4 percent (or about \$3.6 trillion in 2023 prices) below pre-pandemic projections. Private consumption has also recovered faster in advanced economies than in emerging market and developing economies, owing to an earlier reopening in the former group facilitated by greater availability of effective vaccines, stronger safety nets, more ample policy stimulus, and greater feasibility of remote work. These factors supported livelihoods during the pandemic, and household consumption is now broadly back to pre-pandemic trends. Among advanced economies, private consumption has been stronger in the United States than in the euro area, with households receiving larger fiscal transfers early in the pandemic and spending the associated savings more quickly; being better insulated from the rise in energy prices resulting from the war in Ukraine; and feeling relatively confident amid historically tight US labor markets, which have supported real disposable incomes.

Among emerging market and developing economies, the consumption shortfall is particularly large in China, reflecting tight restrictions on mobility during the COVID-19 crisis. Divergences in labour market performance across regions broadly mirror those for output and consumption. Employment and labour participation rates are estimated to exceed prepandemic trends in advanced economies but to remain significantly below them in emerging market and developing economies, reflecting more severe output losses and much weaker social protection. Countries that had the most limited fiscal space are also those where employment shortfalls are the largest (ILO 2023). Among advanced economies, the euro area has seen larger employment gains than the United States. This may reflect more extensive use in the former of worker-retention programs modelled on the German Kurzarbeit short-time work scheme (IMF 2020), which protect workers' income and allow businesses to retain firm-specific human capital, reducing the costly process of separation, rehiring, and training. In the euro area, these programs bolstered employment during the most challenging phases of the crisis and accelerated the recovery when economies reopened.

Investment, on the other hand, has uniformly fallen short of pre-pandemic trends across regions. Businesses have shown less enthusiasm for expansion and risk taking amid rising interest rates, withdrawal of fiscal support, dimmer prospects for product demand, stricter lending conditions, and growing uncertainties regarding geoeconomic fragmentation. Higher leverage has further dampened investment which remains 3 percent to 10 percent lower across regions than had been projected before the pandemic. Moreover, the pandemic, war in Ukraine, and worsening climate shocks have contributed to a reversal in decades-long poverty reduction trends. According to World Bank staff estimates, 75 million to 95 million more people were living in extreme poverty in 2022 compared with pre-pandemic estimates. Spikes in food prices and related insecurities following Russia's invasion of Ukraine, as well as bouts of extreme weather, have accentuated these difficulties. The global average temperature in July 2023 was the highest on record for any month, amid reports of catastrophic flooding, heat waves, and wildfires in many regions. Overall, the global prevalence of undernourishment is significantly higher than before the pandemic.

OVERVIEW OF THE INDIAN ECONOMY

Strong economic growth in the first quarter of FY23 helped India overcome the UK to become the fifth-largest economy after it recovered from the COVID-19 pandemic shock. Nominal GDP or GDP at Current Prices in the year 2023-24 is estimated at Rs. 293.90 lakh crores (US\$ 3.52 trillion), against the First Revised Estimates (FRE) of GDP for the year 2022-23 of Rs. 269.50 lakh crores (US\$ 3.23 trillion). The growth in nominal GDP during 2023-24 is estimated at 9.1% as compared to 14.2% in 2022-23. Strong domestic demand for consumption and investment, along with Government's continued emphasis on capital expenditure are seen as among the key driver of the GDP in the first half of FY24. During the period January-March 2024, India's exports stood at US\$ 119.10 billion, with Engineering Goods (25.01%), Petroleum Products (17.88%) and Organic and Inorganic Chemicals (7.65%) being the top three exported commodity. Rising employment and increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

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

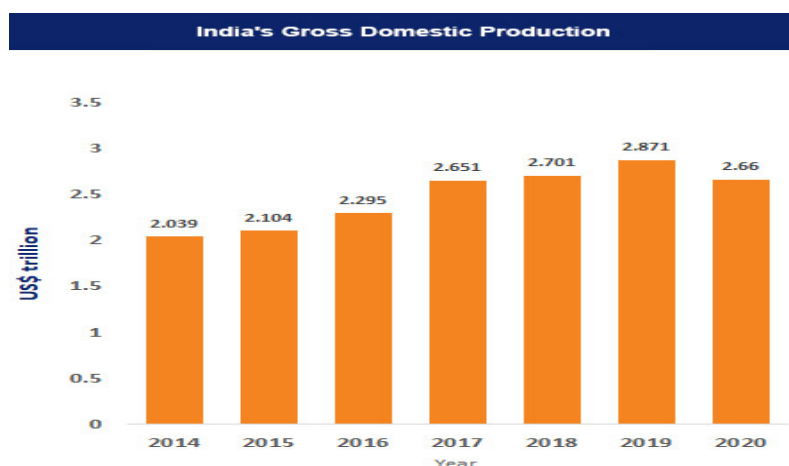
India has emerged as the fastest-growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships.

India's appeal as a destination for investments has grown stronger and more sustainable because of the current period of global unpredictability and volatility, and the record amounts of money raised by India-focused funds in 2022 are evidence of investor faith in the "Invest in India" narrative.

Real GDP or GDP at Constant (2011-12) Prices in the year 2023-24 is estimated at Rs. 172.90 lakh crores (US\$ 2.07 trillion), against the First Revised Estimates (FRE) of GDP for the year 2022-23 of Rs. 160.71 lakh crores (US\$ 1.92 trillion). The growth in real GDP during 2023-24 is estimated at 7.6% as compared to 7.0% in 2022-23. There are 113 unicorn startups in India, with a combined valuation of over US\$ 350 billion. As many as 14 tech startups are expected to list in 2024 Fintech sector poised to generate the largest number of future unicorns in India. With India presently has the third-largest unicorn base in the world. The government is also focusing on renewable sources by achieving 40% of its energy from non-fossil sources by 2030. India is committed to achieving the country's ambition of Net Zero Emissions by 2070 through a five-pronged strategy, 'Panchamrit'. Moreover, India ranked 3rd in the renewable energy country attractive index.

According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 to 2030 in order to increase productivity and economic growth. The net employment rate needs to grow by 1.5% per annum from 2023 to 2030 to achieve 8-8.5% GDP growth between same time period. India's current account deficit (CAD) narrowed to 1.2% of GDP in the October-December quarter. The CAD stood at US\$ 10.5 billion for the third quarter of 2023-24 compared to US\$ 11.4 billion or 1.3% of GDP in the preceding quarter. This was largely due to higher service exports.

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



Recent Developments

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

According to HSBC Flash India PMI report, business activity surged in April to its highest level in about 14 years as well as sustained robust demand. The composite index reached 62.2, indicating continuous expansion since August 2021, alongside positive job growth and decreased input inflation, affirming India's status as the fastest-growing major economy.

- As of April 12, 2024, India's foreign exchange reserves stood at US\$ 643.162 billion.
- In 2023, India saw a total of US\$ 49.8 billion in PE-VC investments.
- Merchandise exports in March 2024 stood at US\$ 41.68 billion, with total merchandise exports of US\$ 437.06 billion during the period of April 2023 to March 2024.
- India was also named as the 48th most innovative country among the top 50 countries, securing 40th position out of 132 economies in the Global Innovation Index 2023. India rose from 81st position in 2015 to 40th position in 2023. India ranks 3rd position in the global number of scientific publications.
- In March 2024, the gross Goods and Services Tax (GST) stood at second highest monthly revenue collection at Rs.1.78 lakh crore (US\$ 21.35 billion), of which CGST is Rs. 34,532 crore (US\$ 4.14 billion), SGST is Rs. 43,746 crore (US\$ 5.25 billion).
- Between April 2000–December 2023, cumulative FDI equity inflows to India stood at US\$ 971.52 billion.
- In February 2024, the overall IIP (Index of Industrial Production) stood at 147.2. The Indices of Industrial Production for the mining, manufacturing and electricity sectors stood at 139.6, 144.5 and 187.1, respectively, in February 2024.
- According to data released by the Ministry of Statistics & Programme Implementation (MoSPI), India's Consumer Price Index (CPI) based retail inflation reached 5.69% in December 2023.
- Foreign Institutional Investors (FII) inflows between April-July (2023-24) were close to Rs. 80,500 crore (US\$ 9.67 billion), while Domestic Institutional Investors (DII) sold Rs. 4,500 crore (US\$ 540.56 million) in the same period. As per depository data, Foreign Portfolio Investors (FPIs) invested (US\$ 8.06 billion) in India during January-April 2024.
- The wheat procurement during RMS 2023-24 (till May) was estimated to be 262 lakh metric tonnes (LMT) and the rice procured in KMS 2023-24 was 385 LMT. The combined stock position of wheat and rice in the Central Pool is over 579 LMT (Wheat 312 LMT and Rice 267 LMT).

Road Ahead

In the second quarter of FY24, the growth momentum of the first quarter was sustained, and high-frequency indicators (HFIs) performed well in July and August of 2023. India's comparatively strong position in the external

sector reflects the country's positive outlook for economic growth and rising employment rates. India ranked 5th in foreign direct investment inflows among the developed and developing nations listed for the first quarter of 2022.

India's economic story during the first half of the current financial year highlighted the unwavering support the government gave to its capital expenditure, which, in 2023-24, stood 37.4% higher than the same period last year. In the budget of 2023-24, capital expenditure took lead by steeply increasing the capital expenditure outlay by 37.4 % in BE 2023-24 to Rs.10 lakh crore (US\$ 120.12 billion) over Rs. 7.28 lakh crore (US\$ 87.45 billion) in RE 2022-23. The ratio of revenue expenditure to capital outlay increased by 1.2% in the current year, signalling a clear change in favour of higher-quality spending. Stronger revenue generation because of improved tax compliance, increased profitability of the company, and increasing economic activity also contributed to rising capital spending levels. In February 2024, the Finance Ministry announced the total expenditure in Interim 2024-25 estimated at Rs. 47,65,768 crore (US\$ 571.64 billion) of which total capital expenditure is Rs. 11,11,111 crore (US\$ 133.27 billion).

Since India's resilient growth despite the global pandemic, India's exports climbed at the second-highest rate with a year-over-year (YoY) growth of 8.39% in merchandise exports and a 29.82% growth in service exports till April 2023. With a reduction in port congestion, supply networks are being restored. The CPI-C inflation reduction from June 2022 already reflects the impact. In September 2023 (Provisional), CPI-C inflation was 5.02%, down from 7.01% in June 2022. With a proactive set of administrative actions by the government, flexible monetary policy, and a softening of global commodity prices and supply-chain bottlenecks, inflationary pressures in India look to be on the decline overall.

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

INDUSTRY OVERVIEW

The bast fibres industry in India plays a pivotal role in the textile and agricultural sectors. Bast fibres, derived from the inner bark of plants, are known for their strength, durability, and versatility. The most common bast fibres in India are jute and hemp, with jute being the most significant. These fibres are used in textiles, packaging, and eco-friendly products. Other examples of bast fibres include flax, used for linen fabric, ramie, which is known for its strength and durability, and kenaf, often used in making paper and bio-composites. Bast fibres are increasingly sought after for their sustainability; they are biodegradable, renewable, and made mostly of cellulose, which makes them an attractive alternative to synthetic materials. The cultivation and extraction of these fibres depend on agricultural practices, ensuring high-quality fibres for modern applications.

Bast Fibre's Role in the Indian Economy:

Bast fibres play a significant role in the **Indian economy**, contributing to both the **agricultural** and **industrial** sectors. The key bast fibres in India include **jute**, **hemp**, **flax**, and **kenaf**, with jute being the most prominent. It has a long history in the country, and its cultivation and processing are deeply embedded in India's agricultural and industrial sectors.

- **Major Source of Livelihood:** The jute, flax and hemp industry supports over 4 million farmers and provides employment of 10.0 million man days in the rural sector of India, providing direct and indirect employment, particularly in the eastern regions like West Bengal, Bihar, and Assam. These areas are traditionally known for jute cultivation and processing. The land area dedicated to hemp cultivation is still limited, but it has been expanding, especially in states like Himachal Pradesh, Uttarakhand, and Madhya Pradesh.
- **Contribution to Exports:** India is one of the largest exporters of bast fibre products in the world. India's overall exports of **bast fibre products** (including all types of bast fibres) are expected to be worth approximately **₹8,000–₹9,000 crores** (around **\$1.1-1.2 billion USD**) annually, based on the prominence of jute in the industry and the rising demand for other bast fibres like **hemp** and **flax**.

Source : *Annual Report 2020-2021: Jute Industry Overview*. Retrieved from <http://www.jmdc.org.in>
Annual Report on the Jute Industry and Development. Retrieved from <http://texmin.nic.in>
Trade reports from organizations such as the Ministry of Commerce & Industry, The

Type of Bast Fibres

Flax Fibre, Jute Fibre, and Hemp Fibre

Flax, jute, and hemp are some of the most significant **bast fibres** in the world, used in a variety of applications ranging from textiles to biocomposites, and they all share similar properties but are sourced from different plants. Let's explore each fibre in detail, looking at the source plant, characteristics, and primary uses.

1. Flax Fibre

Flax (scientifically known as *Linum usitatissimum*) is one of the oldest cultivated fibres in the world, known for its strength, durability, and versatility. Flax fibre is extracted from the **stem** of the flax plant, and its most famous product is **linen** fabric.

Characteristics of Flax Fibre:

- **Strength and Durability:** Flax is one of the strongest natural fibres. Its fibres are more resistant to abrasion compared to cotton.
- **Breathability and Moisture Absorbency:** Flax has excellent moisture-wicking properties and allows the skin to breathe. It's ideal for **hot weather** due to its natural cooling effect.
- **Smooth Texture:** Flax fibres are relatively smooth and have a natural luster, making them suitable for high-end textiles.
- **Eco-friendly:** Flax is a sustainable crop that requires minimal water and pesticides, making it a highly eco-friendly alternative to synthetic materials.

2. Jute Fibre

Jute (scientific name *Corchorus* species) is a long, soft, and durable fibre extracted from the stem of the **jute plant**. It is one of the most affordable natural fibres and is used extensively in many parts of the world.

Characteristics of Jute Fibre:

- **Biodegradable:** Jute is 100% biodegradable and eco-friendly, making it a sustainable choice in today's environmentally conscious world.
- **Strength:** Jute fibres are relatively strong and can be woven into dense fabrics. They are not as fine or durable as flax or hemp but still provide great utility in various applications.
- **Coarse Texture:** Jute is coarser than flax or hemp fibres, but it is still used for textiles, primarily in lower-cost or industrial-grade products.
- **Absorbent:** Jute fibres are highly absorbent, making them useful for certain industrial applications like sacks and bags.

3. Hemp Fibre

Hemp (scientific name *Cannabis sativa*) is another important bast fibre, derived from the **stem** of the hemp plant. It has been used for centuries for various industrial and medicinal purposes. Hemp fibre is durable, versatile, and environmentally sustainable.

Characteristics of Hemp Fibre:

- **Strength and Durability:** Hemp is one of the strongest natural fibres, even stronger than jute and flax. It is resistant to abrasion, which makes it highly durable in textiles.
- **Breathability and Moisture Absorbency:** Similar to flax, hemp fibres are breathable and have excellent moisture-wicking properties.
- **Eco-Friendly:** Hemp requires little water and no pesticides to grow, making it one of the most sustainable crops for fibre production.
- **Antibacterial Properties:** Hemp is naturally **antibacterial** and **fungicidal**, which gives it an edge in products that need to remain clean, such as clothing and bedding.

Comparative Overview of Flax, Jute, and Hemp Fibres

Property	Flax Fibre	Jute Fibre	Hemp Fibre
Source Plant	<i>Linum usitatissimum</i>	<i>Corchorus</i> species	<i>Cannabis sativa</i>
Fibre Length	Long (1.5 to 3 meters)	Shorter (1.5 to 2 meters)	Long (up to 4 meters)
Strength	High	Moderate	Very High
Texture	Smooth, lustrous	Coarse	Coarse but softens over time
Durability	Highly durable and strong	Less durable than flax or hemp	Extremely durable
Breathability	Excellent	Good	Good
Moisture Absorbency	High	High	High
Environmental Impact	Low impact (requires minimal pesticides)	Low impact (biodegradable)	Very low impact (sustainable)
Uses	Linen, fabrics, paper, ropes	Sacks, bags, geotextiles, textiles	Textiles, biocomposites, paper, bioplastics

• Industrial Usage of Bast Fibres

- **Packaging Industry:** Bast Fibres has historically been used for making strong, durable sacks, particularly for the packaging of agricultural products such as grains, sugar, and fertilizers. It remains a staple in this area due to its biodegradability, making it a more sustainable option than synthetic materials like plastic. Apart from sacks, India produces a wide range of jute products, including furniture, carpets, mats, floor coverings, and decorative items. The demand for these products has been increasing, especially in eco-conscious markets. **Jute bags, sacks, and packaging materials** dominate the consumption pattern of jute in India. Jute has a strong presence in **grain packaging** (such as rice and wheat), **cement bags**, and **sugar sacks**. The shift towards **eco-friendly** packaging and the **ban on plastic bags** in several states has increased the demand for jute products.
- **Construction Industry :** Bast Fibre is used in civil engineering projects, particularly in the form of geotextiles. These are materials used to stabilize soil, protect against erosion, and assist in road construction and irrigation. The demand for eco-friendly geotextiles is rising, creating new opportunities for the Bast Fibre industry.
- **Textile and Apparel Industry :** **Hemp-based fabrics** are gaining popularity in India due to the rising demand for sustainable and eco-friendly textiles. Hemp is being used to make **clothing** (such as shirts, pants, and jackets), **accessories**, and **home textiles** (such as **bed linen**, **curtains**, and **cushion covers**). The increasing awareness about **fast fashion** and its environmental impact has boosted demand for **hemp fabric**, which is naturally **anti-bacterial**, **breathable**, and durable. India uses jute in the **textile** and **furniture industries**, where it is spun into yarn and fabrics for **mats**, **rugs**, and **upholstery**. The consumption of **flax fibre** in India is primarily concentrated in the **textile industry**. India imports flax fibre from countries like **Belgium**, **France**, and **Canada** for use in making **linen fabrics**. Linen is a high-end textile used in the making of **apparel**, **home textiles** (such as **curtains**, **bedsheets**), and **fabrics** for **eco-friendly fashion**. Flax fibre is often blended with **cotton**, **silk**, or **wool** to create **high-quality** and **lightweight fabrics**.
- **Health and Wellness Products:** The rising demand for **hemp-based wellness products** (such as **CBD oils**, **hemp seeds**, and **hemp-based food** products) is indirectly increasing the consumption of hemp fibre as well, as these industries are often integrated. **Flax**, particularly through **flaxseed oil** and **flax-based functional foods**, is widely recognized for its **nutritional** and **therapeutic** benefits. Meanwhile, **jute** is emerging in the wellness market through its use in **skin care products**, **detox wraps**, and **eco-friendly packaging**.

Consumption Pattern of Key Bast Fibres In India

Sector	Key Bast Fibres	Usage	Trend/Consumption Pattern	Approximate Consumption Data in India
Textiles (Fashion and Apparel)	Jute, Hemp, Flax	Clothing, accessories, footwear, home textiles, linen	Increasing demand for sustainable fabrics, particularly in eco-conscious fashion. Hemp and flax gaining popularity in premium fabrics.	Hemp: Around 10,000 tonnes annually; Flax: Limited cultivation, estimated at 2,000-3,000 tonnes in niche markets.
Packaging	Jute, Hemp	Sacks, bags, wrappers, packaging materials	Significant demand for eco-friendly, biodegradable packaging, particularly in food and retail sectors.	Jute packaging: Approximately 2.3 million tonnes annually (2020-2021).
Biocomposites	Hemp, Flax	Automotive parts, construction materials (e.g., hempcrete), furniture	Increasing demand for bast fibres in composite materials, particularly in automotive and construction industries.	Hemp-based biocomposites: Estimated at ₹500-700 crores annually, with a projected growth rate of 15-20% CAGR.
Biodegradable Plastics	Hemp, Flax	Bioplastics, containers, and packaging	Rising adoption of sustainable alternatives to petrochemical plastics.	Hemp bioplastics: Market estimated at ₹300-400 crores annually in India.
Geotextiles and Construction	Jute, Hemp, Flax	Soil stabilization, erosion control, geotextiles, biodegradable fabrics	Increased usage in infrastructure projects, particularly for eco-friendly construction.	Jute geotextiles: Approximately ₹800 crores worth exported annually (2020-2021).
Health and Wellness Products	Hemp, Flax	CBD products, wellness supplements, hemp oil, linen fabrics	Expanding usage of hemp-derived products in wellness and health sectors.	Hemp wellness market: Estimated at ₹100-150 crores annually, with rapid growth expected in the next 5-10 years.
Paper and Pulp Industry	Jute	Jute pulp for paper production	Steady use in production of eco-friendly paper and packaging materials.	Jute pulp consumption: Estimated at 1.5 million tonnes annually in India.
Construction and Textile Reinforcements	Flax, Hemp	Biocomposites for insulation, soundproofing, and reinforced textile materials	Growing adoption in green building practices and sustainable construction materials.	Flax-based composites: Estimated at ₹100-150 crores annually, with growth expected in the coming years.
Automotive Industry	Hemp, Flax	Biocomposites for interior parts (e.g., door panels, seat cushions)	Rising consumption driven by the automotive sector's push for sustainable materials.	Hemp-based automotive composites: Estimated at ₹50-70 crores annually, with growth expected at 10-15% CAGR.

Source :

- Ministry of Textiles, Government of India (for export data, jute statistics, and rural employment figures).
- National Jute Board, Government of India (for jute-specific data).
- Ministry of Agriculture & Farmers Welfare (for agricultural statistics and trends on bast fibre cultivation).
- India Brand Equity Foundation (IBEF)
- Grand View Research: For market data on hemp-based biocomposites and bioplastics.
- Textile and Jute Export Council (TEXPROCIL): For jute export data and textile consumption trends.
- Indian Hemp Association: For information on the growing hemp industry in India.
- Jute Manufacturers Development Council (JMDC)

□ Reports by **Research and Markets** and **Mordor Intelligence** on the global and Indian market trends for bio composites, biodegradable plastics, and sustainable fashion, including bast fibres.

□ **Statista**: For industry-specific statistical data on textiles, bioplastics, and automotive biocomposites.

- **Sustainability Factor**

- Environmentally Friendly Alternative: Bast Fibre is naturally biodegradable and recyclable, making it a more eco-friendly alternative to synthetic materials. With growing concerns about plastic pollution, demand for jute has surged, especially for products like jute bags.
- Climate Resilience: Jute farming also contributes to the economy's climate resilience. The crop requires minimal water compared to cotton and can grow on less fertile land, making it ideal for India's agricultural landscape, especially in the context of climate change
- Bast Fibre as a Sustainable Packaging Solution: As part of India's commitment to reducing plastic usage, there is an increasing emphasis on jute packaging, especially for agricultural produce. The government's ban on plastic bags has given a big boost to the jute packaging sector.
- Upcycling Fibre Waste: The industry is also exploring ways to upcycle jute waste—such as leftover fibres and by-products—into new products like biofuels, bio-plastics, and even fertilizers, contributing to a circular economy.

- **Challenges faced by the industry:**

- **Competition from Synthetic Fibres:** Bast fibres face stiff competition from synthetic fibres like polyester, which are often cheaper to produce, more readily available, and have desirable qualities such as durability and moisture resistance.
- **Low Productivity:** Bast fibre crops like jute and hemp often face issues related to low productivity and outdated farming techniques. There is a lack of advanced, cost-effective technologies that could improve efficiency, reduce labor costs, and enhance the quality and volume of the bast fibre products.
- **Infrastructure Issues:** Many parts of the bast fibre supply chain, especially in rural areas, lack modern machinery and efficient processing facilities, which impacts quality and competitiveness.
- **Market Awareness:** While there is growing interest in sustainable products, awareness about the benefits and versatility of bast fibres is still limited in certain markets.

- **Government Initiatives:**

- The Indian government has introduced several schemes which directly or indirectly helps in to promotion, the cultivation and processing of bast fibres such as the National Mission on Sustainable Agriculture, National Jute Policy, Jute Technology Mission , Pradhan Mantri Krishi Sinchayee Yojana etc.
- International Collaboration and Trade Promotion : The government is helping bast fibre producers connect with international markets through trade agreements, international expos, and export promotions. Programs like Make in India and Atmanirbhar Bharat encourage the export of bast fibre products, such as textiles, composites, and packaging, positioning India as a leader in sustainable materials.
- In addition, efforts are being made to modernize jute mills, improve research and development for better quality fibres, and expand exports.

Future Outlook for Bast Fibre Industry in India :

The future of the bast fibre industry in India is positive, with projections for growth in hemp and flax cultivation due to their increasing use in sustainable products. The market for bast fibre-based composites and textiles is likely to grow as industries adopt more sustainable and biodegradable materials. By 2030, the global market for bast fibres (across textiles, composites, and biodegradable plastics) is expected to reach \$12-15 billion USD, and India, with its strong agricultural base and expanding industrial capacity, stands to capture a large portion of this growth. The Bast Fibre industry is experiencing some exciting innovations, especially in areas such as processing techniques and new product development.

- a) **Product Diversification:** Traditionally, bast fibres like jute, hemp, and flax were used primarily for rough textiles (e.g., sacks, ropes, and bags). However, recent innovations have led to the use of these

fibres in fashion, including clothing, accessories, and footwear. Flax, especially, has been increasingly used in premium fabrics (like linen), and hemp has found a place in sustainable fashion. Bast fibres, particularly hemp and flax, have found a new life as reinforcements in biocomposites, which are used in industries such as automotive, construction, and packaging. Jute is increasingly used for **soil stabilization, erosion control**, and in **construction** through **geotextiles** and **biodegradable nonwoven fabrics**. Flax fibres are also used in making **bio-composites**, which are utilized in **automotive parts, construction materials**, and other industrial applications.

b) Technological Advancements

- **Mechanized Processing:** Traditional processing methods are often labor-intensive, but mechanization is improving productivity and efficiency in the industry. This includes innovations like automated spinning machines and advanced weaving technologies, which allow for faster production of high-quality jute products.
- **Dyeing and Finishing Technologies:** New eco-friendly dyeing methods are being developed to reduce the environmental impact of jute processing. Traditionally, bast fibres like jute are retted using water, which consumes a significant amount of resources. However, new enzyme-based retting and waterless processing techniques are being developed to diversify processing methods, making it more eco-friendly and efficient.
- **Genetic Improvement:** As part of diversification, there has been genetic modification and breeding of hemp and flax to produce higher yields, better fibre quality, and greater resistance to diseases. This also includes research into faster-growing varieties that can meet the increasing demand from various industries.

c) International Collaborations

Joint Ventures and International Partnerships: Companies from countries like Canada, the U.S., and Europe are collaborating with Indian bast fibre manufacturers to develop advanced bast fibre-based products. These collaborations focus on creating high-performance composites, innovative textiles, and green solutions for various industries.

Sources :

<https://www.grandviewresearch.com>

<https://www.researchandmarkets.com>

<https://icar.org.in>

<https://www.biotechnologyresearch.org>

<https://www.weforum.org>

OUR BUSINESS

Some of the information in the following section, especially information with respect to our plans and strategies, contain certain forward-looking statements that involve risks and uncertainties. You should read the section entitled “Forward Looking Statements” on page 18 for a discussion of the risks and uncertainties related to those statements and the section entitled “Risk Factors” on page 27 for a discussion of certain risks that may affect our business, financial condition, or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

Unless otherwise stated, or the context otherwise requires, the financial information used in this section is derived from our Restated Financial Statements included in this Draft Red Herring Prospectus on page 202. Unless stated otherwise, industry and market data used in this Draft Red Herring Prospectus has been obtained or derived from publicly available information as well as other industry publications and sources. For details, please refer to the section titled “Industry Overview” on page 134.

Overview

Our Company was incorporated as ‘Shineup Investments Limited’, a limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated August 7, 1980 issued by the Registrar of Companies, West Bengal at Kolkata. The Certificate of commencement of business was issued to the Company on September 15, 1980. Subsequently, the name of our Company was changed to ‘Shineup Fibres Limited’ and a fresh Certificate of Incorporation was issued by the Registrar of Companies, West Bengal at Kolkata dated June 18, 1991. Subsequently, pursuant to resolutions passed by our Board of Directors in their meeting held on March 10, 2008 and by our Shareholders in the Extra-Ordinary General meeting held on March 13, 2008, the name of our Company was changed to ‘Ambica Capital Ventures Limited’ and a fresh certificate of incorporation dated April 24, 2008 was issued by the Registrar of Companies, West Bengal at Kolkata. Subsequently, pursuant to resolutions passed by our Board of Directors in their meeting held on December 30, 2020 and by our Shareholders in the Extra-Ordinary General meeting held on January 29, 2021 the name of our Company was changed to ‘Yajur Fibres Limited’ and a fresh certificate of incorporation dated March 11, 2021 was issued by the Registrar of Companies, West Bengal at Kolkata. The corporate identification number of our Company is U17100WB1980PLC032918.

Yajur Fibres Limited is one of the leading bast fibre cottonising units in India. Situated in Howrah, our Company is a part of the well-recognised conglomerate, The Kankaria Group. The group has rich experience of over 80 years in the Jute Industry. Our group, in the year 2006, acquired the manufacturing operations of cotton and cotton blended yarns into Yajur Bast Fibres Limited (formerly known as M.F.L Corporation Ltd). Subsequently, we have started manufacturing of premium cottonised bast fibres, including flax (linen), jute, and hemp in the year 2017-18. Yajur Bast Fibres Limited was amalgamated into our Company pursuant to the Scheme of Amalgamation under Section 230 to 232 of the Companies Act, 2013, sanctioned by the National Company Law Tribunal, Kolkata bench, vide order dated January 12, 2023 w.e.f. appointed date of April 1, 2021.

Our Company specializes in producing premium cottonised bast fibres, including flax (linen), jute, and hemp. We cottonise long & brittle bast fibres into cotton like short staple fibre such that the cottonised fibres can easily blend upto 55% with cotton and man-made fibres in the existing cotton spinning system or similar. Cottonising jute fibres until few years ago was considered a farfetched idea but with robust R&D and diligent commercial production of the same by Yajur has changed the landscape of sustainable bast Fibres altogether. While there are thousands of cotton & polyester spinning mills globally there are less than 400 spinning mills between linen, jute and hemp. Our cottonised Fibres can spin from 10% to 85% in cotton spinning systems and easily blends with natural and manmade fibres. These blended fibres spin at 70% of average cotton spinning speed, while the linen rich blends give similar look and feel like 100% linen fabrics, however the cost of production is 25 % less than original linen fabrics. It has taken away the easy wrinkle issues associated with 100% linen. Our Company has capacity of over 300 MT per month of Cottonised Fiber, Flax Yarn and Jute yarn. Our Company is known for its extensive experience and innovation in bast fibres, which has made it the preferred choice for many top spinning & weaving mills in India, Turkey, Indonesia, Nepal and Bangladesh. Our products are being processed and manufactured in accordance with best practices available globally. Our system and product are tested constantly at each level to ensure international standards of quality in-house. Our Company places a strong emphasis on research and development (R&D) to continuously test and improve its products. We are dedicated to achieving excellence and best in class practices.

Our Company's cottonised flax fibres are known for their softness, cleanliness, and consistency. The fibres high fibre length uniformity given that natural bast fibres can be as long as 10 ft. and negligible trash, providing high yield when blended with other natural or manmade fibres. Our Company also offers cottonised jute and hemp fibres, which have gained popularity for their sustainability and versatility. We are one of the first few companies to commercially introduce cottonised jute fibres spinning at over 90,000 rotor speed and the has pioneered in introducing commercially cottonised jute fibre that can blend upto 55% with cotton or any other natural & manmade fibres in the cotton spinning system or equivalent. We continue to lead the market with our supreme quality, excellent color matching, impeccable delivery schedule, and consistently high-performing fibres.

Our Company's manufacturing facility is located in the Jute hub of West Bengal, India. The manufacturing unit is spread across an area of approximately 19 Acres with aprox. 500 meters of Ganges River front situated at Jagannathpur, Phuleswar, Uluberia, District Howrah, Pincode - 711316.

Our manufacturing plant is equipped with best-in-class machinery and has received certifications ISO9001, ISO14001, ISO45001, OEKOTEX 100 and EUROPEAN FLAX certification.

Our Company is contributing its 100% output to the sustainability drives and desires of conscious companies and consumers alike. The whole company is dedicated to 100% sustainable, natural & biodegradable fibres.

To ensure that we supply quality products which meet the applicable global standard, we have set up a Quality Control system which consists of our quality assurance and quality control teams who check and conduct various tests in our 'in-house laboratory' on the raw materials and our products at various stages starting from receiving of raw materials to the finished products manufactured by us. Our Quality Assurance is responsible for ensuring that adequate arrangements are made to implement the Quality Policy through an elaborate set of Quality Management & Documentation System. It is responsible to design, implementation and review of Quality Management System to ensure that our products are manufactured using processes which incorporate ISO Standard. Quality Assurance and Qualified Personnel (QP) will be responsible for Release of product for sale and distribution.

We are committed to:

- implement and maintain quality system as per international standards and improve system continuously.
- Understand and meet the customers' expectations.
- ensure pollution free environment and safety of all employees.
- maintain efficient system of distribution for timely deliveries.

We have benefitted from repeat orders in the past five years from 159 customers out of our more than 260 customers. This reflects the quality of our products. This demonstrates consistency, reliability, expertise and cost efficiencies that we believe to our customers.

We have an extensive marketing and sales reach to ensure continuous sales and connect with buyers. Company's sales representatives visit Indian buyers every month and international buyers on quarterly basis. Our Company has agents to sell its products in Turkey and Bangladesh. Additionally, we also participates & exhibits in various domestic and international textile exhibitions and shows every year.

We are led by experienced management team comprising qualified Key Managerial Personnel. Our Promoter and Managing Director, Ashish Kankaria, have extensive experience in the Indian jute and cottonised flax fibres. He is leading our Company's strategy and operations. Under his guidance, our Company has been able to achieve a dynamic product portfolio and creating a brand in the industry and region we operate. He is responsible for expanding business horizons, corporate strategy, leadership and management, financial performance, stakeholder relations, innovation and growth, identifying new opportunities and risk management. Our Company employs teams with required expertise in each of our divisions, each of which possess the requisite experience. Led by visionary leader, who is passionate about innovation and driven by a shared commitment to excellence, our team is united in our vision to become the world's one of the largest manufacturers of cottonised bast fibres, enabling the textile industry with high-blend, high-speed performance through natural, sustainable and recyclable fibres. We are committed to achieving a cottonising capacity of 15,000 tons per year by 2030.

Further, we propose to utilise a sum of ₹ 1,437.42 lakhs towards setting up of Dyeing and Bleaching inhouse and installation of additional production capacity of up to 4 tons per day at our existing manufacturing unit at Jagannathpur, Phuleshwar, Uluberia, District Howrah.

BUSINESS OVERVIEW OF OUR SUBSIDIARY

Our Company has acquired 80% stake in Yashoda Linen Yarn Limited on January 30, 2025, which became a subsidiary of our Company. Currently, our subsidiary is engaged in trading of linen fibre and it is proposed to set up a green field 100% wet spun linen yarn and blended yarn manufacturing unit at Ujjain, Madhya Pradesh, as a part of our forward integration. For the setting up of the manufacturing unit, we have acquired 35 acres of designated industrial land at Plot No 126 & 127A, Vikram Udyogpuri, DMIC, Industrial Park, Ujjain, from the MP Industrial Development Corporation in Ujjain, Madhya Pradesh. The estimated project cost is ₹ 148.83 crores which is planned to be operational by December 2026. We propose to utilise a sum of ₹ 4,800.00 lakhs towards setting up of manufacturing unit in our subsidiary, which is planned to be operational by December 2026. We already have the in-principle sanction letter from Canara Bank for term loan of Rs. 99.00 crores.

Post setting up of manufacturing unit in our subsidiary, our subsidiary will be in the business of producing 100% Wet Spun Flax yarn and Flax blended yarn. Buyers of both wet spun long flax fibre yarn and blended yarns are same / similar to the existing buyers of Dry Spun flax yarn. This aside, we have a large database of weaving mills in India and other countries whom we have met over the years in various exhibitions and shows. Through our wide spread Jute exports network, we have direct access to large number of retailers where we would empanel ourselves as approved suppliers. This will help us in selling 100% wet spun linen yarn and blended yarn which we propose to manufacturing in our subsidiary as part of our forward integration.

FINANCIAL HIGHLIGHTS

The table below sets forth certain key operational and financial metrics for the periods indicated:

(₹ in lakhs)

Particulars	Dec 31, 2024	Fiscal		
		2024	2023	2022
Revenue from Operations	9501.57	8431.95	6167.55	4195.99
EBITDA	1602.67	801.11	667.68	493.00
EBITDA margin	16.87%	9.50%	10.83%	10.46%
Restated profit for the year	1085.51	426.79	355.12	17.18
Restated profit for the year as % of Revenue (PAT margin)	11.42%	5.06%	5.76%	0.41%
Capital employed	8626.80	6371.52	6805.80	4645.11
ROCE (%)	18.45%	11.28%	8.50%	7.56%
ROE (%)	25.26%	12.05%	11.27%	0.80%
Debt-to-Equity ratio	0.78	0.70	1.04	0.56

Notes:

(1) EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses – Other Income

(2) EBITDA Margin is calculated as EBITDA divided by Revenue from Operations

(3) PAT Margin is calculated as PAT for the period/year divided by revenue from operations.

The table below sets forth certain key operational and financial metrics based on Proforma Consolidated Financial Statement, for the periods indicated:

Key Performance Indicators	December 31, 2024	March 31,2024
Revenue from Operations	9,501.57	8,516.43
EBITDA	1,651.98	809.33
EBITDA Margin	17.39%	9.50%
Profit After Tax for the Year / Period	1,116.83	433.86
PAT Margin	11.75%	5.09%
ROE	26.85%	14.14%
ROCE	18.10%	11.68%
Net Debt/ EBITDA	3.03	3.97

Note: 1. EBITDA and Profit after tax are taken before share of minority interest.
2. ROE: Profit after tax divided by shareholder's Fund for consolidated figure.

The table below sets forth a break-up of the revenue earned by our Company across various domestic states during the period ended December 31, 2024 and preceding three Fiscals ended 2024, 2023 and 2022:

(₹ in lakhs)

State	Dec 31, 2024		2024		2023		2022	
	Value	%*	Value	%*	Value	%*	Value	%*
Himachal Pradesh	618.61	6.51	240.13	2.85	189.13	3.07	56.90	1.36
Punjab	5.32	0.06	0.76	0.01	3.10	0.05	8.23	0.20
Uttarakhand	3.66	0.04	0.65	0.01	-	-	0.14	-
Haryana	187.55	1.97	58.64	0.69	61.81	1.00	157.72	3.76
Delhi	-	-	-	-	1.69	0.03	33.28	0.79
Rajasthan	308.00	3.24	345.67	4.10	273.08	4.43	386.49	9.21
Uttar Pradesh	304.72	3.21	724.33	8.59	357.67	5.80	748.51	17.84
Bihar	64.70	0.68	80.78	0.96	25.10	0.41	18.90	0.45
West Bengal	108.79	1.15	117.27	1.39	348.83	5.66	1,300.05	30.98
Jharkhand	-	-	0.08	-	1.40	0.02	-	-
Madhya Pradesh	13.11	0.14	3.19	0.04	0.20	-	2.50	0.06
Gujarat	2,147.48	22.60	1,665.02	19.74	202.45	3.28	13.50	0.32
Maharashtra	336.19	3.54	277.93	3.30	2,506.48	40.64	488.80	11.65
Karnataka	97.39	1.03	117.81	1.39	215.40	3.49	351.80	8.38
Tamilnadu	2,777.36	29.23	2,513.41	29.81	490.93	7.96	626.63	14.93
Andhra Pradesh	1,785.57	18.79	294.12	3.49	61.07	0.99	-	-
Telangana	-	-	-	-	-	-	2.54	0.07
Total	8,758.45	92.19	6,439.79	76.37	4,738.34	76.83	4,195.99	100.00

* As a % of total revenue from operation

Export Sale

(₹ in lakhs)

Country	Dec 31, 2024		2024		2023		2022	
	Value	%*	Value	%*	Value	%*	Value	%*
Turkey	570.70	6.01	1098.51	13.03	254.03	4.12	-	-
Nepal	72.75	0.76	78.26	0.94	55.06	0.89	-	-
Indonesia	-	-	256.45	3.04	2.00	0.03	-	-
Bangladesh	-	-	447.31	5.30	763.54	12.38	-	-
Egypt	69.42	0.72	76.19	0.90	-	-	-	-
Australia	-	-	34.95	0.41	213.55	3.46	-	-
China	-	-	0.48	0.01	-	-	-	-
Italy	29.11	0.31	-	-	-	-	-	-
Japan	1.15	0.01	-	-	-	-	-	-
USA	-	-	-	-	141.02	2.29	-	-
Total Export	743.12	7.81	1,992.16	23.63	1429.20	23.17	-	-

* As a % of total revenue from operation

OUR PRODUCT PORTFOLIO

Our company has a B2B Business Model, and we currently manufacture premium cottonised bast fibres, including flax (linen), jute, and hemp. Our product portfolio includes:

- Flax Yarn
- Jute Yarn
- Cottonised Flax Fibre
- Cottonised Jute Fibre
- Cottonised Hemp Fibre

Product-wise distribution of revenue:

The table below sets forth a break-up of the product wise revenue earned by our Company during the period ended December 31, 2024 and preceding three Fiscals ended 2024, 2023 and 2022:

(₹ in lakhs)

Product Name	Dec 31,2024		2024		2023		2022	
	Amount	As a% of total Revenue	Amount	As a% of total Revenue	Amount	As a% of total Revenue	Amount	As a% of total Revenue
Cottonised Flax	8,463.16	89.07	7,226.67	85.71	4,836.54	78.42	2,665.67	63.53
Cottonised Jute	372.68	3.92	64.13	0.76	98.80	1.60	65.96	1.57
Cottonised Hemp	0.94	0.01	-	-	0.22	-	34.61	0.83
Flax Yarn	656.95	6.92	1,092.16	12.95	731.44	11.86	1,385.27	33.01
Jute Yarn	7.84	0.08	8.17	0.10	56.13	0.91	22.36	0.53
Hessian Cloth	-	-	34.95	0.41	354.57	5.75	-	-
Others	-	-	5.87	0.07	89.85	1.46	22.12	0.53
Total	9,501.57	100.00	8,431.95	100.00	6,167.55	100.00	4,195.99	100.00

Product Image:

	
Cottonised Fiber	Cottonised Fiber
	
Yarn	Yarn

Description of our Products and its usages:

Our Company's Cottonised linen, jute and hemp Fibres uses have reached far and beyond. It is being used in apparel & wearables, home & kitchen textiles, insulation, Geo textile, non-woven felt, fillers, automotive and even in the USD currency paper.

The possible inclusions of cottonised jute fibres in denim, terry towel and bed sheets apart from the usual home & kitchen textiles have opened a huge untapped market. Jute is sustainable, biodegradable, ecological and is most suited to replace cotton upto 55%.

Name of product	Usages	Description
Flax Yarn	For making Fabric	Home textiles: Curtains, upholstery, and rugs.
Jute Yarn		Shopping/Fancy Bag, Home Decor, Upholstery, Packaging, Carpet backing
Cottonised Flax Fibre	For making Blended Yarn	Apparel: Shirts, dresses, and casual wear.
Cottonised Jute Fibre		Home textiles: Curtains, upholstery, and rugs.
Cottonised Hemp Fibre		

INTELLECTUAL PROPERTIES

Our Company does not own any patent for any of our products.

PRODUCT APPROVALS

The products we manufacture do not require any specific approval for manufacturing of our products and the products which we propose to manufacture in our subsidiary. For details of approvals and licences, please refer “Government and other statutory approvals” on page 271 of the DRHP.

OUR CUSTOMERS

Our company has a B2B Business Model. We have benefitted from repeat orders in the past five years from 159 customers out of our more than 260 customers. The contribution of our top ten and top five customers in our total revenue are as under:

Particulars	Dec 31,2024		2024		2023		2022	
	(₹ in lakhs)	As a% of total Revenue	(₹ in lakhs)	As a% of total Revenue	(₹ in lakhs)	As a% of total Revenue	(₹ in lakhs)	As a% of total Revenue
Top Ten customers	7,788.10	81.97	5,193.6	61.58	4,364.84	70.79	2,788.42	66.45
Top five customers	6,416.47	67.53	3,517.9	41.71	3,448.17	55.91	2,046.01	48.76

OUR STRENGTHS

- *One of the prominent manufacturers of premium cottonised bast fibre*

We are well known through our brand named — ‘Yajur’ — in the premium cottonised bast fibres, including flax (linen), jute, and hemp. Our brand and our Company’s experience has helped us to earn the trust and goodwill of our customers. We currently manufacture premium cottonised bast fibres, including flax (linen), jute, and hemp for Indian and overseas market. Our Company’s cottonised flax fibres are known for their softness, cleanliness, and consistency. The fibres have high fibre length uniformity given that bast fibres can be as long as 10 ft. and negligible trash, provide high yield when blended with other natural or manmade fibres. Our well established and recognizable brand, and the reputation built by us has and will enable us to increase our customers list in the future. With a rich history spanning over two decades in jute fibre and yarn industry, our Company has emerged as a prominent force. The industry is characterized by significant challenges, notably the high capital expenditure required to establish and maintain sizeable and diverse manufacturing units, the need for quality control and assurance, and trained manpower to manufacture cottonised bast fibres and yarn and ensure consistent quality control, among others. Our sustained market presence has not only facilitated nationwide expansion but has also positioned us as a reliable partner for manufacturers manufacturing Fabric and Blended Yarn. Leveraging our deep industry insight, we have consistently delivered specialized products that meet the stringent specifications of our renowned customers. Central to our success is the invaluable contribution of our dedicated quality control and assurance team. This team conducts a comprehensive array of quality control tests on our products, ensuring not only quality but also enhancing the value proposition for us.

- ***Geographical presence***

With the help of our long-standing market presence, commitment towards quality cottonised flax fibres, manufacturing facility, quality control and sustainable practices, we have been able to create the presence of our Company in the geographies we operate, thereby catering to various esteem customers. We offer our products across multiple geographies. Our manufacturing unit is strategically located at Howrah, West Bengal, which is a jute hub of India. We also have our corporate office located at Bally, Howrah, from where we operate

Our quality control is highly dependent upon skilled professionals. We employ skilled, semi-skilled and unskilled labour for carrying out various processes for our manufacturing and the availability of quality labour in abundance in West Bengal helps us to maintain our low labour costs. Therefore, the location of our manufacturing units helps us in cutting the cost of manufacturing of our products and enables us to manufacture quality products with the help of domestic and imported raw materials and skilled labour.

- ***Quality Assurance and Quality Control of our products***

At the core of our operations is an unwavering commitment to quality assurance and control. Our domestic and international customers demand rigorous quality checks at various stages before dispatch, and we have established dedicated quality assurance and control teams to meet these demands. We employ experienced quality control professional in our manufacturing and quality control process to ensure our product undergo meticulous inspections to prevent rejections and maintain highest quality standard as specified by our customers. Our quality control measures extend from thorough checks of raw materials to the final inspection of finished goods. An in-house laboratory equipped with automatic/mechanical machines, operated by skilled personnel, supplements these efforts.

Our Company is contributing its 100% output to the sustainability drives and desires of conscious companies and consumers alike. The whole company is dedicated to 100% sustainable, natural & biodegradable fibres.

With continuous efforts and expertise of our quality assurance and quality check team, we hold received certificates for the management system, ISO9001, ISO14001, ISO45001, OEKOTEX 100 and EUROPEAN FLAX certification, which are globally standardized, independent mark of quality, semi-finished and finished products from all stages of production and for all accessory materials used in the process.

- ***Strong, cordial & long-term relationship with our customers***

As of December 31, 2024, our customers base comprised more than 250 Indian and multinational companies. During the last 5 years, we manufactured for more than 250 companies. Furthermore, we have benefitted from repeat orders in the past five years from 159 customers out of our more than 260 customers. Our client relationships have strengthened over the years, exemplifying our reliability, expertise and cost efficiencies we bring to our clients. The revenue from our top ten customers are as under:

Particulars	Dec 31,2024		2024		2023		2022	
	(₹ in lakhs)	As a % of total Revenue	(₹ in lakhs)	As a % of total Revenue	(₹ in lakhs)	As a % of total Revenue	(₹ in lakhs)	As a % of total Revenue
Top Ten customers	7,788.10	81.97	5,193.6	61.58	4,364.84	70.79	2,788.42	66.45
Top five customers	6,416.47	67.53	3,517.9	41.71	3,448.17	55.91	2,046.01	48.76

We do not have any long-term supply agreement with any of the customers. We believe that our relationships with customers coupled with our innovative and cost-effective products makes us well positioned to benefit from this positive trend and continue to expand our operations.

- ***Cost effective production and timely fulfilment of orders***

Timely fulfilment of the orders is a prerequisite in our industry. We have taken various steps in order to ensure adherence to timely fulfilment of orders and to achieve greater cost efficiency at our existing manufacturing unit.

These steps include sourcing of quality raw materials, quality control, smooth labour relations, use of an efficient production system and strong relationship with raw material suppliers. These steps enable us to meet large and varied orders.

- ***Well experienced management team***

Our Promoter, Ashish Kankaria, Managing Director, supported by Pradip Debnath, Whole-time Director, have been leading our Company's strategy and operations. Under their guidance, our Company has been able to achieve a dynamic product portfolio adding clients. Led by visionary leader, Ashish Kankaria, Managing Director, our team is united in our mission to deliver world-class premium cottonised bast fibres.

We have an experienced and professional management team with strong management, execution capabilities and considerable experience in this industry. The team comprises of personnel having technical, operational and business development experience. Our team is well qualified and equipped in the industry and has been responsible for the growth of our operations. We believe the stability of our management team and the industry experience brought in coupled with their strong repute, will enable us to continue to take advantage of future market opportunities and expand into new markets. For further details of the educational qualifications and experience of our management team and our Key Managerial Personnel, please refer to the section titled "*Our Management*" on page 179 of this Red Herring Prospectus.

OUR STRATEGIES

Our strategic objective is to improve and consolidate our position as a leading manufacturer of premium cottonised bast fibres, including flax (linen), jute, and hemp with a continuous growth philosophy and to forward integrate our operations by setting up of 100% wet spun linen yarn and blended yarn manufacturing unit. Below points represents our continuous growth philosophy being implemented:

Setting up of 100% wet spun linen yarn and blended yarn manufacturing unit

We have over the years diversified our product portfolio and increased our production capacities through consistent growth and innovation. We, in the year 2006, started the manufacturing operations of cotton and cotton blended yarns into Yajur Bast Fibres Limited (formerly known as M.F.L Corporation Ltd). Subsequently, we have started manufacturing of premium cottonised bast fibres, including flax (linen), jute, and hemp in the year 2017-18. Yajur Bast Fibres Limited was amalgamated into our Company pursuant to the Scheme of Amalgamation. As on date of this DRHP, our Company specializes in producing premium cottonised bast fibres, including flax (linen), jute, and hemp. Our Company proposes to further diversify its product portfolio by forward integration by setting up a greenfield unit for manufacturing 100% wet spun linen yarn and blended yarn in our subsidiary Company. 100% wet spun linen yarn is produced from 100% flax long fibres and blended yarn is produced from cottonised fibres. We intend to create an additional revenue stream using forward integration of our material, *i.e.*, blended yarn from cottonised fibres and selling the same for industrial usage. Accordingly, our Company proposes to utilise an amount of ₹ 4,800.00 lakhs from the Net Proceeds of this Issue towards setting up the aforementioned manufacturing unit at Plot No 126 & 127A, Vikram Udyogpuri, DMIC, Industrial Park, Ujjain, and expanding our product portfolio. We believe that our strong presence in the Indian and international market positions us well to capitalize on the anticipated growth of linen yarn industry. The strategic decision to expand our product portfolio will enable us to create additional revenue streams, diversify our business operations and reduce our dependence on a single product.

Investing in capacity expansion and setting up of dyeing and bleaching section

We have installed a capacity of 3600 MT / PA. We propose to enhance our installed capacity by 1,300 MT/PA. We further propose to set up dyeing and bleaching section also at the existing unit. For these, our Company proposes to utilise an amount of ₹ 1,437.42 lakhs from the Net Proceeds of this Issue. We believe that with the increase use of cottonised jute fibres and to replace cotton upto 55%, with expansion of our capacity, we will be able to achieve operational growth. Further, the deploying of dyeing and bleaching section would improve the quality/output of bleaching, reduce the timeframe of production and reduce the overall cost of production as well, apart from capacity expansion.

Market Penetration and Geographic Expansion

We are engaged in manufacturing of cottonised flax fibres for India and overseas. We are focussed on enhancing our presence in the geographies where we already operate by strengthening relationships with existing customers and introducing new offering of 100% wet spun linen yarn and blended yarn in our subsidiary. The domestic market offers various opportunities in term of sub-geographic penetration and product/market diversification which we intend to seize and increase our market reach domestically to explore untapped markets and segments as part of our strategy to mitigate market risk and widen growth prospects.

We also intend to enter into new markets for our products internationally such as Japan, South Korea, China, Vietnam, EU and USA. These countries allows marketing of our products because they have spinning and weaving capabilities.

Leverage our position as one of the leading manufacturers of premium cottonised bast fibres, including flax (linen), jute, and hemp

With the help of existing manufacturing facility and proven track record in quality and production capacity, our Company's Cottonised linen, jute and hemp fibres uses have reached far and beyond. It is being used in apparel & wearables, home & kitchen textiles, insulation, Geo textile, non-woven felt, fillers, automotive and paper. The possible inclusions of cottonised jute fibres in denim, terry towel and bed sheets apart from the usual home & kitchen textiles have opened a huge untapped market. Jute is sustainable, biodegradable, ecological and is most suited to replace cotton upto 55% in various product lines. Our Company intends to expand further by supplying its products to these industries to expand our operation and drive growth.

Focus on our Quality Control

Quality control (QC) is a critical aspect of manufacturing of cottonised linen, jute and hemp fibres. Our Company has in place adequate arrangements to implement the Quality Policy through an elaborate set of Quality Management & Documentation System. Ensuring the highest quality standards not only enhances the product's reliability but also builds customer trust and satisfaction. Our quality control process starts from supplier selection, inspect all incoming materials, sample testing of each batch of materials, and finished product testing.

Marketing Strategy

We continue to enhance our business operations by ensuring that our network of customers increases through our marketing efforts. Our core competency lies in our deep understanding of our customer's specifications, which has helped us in achieving customer loyalty. With the setting up of a greenfield unit for manufacturing 100% wet spun linen yarn and blended yarn in our subsidiary Company, we will be able to expand our product portfolio for our existing customer and add new customers. This will also enable us to offer fibre as well as yarn to our customers. We endeavour to continuously improve the product-mix offered to the customers as well as strive to understand and anticipate any change in the expectation of our customers towards our products. Presently, our marketing and sales division consists of 3 (three) members who are responsible for marketing our products. We intend to strengthen our existing marketing team by inducting personnel with expertise in the industry, who will supplement our existing marketing strategies in the domestic and international markets.

The customers of both wet spun long flax fibre yarn and blended yarns are same / similar to the existing buyers of Dry Spun flax yarn. The company also has a large database of weaving mills in India and other countries whom we have met over the years in various exhibitions and shows. Through our wide spread Jute exports network, we have direct access to large number of retailers where we would empanel ourselves as approved suppliers for marketing and selling of our 100% Wet Spun Flax yarn and Flax blended yarn which we will be manufactured in our subsidiary company.

Growing our business with existing clients and adding new customers

Our Company is successful in building a strong client base for the business with our quality products. This relationship has helped us in getting repeated business from our clients. Thus, we focus on maintaining strong relationship with existing clients which will help us to gain competitive advantage in gaining new clients and increasing the business. To achieve this, our sales representatives visit buyers every month in India and quarterly to international buyers. Our Company has exclusive agents to market its products in Turkey and Bangladesh.

Additionally, our company participates & exhibits in various domestic and international textile exhibitions and shows every year.

Reduction of operational costs and achieving efficiency

Apart from expanding business and revenues, we intend to reduce costs and achieve efficiencies in order to remain a cost competitive company. To achieve this, our Company constantly endeavours to improve our processes, and will increase optimize utilization of resources, skill up-gradation of workers, modernization of procedures to attain reduction in cost and achieve efficiency. We also analyse our existing material procurement policy and service processes to identify the areas of bottlenecks and take corrective measure wherever possible. This helps us in improving efficiency and putting resources to optimal use.

MANUFACTURING PROCESS

Raw Material procurement

Jute fibre, jute sliver and flax fibre are the main raw material of our Company. Flax is typically harvested once a year, usually between August and September in Europe, depending on the region and climatic conditions. This seasonal harvest cycle can lead to fluctuations in raw material availability, impacting production schedules and inventory levels. Euproean flax is usually grown in France and Belgium and eastern Europe. Our Company imports flax fibres mainly from France and Belgium. Some flax fibres are sourced locally. Situated in the West Bengal, being the jute hub of India, we generally don't face challenges in Jute fibre and jute sliver. The sourcing of raw materials are as under:

S. No.	Raw Material	Source
1.	Flax Fibre ETB LBN	Depestele, France
2.	Flax Fibre ETB SAU	Depestele, France
3.	Short Flax Fibre Quality 309	Debruyne Nv, Belgium
4.	Short Flax Fibre Quality 202	Debruyne Nv, Belgium
5.	Short Flax Fibre	Norlin, France
6.	Short Flax Fibre Type T0/L	Castellins Nv, Belgium
7.	Rescuted Flax Tow	Callin Nv, Belgium
8.	Short Flax Fibre Type T0/B	Castellins Nv, Belgium
9.	Recycled Process Flax Fibre	Derotex, Belgium
10.	Flax Fibre	Yashoda Linen Yarn Ltd, India
11.	Jute Sliver	Bally Jute Company Ltd, India
12.	Flax Hackled Tow - 100	Linen Art Pvt. Ltd, India

The purchases from our top ten suppliers are as under:

Particulars	December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	(₹ in lakhs)	As a% of total purchased	(₹ in lakhs)	As a% of total purchased	(₹ in lakhs)	As a% of total purchased	(₹ in lakhs)	As a% of total purchased
Top 5 suppliers	8,015.87	88.31	4,468.69	81.61	4,244.00	82.26	3,090.31	99.34
Top 10 suppliers	8,987.42	99.01	5,009.71	98.83	5,029.66	97.49	3,110.77	99.99

Quality Control

Our quality team is responsible for the checking and supervising of test at each stage of production process. With continuous efforts and expertise of our quality assurance and quality check team, we hold received certificates for the management system, ISO9001, ISO14001, ISO45001, OEKOTEX 100 and EUROPEAN FLAX certification, which are globally standardized, independent mark of quality, semi-finished and finished products from all stages of production and for all accessory materials used in the process. This is not a stand-alone system, but is integrated within Yajur's operating discipline which encompasses the policies, requirements, and work processes of

Production Planning, Manufacturing Operation, Quality Control, Quality Assurance, Shipping, Sales and Marketing.

To ensure that we supply quality products which meet the applicable global standard, we have set up a Quality Control system which consists of our quality assurance and quality control teams who check and conduct various tests in our 'in-house laboratory' on the raw materials and our products at various stages starting from receiving of raw materials to the finished products manufactured by us.

Quality Control Process is defined by three processes:

- A) Checking as per set SOPs
- B) Comparing with set Standard of quality parameters and taking actions along with all monitoring
- C) Improvising the Quality Standard continuously.


Quality Control Checks are followed at three stages:


1. RAW MATERIAL CHECK - The raw fibers are inspected for their cleanliness, length, strength, fineness, moisture and uniformity. Defects such as contamination and irregularities are identified.
2. IN-PROCESS CHECK – Fiber Strand inspection, twist testing, count check, strength measured, uniformity testing & moisture measured. (YARN)
3. Length distribution, fineness check, strength measured, impurities (trash/hard fibre) testing & moisture measured. (FIBRE)






List of quality control equipment and its usages

Machine Name	Number of Machines	Used in	Owned /Leased	Application
ELE TRASH	1	Testing Purpose Only	Owned	Impurity Measured In Fibres
FIBRO STELO	1	Testing Purpose Only	Owned	Measured Strength Of Fibres
FIBRO LEN	1	Testing Purpose Only	Owned	Measured Length Of Fibres
PROJECTION MICROSCOPE	1	Testing Purpose Only	Owned	Measured Fibres Diameters
TPI TESTER	1	Testing Purpose Only	Owned	Measured No. Of Twist in Yarn
TENSILE STRENGTH TESTER	1	Testing Purpose Only	Owned	Measured Strength in Yarn
WARP REEL	2	Testing Purpose Only	Owned	Measured For Yarn Count
MOISTURE METER	4	Testing Purpose Only	Owned	Measure Moisture Retail % In Fibre & Yarn

MANUFACTURING PROCESS FLOW

Process Flow - Cottonised Fibre		
Manufacturing Process	Picture of Machine / Process	Function / Objective
Fiber Grading & Selection		In this stage, all Fibers (Raw material) under quality grade are analyzed and respective fibers are selected to be taken in further processes as per quality need of Finished goods

Length Optimization		Length profile is one important quality lever into the finished goods so Raw material (usually of 200mm and above length) are taken into the machine to make it uniform aligned shorter length. Here, length is optimized and normalized as per Quality need
Mixing and conditioning		Softening or making the fibers with minimum flexural rigidity is another important quality criterion. Here Customized emulsifying composition is sprayed by pump operation then these fibers are stored maintaining certain physical condition. This process is objectively set for softening of Fibers & Facilitating Better Run ability
Opening & Cleaning		Cottonised fiber is compounded with trash / sticks etc. by its inherent characteristics. Yet user demands least trash and sticks along with Cottonised finished fibers. The opening & Cleaning machine with customized roller and opening profile effectively clean trash and sticks entangled with Fiber .This process makes Fiber bunch individualization & Extraction of Impurities to achive objective quality of Finished Goods
Mechanical Polishing		In this process Conditioned mixing fibers are fed to the machine. This machine comprises of different diameters of rollers along with metallic opening and cleaning profile. Here Raw conditioned fibers are disentangled, cleaned and aligned to form a continuous web of sliver.
Bale Pressing & Finished Goods Packing	 	In this process Cottonised fibers are collected through auto suction from the machine and taken into bale press machine. Here loose fibers are compacted, pressed into rectangle box shape bale. Each bale is about 180 kgs of fibers which are packed and stacked in Godown for delivery to the customers
Process Flow -Yarn		
Manufacturing Process	Picture of Machine / Process	Function / Objective
Fiber Grading & Selection		Here Fiber is selected as per Quality grading which supports Customers Product Need. Quality grading of uniform Color, Length , Fineness and cleanliness are considered as prime factors during grading and selection .

Mixing & Conditioning		Selected fibers are pre treated by softening agents solution. In this stage Fibers are laid down layer wise on the floor and solution is sprayed uniformly on the fibers layers. In this condition Fibers are kept (this is called Conditioning) for 24 to 36 Hrs for the solution to be absorbed. Softening of Fibers facilitate Better Run ability
Carding		In this process Conditioned mixing fibers are feed to the machine. This machine is comprise of different diameters of rollers along with metallic opening and cleaning profile. Here Raw conditioned fibers are disentangled, cleaned and aligned to form a continuous web of sliver.
Pre Combing		At Pre- combing process, Multiple Slivers from carding process are feed to this machine. Here Material is passed through combination of rollers along with intersecting pins. Due to differential roller speed and multiple sliver feeding, net material is much more clean and aligned and in state which supports to get regular yarn at final stage
Combing		A flax combing machine straightens and refines flax fibers by removing shorter fibers, impurities, and tangles. It uses rotating combs or hackles to separate long fibers (line flax) from shorter tow fibers. The process improves fiber alignment, making them suitable for spinning into fine linen yarn. Combed flax is smoother, stronger, and more uniform for high-quality textile production.
Drawing		A flax drawing machine aligns and elongates flax fibers by passing them through a series of rollers at increasing speeds. This process blends and evens out the fibers, improving uniformity and strength. It also reduces thickness variations in the sliver, preparing it for spinning. The drawn flax sliver becomes smoother and more consistent for high-quality yarn production.
Spinning		A flax dry spinning machine converts prepared flax sliver into yarn by drafting, twisting, and winding the fibers without using water. Rollers elongate the sliver while controlled twisting adds strength and cohesion. The dry process produces finer, smoother linen yarn suitable for high-quality textiles. The spun yarn is then wound onto bobbins for further processing.

Polishing		A flax yarn polishing machine enhances the smoothness, sheen, and uniformity of flax yarn by applying friction and pressure. The yarn passes through rollers or brushes that remove loose fibers and improve its texture. This process reduces hairiness, making the yarn more refined and suitable for weaving or knitting. Polished flax yarn has a glossy finish, increasing its appeal for premium yarn.
Winding		A flax winding machine winds spun flax yarn onto cones for storage and further processing. It ensures uniform tension and proper alignment to prevent tangling or breakage. The machine can also remove defects like knots or uneven sections. Properly wound flax yarn improves efficiency in weaving.
Finished Goods Packing		Finished goods are packed in cone form into corrugated boxes (25 to 40 kgs / box) with strapping of nylon tape. Now these finished goods (yarn) are ready to be sent to the customers.

EQUIPMENT USED IN MANUFACTURING PROCESS

Machine Name	Number of Machines	Used in	Owned /Leased	Application
Length Optimization Machine	9	For Making Cottonised Fibre	Owned	Length is optimized and normalized as per Quality need
Opening & Cleaning Machine	6	For Making Cottonised Fibre	Owned	Remove Impurities
Mechanical Carding Machine	74	For Making Cottonised Fibre	Owned	Paralleling & Softening
Packing Machine	4	For Making Cottonised Fibre	Owned	Bale Packing
Carding Machine	5	For Making Yarn	Owned	Opening of Fibers . Cleaning of Fibers Sliver Making (circular form of fiber bunch)
Pre Combing Machine	3	For Making Yarn	Owned	Blending and making more uniform strand of fibers
Combing Machine	13	For Making Yarn	Owned	Remove Impurities and short fibers and making strand of more uniform length

Machine Name	Number of Machines	Used in	Owned /Leased	Application
Drawing Machine	7	For Making Yarn	Owned	Increase Uniformity in final fiber strand before feeding to yarn making machine
Spinning Machine	7	For Making Yarn	Owned	Making Sliver to Yarn
Polishing Machine	4	For Making Yarn	Owned	For improvise Shinning and strength
Winding Machine	48	For Making Yarn	Owned	Made Cone formation suitable to be dispatched for Buyers

SWOT ANALYSIS	
Strengths <ul style="list-style-type: none"> Manufacturing plant equipped with latest machineries and technology to ensure product quality Experienced and technically advanced manpower Established relationships with our customer reflected by repeated orders. Strong relationship with suppliers of raw materials. Well-equipped quality control process 	Weakness <ul style="list-style-type: none"> Dependence on a small pool of key personnel Higher dependance on top ten customers
Opportunities <ul style="list-style-type: none"> Increasing use of these fibres for their durability, breathability, and eco-friendliness, and sustainable alternative to cotton and man-made fibres. . Countries with a strong focus on sustainability, such as those in Europe and North America, present significant export opportunities for products. 	Threats <ul style="list-style-type: none"> The market is becoming increasingly competitive with more players entering the field. Factors such as weather conditions, agricultural practices, and geopolitical issues can impact the supply chain, leading to fluctuations in prices and availability. High capital-intensive nature of operations which requires continuous investment to stay competitive

CAPACITY UTILIZATION

Set forth below is the detail of the installed and utilized capacity of our manufacturing unit for the last three years:

Period	Installed Capacity (in Units PA)	Utilized Capacity (in Units PA)	Percentage of utilization (%)
2021-22	2400 MT	1572 MT	65.50
2022-23	3600 MT	2889 MT	80.25
2023-24	3600 MT	1914 MT	53.17
December 31, 2024	3150 MT	2168 MT	68.82

Our company has faced shortage of raw material due to poor crop in FY2024 which caused significant dip in the capacity utilisation in FY2024. The same has improved during FY2025.

COLLABORATIONS / JOINT VENTURES

As on date of this Draft Red Herring Prospectus, we have not entered into any technical or financial collaborations or agreements.

EXPORT AND EXPORT OBLIGATION

Our Company does not have any export obligation as on date of this Draft Red Herring Prospectus.

COMPETITION

India is one of the largest jute fibre producer and consumer in the world. Our Company faces competition in the business from cottonised bast fibres mills operating not only in India but from the manufacturers in international markets. The competition faced by us is also in the form of raw material purchase in our vicinity and also outside the area of our factory. Further, competition in the cottonised bast fibres industry arises from organised players.

Power

Our Company requires power for the normal requirement of the Offices and manufacturing facility for operations, lighting, systems etc. Adequate power is available through the local authority. We have a load sanction of 650 KVA from Calcutta Electric Supply Company Ltd. Further, we also have 250 KVA DG sets for power backup.

Water

Our registered office and manufacturing unit has adequate water supply arrangements for human consumption purpose. The requirements are fully met at the existing premises and units.

Emission and Effluent Treatment Plant

Our Company does not discharge any emission and effluent.

Environment, health and safety

Environment, Health & Safety measures are being followed as per standard norms under certification of ISO14001 & ISO 45001.

Drinking water, fugitive air, illumination level, and noise level tested, monitored and maintained time to time with the set standard of frequency.

Human Resources

Our Company believe that our employees are key contributors to our business success and its ability to maintain growth depends to a large extent on our strength in attracting, training, motivating and retaining employees. We focus on attracting and retaining the best possible talent. We employ experienced manpower in our manufacturing and quality control process. We also employ skilled, semi-skilled and unskilled labour for carrying out various processes for our manufacturing and the availability of quality labour in abundance in West Bengal helps us to maintain our low labour costs.

As on December 31, 2024, our Company has 59 employees on payroll. A division-wise break-up of our employees is provided below:

Department	Number of employees
Senior Management	5
Accounts and Finance	3
Human Resources and Administration	3
Legal and Compliance	1
Sales & Marketing	3
IT And RD Department	8
Manufacturing	34
Store	2
Total	59

As on December 31, 2024, we do not employ any contract labour in our manufacturing facility.

MARKETING

We operate within B2B framework. Our success lies in the strength of our relationship with our customers and providing customer specific products to achieve the customers objective. We have extensive marketing and sales reach to ensure continuous sales and connect with buyers. The Company's sales representatives visit buyers in India every month and quarterly to international buyers. Our Company has exclusive agents to sell products in Turkey and Bangladesh. Additionally, our company participates and exhibits products in various domestic and international textile exhibitions and shows every year.

Due to strong network and expertise in the industry, we have been able to get repeated orders from our existing clients. The efficiency of the marketing and sales network is critical success factor of our Company.



PRATICIPATION AT YARN-EXPO (MUMBAI) : 2024



PRATICIPATION AT YARNEX (TIRUPUR): 2024



PRATICIPATION AT ISTANBUL YARN FAIR (TURKEY): 2024



PRATICIPATION AT HEIMTEXTIL (GERMANY): 2025



PARTICIPATION AT IPIK FUARI, ISTANBUL (TURKEY): 2025

The future marketing strategies comprises of:

- ***Participation at Exhibition:*** Worldwide textile exhibitions play a pivotal role in bringing the cottonised linen, jute and hemp fibres players together. At such exhibition, we will also place ourselves to showcase our products.
- ***Membership of Jute Promotion Council:*** The Jute Products Development & Export Promotion Council (JPDEPC) is an industry-led body established under the Indian Companies Act of 1956. Its primary goal is to boost the export of jute goods. The council plays a crucial role in marketing and promoting jute and jute diversified products through various events and workshops.

- **Trade Fairs and Seminars:** We also participate in product-specific trade fairs, seminars, and workshops to facilitate interaction with the buyers of cottonised linen, jute and hemp fibres.

Further, for our 100% Wet Spun Flax yarn and Flax blended yarn, our Company has a large database of weaving mills in India and other countries whom we have met over the years in various exhibitions and shows. Through, our wide spread Jute exports network, we have direct access to large number of retailers where we would empanel ourselves as approved suppliers.

INSURANCE


Our Company has the following insurance policies in insure its offices, manufacturing facility and assets:

S. No.	Insurer	Description of Property Insured	Policy No.	Expiry date	Insured Amount (₹ in Lakhs)
1.	United India Insurance Company Limited	Raw material , Stock in process , Finished Goods , Consumable Store & Spares , Plant & Machinery , Generator ,Building	Standard Fire and Special Perils Policy 5007001124P104180479	19/06/2025	5,585.00
2.	Iffco Tokio Gen Insurance Co. Ltd	Goods in Transit	Marine Open Policy 22J01982	19/06/2025	8,500.00

INTELLECTUAL PROPERTY RELATED APPROVALS

Trademarks:

Our Company has applied for registration of the following trademarks:

Sr. No.	Particulars of Trademark Application	Application No.	Class	Date of Application	Status
1.	Yajur	6827364	23	30-01-2025	Applied
2.	Yajur Fibres	6827365	24	30-01-2025	Applied
3.	Yajur	6827366	24	30-01-2025	Applied
4.	Yajur Fibres	6827367	23	30-01-2025	Applied
5.		6862143	23	February 17, 2025	Formalities Chk Pass

OFFICER AND FACILITIES

Our Registered Office is located at 5, Middleton Street, Kolkata – 700 071, West Bengal, India.

Our office is equipped with computer systems, servers, relevant software and other communication equipment's, uninterrupted power supply, internet connectivity, security and other facilities, which are required for our business operations to function smoothly.

We also have our Corporate and Marketing Office located at C/o. Bally Jute Company, 5 Sree Charan Saranibally, Howrah, West Bengal - 711201.

Our Manufacturing facilities are located at:

Jagannathpur. Phuleshwar, Uluberia, District Howrah Pincode – 711316.

Land and Property

The details of the freehold property of our Company as on the date of this DRHP are as under:

Sr. no.	Details of the Property	Area	Usage
1.	Jagannathpur. Phuleshwar, Uluberia, District Howrah Pincode – 711316	Approx. 19 Acres	Manufacturing plant

Our subsidiary does not own / hold any freehold property.

Further, we carry out our business operations from leasehold properties, details of which are as under:

Sr. no.	Details of the Deed/Agreement	Particulars of the property, description and area	Consideration/ License Fee/Rent	Tenure/ Term	Usage
3.	Leave and licence agreement dated January 16, 2025 with Ambica Jute Mills Limited	800 Sq ft of the office space at 5, Middleton Street, Kolkata – 700 071, West Bengal, India.	₹ 0.15 Lakhs	60 months w.e.f. January 16, 2025	Registered Office
4.	Leave and licence agreement dated January 1, 2025 Bally Jute Company Ltd	300 sq ft of the area at C/o. Bally Jute Company, 5 Sree Charan Saranibally, Bally Howrah, West Bengal - 711201.	₹ 0.15 Lakhs	11 months w.e.f. January 1, 2025	Corporate office and maintaining books of Accounts

Our subsidiary holds the below leasehold properties:

Sr. no.	Details of the Deed/Agreement	Particulars of the property, description and area	Consideration/ Leese Rent	Tenure/ Term	Usage
1.	Lease Deed dated January 24, 2025, with DMIC Vikram Udyogpuri Limited, Ujjain, Madhya Pradesh	35 acres of designated industrial land at Plot No 126 & 127A, Vikram Udyogpuri, DMIC, Industrial Park, Ujjain	₹ 9.97 Lakhs and annual maintenance charges ₹ 11.14 Lakhs	99 years w.e.f. January 1, 2025	Proposed manufacturing unit for producing 100% Wet Spun Flax yarn and Flax blended yarn

KEY INDUSTRIAL REGULATIONS AND POLICIES

The following description is an overview of certain sector-specific relevant laws and regulations in India which are applicable to the operations of our Company and its business. The description of laws and regulations set out below is not exhaustive and is only intended to provide general information to Bidders. The information in this section is neither designed nor intended to be a substitute for professional legal advice and investors are advised to seek independent professional legal advice.

The statements below are obtained from publications available in the public domain based on the current provisions of applicable Indian law, and the judicial, regulatory and administrative interpretations thereof, which are subject to change or modification by legislative, regulatory, administrative, quasi-judicial or judicial decisions/actions and our Company are under no obligation to update the same.

A. Industry Related Laws And Regulations

The National Jute Board Act, 2008

The National Jute Board Act, 2008 established the National Jute Board (NJB) as a statutory body to promote and develop the jute industry in India. The Board's primary objectives include supporting jute production, enhancing market promotion, fostering research and development, and ensuring eco-friendly packaging through the use of jute. It provides financial and technical assistance to stakeholders such as farmers and jute mills, while also promoting the export of jute products. The Act aims to improve the competitiveness of the jute sector, creating a sustainable and thriving industry, especially in the eastern states of India.

The Jute and Jute Textiles Control Order, 2016

The Jute and Jute Textiles Control Order, 2016 was issued by the Government of India to regulate the production, supply, and distribution of jute and jute products, ensuring that the industry adheres to quality standards and promotes sustainable practices. The order mandates the use of jute in packaging for certain commodities, including food grains and sugar, to promote eco-friendly alternatives to plastic. It also establishes guidelines for the certification, pricing, and packaging of jute textiles, ensuring compliance with industry norms. The objective of the Control Order is to enhance the demand for jute products, support the jute industry's growth, and ensure quality control, while reducing environmental impact.

National Jute Policy, 2005

The National Jute Policy, 2005 was introduced by the Government of India to ensure the sustainable growth and development of the jute sector, focusing on enhancing the quality, productivity, and global competitiveness of jute and jute products. The policy aims to improve the economic conditions of jute farmers, strengthen the jute industry, and promote the use of jute as an eco-friendly alternative to synthetic products. It emphasizes the need for modernizing jute mills, promoting research and development, ensuring fair wages for workers, and expanding the domestic and international market for jute products. The policy also encourages the diversification of jute products, including in the fields of packaging, textiles, and handicrafts.

The Textiles Committee Act, 1963

The Textile Committee Act, 1963 (Act) was enacted in 1963 to provide for the establishment of a committee for ensuring the quality of textiles and textile machinery and for matters connected therewith. The Act prescribes for establishment of a textile committee (Textile Committee) with the general objective of ensuring a standard quality of textiles both for internal marketing and export purposes as well as standardisation of the type of textile machinery used for manufacture. In addition to the general objection as mentioned above, the function of the Textile Committee inter alia include, to undertake, assist and encourage, scientific, technological and economic research in textile industry and textile machinery, promotion of export of textile and textile machinery, establishing or adopting or recognising standard specifications for textile and packing materials used in the packing of textiles or textile machinery for purpose of export and internal consumption and affix suitable marks on such standardized varieties of textiles and packing materials, specify the type of quality control or inspection which will be applied to textile or textile machinery, provide for training in the techniques of quality control to be applied to textiles or textile machinery, provide for inspection and examination of textiles, textile machinery and packing material used

in the packing of textile and textile machinery, establishing laboratories and test houses for testing of textiles and data collection and such other matters related to the textile industry.

Textile Development and Regulation Order, 2001 (Textile Order)

The Central Government in exercise of the powers conferred upon it under section 5 of the Essential Commodities Act, 1955 and in supersession of the Textile (Development and Regulation) Order, 1993 brought in force the Textile Order. Under the Textile Order every manufacturer of textiles, textile machinery and every person dealing with textiles is required to maintain books of accounts, data and other records relating to the business in the matter of production, processing, import, export, supply, distribution, sale, consumption etc. and shall furnish such returns or information in respect to the business as and when required by the Textile Commissioner. The Textile Order confers upon the Textile Commissioner powers to issue directions by notification with the prior approval of Central Government to any manufacturer regarding the specification or class of textiles which shall not be manufactured, dyes and chemicals which shall not be used in the manufacture of textile, maximum and minimum quantity of textiles which shall be manufactured, maximum ex-factory or wholesale or retail price at which textiles shall be sold, markings to be made on textiles by manufacturers and the time and manner of such markings and direct the officer in charge of any laboratory to carry out or cause to be carried out such tests relating to any textiles as may be specified by the Textile Commissioner.

Bureau of Indian Standards Act, 2016 (“BIS Act”)

The BIS Act provides for the establishment of the Bureau of Indian Standards (“BIS”) for the harmonious development of the activities of standardisation, conformity assessment and quality assurance of goods, articles, processes, systems and services. The BIS Act for the functions of the BIS which includes, among others, (a) recognizing as an Indian standard, any standard established for any article or process by any other institution in India or elsewhere; (b) specifying a standard mark which shall be of such design and contain such particulars as may be prescribed to represent a particular Indian standard; and (c) undertake testing of samples for purposes other than for conformity assessment and (d) undertake activities related to legal metrology. The BIS Act empowers the Central Government in consultation with the BIS to order compulsory use of standard mark for any goods or process if it finds it expedient to do so in public interest. The BIS Act also provides the penalties in case there is a contravention of the provisions of the BIS Act.

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.

Amended Technology Up-Gradation Fund Scheme (“ATUFS”)

Ministry of Textiles, Government of India has notified ATUFS vide resolution dated January 13, 2016. In accordance with the said regulation the guidelines of ATUFS i.e. financial and operational parameters and implementation of ATUFS during its implementation period from January 13, 2016 to March 31, 2022 has been provided under the revised resolution dated August 2, 2018. In order to promote ease of doing business, promote make in India and increase the employment, government will be providing credit linked Capital Investment Subsidy (CIS) under the ATUFS. The scheme would facilitate augmenting of investment, productivity, quality, employment and exports. It will also increase investment in textile industry (using benchmarked technology). Entities registered as companies which have acknowledgement of Industrial Entrepreneur Memorandum (IEM) with DIPP except MSMEs units which will be as per Ministry of MSME or units registered with the concerned Directorates of the State Government showing clearly the activity for which the unit is registered, will only be eligible to get benefits under the scheme. Only benchmarked machinery as specified will be eligible for the subsidy

under the scheme. The maximum subsidy for overall investment by an individual entity under ATUFS will be restricted to upper limit of ₹ 300 million.

National Textile Policy, 2000

The National Textile Policy, 2000 (NTP) aims at facilitating the growth of the textile industry to attain and sustain a pre-eminent global standing in the manufacture and export of clothing. The objective is sought to be achieved by liberalising controls and regulations so that the different segments of the textile industry are enabled to perform in a greater competitive environment. In furtherance of its objectives, the strategic thrust of the NTP is on technological upgradation, enhancement of productivity, quality consciousness, product diversification, maximising employment opportunities, and so on. The NTP also envisages certain sector specific initiatives, including the sector of raw materials, spinning, weaving, powerloom, handloom, jute and textile. The Policy also lays down certain delivery mechanisms for the implementation of the policy and to enable the Indian textile industry to realise its full potential and achieve global excellence.

Sale of Goods Act, 1930 (“Sale of Goods Act”)

The Sale of Goods Act, 1930 (“SOGA”) governs contracts relating to the sale of goods. The contracts for sale of goods are subject to the general principles of the law relating to contracts. A contract for sale may be an absolute one or based on certain conditions. SOGA contains provisions in relation to the essential aspects of such contracts, including the transfer of ownership of goods, delivery of goods, rights and duties of the buyer and seller, remedies for breach of contract and the conditions and warranties implied under a contract for the sale of goods.

Consumer Protection Act, 2019 (“Consumer Act”)

The Consumer Protection Act, 2019 has repealed Consumer Protection Act, 1986 and provides for the protection of interest of the consumers and the settlement of disputes raised by the consumers. The provisions of the Consumer Protection Act, 2019 have been made effective vide notification no. F. No. J-9/1/2020-CPU dated July 23, 2020 and notification no. F. No. J-9/1/2020-CPU dated July 15, 2020 as issued by the Central Government. The Consumer Act sets out a mechanism for consumers to file complaints against, inter alia, service providers in cases of deficiencies in services, unfair or restrictive trade practices and excessive pricing. A three-tier consumer grievance redressal mechanism has been implemented pursuant to the Consumer Act, at the national, state and district levels. Further, the Consumer Act established a Central Consumer Protection Authority to promote, enforce and protect the rights of consumers. If the allegations specified in a complaint about the services provided are proved, the service provider can be directed to inter alia remove the deficiencies in the services in question, return to the complainant the charges paid by the complainant and pay compensation, including punitive damages, for any loss or injury suffered by the consumer. Non-compliance with the orders of the authorities may attract criminal penalties in the form of fines and/or imprisonment.

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 stores and implementation of regulations relating to such license along with prescribing penalties for non-compliance.

Shops and Establishments Legislations

Establishments are required to be registered under the provisions of local shops and establishments legislations applicable in the states where such establishments are set up. Such legislations regulate the working and employment conditions of workers employed in such shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees. Shops and establishments have to be registered under the shops and establishments legislations of the respective states where they are located.

The Registration Act, 1908

The Registration Act, 1908 (“Registration Act”) was passed to consolidate the enactments relating to the registration of documents. The main purpose for which the Registration Act was designed was to ensure information about all deals concerning land so that correct land records could be maintained. The Registration Act is used for proper recording of transactions relating to other immovable property also. The Registration Act provides for registration of other documents also, which can give these documents more authenticity. Registering authorities have been provided in all the districts for this purpose.

The Essential Commodities Act, 1955 (the “ECA”)

The ECA empowers the Central Government, to control the production, supply and distribution of trade and commerce in certain essential commodities for maintaining or increasing supplies or for securing their equitable distribution and availability at fair prices or for securing any essential commodity for the defence of India or the efficient conduct of military operations. Under the ECA, an essential commodity means a commodity specified in the Schedule to the ECA, which is updated and notified from time to time. Using the powers under it, the Central Government has issued control orders for *inter alia* controlling the price of, regulating by licenses, permits or otherwise the production or manufacture of any essential commodity. Violations under the ECA are punishable by either imprisonment or monetary fines or both.

The Indian Contract Act, 1872

The Indian Contract Act codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. A person is free to contract on any terms he chooses. The Contract Act consists of limiting factors subject to which contract may be entered into, executed and breach enforced. It provides a framework of rules and regulations that govern formation and performance of contract. The contracting parties themselves decide the rights and duties of parties and terms of agreement.

B. Tax Related Legislations

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 30th September 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.

Professional Tax

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. The professional tax is charged as per the List II of the Constitution. The professional taxes are classified under

various tax slabs in India. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner. Every person liable to pay tax under these Acts (other than a person earning salary or wages, in respect of whom the tax is payable by the employer), shall obtain a certificate of enrolment from the assessing authority.

C. Foreign Investment Legislations

Foreign Trade (Development and Regulation) Act, 1992

The Development and Regulation of foreign trade by facilitating imports and exports from and to India. The Import- Export Code number and license to import or export includes a customs clearance permit and any other permission issued or granted under this act. The Export and Import policy, provision for development and regulation of foreign trade shall be made by the Central Government by publishing an order. The Central Government may also appoint Director General of Foreign Trade ("DGFT") for the purpose of Export-Import Policy formulation. If any person makes any contravention to any law or commits economic offense or imports/exports in a manner prejudicial to the trade relations of India or to the interest of other person engaged in imports or exports then there shall be no Import Export Code number granted by Director-General to such person and if in case granted shall stand cancelled or suspended. Provision of search and seizure of Code of Criminal Procedure, 1973 shall apply to every search and seizure made under this Act. In case of appeals in a case the order made by the appellate authority shall be considered to be final. The powers of the civil court under Code of Civil Procedure, 1908 shall vest in him. The EXIM Policy is a set of guidelines and instructions established by the DGFT in matters related to the export and import of goods in India. This policy is regulated under the said act. DGFT is the main governing body in matters related to the EXIM Policy. The Act shall provide development and regulation of foreign trade by facilitating imports into, and augmenting exports from India. Trade Policy is prepared and announced by the Central Government (Ministry of Commerce).

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 Industrial Policy and Promotion, 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 FIPB 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, 2000 ("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, 2000 for regulation on exports of goods and services. 100 % FDI is permitted in under the automatic route in the IT sector.

The Foreign Direct Investment Policy

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment ("FDI") through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("DIPP"), has issued consolidated FDI Policy Circular of 2017 ("FDI Policy 2017"), which with effect from August 28, 2017, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2017 will be valid until the DIPP Offers an updated circular. The Reserve Bank of India ("RBI") also offers Master Circular on Foreign Investment in India every year. Presently, FDI in India is being governed by Master Circular on Foreign Investment dated July 01, 2015 as updated from time to time by RBI. In terms of the Master Circular, an Indian company may Offer fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh Offer of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Circular. The Indian company making such fresh offer of shares would be

subject to the reporting requirements, inter-alia with respect to consideration for Offer of shares and also subject to making certain filings including filing of Form FC-GPR, FC-TRS and FLA Return.

Under the current FDI Policy of 2017, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations. At present 100 % foreign direct investment through automatic route is permitted in the sector in which our Company operates. Therefore, applicable foreign investment up to 100% is permitted in our company under automatic route.

D. Key Environment Regulations

Environment (Protection) Act, 1986 (the “EP Act”), Environment (Protection) Rules, 1986 (the “EP Rules”) and Environmental Impact Assessment Notification, 2006 (“EIA Notification”)

The EP Act has been enacted for the protection and improvement of the environment. EP Act empowers the government to take all measures to protect and improve the quality of environment, such as by laying down standards for emission and discharge of environmental pollutants. It is in the form of an umbrella legislation designed to provide a framework for Central Government to coordinate the activities of various central and state authorities established under previous laws. It is also in the form of an enabling law, which delegates wide powers to the executive to enable bureaucrats to frame necessary rules and regulations. Further, the EP Rules specify, inter alia, the standards for emission or discharge of environmental pollutants and restrictions on the handling of hazardous substances in different areas. For contravention of any of the provisions of the EP Act or the rules framed thereunder, the punishment includes either imprisonment or fine or both. Additionally, under the EIA Notification and its subsequent amendments, projects are required to mandatorily obtain environmental clearance from the concerned authorities depending on the potential impact on human health and resources.

National Environmental Policy, 2006

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.

Air (Prevention and Control of Pollution) Act, 1981(the “Air Act”) and Air (Prevention and Control of Pollution) Rules, 1982 (“Air Rules”)

The Air Act was enacted to provide for the prevention, control and abatement of air pollution in India. It is a specialised piece of legislation which was enacted to take appropriate steps for the preservation of natural resources of the earth, which among other things include the preservation of the quality of air and control of air pollution. We are required to obtain consents under the Air Act.

Water (Prevention and Control of Pollution) Act, 1974 (the “Water Act”) and Water (Prevention and Control of Pollution) Board, 1975 (“Water Rules”)

The Water Act was enacted to control and prevent water pollution and for maintaining or restoring of wholesomeness of water in the country. The Water Act was enacted to control and prevent water pollution and for maintaining or restoring the purity of water in India. The objective of this legislation is to ensure that domestic and industrial pollutants are not discharged into streams and wells without adequate treatment. We are required to obtain consents under the Water Act.

Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 (the “Hazardous Waste Rules”), as amended by the Hazardous and Other Wastes (Management and Transboundary Movement) Amendment Rules, 2022 (“Amendment Rules”)

The Hazardous Waste Rules regulate the management, treatment, storage and disposal of hazardous waste by imposing an obligation on every occupier and operator of a facility generating hazardous waste to dispose of such waste without harming the environment. A list of hazardous wastes and processes that generate hazardous waste have been specified under the Hazardous Waste Rules. We are required to obtain authorizations for, inter alia, the generation, processing, treatment, package, storage, transportation, use, collection, destruction or transfer of the hazardous waste from the concerned state pollution control board.

The Public Liability Insurance Act, 1991 (the “PLI Act”) and the Public Liability Insurance Rules, 1991 (the “PLI Rules”)

The PLI Act imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such hazardous substances. A list of hazardous substances covered by the legislation has been enumerated by the government by way of a notification. Under the PLI Act, the owner or handler is also required to take out an insurance policy insuring against liability. The PLI Act also provides for the establishment of the Environmental Relief Fund, which shall be utilized towards payment of relief granted under the Public Liability Act. The PLI Rules mandate the employer to contribute a sum equal to the premium paid on the insurance policies towards the Environmental Relief Fund.

E. Key Labour –Related Regulations

The various labour and employment related legislation that may apply to our operations, from the perspective of protecting the workers’ rights and specifying registration, reporting and other compliances, and the requirements that may apply to us as an employer, would include, among others, the following: (i) Contract Labour (Regulation and Abolition) Act, 1970; (ii) Relevant state specific shops and commercial establishment legislations; (iii) Employees’ Provident Funds and Miscellaneous Provisions Act, 1952; (iv) Employees’ State Insurance Act, 1948; (v) Minimum Wages Act, 1948; (vi) Payment of Bonus Act, 1965; (vii) Payment of Gratuity Act, 1972; (viii) Payment of Wages Act, 1936; (ix) Maternity Benefit Act, 1961; (x) Apprenticeship Act, 1961; and (xi) Equal Remuneration Act, 1976; (xii) Employees’ Compensation Act, 1923.

In order to rationalize and reform labour laws in India, the Government has enacted the following codes, which will be brought into force on a date to be notified by the Central Government:

Code on Wages, 2019

The Code on Wages regulates and amalgamates wage and bonus payments and subsumes four existing laws namely – the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. It regulates, *inter alia*, the minimum wages payable to employees, the manner of payment and calculation of wages and the payment of bonus to employees. Certain portions of the Code on Wages, 2019 and Code on Social Security, 2020, have come into force upon notification by the Ministry of Labour and Employment. The remaining provisions of these codes shall become effective as and when notified by the Government of India.

Code on Social Security, 2020

The Code on Social Security amends and consolidates laws relating to social security, and subsumes various social security related legislations, *inter alia* including the Employee’s State Insurance Act, 1948, the Employees’ Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, Building and Other Construction Worker’s Welfare Cess Act, 1996 and the Payment of Gratuity Act, 1972. It governs the constitution and functioning of social security organizations such as the Employee’s Provident Fund Organisation and the Employee’s State Insurance Corporation, regulates the payment of gratuity, the provision of maternity benefits and compensation in the event of accidents that employees may suffer, among others.

The Occupational Safety, Health and Working Conditions Code, 2020

The Occupational Safety, Health and Working Conditions Code consolidates and amends the laws regulating the occupational safety and health and working conditions of the persons employed in an establishment. It replaces 13 old central labour laws including the Factories Act, 1948, Contract Labour (Regulation and Abolition) Act, 1970, the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996 and the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979.

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“**POSH Act**”) provides for the protection of women at workplace and prevention of sexual harassment at workplace. The POSH Act also provides for a redressal mechanism to manage complaints in this regard. Sexual harassment

includes one or more of the following acts or behaviour namely, physical contact and advances or a demand or request for sexual favours or making sexually coloured remarks, showing pornography or any other unwelcome physical, verbal or non-verbal conduct of sexual nature. The SHWW Act makes it mandatory for every employer of a workplace to constitute an Internal Complaints Committee, which shall always be presided upon by a woman.

Contract Labour (Regulation and Abolition) Act, 1970 (CLRA) and Contract Labour (Regulation and Abolition) Central Rules, 1971 (Contract Labour Rules)

This Act has provisions to ensure that the contract labour is not misused and the rights of workers employed on contract basis are protected. The Act does not ban contract labour altogether, but puts certain restrictions on it and prohibits it under certain circumstances. The labour Law allows hiring fixed term contract workers for tasks of permanent nature. There is no maximum length of fixed term contracts provided under the labour laws.

Employees (Provident Fund and Miscellaneous Provisions) Act, 1952, as amended (the “EPF Act”) and the schemes formulated there under (“Schemes”)

The EPF Act applies to factories employing over 20 employees and such other establishments and industrial undertakings as notified by the Government of India from time to time. It requires all such establishments to be registered with the state provident fund commissioner and requires such employers and their employees to contribute in equal proportion to the employees’ provident fund the prescribed percentage of basic wages and dearness and other allowances payable to employees. The EPF Act also requires the employer to maintain registers and submit a monthly return to the State provident fund commissioner. Accordingly, the following schemes are formulated for the benefit of such employees:

- i. **The Employees Provident Fund Scheme:** As per this Scheme, a provident fund is constituted and both the employees and employer contribute to the fund at the rate of 12% (or 10% in certain cases) of the basic wages, dearness allowance and retaining allowance, if any, payable to employees per month.
- ii. **The Employees’ Pension Scheme:** Employees’ Pension Scheme is Pension Scheme for survivors, old aged and disabled persons. This Scheme derives its financial resource by partial diversion from the Provident Fund contribution, the rate being 8.33%. Thus, a part of contribution representing 8.33 per cent of the employee’s pay shall be remitted by the employer to the Employees’ Pension fund within 15 days of the close of every month by a separate bank draft or cheque on account of the Employees’ Pension Fund contribution in such manner as may be specified in this behalf by the appropriate authority constituted under the Act. The Central Government shall also contribute at the rate of 1.16 % of the pay of the members of the Employees’ Pension Scheme and credit the contribution to the Employees’ Pension Fund.
- iii. **The Employees Deposit Linked Insurance Scheme:** As per this Scheme, the contribution by the employer shall be remitted by him together with administrative charges at such rate as the Central Government may fix from time to time under Section 6C (4) of the Act, to the Insurance Fund within 15 days of the close of every month by a separate bank draft or cheque or by remittance in cash in such manner as may be specified in this behalf by the appropriate authority constituted under the Act.

Employees State Insurance Act, 1948, as amended (the “ESIC Act”)

The ESI Act, provides for certain benefits to employees in case of sickness, maternity and employment injury. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. In addition, the employer is also required to register itself under the ESI Act and maintain prescribed records and registers.

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.

Apprentice Act, 1961 read with The National Policy of Skill Development and Entrepreneurship 2015.

The Apprentices Act, 1961 was enacted with the objective of regulating the program of training of apprentices in the industry by utilizing the facilities available therein for imparting on-the-job training. The National Policy of Skill Development and Entrepreneurship 2015, launched by the Hon'ble Prime Minister on 15th July, 2015, focuses on apprenticeship as one of the key program for creating skilled manpower in India. The Apprentices Act, 1961 makes it obligatory for employers to engage apprentices under a duly executed contract, in designated trades and in optional trades. Directorate General of Training (DGT) under Ministry of Skill Development & Entrepreneurship monitors the implementation of the scheme of apprenticeship training. All establishments having work force (regular and contract employees) of 30 or more are mandated to undertake Apprenticeship Programs in a range from 2.5% -15% of its workforce every year.

F. Key Property – Related Regulations

Transfer of Property Act, 1882

The Transfer of Property Act, 1882 (the “T.P. Act”) governs the transfer of property, including immovable property, between natural persons excluding a transfer by operation of law. The T.P. Act establishes the general principles relating to the transfer of property, including among other things, identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property. The T.P. Act also provides for the rights and liabilities of the vendor and purchaser in case of a transaction relating to sale of property and the lessor and lessee if the transaction involves lease of land, as the case may be.

Indian Stamp Act, 1899

Stamp duty in relation to certain specified categories of instruments as specified under Entry 91 of the Union list mentioned in the Seventh Schedule of the Constitution of India, is governed by the provisions of the Indian Stamp Act, 1899 (the “Act”), all others instruments are required to be stamped, as per the rates laid down by the State Governments. Stamp duty is required to be paid on such category of transaction documents laid down under the various laws of the states, which denotes that stamp duty was paid before the document became legally binding. The stamp duty has to be paid on such documents or instruments and at such rates which have been specified in the First Schedule of the Act. Instruments as mentioned in the said schedule of the Act, if are not duly stamped are not admissible in the court of law as valid evidence for the transaction contained therein. The Act also provides for impounding of instruments which are not sufficiently stamped or not stamped at all. Unstamped and deficiently stamped instruments can be impounded by the relevant authorities and validated by imposing of penalty on the parties. The amount of penalty payable on such instruments may vary from state to state.

Registration Act, 1908

The Registration Act, 1908 (“Registration Act”) was passed to consolidate the enactments relating to the registration of documents. The main purpose for which the Registration Act was designed was to ensure information about all deals concerning land so that correct land records could be maintained. The Registration Act is used for proper recording of transactions relating to other immovable property also. The Registration Act provides for registration of other documents also, which can give these documents more authenticity. Registering authorities have been provided in all the districts for this purpose.

G. Key Intellectual Property – Related Regulations

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.

H. Other Applicable Legislations

Negotiable Instruments Act, 1881 ("NI Act")

The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheque not being honoured by their bankers and returned unpaid.

HISTORY AND CERTAIN CORPORATE MATTERS

Our Company was incorporated as 'Shineup Investments Limited', a public limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated August 07, 1980 issued by the Registrar of Companies, West Bengal. The certificate of commencement of business was issued to our Company on September 15, 1980 by the Registrar of Companies, West Bengal. Subsequently, the name of our Company was changed to 'Shineup Fibres Limited' and consequently a fresh certificate of incorporation dated June 18, 1991 was issued by the Assistant Registrar of Companies, West Bengal at Kolkata. Subsequently, pursuant to resolutions passed by our Board of Directors in their meeting held on March 10, 2008 and by our Shareholders in the extra-ordinary general meeting held on March 13, 2008, the name of our Company was changed to 'Ambica Capital Ventures Limited' and a fresh certificate of incorporation dated April 24, 2008 was issued by the Registrar of Companies, West Bengal at Kolkata. Subsequently, pursuant to resolutions passed by our Board of Directors in their meeting held on December 30, 2020 and by our Shareholders in the extra-ordinary general meeting held on January 29, 2021 the name of our Company was changed to 'Yajur Fibres Limited' and a fresh certificate of incorporation dated March 11, 2021 was issued by the Registrar of Companies, West Bengal at Kolkata.

Change in registered office of our Company

The Registered Office of our Company at the time of incorporation was Phuleswar, Uluberia, Howrah -711 316, West Bengal, India.

The details of changes made to our Registered Office post incorporation of our Company are provided below:

Effective date of change	Details of change	Reason(s) for change
November 14, 2008	The Registered Office of our Company was shifted from Phuleswar, Uluberia, Howrah – 711 316, West Bengal, India to 2/1, Russel Street, Calcutta-71, Calcutta – 700 071, West Bengal, India	Administrative Purpose
November 17, 2008	The Registered Office of our Company was shifted from 2/1, Russel Street, Calcutta-71, Calcutta – 700 071, West Bengal, India to 5, Middleton Street, Kolkata – 700 071, West Bengal, India.	Administrative Purpose

Main Objects of our Company

The main objects of our Company are as follows:

- To carry on the business of cotton spinners, and doublers, flax hemp and jute spinners, linen manufacturers, flax, hemp, jute and wool manufacturers, wool combers; worsted spinners, yarn merchants, bleachers and dyers, printers and makers of vitriol, bleaching and dyeing materials and to comb, prepare, spin, dye and deal in flax, hemp, jute, wool, cotton silk and other fibrous substances and all blending thereof or otherwise manufacture, buy and sell and deal in fabrics whether textile, felted, ribbed knitted, netted or looped.*
- To carry on the business as manufacturers, processors, producers, assemblers, spinners, weavers, twiners, bleachers, exporters, importers, shippers, agents, representatives, traders dealers, stockiest, distributors and otherwise deals in jute and jute goods including jute mattings, jute carpets, jute yarn, jute twinning, jute wool, cotton and other textiles, cotton yarn and cotton products, wool, wool yarn and woollen goods, handicrafts, piece of arts, beautification materials made in jute, wool and cotton, polypropylene, polyethylene, coir and other natural and synthetic fibres or strips or materials.*

The main objects as contained in the MoA enable our Company to carry on the business presently being carried out and the activities proposed to be undertaken pursuant to the objects of this Issue.

Amendments to the Memorandum of Association

The following amendments have been made to the Memorandum of Association of our Company during the ten years preceding the date of this Draft Red Herring Prospectus:

Date of shareholder's resolution	Nature of amendments
January 12, 2023	<i>Clause V of the MoA was amended pursuant to the Scheme of Amalgamation sanctioned by the Hon'ble NCLT, Kolkata Bench, vide its order dated January 12, 2023, to reflect the increase in Authorised Capital of our Company from ₹ 4,69,10,000 divided into 467100 Equity Shares of face value of ₹ 10 each and 2000 Irredeemable Non-Cumulative Preference Shares of ₹ 100/- each to ₹ 15,99,10,000 divided into 1,59,71,000 Equity Shares of face value of ₹ 10 each and 2000 Irredeemable Non-Cumulative Preference Shares of ₹ 100/- each.</i>
August 8, 2024	<i>Upon adoption of altered MOA in the name of 'Ambica Capital Ventures Limited,' Clause III A. of MOA was substituted as: "1. To carry on the business of cotton spinners, and doublers, flax hemp and jute spinners, linen manufacturers, flax, hemp, jute and wool manufacturers, wool combers; worsted spinners, yarn merchants, bleachers and dyers, printers and makers of vitriol, bleaching and dyeing materials and to comb, prepare, spin, dye and deal in flax, hemp, jute, wool, cotton silk and other fibrous substances and all blending thereof or otherwise manufacture, buy and sell and deal in fabrics whether textile, felted, fribled knitted, nettled or looped. 2. To carry on the business as manufacturers, processors, producers, assemblers, spinners, weavers, twiners, bleachers, exporters, importers, shippers, agents, representatives, traders dealers, stockiest, distributors and otherwise deals in jute and jute goods including jute mattings, jute carpets, jute yarn, jute twinning, jute wool, cotton and other textiles, cotton yarn and cotton products, wool, wool yarn and woollen goods, handicrafts, piece of arts, beautification materials made in jute, wool and cotton, polypropylene, polyethylene, coir and other natural and synthetic fibres or strips or materials."</i>
December 14, 2024	<i>Clause V of the MoA was amended to reflect the reclassification of 2,000 11% Irredeemable Non Cumulative Preference Shares of ₹ 100/- each to 20,000 Equity shares of ₹ 10/- each. Consequently, the authorised share capital of our Company was changed from ₹ 15,99,10,000/- divided into 1,59,71,000 Equity Shares of ₹ 10/- each and 2000 11% Irredeemable Non-Cumulative Preference Shares of ₹ 100/- each to ₹ 15,99,10,000/- divided into 1,59,91,000 Equity shares of ₹ 10/- each. Clause V of MoA was amended to reflect an increase in the Authorised Share Capital of our Company from ₹ 15,99,10,000/- divided into 1,59,91,000 Equity shares of ₹ 10/- each to ₹ 25,00,00,000 divided into 2,50,00,000 equity shares of face value of ₹ 10 each.</i>

Corporate profile of our Company

For details regarding the description of our Company's activities, services, market, growth, technology, managerial competence, standing with reference to prominent competitors, launch of key services, entry in new geographies or exit from existing markets, major distributors and customers, segment, marketing and competition, please refer to the chapters titled "Our Business", "Our Management" and "Management's Discussion and Analysis of Financial Position and Results of Operations" on pages 143, 179 and 252, respectively, of this Draft Red Herring Prospectus.

Major Events and Milestones

The table below sets forth some of the key events, milestones in our history since its incorporation:

Year	Events
2023	Transfer of manufacturing operations of Yajur Bast Fibres Limited to our Company pursuant to the Scheme of Amalgamation.
2025	Acquisition of controlling interest of 80% equity capital in Yashoda Linen Yarn Limited, thereby making it the Subsidiary of our Company.

Key awards, accreditations and recognitions

Our Company has not received any key awards since its incorporation.

Time and Cost Overrun

Our Company has not experienced any significant time and cost overrun in setting up projects.

Defaults or Rescheduling of Borrowings with Financial Institutions/ Banks

As of date of this Draft Red Herring Prospectus, there are no defaults or rescheduling of borrowings from financial institutions or banks or conversion of loans into equity in relation to our Company.

Details regarding material acquisition or disinvestments of business / undertakings, mergers, amalgamation

Our Company has not undertaken any merger, demerger, amalgamation, material acquisitions or divestments of any business or undertaking in the last ten years:

Scheme of Amalgamation between Yajur Bast Fibres Limited (“YBFL” or Transferor Company) and our Company (“Scheme of Arrangement” or “Scheme”).

The National Company Law Tribunal, having its bench at Kolkata pursuant to its order dated January 19, 2023 sanctioned the Scheme of Amalgamation between our Company and Yajur Bast Fibres Limited. The Scheme of Amalgamation under Section 230 to 232 of the Companies Act, 2013, provided for amalgamation of YBFL with our Company.

The rationale behind filing the Scheme was (i) integrate the fields of activities of the companies; (ii) for improving overall business efficiency; and (iii) streamline administration of the Companies.

The details of the Scheme have been provided below:

Name of Transferee Company: Our Company

Name of Transferor Company: Yajur Bast Fibres Limited

Summarized Information about Valuation: Not Applicable. The consideration payable pursuant to the transfer of undertaking was decided pursuant to the Scheme of Amalgamation and approved by the National Company Law Tribunal, Kolkata Bench.

Effective Date of Transaction: March 15, 2023, w.e.f. appointed dated April 1, 2021.

Consideration and transfer of control: In accordance with the Scheme, our Company issued and allotted 13 (thirteen) Equity Shares of ₹ 10/- each to the shareholders of YBFL, as consideration for every 80 (Eighty) equity shares held by them in YBFL.

Actions undertaken post the approval of the Scheme:

Transfer and vesting of undertaking of YBFL: Upon Scheme becoming effective, entire business and whole of the undertaking of YBFL, which included, properties, assets, liabilities, licenses, sanctions approvals, trade marks, copy rights, patents import entitlements, quotas, telephones or any other licenses or permissions together with all the properties, assets, rights, liabilities, benefits, and interest thereon, was transferred and vested in our Company as a going concern basis.

Transfer of employees: Upon Scheme becoming effective all employees who were on payroll of YBFL were engaged by our Company without any interruption of service. Also, benefits or schemes like provident fund, gratuity, leave encashment, bonus and other special schemes were continued to provide to the transferred employees.

Legal Proceedings: If on the Effective Date, any suit, appeal or other proceeding were filed by or against YBFL was pending, the same was continued, prosecuted and enforced by or against our Company.

Contracts, licenses and approvals: All contracts, including contracts for tenancies and licenses, deeds, bonds, agreements, schemes, arrangements and other instruments, permits, rights, entitlements, licenses of whatsoever

nature relating to YBFL was a party, or the benefit to which YBFL was entitled or eligible and which are subsisting or having effect immediately before the Effective Date, were enforced as fully and effectively by our Company.

Dissolution of the Transferor Company: Upon Scheme becoming effective, the Transferor Company shall be amalgamated in our Company and shall consequently be dissolved.

Revaluation of assets

Our Company has neither revalued its assets nor has issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves in the last ten years.

Holding Company

As on the date of this Draft Red Herring Prospectus, our Company does not have a holding company.

Subsidiaries of our Company

As on the date of this Draft Red Herring Prospectus, our Company has one subsidiary, Yashoda Linen Yarn Limited.

Yashoda Linen Yarn Limited (“YLYL”)

Corporate Information

YLYL was incorporated on September 15, 2022 as a limited company under the Companies Act, 2013. Its corporate identification number is U17299WB2022PLC257173. It has its registered office at 5 Middleton Street Kankaria Park, Kolkata, Kolkata – 700 071, West Bengal, India.

Nature of business

YLYL is authorised to undertake business of as manufacturers, processors, Producers, assemblers, Spinners, Weavers twiners, bleachers, exporters, importers, shippers, agents, representatives Traders dealers, stockiest, distributors and otherwise deals in flax, hemp, Jute, cotton and other textile fibres, Linen yarn and fabric including flax yam and fabrics and other textile materials made out of flax fibres and/or blending with other textiles fibres, cotton yarn and cotton products, wool, weol yarn and woolen goods, jute and jute goods, handicrafts, piece of arts beautification materials made in jute, wool and cotton Polypropylene, Polyethylene, coir and ether natural and syrithetic fibres or Strips or materials, and to carry on the business of cotton spinners, and doublers. flax hemp and jute spinners, linen manufacturers, jute and wool manufacturers, wool combers worsted spinners, yarn merchants, bleachers and dyers, printers and makers if vitriol, bleaching and dyeing materials and to comb, prepare, spin, dye and deal in flax, hemp, jute, wool, acrylic, viscose, cotton silk and other fibrous substances whether natural as well as manmade fibres and all blending thereof or otherwise manufacture, buy and sell and deal in fabrics whether textile, felled, fribled knitted, nettled or looped

Capital Structure

The details of the authorized, issued, subscribed and paid-up share capital of YLYL has been provided below:

Particulars	Aggregate Nominal Value (₹ in lakhs)
Authorised share capital	
1,50,00,000 equity shares of ₹10/- each	1,500.00
Issued, subscribed and paid-up capital	
20,30,040 equity shares of ₹10/- each	203.00

Shareholding

The shareholding pattern of YLYL is as follows:

S. No.	Name of Shareholder	Number of equity shares of face value of ₹ 10 each	Percentage of total shareholding (%)
1.	Yajur Fibres Limited	16,24,032	80.00%
2.	Mrinmoy Patra	10	0.00%
3.	Mithun Manna	10	0.00%
4.	Ashish Kankaria	3,08,468	15.20%
5.	Jitendra Sethia	10	0.00%
6.	Shruti A Kankaria	97,500	4.80%
7.	Rajesh Kumar Gupta	10	0.00%
Total		20,30,040	100.00%

There are no accumulated profits or losses of our Subsidiary, not accounted for, by our Company as on date of this Draft Red Herring Prospectus.

Business Interest

As on the date of this Prospectus, our Subsidiary does not have any business interest in our Company.

Common pursuits

As on the date of this DRHP, our Subsidiary does not have any common pursuits with our Company.

Except as stated in “*Financial Statements- Restated Financial Statements – Notes Forming part of Financial Statements – Annexure VII: Statement of Related Party Transactions*” on page 231, our Subsidiary does not have any conflict of interest between the suppliers of raw materials and third party service providers.

Business interest of our Subsidiary in the Company

Except as stated in the chapters titled “*Our Business*” and “*Financial Statements- Restated Financial Statements – Notes Forming part of Financial Statements – Annexure VII: Statement of Related Party Transactions*” on pages 143 and 231, our Subsidiary does not have any business interest in our Company.

Listing

The securities of our Subsidiary are not listed on any stock exchange in India or abroad. Further, neither have any of the securities of our Subsidiary been refused listing by any stock exchange in India or abroad, nor have our Subsidiary failed to meet the listing requirements of any stock exchange in India or abroad.

Associate or Joint ventures of our Company

As on the date of this Draft Red Herring Prospectus, our Company does not have any associate or joint ventures Companies.

Strategic and Financial Partners

As on date of this Draft Red Herring Prospectus our Company does not have any strategic and financial partners.

Shareholders and Other Agreements

There are no shareholders and other material agreements, apart from those entered into in the ordinary course of business carried on or intended to be carried on by us.

Agreements with key managerial personnel or a Director or Promoters or any other employee of the Company

There are no agreements entered into except in the ordinary course of business by a Key Managerial Personnel or Director or Promoters or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

Material Agreements

Our Company has not entered into any material agreements with strategic partners, joint venture partners and/or financial partners, other than in the ordinary course of business of our Company.

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, other than the ones which have already disclosed in this Draft Red Herring Prospectus.

Except as disclosed in “*Financial Statements- Restated Financial Statements – Notes Forming part of Financial Statements – Annexure VII: Statement of Related Party Transactions*” on page 231, there are no conflict of interest between the suppliers of raw materials and third-party service providers (which are crucial for operations of the Company) and our Company.

Except as disclosed in “*Financial Statements- Restated Financial Statements – Notes Forming part of Financial Statements – Annexure VII: Statement of Related Party Transactions*” on page 231, there are no conflicts of interest between the lessor of the immovable properties, (crucial for operations of the company) and our Company.

OUR MANAGEMENT

Our Board of Directors

In accordance with our Articles of Association, unless otherwise determined in a general meeting of the Company and subject to the provisions of the Companies Act, 2013 and other applicable rules, the number of Directors of our Company shall be as per the applicable provisions of the Companies Act, 2013. As on date of this Draft Red Herring Prospectus, we have five (5) Directors on our Board, which includes one (1) Managing Director, one (1) Whole-time Director, one (1) Non-Executive Non-Independent Director, who is also the woman director of our Company, and two (2) Independent Directors.

Set forth below, are details regarding our Board as on the date of this Draft Red Herring Prospectus:

Name, DIN, Date of Birth, Designation, Address, Occupation, Term and Nationality	Age (years)	Other Directorships
Ashish Kankaria DIN: 07532430 Date of Birth: May 9, 1982 Designation: Managing Director Address: 5, Middleton Street, Kolkata – 700 071, West Bengal, India. Occupation: Business Term: For a period of three (03) years with effect from December 12, 2024 until December 11, 2027 and is liable to retire by rotation Period of Directorship: Director since December 12, 2024 Nationality: Indian	42	<i>Indian Companies</i> Indian Jute Mills Association (a section 8 company) <i>Foreign Companies</i> Nil <i>Limited Liability Partnerships</i> Nil
Pradip Debnath DIN: 06729238 Date of Birth: February 1, 1969 Designation: Whole-time Director Address: Rabindra Pally, P.O- Garulia, 24 Parganas North, North Twenty-Four Parganas – 743 133, West Bengal, India. Occupation: Service Term: For a period of three (03) years with effect from December 14, 2024 until December 13, 2027 and is liable to retire by rotation Period of Directorship: Director since December 14, 2024 Nationality: Indian	56	<i>Indian Companies</i> i. Kelvin Jute Limited ii. Yashoda Linen Yarn Limited <i>Foreign Companies</i> Nil <i>Limited Liability Partnerships</i> Nil

Name, DIN, Date of Birth, Designation, Address, Occupation, Term and Nationality	Age (years)	Other Directorships
Shruti A Kankaria DIN: 03477148 Date of Birth: February 16, 1981 Designation: Non-Executive Director Address: Kankaria Park, 5 Middleton Street, Middleton Row, Kolkata – 700 071, West Bengal, India. Occupation: Business Term: Liable to retire by rotation Period of Directorship: Director since January 1, 2025 Nationality: Indian	44	<i>Indian Companies</i> Jouska Films Private Limited <i>Foreign Companies</i> Nil <i>Limited Liability Partnerships</i> Jouska Pictures LLP
Rohit Bhura DIN: 02794782 Date of Birth: December 21, 1981 Designation: Independent Director Address: 227/1A, A.J.C. Bose Road, Gardenia Homes, Flat 6 A, Ballygunge, L.R. Sarani S.O., L.R. Sarani, Kolkata – 700 020, West Bengal, India. Occupation: Self-employed Term: For a period of five (05) years with effect from December 14, 2024 until December 13, 2029 Period of Directorship: Director since December 14, 2024 Nationality: Indian	43	<i>Indian Companies</i> Fintrak Traders Pvt. Ltd. <i>Foreign Companies</i> Nil <i>Limited Liability Partnerships</i> PTRB Retail Ventures LLP
Gaurav Baid DIN: 10869335 Date of Birth: March 27, 1980 Designation: Independent Director Address: P-31, Narkeldanga Main Road, Narkeldanga Kolkata – 700 011, West Bengal, India. Occupation: Self Employed	44	<i>Indian Companies</i> Nil <i>Foreign Companies</i> Nil <i>Limited Liability Partnerships</i> Nil

Name, DIN, Date of Birth, Designation, Address, Occupation, Term and Nationality	Age (years)	Other Directorships
Term: For a period of five (05) years with effect from December 14, 2024 until December 13, 2029 Period of Directorship: Director since December 14, 2024 Nationality: Indian		

Brief Biographies of our Directors

Ashish Kankaria, aged 42 years, is one of the Promoters and Managing Director of our Company. He holds a post graduate diploma in management from S.P. Jain Institute of Management & Research. In the past he was associated with Yajur Bast Fibres Limited (formerly known as Usha Corporation Limited) in the capacity of an associate in the production and management department. In Yajur Bast Fibres Limited, he was responsible for overseeing its overall management. He has an experience of more than a decade in the field of manufacturing and distribution of jute and jute fibre. He is the main driving force behind our Company and is responsible for overall management of the Company. Further, he is also a director on the Board of Indian Jute Mills Association (a section 8 company) which represent the Indian Jute manufacturers.

Pradip Debnath, aged 56 years, is the Whole-time Director of our Company. He has passed the degree examination held for bachelor of science (technology) with specialisation in textile technology conducted by the University of Calcutta. In the past, he was associated with Ambika Jute Mills Limited in the capacity of a business head. He holds more than eight (08) years of experience in the field of manufacturing and distribution of jute and jute fibre. He has been associated with our Company since December 14, 2024 as a whole-time Director and oversees business development and manufacturing operations of our Company.

Shruti A Kankaria, aged 44 years, is one of the Promoters and the Non-Executive and Non-Independent Director of our Company. She has passed the degree examination held for bachelor's degree in arts conducted by University of Delhi. In the past, she was associated with Bally Jute Company Limited and has an experience of more than six years in the field of management and general administration. She has been associated with our Company since January 1, 2025, as a Non-Executive Director.

Rohit Bhura, aged 43 years, is the Independent Director of our Company. He has attended University of Calcutta to pursue bachelor's degree in commerce. He holds an experience of more than a decade in the field of distribution and marketing of fabrics and accounting. He is associated with Fintrak Traders Private Limited in the capacity of a director and with PTRB Retail Ventures LLP in the capacity of a designate partner. He has been associated with our Company since December 14, 2024.

Gaurav Baid, aged 44 years, is the Independent Director of our Company. He holds a bachelor's degree in commerce from University of Calcutta. He is associated with B Motilal Group in the capacity of a partner and has an experience of more than a decade in real estate and strategic investments. He has been associated with our Company since December 14, 2024.

As on the date of the Draft Red Herring Prospectus

- None of the above-mentioned Directors are on the RBI List of wilful defaulters or Fraudulent Borrowers.
- Neither Promoters nor persons forming part of our Promoter Group, our directors or persons in control of our Company or our Company are debarred from accessing the capital market by SEBI.
- None of the Promoters, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.
- None of our Directors are/were director of any company whose shares were delisted from any stock exchange(s) during his/her tenure.

- E. None of Promoters or Directors of our Company are a fugitive economic offender.
- F. None of our Directors are/were director of any company whose shares were suspended from trading by stock exchange(s) or under any order or directions issued by the stock exchange(s)/ SEBI/ other regulatory authority in the last five years.
- G. In respect of the track record of the directors, there have been no criminal cases filed or investigations being undertaken with regard to alleged commission of any offence by any of our directors and none of our directors have been charge-sheeted with serious crimes like murder, rape, forgery, economic offence.

Relationship between our Directors

Except for Ashish Kankaria, who is the spouse of Shruti A Kankaria, none of our Directors are related to each other.

Arrangements and Understanding with Major Shareholders

None of our Key Managerial Personnel, Senior Management or Directors have been appointed pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others pursuant to which any of the directors was selected as a director or member of senior management.

Payment or Benefit to officers of our Company

Except as stated otherwise in this Draft Red Herring Prospectus and any statutory payments made by our Company, no non-salary amount or benefit has been paid, in two preceding years, or given or is intended to be paid or given to any of our Company's officers except remuneration of services rendered as Directors, officers or employees of our Company.

Service Contracts

Other than the statutory benefits that the KMPs are entitled to, upon their retirement, Directors and the Key Managerial Personnel of our Company have not entered into any service contracts pursuant to which they are entitled to any benefits upon termination of employment or retirement.

Borrowing Powers of our Board

Our Articles of Association, subject to applicable law, authorize our Board to raise or borrow money or secure the payment of any sum of money for the purposes of our Company. The Shareholders in an Extra-ordinary General Meeting held on February 05, 2025, authorised borrowing from time to time, by way of loans, credit facilities, debt instruments or in any other forms, any such sum or sums of money (either Indian or foreign currency) from Banks, Financial Institutions, Bodies Corporate, Companies, firms or any one or more persons on such terms and conditions and with or without security as the Board may think fit, notwithstanding that monies to be borrowed together with monies already borrowed by our Company (apart from temporary loans obtained from bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of our Company, provided that the total amounts borrowed (other than temporary loans from bankers in the ordinary course of business) and outstanding at any point of time shall not exceed a sum of ₹ 30,000 lakhs.

Terms of appointment and remuneration of our Managing Director

Ashish Kankaria

Pursuant to a resolution passed by the Board of Directors at the meeting held on December 12, 2024 and approved by the Shareholders of our Company at Extra-Ordinary General Meeting held on December 14, 2024, Ashish Kankaria was designated as the Managing Director of our Company for a period of three (03) years with effect from December 12, 2024 until December 11, 2027 along with the terms of remuneration, in accordance with Sections 196, 197, 203 and Schedule V and other relevant provisions of the Companies Act, 2013 read with the rules prescribed thereunder. The terms and conditions approved by the Board of Directors and the Shareholders have been summarised below:

Basic Salary	₹ 2,96,000 per month (Annual increment: 10% of basic salary subject to the limit specified in Section 197 of the Companies' Act)
House Rent Allowance	35% of basic salary
Perquisites	Category A: i. Medical Reimbursement for self and family as per the rules of the company, ii. Leave Travel Reimbursement of domestic & foreign along with family as per the rules of the

	company; Category B: i. Contribution to Provident Fund, Superannuation Fund, Annuity Fund or Gratuity as per the rules of the company, ii. Encashment of leave as per the rules of the company; Category C: Car and mobile phone for use on company's business
Minimum Remuneration	Minimum remuneration in compliance with the limits specified in Section 197 & 198 with Schedule V of the Companies Act, 2013, as may be applicable for the time being in force.

Terms of appointment and remuneration of our Whole-time Director

Pradip Debnath

Pursuant to a resolution passed by the Board of Directors at the meeting held on December 14, 2024 and approved by the Shareholders of our Company at an EGM held on February 5, 2024, Pradip Debnath was designated as the Whole-time Director of our Company for a period of three (3) years with effect from December 14, 2024 up to December 13, 2027, along with the terms of remuneration, in accordance with Sections 196, 197, 203 and Schedule V and other relevant provisions of the Companies Act, 2013 read with the rules prescribed thereunder. The terms and conditions approved by the Board of Directors and the Shareholders have been summarised below:

Basic Salary	₹ 99,504 per month
House Rent Allowance	50% of basic salary
Perquisites	Category A: iii. Medical Reimbursement for self and family as per the rules of the company, iv. Leave Travel Reimbursement of domestic and foreign along with the family as per the rules of the company; Category B: iii. Contribution to Provident Fund, Superannuation Fund, Annuity Fund or Gratuity as per the rules of the company, iv. Encashment of leave as per the rules of the company; Category C: Car and mobile phone for use on company's business

Remuneration details of our Directors

(i) Remuneration of our Executive Directors

The aggregate value of the remuneration paid to the Executive Directors in Fiscal 2024 is as follows:

S. No.	Name of the Director	Remuneration (₹ in lacs)
1.	Ashish Kankaria*	Nil
2.	Pradip Debnath**	Nil

*Appointed as Managing Director with effect from December 12, 2024, therefore has not received any remuneration during the Fiscal 2024.

**Appointed as Whole-time Director with effect from December 14, 2024, therefore has not received any remuneration during the Fiscal 2024.

(ii) Sitting fee details of our Independent Directors and Non-Executive Directors

S. No.	Name of the Director	Amount (₹ in lacs)
1.	Rohit Bhura*	Nil
2.	Gaurav Baid*	Nil
3.	Shruti A Kankaria**	Nil

* Appointed as Independent Directors of our Company with effect from December 14, 2024, therefore have not received any sitting fee during the Fiscal 2024.

*As per the Board Resolution dated February 21, 2025, the sitting for each meeting of the Non-Executive Directors was fixed.

**Appointed as a Non-Executive Director with effect from January 1, 2025, therefor has not received any sitting fee during the Fiscal 2024.

Payment or benefit to Directors of our Company

Except as disclosed in this Draft Red Herring Prospectus, no amount or benefit has been paid or given within the two preceding years or is intended to be paid or given to any of the Executive Directors except the normal remuneration for services rendered as a Director of our Company. Additionally, there is no contingent or deferred compensation payable to any of our Directors.

Remuneration paid to our Directors by our Subsidiary

None of our Directors have been paid any remuneration or sitting fees from our Subsidiary, including contingent or deferred compensation accrued for the year during Fiscal 2024.

Loans to Directors

There are no loans that have been availed by the Directors from our Company that are outstanding as on the date of this Draft Red Herring Prospectus.

Shareholding of Directors in our Company

Except as stated below, none of our Directors holds any Equity Shares of our Company as on the date of filing of this Draft Red Herring Prospectus:

Sr. No.	Name of Director	Number of Equity Shares	% of the pre-Issue Equity Share Capital
1)	Ashish Kankaria	15,96,350	9.75%

* Our Articles of Association do not require our Directors to hold any qualification Equity Shares in the Company.

Shareholding of Directors in our Subsidiaries

Except as stated below, as on date of this Draft Red Herring Prospectus, none of the Directors of our Company hold any shareholding in our Subsidiary.

Sr. No.	Name of Director	Number of Equity Shares	% of the pre-Issue Equity Share Capital
1)	Ashish Kankaria	3,08,468	15.20%
2)	Shruti A Kankaria	97,500	4.80%

Interest of our Directors

Our Executive Directors may be deemed to be interested to the extent of remuneration paid to them for services rendered as a Director of our Company and reimbursement of expenses, if any, payable to them. For details of remuneration paid to our see “*Terms of appointment and remuneration of our Executive Directors*” above.

Ashish Kankaria and Shruti A Kankaria are the Promoters of our Company and may be deemed to be interested in the promotion of our Company to the extent they have promoted our Company. Except as stated above, our Directors have no interest in the promotion of our Company other than in the ordinary course of business. Our Directors may also be regarded as interested to the extent of Equity Shares held by them in our Company, if any, details of which have been disclosed above under the heading “*Shareholding of Directors in our Company*”. All of our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the Equity Shares.

Our Non-Executive Director was interested in our Company to the extent of sitting fee, remuneration or consultancy fee paid to her for the services provided by her to our Company.

Our Directors may also be interested to the extent of Equity Shares, if any, held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors or trustees or kartas or coparceners or held by their relatives or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to this Issue. Except as disclosed in “*Financial Information*” and “*Our Promoters and Promoter Group*” beginning on Page Nos. 202 and 192, respectively of this Draft Red Herring Prospectus, our Directors are not interested in any other company, entity or firm.

Our Directors have not extended personal guarantees to secure the loan availed by our Company from its lenders. Further, our Directors have not also extended unsecured loans to our Company, the details of which have been disclosed in the chapter titled “*Financial Indebtedness*” on page 251 of this Draft Prospectus.

Except as stated in “*Financial Statements- Restated Financial Statements – Notes Forming part of Financial Statements – Annexure VII: Statement of Related Party Transactions*” on page 231 of this Draft Red Herring Prospectus, our Directors do not have any other interest in the business of our Company.

There is no material existing or anticipated transaction whereby Directors will receive any proceeds from the Net Issue.

Interest as to property

Our Directors do not have any interest in any property acquired or proposed to be acquired by our Company as on the date of the Draft Prospectus.

Bonus or Profit-Sharing Plan for our Directors

None of our Directors are a party to any bonus or profit-sharing plan.

Changes in our Board during the Last Three Years

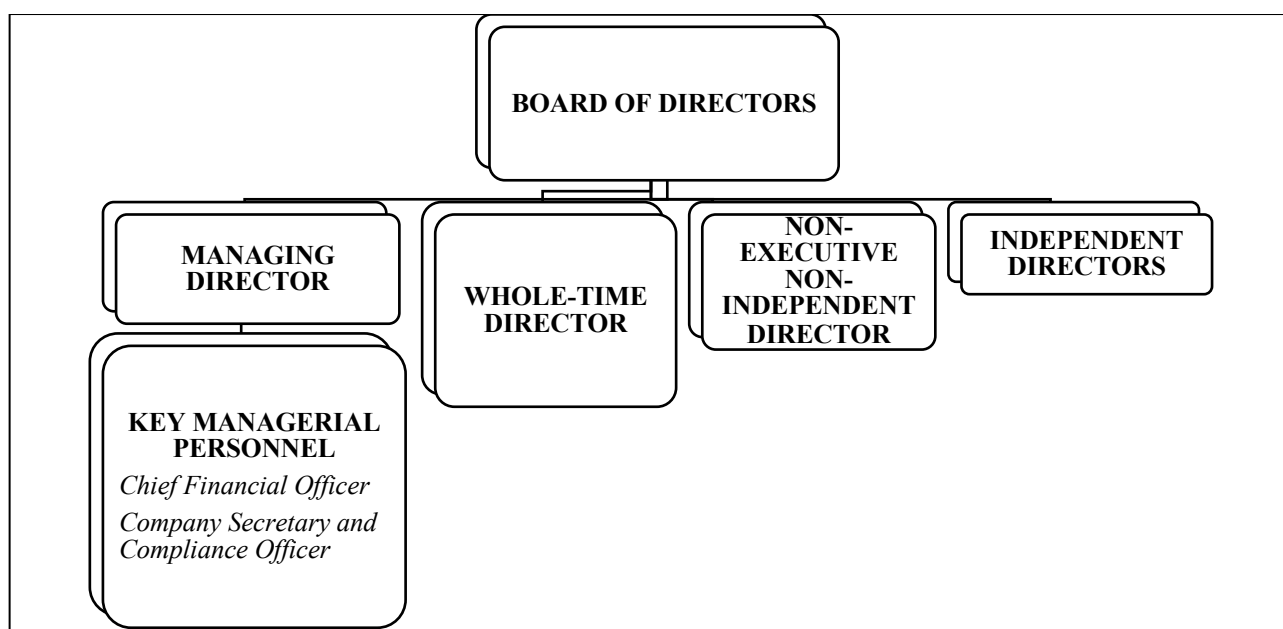
Except as disclosed below, there have been no changes in our Board during the last three years:

Name of Director	Date of Appointment	Date of Cessation	Reasons for Change/ Appointment
Ranjit Majumdar	March 20, 2023	-	Appointed as the Additional Director
Mithun Manna	September 23, 2024	-	Appointed as the Director
Punit Kumar Rai	September 23, 2024	-	Appointed as the Director
Ranjit Majumdar	-	December 14, 2024	Resignation from the post of Director
Mithun Manna	-	January 7, 2025	Resignation from the post of Director
Punit Kumar Rai	-	December 14, 2024	Resignation from the post of Independent Director
Sushil Kumar Bhutoria	-	December 14, 2024	Resignation from the post of Director
Surya Kumar Dadheech	-	December 14, 2024	Resignation from the post of Director
Ashish Kankaria	December 12, 2024		Appointed as an Additional Non-Executive Director
Ashish Kankaria	December 12, 2024	-	Change in designation to Managing Director
Pradip Debnath	December 14, 2024	-	Appointed as an Executive Director
Pradip Debnath	December 14, 2024	-	Appointed as Whole-time Director
Rohit Bhura	December 14, 2024	-	Appointed as Independent Director
Gaurav Baid	December 14, 2024	-	Appointed as Independent Director
Shruti A Kankaria*	January 1, 2025		Appointed as an Additional Non-Executive Non-Independent Director

*The appointment of the Director was regularised in the EGM held on February 5, 2025.

Management Organization Structure

Set forth is the management organization structure of our Company:



Corporate Governance

As our Company is coming with an issue in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time, as on date of this Draft Red Herring Prospectus, the requirement specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (LODR) Regulations, 2015 are not applicable to our Company. In additions, the provisions of the Companies Act, 2013 relating to listed company shall be applicable to our company immediately up on the listing of Equity Shares on the Stock Exchanges. However, our Company has complied with the corporate governance requirement of SEBI (LODR) Regulations, 2015, particularly in relation to appointment of independent directors including woman director on our Board, constitution of an Audit Committee and Nomination and Remuneration Committee. Our Board functions either on its own or through committees constituted thereof, to oversee specific operational areas.

Committees of our Board

Our Board has constituted following committees in accordance with the requirements of the Companies Act and SEBI Listing Regulations:

- a) Audit Committee;
- b) Stakeholders' Relationship Committee;
- c) Nomination and Remuneration Committee; and
- d) Corporate Social Responsibility Committee.

Details of each of these committees are as follows:

Audit Committee

The Audit Committee was constituted by a meeting of our Board held on February 3, 2025. The members of the Audit Committee are:

Name of Director	Position in the Committee	Designation
Gaurav Baid	Chairperson	Independent Director
Rohit Bhura	Member	Independent Director
Ashish Kankaria	Member	Managing Director

The Company Secretary of our Company shall serve as the secretary of the Audit Committee. The scope and functions of the Audit Committee are in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations. The terms of reference of the Audit Committee are as follows:

A. Powers of Audit Committee

The Audit Committee shall have powers, including the following:

1. to investigate any activity within its terms of reference
2. to seek information from any employee
3. to obtain outside legal or other professional advice;
4. management discussion and analysis of financial condition and results of operations;
5. to secure attendance of outsiders with relevant expertise, if it considers necessary as may be prescribed under the Companies Act, 2013 (together with the rules thereunder) and SEBI Listing Regulations; and
6. to have full access to information contained in records of Company.

Role of Audit Committee

The role of the Audit Committee shall include the following:

- 1) Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;

- 2) Recommending to the Board the appointment, re-appointment, replacement, remuneration and terms of appointment of the statutory auditors of the Company;
- 3) Reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;
- 4) Approving payments to the statutory auditors for any other services rendered by the statutory auditors;
- 5) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a. 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;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions; and vii. Qualifications and modified opinions in the draft audit report.
- 6) Reviewing, with the management, financial statements before submission to the Board for approval;
- 7) 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 utilised for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/application of the funds raised through the proposed initial public offer by the Company;
- 8) Approval or any subsequent modifications of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;
- 9) Scrutiny of inter-corporate loans and investments;
- 10) Valuation of undertakings or assets of the Company, wherever it is necessary;
- 11) Evaluation of internal financial controls and risk management systems;
- 12) Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances; (m) Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;
- 13) 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;
- 14) Discussing with internal auditors on any significant findings and follow up thereon;
- 15) 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;
- 16) Discussing 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;
- 17) Looking 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;
- 18) Reviewing the functioning of the whistle blower mechanism;
- 19) Approving the appointment of the chief financial officer or any other person heading the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate;
- 20) ensuring that an information system audit of the internal systems and process is conducted at least once in two years to assess operational risks faced by the Company;
- 21) Reviewing the utilization of loans and/ or advances from/investment by the holding company in any subsidiary exceeding ₹10000 lakhs or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;
- 22) Considering and commenting on the rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders; and
- 23) Such roles as may be delegated by the Board and/or prescribed under the Companies Act, 2013 and SEBI Listing Regulations or other applicable law.
- 24) Carrying out any other functions as is mentioned in the terms of reference of the audit committee or containing into SEBI (LODR) Regulations 2015.

Further, the audit committee shall mandatorily review the following information:

- 1) management discussion and analysis of financial condition and results of operations;
- 2) statement of significant related party transactions (as defined by the audit committee), submitted by management;
- 3) management letters / letters of internal control weaknesses issued by the statutory auditors;
- 4) internal audit reports relating to internal control weaknesses; and
- 5) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- 6) statement of deviations:
 - a. statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI ICDR Regulations.
 - b. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI ICDR Regulations.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee was constituted by a meeting of our Board held on February 3, 2025. The members of the Nomination and Remuneration Committee are:

Name of Director	Position in the Committee	Designation
Gaurav Baid	Chairperson	Independent Director
Rohit Bhura	Member	Independent Director
Shruti A Kankaria	Member	Non-Executive Non-Independent Director

The Company Secretary of our Company shall serve as the secretary of the Nomination and Remuneration Committee. The scope and functions of the Nomination and Remuneration Committee are in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations. The terms of reference of the Nomination and Remuneration Committee are as follows:

- 1) formulating 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 the appointment of an independent director, the 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 of directors of the Company for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. use the services of external agencies, if required,
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity, and
 - c. consider the time commitments of the candidates;
- 3) formulation of criteria for evaluation of the performance of independent directors and the Board;
- 4) devising a policy on diversity of our Board;
- 5) identifying persons, who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal and carrying out evaluation of every director's performance;
- 6) determining 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;
- 7) recommending remuneration of executive directors and any increase therein from time to time within the limit approved by the members of our Company;
- 8) recommending remuneration to non-executive directors in the form of sitting fees for attending meetings of the Board and its committees, remuneration for other services, commission on profits;
- 9) recommending to the Board, all remuneration, in whatever form, payable to senior management;
- 10) performing such functions as are required to be performed by the compensation committee under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended;
- 11) engaging the services of any consultant/professional or other agency for the purpose of recommending compensation structure/policy;
- 12) analyzing, monitoring and reviewing various human resource and compensation matters;
- 13) reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

- 14) framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
 - a. The SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended; or
 - b. The SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended; and
- 15) performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations, Companies Act, each as amended or other applicable law.

Stakeholder Responsibility Committee

The Stakeholder Responsibility Committee was constituted by a meeting of our Board held on February 3, 2025. The members of the Social Responsibility Committee are:

Name of Director	Position in the Committee	Designation
Gaurav Baid	Chairperson	Independent Director
Rohit Bhura	Member	Independent Director
Ashish Kankaria	Member	Managing Director

The Company Secretary of our Company shall serve as the secretary of the Stakeholders' Relationship Committee. The scope and functions of the Stakeholders' Relationship Committee are in accordance with Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI Listing Regulations. The terms of reference of the Stakeholders' Relationship Committee are as follows:

- 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 being rendered by the Registrar & 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) Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
- 6) To approve, register, refuse to register transfer or transmission of shares and other securities;
- 7) To issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company;
- 8) To approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder;
- 9) To dematerialize or rematerialize the issued shares;
- 10) Ensure proper and timely attendance and redressal of investor queries and grievances;
- 11) Carrying out any other functions contained in the Companies Act, 2013 and/or equity listing agreements (if applicable), as and when amended from time to time; and
- 12) To perform such functions as may be delegated by the Board and to further delegate all or any of its power to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s).
- 13) Such terms of reference as may be prescribed under the Companies Act, 2013 and SEBI Listing Regulations or other applicable law.

Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee has been formed by the Board of Directors, at the meeting held on February 3, 2025. As on the date of this Prospectus the Stakeholders' Relationship Committee comprises of:

Name of the Director	Designation in the Committee	Nature of Directorship
Gaurav Baid	Chairperson	Independent Director
Ashish Kankaria	Member	Managing Director
Shruti A Kankaria	Member	Non-Executive Non-Independent Director

Corporate Social Responsibility Committee is authorised to perform the following functions:

- a. formulate and recommend to the Board, a “Corporate Social Responsibility Policy” which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 and the rules made thereunder, as amended, monitor the implementation of the same from time to time, and make any revisions therein as and when decided by the Board;
- b. identify corporate social responsibility policy partners and corporate social responsibility policy programmes;
- c. review and recommend the amount of expenditure to be incurred on the activities referred to in clause (a) and the distribution of the same to various corporate social responsibility programs undertaken by the Company;
- d. delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;
- e. review and monitor the implementation of corporate social responsibility programmes and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;
- f. any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board or as may be directed by the Board, from time to time;
- g. The Corporate Social Responsibility Committee shall formulate and recommend to the Board, an annual action plan in pursuance of its corporate social responsibility policy, which shall include the following:
 1. the list of corporate social responsibility projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Companies Act;
 2. the manner of execution of such projects or programmes as specified in the rules notified under the Companies Act;
 3. the modalities of utilisation of funds and implementation schedules for the projects or programmes;
 4. monitoring and reporting mechanism for the projects or programmes; and
 5. details of need and impact assessment, if any, for the projects undertaken by the Company;
- h. exercise such other powers as may be conferred upon the Corporate Social Responsibility Committee in terms of the provisions of Section 135 of the Companies Act.

Compliance with SME Listing Regulations

The provisions of the SEBI (Listing Obligation and Disclosures) Regulations, 2015 will be applicable to our Company immediately upon the listing of Equity Shares of our Company on SME Platform of BSE.

Our Key Managerial Personnel

In addition to our Managing Director and Whole-time Director whose details have been provided under paragraph above titled '*Brief Profile of our Directors*', set forth below are the details of our Key Managerial Personnel as on the date of filing of this Draft Red Herring Prospectus:

Manoj Bajaj, aged 51 years, is the Chief Financial Officer of our Company. He is an associate member of Institute of Chartered Accountants of India. In the past, he was associated with Bally Jute Company Limited in the capacity of Accounts Head responsible for head book keeping, accounting, taxation and finance. He has an experience of more than 20 years in accounts and finance. He was appointed as the Chief Financial Officer of our Company with effect from December 1, 2024 and is responsible for overseeing the accounting and financial matters of our Company. He has not received any remuneration during the Fiscal 2024.

Sulekha Dutta, aged 50 years, is the Company Secretary and Compliance Officer of our Company. She is an associate member of the Institute of Company Secretaries of India. In the past, she was associated with Khaitan (India) Limited in the capacity of a company secretary and with Patna Electric Supply Co. Limited as a Company

Secretary and Compliance Officer. She is having more than 15 years of experience in the field of corporate law compliances and legal matters. She has initially practiced as a Practicing Company Secretary from 2005 to 2015. She was appointed as the Company Secretary and Compliance Officer of our Company with effect from January 1, 2025. She is responsible for overseeing the secretarial and compliance matters of our Company. She has not received any remuneration during the Fiscal 2024.

All our Key Managerial Personnel are permanent employees of our Company.

Our Senior Managerial Personnel

In addition to **Manoj Bajaj**, the Chief Financial Officer of our Company and **Sulekha Dutta**, the Company Secretary and Compliance Officer of our Company, whose details are provided in “***Our Management - Key Managerial Personnel***” on page 190, our Company do not have any other Senior Management Personnel in terms of the SEBI ICDR Regulations, as of the date of this Draft Red Herring Prospectus.

Relationship of Key Managerial Personnel and Senior Management with our Directors, Promoters and / or other Key Managerial Personnel and Senior Management

In addition to the disclosure made under the heading “*Relationship between our Directors*”, none of our Key Managerial Personnel and Senior Management are related to each other or to any of our Directors.

Shareholding of the Key Managerial Personnel and Senior Management

None of the Key Management Personnel and Senior Management hold shareholding in our Company.

Bonus or Profit-Sharing Plan for our Key Managerial Personnel and Senior Management

None of our Key Managerial Personnel and Senior Management is a party to any bonus or profit-sharing plan.

Payment or benefit to Key Managerial Personnel and Senior Management of our Company

Except as disclosed in this Draft Red Herring Prospectus, no amount or benefit has been paid or given within two preceding years or is intended to be paid or given to any of the Key Managerial Personnel and Senior Management except the normal remuneration for services rendered by them. Additionally, there is no contingent or deferred compensation payable to any of our Key Managerial Personnel and Senior Management.

Interest of Key Managerial Personnel and Senior Management

Except as disclosed in this Draft Red Herring Prospectus, none of our Key Managerial Personnel and Senior Management have any interest in our Company other than to the extent of the remuneration, equity shares held by them or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

Further, there is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which any of our Key Managerial Personnel and Senior Management have been appointed.

Changes in Key Managerial Personnel and Senior Management in the Last Three Years

In addition to the changes specified under “*Changes in our Board during the Last Three Years*”, set forth below, are the changes in our Key Managerial Personnel and Senior Management in the last three years immediately preceding the date of filing of this Draft Red Herring Prospectus:

Name	Designation	Date of change	Reason
Manoj Bajaj	CFO	December 1, 2024	Appointment
Sulekha Dutta	Company Secretary and Compliance Officer	January 1, 2025	Appointment

The attrition of the Key Management Personnel and Senior Management is as per the industry standards.

Loans taken by Directors / Key Management Personnel and Senior Management

Our Company has not granted any loans to the Directors and/or Key Management Personnel and Senior Management as on the date of this Draft Red Herring Prospectus.

OUR PROMOTERS AND PROMOTER GROUP

Our Promoters

The Promoters of our Company are Ashish Kankaria, Shruti A Kankaria, Ambica Capital Markets Limited and Gold View Financial Services Limited.

The details of the shareholding of our Promoters, as on date of this Draft Red Herring Prospectus has been provided below:

S. No.	Names	No. of Equity Shares	% of paid-up Equity Share Capital
1	Ashish Kankaria	15,36,950	9.75%
2	Ambica Capital Markets Limited	32,43,600	20.58%
3	Gold View Financial Services Limited	58,32,023	37.00%
	Total	1,06,12,573	67.33%

As on date of this Draft Red Herring Prospectus, our Promoter, Shruti A Kankaria does not holds any shareholding in our Company.

For details, please see “*Capital Structure – Build-up of Promoters’ shareholding, Minimum Promoters’ Contribution and lock-in – Build-up of the Equity Shareholding of our Promoters in our Company*” on page 94.

Details of our Promoters are as follows:

Ashish Kankaria



Ashish Kankaria, aged 42 years, is the Promoter and Managing Director of our Company. He resides at 5, Middleton Street, Kolkata -700 071, West Bengal, India.

The Permanent Account Number of Ashish Kankaria is AIZPK5300J.

For a complete profile of Ashish Kankaria, along with details of his date of birth, educational qualifications, professional experience, positions/ posts held in the past and other directorships and special achievements, please see “*Our Management*” on page 179.

Shruti A Kankaria



Shruti A Kankaria, aged 44 years, is the Promoter and Non-Executive Director of our Company. She resides at Kankaria Park, 5 Middleton Street, Middleton Row, Kolkata – 700 071, West Bengal, India.

The Permanent Account Number of Shruti A Kankaria is AIWPB8766C.

For a complete profile of Shruti A Kankaria, along with details of her date of birth, educational qualifications, professional experience, positions/ posts held in the past and other directorships and special achievements, please see “*Our Management*” on page 179.

Our Company confirms that the permanent account numbers, bank account numbers, passport numbers, aadhaar card numbers and driving license numbers of our Promoters, shall be submitted to the Stock Exchange at the time of filing this Draft Red Herring Prospectus.

Ambica Capital Markets Limited (“ACML”)

ACML was incorporated as a public limited company pursuant to a certificate of incorporation dated March 7, 1997 issued by the Registrar of Companies, West Bengal. Subsequently, it was issued a certificate of commencement of business dated July 21, 1997, under the Companies Act, 1956 by the Registrar of Companies, West Bengal. The Corporate Identification Number of ACML is U67120WB1997PLC083228. The registered office of ACML is situated at 3 Haren Mukherjee Road, Belurmarh, Howrah – 711 202, West Bengal, India.

As of the date of this Draft Red Herring Prospectus, the shares of ACML are not listed on any stock exchange.

ACML is a registered as a NBFC with the Reserve Bank of India. The registration number of ACML is N.05-05826.

The PAN of ACML is AAECA3328G.

Nature of Business

ACML is engaged in the business of offering services relating to industrial finance, investment in securities, underwriting and other allied services.

Board of Directors

Surya Prakash Dadheech, Amitava Banerjee and Jitendra Sethia are the Directors of ACML.

Promoters of ACML

Ashish Kankaria and Gold View Financial Services Ltd are the promoters of ACML.

Shareholders of ACML

The shareholding pattern of ACML as on the date of this Draft Red Herring Prospectus is as follows:

Name of the Shareholders	No. of Shares Held	%
Sweeta Kankaria	4,91,720	9.18%
Awanti Kumar Kankaria HUF	4,60,700	8.60%
Gold View Financial Services Ltd	7,40,650	13.83%
Akk Mercantiles Private Limited	600	0.01%
Yogesh Kumar Kankaria	5,13,335	9.58%
Score Information Technologies Ltd	42,600	0.80%
Abhishek Kankaria	10,05,055	18.76%
Ashish Kankaria	10,05,055	18.76%
Bally Fabs International Limited	600	0.01%
Kanak Textiles Ltd	600	0.01%
Wellworth Vinimay P Ltd	600	0.01%
Aspire Weavers Private Limited	600	0.01%
A K K Vinimay Private Limited	1,03,150	1.93%
Aryaman Marketing Private Limited	1,03,150	1.93%
Panchjanya Distributors Private Limited	24,750	0.46%
Yogesh Kumar Kankaria - Chandra Udyog	13,500	0.25%
Shine Up Spinning Mills Private Limited	8,50,000	15.87%
Total	53,56,665	100.00%

There has been no change in the management and control of ACML in the three years preceding the date of this Draft Red Herring Prospectus.

Gold View Financial Services Limited (“GFSL”)

GFSL was incorporated as a public limited company pursuant to a certificate of incorporation dated March 7, 1997 issued by the Registrar of Companies, West Bengal. Subsequently, it was issued a certificate of commencement of business dated July 21, 1997, under the Companies Act, 1956 by the Registrar of Companies, West Bengal. The Corporate Identification Number of GFSL is U67120WB1997PLC083229. The registered office of GFSL is situated at 5, Sree Charan Sarani Bally, Howrah – 711 201, West Bengal, India.

As of the date of this Draft Red Herring Prospectus, the shares of GFSL are not listed on any stock exchange.

GFSL is a registered as a NBFC with the Reserve Bank of India. The registration number of ACML is N.05-05824.

The PAN of GFSL is AABCG9762D.

Nature of Business

GFSL is engaged in the business of offering services relating to industrial finance, investment in securities, underwriting and other allied services.

Board of Directors

Sushil Kumar Bhutoria, Ranjit Majumdar and Tej Raj Mehta are Directors of GFSL.

Promoters of GFSL

Ashish Kankaria and Ambica Capital Markets Ltd are the promoters of GFSL.

Shareholding Pattern

The shareholding pattern of GFSL as on the date of this Draft Red Herring Prospectus is as follows:

Name of Shareholders	No. of Shares Held	%
Abhishek Kr. Kankaria	95,652	7.62
Yogesh Kr. Kankaria	95,651	7.62
ASHISH KANKARIA	95,651	7.62
Awanti Kumar Kankaria	26,649	2.12
Awanti Kumar Kankaria (HUF)	600	0.05
Aspire Weavers Private Limited	100	0.01
AKK Mercantiles Private Limited	600	0.05
Kanak Textiles Ltd	2,616	0.21
Bally fabs International Ltd	300	0.02
Wellworth Vinimay Private Limited	400	0.03
Ambica Capital Markets Ltd	3,27,983	26.13
Shineup Spinning Mills Ltd	4,300	0.34
Sanyam Agencies Private Limited	1,50,000	11.95
Sapphire Vyapaar Private Limited	3,50,000	27.89
CCL industries Private Limited	98,300	7.83
Auckland Services & Securities Ltd	4,827	0.38
Namokar Builders Private Limited	1,417	0.11
Total	12,55,046	100.00

There has been no change in the management and control of GFSL in the three years preceding the date of this Draft Red Herring Prospectus.

Our Company confirms that the permanent account numbers, bank account numbers, Company Registration Number and address of the Registrars of Companies where ACML and GFSL are registered will be submitted to the Stock Exchange at the time of filing of the Draft Red Herring Prospectus.

Change in control of our Company

There has been no change in the management or control of our Company during the last five years preceding the date of this Draft Red Herring Prospectus.

Other ventures of our Promoters

Our Promoters are involved in other ventures and business activities in different capacities as listed below:

S. No.	Name of the entity	Nature of interest / position
Ashish Kankaria		
1.	Aadhunik Real Estates Private Limited	Shareholder
2.	Ambica Capital Markets Limited	Shareholder
3.	Abhishek Carpet & Felts Limited	Shareholder
4.	Aspective Tie up Limited	Shareholder
5.	AKK Mercantiles Private Limited	Shareholder
6.	Aryaman Trading Private Limited	Shareholder
7.	Born 2 Flaaunt Limited	Shareholder
8.	Ball Y Fabs International Limited	Shareholder
9.	CCL Industries & Securities Limited	Shareholder
10.	Cellour Distributors Private Limited	Shareholder
11.	Goldview Financial Services Limited	Shareholder
12.	Innovative Sales Agencies Private Limited	Shareholder
13.	Kanak Textiles Limited	Shareholder
14.	Kshitiz Merchandise Limited	Shareholder
15.	Madhuri Marketing Private Limited	Shareholder
16.	Multi Trans Private Limited	Shareholder
17.	Monotype Sales Agencies Private Limited	Shareholder
18.	Nalanda Builders Private Limited	Shareholder
19.	Namokar Builders Private Limited	Shareholder
20.	N Andini Vinima Y Private Limited	Shareholder
21.	Panchjanya Distributors Private Limited	Shareholder
22.	Poonam Carpets & Matting Limited	Shareholder
23.	Pepsicon Marketing Private Limited	Shareholder
24.	Sany Am Agencies Private Limited	Shareholder
25.	Satbichar Vyapaar Limited	Shareholder
26.	Shankheshwar Vincom Private Limited	Shareholder
27.	Shineup Industrial & Sewing Threads Private Limited	Shareholder
28.	Silverlake Hotels Limited	Shareholder
29.	Stupendors Commerce Private Limited	Shareholder
30.	Wellworth Vanijya Private Limited	Shareholder
31.	Kelvinjute Limited	Shareholder
32.	Score Information Technologies Limited	Shareholder
33.	Score Infovision Limited	Shareholder
34.	Yashoda Linen Yarn Limited	Shareholder
35.	Alexendra Jute Mills Private Limited	Shareholder
36.	Ashish Kankaria HUF	Karta
Shruti A Kankaria		
1.	Jouska Films Private Limited	Shareholder & Director
2.	Josuka Pictures LLP	Designated Partner
3.	Yashoda Linen Yarn Limited	Shareholder
4.	Ashish Kankaria HUF	Member
Ambica Capital Markets Limited		
1.	Akk Commotrade Private Limited	Subsidiary
2.	Ambica Dealcomm Private Limited	Subsidiary
3.	Usha Vinimay Private Limited	Subsidiary
4.	AKK Sales Private Limited	Subsidiary
5.	AKK Suppliers Private Limited	Subsidiary
6.	Aryaman Mercantiles Private Limited	Subsidiary
7.	Aryaman Sales Private Limited	Subsidiary
8.	Auckland Services And Securities Limited	Subsidiary

S. No.	Name of the entity	Nature of interest / position
9.	Score Tech Vision Limited	Subsidiary
10.	Mahavir Infrastructure Consultancy Limited	Subsidiary
11.	Karma Systech Limited	Subsidiary
12.	Nalanda Builders Private Limited	Subsidiary
13.	Krome Art Vision Private Limited	Associate Company
14.	Gold View Financial Services Limited	Associate Company
15.	Effect Shield Consultancy Private Limited	Associate Company
16.	Effect Shield Consultancy Limited	Associate Company
17.	Bally Jute Company Limited	Associate Company
18.	AKK Mecantiles Private Limited	Associate Company
19.	Aryaman Marketing Private Limited	Associate Company
20.	AKK Vinimay Private Limited	Associate Company
21.	Aspective Tie Up Limited	Associate Company
22.	Kshitiz Merchandise Limited	Associate Company
23.	Satbichar Vyapaar Limited	Associate Company
24.	Opnmkt Solutions Private Limited	Associate Company
25.	Ambica Jute Mills Limited	Associate Company
Gold View Financial Services Limited		
1	AKK Organic Farm Co. Private Limited	Subsidiary
2	AKK Marketing Private Limited	Subsidiary
3	AKK Tie-Up Private Limited	Subsidiary
4	AKK Vyapaar Private Limited	Subsidiary
5	Aryaman Vyapaar Private Limited	Subsidiary
6	Wellworth Vinimay Private Limited	Subsidiary
7	BCL Infrastructure Development Co Limited	Subsidiary
8	Ambica Jute Mills Limited	Associate Company
9	Auckland Services & Securities Limited	Associate Company
10	Effect Shield Consultancy Private Limited	Associate Company
11	Karma Systech Limited	Associate Company
12	Krome Art Vision Private Limited	Associate Company
13	Nandini Vinimay Private Limited	Associate Company
14	Score Tech Vision Limited	Associate Company
15	Wellworth Vanijya Private Limited	Associate Company
16	Shineup Industrial & Sewing Threads Private Limited	Associate Company
17	Opnmkt Solutions Private Limited	Associate Company

Interests of Promoters

- (a) Our Promoters are interested in our Company to the extent (i) that they have promoted our Company; (ii) their shareholding in our Company; (iii) the dividends payable thereon; and (iv) any other distributions in respect of their shareholding in our Company.

Additionally, our Promoters may be interested in transactions entered into by our Company with other entities (i) in which our Promoters hold shares, or (ii) in which our Promoters are partners or directors; or (iii) which are controlled by our Promoters. For further details of interest of our Promoters in our Company, see “Financial Statements- Restated Financial Statements – Notes Forming part of Financial Statements – Annexure VII: Statement of Related Party Transactions” on page 231.

- (b) Further, Ashish Kankaria and Shruti Ashish Kankaria, are also interested in our Company in the capacity of Managing Director and Non-Executive Non-Independent Director respectively, and may be deemed to be interested in the remuneration payable to them and the reimbursement of expenses incurred by them in the said capacity. For further details, see “Financial Statements- Restated Financial Statements – Notes Forming part of Financial Statements – Annexure VII: Statement of Related Party Transactions” on page 231.
- (c) Except as disclosed in “Restated Financial Statements” and “Financial Indebtedness ” on page 202 and 251, respectively in this Draft Red Herring Prospectus, our Promoters and members of our Promoter Group have (i) not extended any personal guarantees and (ii) have not provided their personal properties, for securing the repayment of the bank loans obtained by our Company.

- (d) Except for the interest held by our Promoters in our Promoter Group entities, our Promoters do not have any interest in any venture that is involved in activities similar to those conducted by our Company.
- (e) No sum has been paid or agreed to be paid to our Promoters or to any firm or company in which our Promoters are interested, in cash or shares or otherwise by any person, either to induce them to become or to qualify them, as a director or Promoter or otherwise for services rendered by the Promoters, or by such firm or company, in connection with the promotion or formation of our Company.
- (f) Except as disclosed in “*Financial Statements- Restated Financial Statements – Notes Forming part of Financial Statements – Annexure VII: Statement of Related Party Transactions*” on page 231 there has been no payment or benefits by our Company to our Promoters during the two years preceding the date of this Draft Red Herring Prospectus nor is there any intention to pay or give any benefit to our Promoters as on the date of this Draft Red Herring Prospectus.
- (g) We confirm that except as disclosed in “*Financial Statements- Restated Financial Statements – Notes Forming part of Financial Statements – Annexure VII: Statement of Related Party Transactions*” on page 231, there is no conflict of interest between the suppliers of raw materials and third party service providers (crucial for operations of our Company) and our Promoters and Promoter Group.

Interest in property, land, construction of building and supply of machinery

Our Promoters do not have any interest in any property acquired by our Company in the three years preceding the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company or in any transaction by our Company with respect to the acquisition of land, construction of building or supply of machinery.

Payment or benefits to Promoter or Promoter Group

The members of our Promoter Group are interested in our Company to the extent of remuneration or consultancy fee paid to them for the services provided by them to our Company.

Except as disclosed above and as stated in “*Financial Statements- Restated Financial Statements – Notes Forming part of Financial Statements – Annexure VII: Statement of Related Party Transactions*” on page 231 there has been no payment or benefits by our Company to our Promoters or any of the members of the Promoter Group during the three years preceding the date of this Draft Red Herring Prospectus nor is there any intention to pay or give any benefit to our Promoters or Promoter Group as on the date of this Draft Red Herring Prospectus.

Companies or firms with which our Promoters have disassociated in the last three years

Our Promoters have not dissociated themselves from any companies or firms in the three years preceding the date of this Draft Red Herring Prospectus.

Material guarantees

As on the date of this Draft Red Herring Prospectus, our Promoters have not given any material guarantee to any third party with respect to the Equity Shares.

PROMOTER GROUP

In addition to our Promoters, the individuals and entities that form a part of the Promoter Group of our Company in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations are set out below:

Natural persons who are part of the Promoter Group

S. No.	Name of member of our Promoter Group	Relationship with our Promoter
	Ashish Kankaria	
1.	Awanti Kumar Kankaria	Father
2.	Usha Golchha	Mother
3.	Shruti A Kankaria	Spouse
4.	Abhishek Kankaria	Brother

S. No.	Name of member of our Promoter Group	Relationship with our Promoter
5.	Yogesh Kumar Kankaria	Brother
6.	-	Sister
7.	Rajveer Kankaria	Son
8.	-	Daughter
9.	Vias Rishi Batra	Spouse's Father
10.	Darshana Batra	Spouse's Mother
11.	Shakun Batra	Spouse's Brother
12.	Deepika Arora	Spouse's Sister
<i>Shruti A Kankaria</i>		
1.	Vias Rishi Batra	Father
2.	Darshana Batra	Mother
3.	Ashish Kankaria	Spouse
4.	Shakun Batra	Brother
5.	Deepika Arora	Sister
6.	Rajveer Kankaria	Son
7.	-	Daughter
8.	Awanti Kumar Kankaria	Spouse's Father
9.	Usha Golchha	Spouse's Mother
10.	Abhishek Kankaria	Spouse's Brother
11.	Yogesh Kumar Kankaria	Spouse's Brother
12.	-	Spouse's Sister

Entities forming part of the Promoters' Group:

Except as stated below, no other company, firm or HUF are forming part of the promoters' group:

S. No.	Name of entities
1.	AKK Commotrade Private Limited
2.	Ambica Dealcomm Private Limited
3.	Usha Vinimay Private Limited
4.	AKK Sales Private Limited
5.	AKK Suppliers Private Limited
6.	Aryaman Mercantiles Private Limited
7.	Aryaman Sales Private Limited
8.	Auckland Services And Securities Limited
9.	Score Tech Vision Limited
10.	Mahavir Infrastructure Consultancy Limited
11.	Karma Systech Limited
12.	AKK Vinimay Private Limited
13.	Aadhunik Real Estates Private Limited
14.	Abhishek Carpets & Felts Limited
15.	AKK Mecantiles Private Limited
16.	Alexendra Jute Mills Private Limited
17.	Anupam Home Appliances Limited
18.	Anuradha Carpets & Mattings Limited
19.	Aryaman Marketing Private Limited
20.	Aryaman Trading Private Limited
21.	Aspective Tie Up Limited
22.	Awanti Kumar Kankaria HUF - Karta
23.	Bally Jute Company Ltd
24.	Best Luck Developers Private Limited
25.	Capa Lifestyle LLP
26.	CCL Industries & Securities Limited
27.	Cellour Distributors Private Limited
28.	Chandra Udyog
29.	Daivik Enterprises LLP
30.	Effect Sheild Consultancy Private Limited
31.	Jouska Films Private Limited
32.	Jouska Pictures LLP
33.	Kelvin Jute Limited
34.	Krome Art Vision Private Limited

S. No.	Name of entities
35.	Kshitiz Merchandise Limited
36.	Madhuri Marketing Private Limited
37.	Monotype Sales Agencies Private Limited
38.	Namokar Builder Private Limited
39.	Panchjanya Distributors Private Limited
40.	Pepsicon Marketing Private Limited
41.	Poonam Carpets & Matting Limited
42.	Rivl Interiors Private Limited
43.	Sanyam Agencies Private Limited
44.	Satbichar Vyapaar Limited
45.	Score Information Technologies Limited
46.	Score Infovision Limited
47.	Shankheshwar Vincom Private Limited
48.	Shineup Industrial & Sewing Threads Private Limited
49.	Silverlake Hotels Limited
50.	Stupendors Commerce Private Limited
51.	Yashoda Linen Yarn Limited
52.	Yogesh Kumar Kankaria HUF
53.	M/s. Awanti Corporation
54.	Alpha Alternatives MSAR LLP
55.	Opnmkt Solutions Private Limited
56.	Ambica Jute Mills Limited
57.	AKK Organic Farm Co. Private Limited
58.	AKK Marketing Private Limited
59.	AKK Tie-Up Private Limited
60.	AKK Vyapaar Private Limited
61.	Aryaman Vyapaar Private Limited
62.	Wellworth Vinimay Private Limited
63.	BCL Infrastructure Development Co Limited
64.	Effect Shield Consultancy Private Limited
65.	Nandini Vinimay Private Limited
66.	Ludlow Jute & Specialities Limited

Other Confirmations

Neither our Promoters nor members of the Promoters' Group have been declared as wilful defaulters by the RBI or any other governmental authority nor there are any violations of securities laws committed by them in the past or are currently pending against them.

Our Promoters have not been declared as a Fugitive Economic Offender under Section 12 of the Fugitive Economic Offenders Act, 2018.

Neither Promoters nor entities forming part of our Promoters' Group have been debarred or prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority. Our Promoter and members of the Promoters' Group are not and have never been promoter, directors or person in control of any other company, which is debarred or prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

There is no litigation or legal action pending or taken by any ministry, department of the Government or statutory authority during the last 5 (five) years preceding the date of this Draft Red Herring Prospectus against our Promoter.

OUR GROUP COMPANIES

In terms of the SEBI ICDR Regulations, pursuant to a resolution of our Board dated February 3, 2025, and the applicable accounting standards (Accounting Standard 18 and Indian Accounting Standard 24), for the purpose of identification of “group companies” in relation to the disclosure in Offer Documents, our Company has considered the companies with which there have been related party transactions in the last three years, as disclosed in the section titled “*Financial Information*” on page 202 of this Draft Red Herring Prospectus.

Accordingly, pursuant to the said resolution passed by our Board of Directors and the materiality policy adopted, for determining our Group Companies, our Company does not have any group companies.

DIVIDEND POLICY

The declaration and payment of dividends, if any, will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. The dividend, if any, will depend on a number of factors, including but not limited to, consolidated net operating profit after tax, working capital requirements, capital expenditure requirements, cash flow required to meet contingencies, outstanding borrowings, and applicable taxes including dividend distribution tax payable by our Company. In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under loan or financing arrangements our Company is currently availing of, or may enter into, to finance our fund requirements for our business activities. As on the date of this Draft Red Herring Prospectus, our Company does not have a formal dividend policy.

Upon listing of the Equity Shares of our Company and subject to the SEBI Listing Regulations, we may be required to formulate a dividend distribution policy which shall be required to include, among others, details of circumstances under which the shareholders may or may not expect dividend, the financial parameters that shall be considered while declaring dividend, internal and external factors that shall be considered for declaration of dividend, policy as to how the retained earnings will be utilized and parameters that shall be adopted with regard to various classes of shares, as applicable.

Our Company has not declared any dividends during the nine months period ended December 31, 2024 and the last three Financial Years. Further, our Company has not declared any dividend in the current Fiscal. There is no guarantee that any dividends will be declared or paid in future. For details in relation to the risk involved, please refer section titled “*Risk Factors*” on Page No. 27 of this Draft Red Herring Prospectus.

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SECTION VI – FINANCIAL INFORMATION

RESTATED FINANCIAL INFORMATION

S. No.	Details	Page Number
1.	Examination Report on Restated Financial Statements	203
2.	Restated Financial Statements	208
3.	Proforma Consolidated Financial Statements	240

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INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED FINANCIAL INFORMATION

(As required by Section 26 of Companies Act, 2013 read with Rule 4 of Companies (Prospectus and Allotment of Securities) Rules, 2014)

To,

The Board of Directors,

Yajur Fibres Limited

5 Middleton Street, Kolkata

West Bengal-700071

Dear Madam/ Sir,

1. We R. Kothari & Co. LLP, Chartered Accountants ("we") have examined the attached Restated Financial Statements of **Yajur Fibres Limited ("the Company" or the "Issuer")**, comprising the Restated Statement of Assets and Liabilities as at December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Statements of Profit and Loss, the Restated Cash Flow Statement for the period/ years ended December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 along with the Summary Statement of Significant Accounting Policies, the Notes and Annexures as forming part of these Restated Financial Statements (collectively, the **"Restated Financial Information"**), as approved by the Board of Directors of the Company at their meeting held on 03/02/2025 for the purpose of inclusion in the Draft Red Herring Prospectus (**"DRHP"**) Red Herring Prospectus (**"RHP"**) and Prospectus (Collectively, **"Offer Documents"**) prepared by the Company in connection with its proposed SME Initial Public Offer of equity shares (**"Proposed SME IPO"**) prepared in terms of the requirements of:

- I. Section 26 of Part I of Chapter III of the Companies Act, 2013 (the **"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, as amended (**"ICDR Regulations"**); 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"**).

2. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the Offer Documents to be filed with Securities and Exchange Board of India (**"SEBI"**), SME platform of BSE Limited (**"BSE SME"**) where the equity shares of the company are proposed to be listed (**"Stock Exchange"**) and the Registrar of Companies, Kolkata, West Bengal (**"ROC"**) in connection with the proposed SME IPO. The Restated Financial Information has been prepared by the management of the Company on the basis of preparation stated in Annexure IV of the Restated Financial Information.

The Board of Directors responsibility includes designing, implementing, and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors is also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.

3. We, have been subjected to the peer review process of ICAI and holds the peer review certificate dated 20-04-2023 valid till 30-04-2026. We confirm that there is no express refusal by the peer review board of ICAI to renew the certificate and the process to renew the peer review certificate has been initiated by us.

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;
- b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
- c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated 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 Proposed SME IPO.

5. These Restated Financial Information have been compiled by the management from the Audited Financial Statements of the Company for the period/ year ended December 31st, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 which has been approved by the Board of Directors. The financial statements of the Company for the period/ year ended December 31st, 2024, March 31, 2024 have been audited by us and for the year ended March 31, 2023, March 31, 2022 has been audited by M/s B A S & Co. LLP and M/s Srimal Jain and Co.(the previous Statutory Auditor) respectively.

6. Based on our examination and according to the information and explanations given to us, we report that the Restated Financial Information have been prepared:

After incorporating adjustments for the changes in accounting policies and regrouping/reclassifications retrospectively, if any in the financial years/period ended December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 to reflect the same accounting treatment as per the accounting policies and grouping/classifications; and

- i. in accordance with the Act, ICDR Regulations and the Guidance Note.
- ii. Exceptional items, that need to be disclosed separately in the accounts has been disclosed wherever required;
- iii. The Audit Reports issued by the Statutory Auditors for the period ended December 31, 2024, and Year ended 31st March,2022 did not contain any qualifications. However, qualifications were noted in the audit reports for the years ending March 31, 2024 and March 31, 2023, is that Company has recognized the gratuity on cash basis, which constitute departure from Accounting

Standard prescribed under section 133 of the Companies Act, 2013 and the necessary adjustments have been made in the Restated Financial Statements of the Company.

iv. Profits and losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings, if any, as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Policies and Notes to Accounts as set out in ANNEXURE IV and ANNEXURE – V respectively to this report;

v. There was a change in the accounting policies, which has been adjusted in the Restated Financial Statement.

vi. The Company has paid Rs. Nil Dividend for the period ended December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022.

7. In accordance with the requirements of Part I of Chapter III of the Act, ICDR Regulations, Guidance Note and Engagement Letter, we report that:

The “Restated Statement of Assets and Liabilities” as set out in Annexure I to this report, of the Company as at December 31, 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 financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Financial Information as set out in ANNEXURE IV and ANNEXURE – V respectively to this Report.

ii. The “Restated Statement of Profit and Loss” as set out in Annexure II to this report, of the Company for the period/ years ended December 31, 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 Profit and Loss, as restated have been arrived at after making such adjustments and regroupings to the financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Financial Information as set out in ANNEXURE IV and ANNEXURE – V respectively to this Report.

iii. The “Restated Statement of Cash Flow” as set out in Annexure III to this report, of the Company for the period/ years ended December 31, 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 Cash Flow, as restated have been arrived at after making such adjustments and regroupings to the financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Restated Financial Information as set out in ANNEXURE IV and ANNEXURE – V respectively to this Report.

iv. We have also examined the following financial information (“Other Financial Information”) proposed to be included in the offer document prepared by the management and approved by the board of directors of the company and annexed to this report:

<i>Annexure I</i>	Restated Statement of Assets & Liabilities
<i>Annexure II</i>	Restated Statement of Profit & Loss Account
<i>Annexure III</i>	Restated Cash Flow Statement
<i>Annexure IV</i>	Significant Accounting Policies
<i>Annexure V</i>	Notes Forming the Part of Restated Financial Statements
<i>Annexure VI</i>	Additional Notes to Restated Financial Statement
<i>Annexure VII</i>	Statement of Related Party Transactions
<i>Annexure VIII</i>	Statement of Adjustments to Audited Financial Statements
<i>Annexure IX</i>	Restated Statement of Capitalization
<i>Annexure X</i>	Other Financial Information
<i>Annexure XI</i>	Restated Statement of Tax Shelter
<i>Annexure XII</i>	Restated Statement of Contingent Liabilities
<i>Annexure XIII</i>	Restated Statement of Accounting Ratios

8. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by the Statutory Auditors/ Previous Statutory Auditors, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

9. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

10. Our report is intended solely for use of the Board of Directors for inclusion in the Offer Documents to be filed with Securities and Exchange Board of India, Emerge Platform of National Stock Exchange of India Limited, and Registrar of Companies, West Bengal, situated in Kolkata in connection with the proposed SME IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

11. In our opinion, the above financial information contained in Annexure I to Annexure V of this report read with the respective Significant Accounting Policies and Notes to Accounts as set out in Annexure IV are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, ICDR Regulations, Engagement Letter and Guidance Note and give a true and fair view in conformity with the accounting principles generally accepted in India, to the extent applicable

For R. Kothari & Co. LLP

Chartered Accountants

FRN: 307069E/E300266

Peer Review No: 015227

SD

CA Kailash Chandra Soni

Partner

Membership No.: 057620

UDIN: 25057620BMHZBG4176

Date: 03-02-2025

Place: Kolkata

<p style="text-align: right;">Annexure - I</p> <p style="text-align: center;">YAJUR FIBRES LIMITED CIN-U17100WB1980PLC032918 5, Middleton street Kolkata -700071 RESTATED STATEMENT OF ASSETS & LIABILITIES</p>						
<i>(Amount in Rs. Lakhs, unless stated otherwise)</i>						
Sr No.	Particulars	Annexure V Note	As at 31.12.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
	Equity and liabilities					
1)	Shareholders' funds					
	a)Share capital	2	463.61	463.61	247.10	247.10
	b)Share Capital Suspense A/C	3	-	-	216.51	216.51
	c)Reserves and surplus	4	4,376.87	3,291.38	2,864.59	2,509.50
			4,840.48	3,754.99	3,328.20	2,973.11
2)	Non-current liabilities					
	a)Long-term borrowings	5	1,093.35	1,085.00	1,555.00	605.00
	b)Deferred tax liabilities (net)	6	331.74	294.84	272.97	248.26
	c)Long-term provisions	7	184.24	230.46	192.33	167.09
			1,609.33	1,610.30	2,020.30	1,020.35
3)	Current liabilities					
	a)Short-term borrowings	8	2,692.97	1,531.53	1,922.60	1,067.00
	b)Trade payables	9				
	- Total outstanding dues to Micro and Small Enterprises		5.32	3.77	4.56	9.54
	-Total outstanding dues of creditors other than micro enterprises and small enterprise		622.77	380.79	533.97	83.48
	c)Other current liabilities	10	509.05	470.41	451.44	260.42
	d)Short-term provisions	7	229.73	24.35	22.56	20.64
			4,059.84	2,410.85	2,935.13	1,441.08
	Total		10,509.66	7,776.14	8,283.63	5,434.54
	Assets					
1)	Non-current assets					
	a)Property, plant and equipment and Intangible Assets					
	i)Property, plant and equipment	11	4,484.10	4,431.34	4,324.85	3,433.50
	ii)Intangible assets		-	-	-	-
	iii)Capital work-in-progress		-	-	-	-
	b)Non-current investments	12	62.15	62.15	62.15	62.15
	c)Deferred tax assets (net)	6	-	-	-	-
	d)Long-term loans and advances		-	-	-	-
	e)Other non-current assets					
			4,546.25	4,493.49	4,387.00	3,495.65
2)	Current assets					
	a)Inventories	13	4,695.13	2,059.04	2,727.57	1,270.85
	b)Trade receivables	14	616.88	722.56	445.30	259.37
	c)Cash and bank balances	15	106.65	106.18	72.53	21.97
	d)Short-term loans and advances	16	65.10	26.12	359.21	86.63
	e)Other current assets	17	479.65	368.75	292.02	300.07
			5,963.41	3,282.65	3,896.63	1,938.89
	Total		10,509.66	7,776.14	8,283.63	5,434.54
See accompanying annexures Forming part of restated Financial statements (Refer Annexure No. IV to XIII)						
As per our Report of this date annexed For R.Kothari & Co LLP Chartered Accountants FRN : 307069E/E300266				FOR & ON BEHALF OF BOARD OF DIRECTORS OF Yajur Fibres Limited		
SD CA Kailash Chandra Soni Membership No. 057620 Partner Place :Kolkata Dated: 03-02-2025 UDIN: 25057620BMHZBG4176				SD Pradip Debnath Whole Time Director DIN -06729238		
				SD Manoj Bajaj CFO		
				SD Ashish Kankaria Managing Director DIN - 07532430		
				SD Sulekha Dutta Company Secretary		

YAJUR FIBRES LIMITED
CIN-U17100WB1980PLC032918
5, Middleton street Kolkata -700071
RESTATED STATEMENT OF PROFIT & LOSS

(Amount in Rs. Lakhs, unless stated otherwise)

Sr No.	Particulars	Annexure V Note	For the period ended 31.12.2024	For the year ended 31.03.2024	For the year ended 31.03.2023	For the year ended 31.03.2022
A	Revenue					
	Revenue from operations	18	9,501.57	8,431.95	6,167.55	4,195.99
	Other income	19	97.51	52.63	16.00	1.80
	Total Income (A)		9,599.08	8,484.58	6,183.55	4,197.79
B	Expenses					
	Cost of materials consumed	20	8,779.90	5,026.12	4,850.89	2,774.58
	Purchase of stock-in-trade			-	-	-
	Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	21	(2,335.31)	714.89	(1,258.76)	(90.81)
	Employee benefits expense	22	543.52	762.03	779.03	562.86
	Finance costs	23	177.69	271.52	198.31	91.15
	Depreciation and amortisation expense	24	108.18	134.84	105.39	89.54
	Other expenses	25	910.78	1,127.80	1,128.70	510.36
	Total Expenses (B)		8,184.76	8,037.20	5,803.57	3,937.68
C	Profit before extraordinary items and tax (A-B)		1,414.32	447.38	379.98	260.11
	Prior Period items (Net)		-	-	-	-
	Profit before exceptional, extraordinary items and tax		1,414.32	447.38	379.98	260.11
	Exceptional items		-	-	-	-
	Profit before extraordinary items and tax		1,414.32	447.38	379.98	260.11
	Extraordinary item		-	-	-	-
C	Profit before tax		1,414.32	447.38	379.98	260.11
D	Tax expense					
	Current tax		292.74	-	-	-
	Deferred tax (credit)/charge		36.90	21.87	24.71	242.93
	Earlier Year Taxes		(0.83)	(1.28)	0.15	-
	Total Tax Expenses (D)		328.81	20.59	24.86	242.93
E	Profit/(Loss) for the period (C-D)		1,085.51	426.79	355.12	17.18
F	Earnings per equity share of (Face value of Rs. 10 each)					
	(1) Basic (in Rs.)	28	23.41	9.51	14.37	0.70
	(2) Diluted (in Rs.)	28	23.41	9.51	14.37	0.70
			(Not Annualised)	(Annualised)	(Annualised)	(Annualised)

See accompanying annexures Forming part of restated Financial statements (Refer Annexure No. IV to XIII)

As per our Report of this date annexed
For R.Kothari & Co LLP
Chartered Accountants
FRN : 307069E/E300266

FOR & ON BEHALF OF BOARD OF DIRECTORS OF
Yajur Fibres Limited

SD
Pradip Debnath
Whole Time Director
DIN -06729238

SD
Ashish Kankaria
Managing Director
DIN - 07532430

SD
CA Kailash Chandra Soni
Membership No. 057620
Partner
Place :Kolkata
Dated: 03-02-2025
UDIN: 25057620BMHZBG4176

SD
Manoj Bajaj
CFO

SD
Sulekha Dutta
Company Secretary

YAJUR FIBRES LIMITED
CIN-U17100WB1980PLC032918
5, Middleton street Kolkata - 700071
Restated Statement of Cash Flows

(Amount in Rs. Lakhs, unless stated otherwise)

Particulars	For The Period 31st December, 2024	For the year ended 31 March		
		2024	2023	2022
A. Cash flow from operating activities				
Profit before tax, as restated	1,414.32	447.38	379.98	260.11
Adjustments for :				
Depreciation	108.18	134.84	105.39	89.54
Finance Costs	177.69	271.52	198.31	91.15
Profit on Sale of Fixed Assets	-	-	-	-
Interest Income	0.71	1.38	1.01	0.88
Earlier Year Adjustments	-	-	-	(155.40)
Dividend Income	-	-	(0.37)	(0.89)
Operating profit before working capital changes	1,700.90	855.12	684.32	285.39
Changes in working capital:				
(Increase)/Decrease in Inventories	(2,636.09)	668.53	(1,456.72)	(1,270.85)
(Increase)/Decrease in Trade & Other Receivables	105.68	(277.26)	(185.93)	(259.37)
(Increase)/Decrease in Trade & Other Payables	243.53	(153.97)	445.52	93.03
(Increase)/Decrease in Provision	(133.57)	39.92	27.15	184.90
(Increase)/Decrease in Other Current Liabilities	38.64	18.97	191.02	260.14
(Increase)/Decrease in Other Current Assets	(183.54)	(82.45)	(3.05)	(315.46)
Cash generated from/ (utilised in) operations	(864.45)	1,068.86	(297.69)	(1,022.21)
Less : Income tax paid	(74.82)	(4.66)	(4.81)	(0.11)
Net cash flow generated from/ (utilised in) operating activities (A)	(789.63)	1,073.52	(292.88)	(1,022.10)
B. Cash flow from investing activities				
Purchase of Fixed Assets	(160.95)	(241.32)	(996.74)	(2,542.95)
Interest Income	(0.71)	(1.38)	(1.01)	(0.88)
Dividend Income	-	-	0.37	0.89
Loans & Advances	(38.97)	333.08	(272.58)	(33.35)
(Increase)/Decrease in Fixed Deposits				
Net cash flow generated from/ (utilised in) investing activities (B)	(200.64)	90.38	(1,269.96)	(2,576.29)
C. Cash flow from financing activities				
Proceeds from borrowings	8.35	(470.00)	950.00	592.19
Short Term Borrowings (Net)	1,161.43	(391.07)	855.60	1,067.00
Proceeds from issue of share Capital				
Addition due to amalgamation	-	-	-	1,810.90
Finance Costs	(177.69)	(271.52)	(198.31)	(91.15)
Share Capital Suspence Account			-	216.51
Net cash flow generated from/ (utilised in) financing activities (C)	992.09	(1,132.59)	1,607.29	3,595.45
Net (decrease)/ increase in cash & cash equivalents (A+B+C)	1.84	31.33	44.45	(2.95)
Cash and cash equivalents at the beginning of the period/ year	82.35	51.02	6.57	9.52
Cash and cash equivalents at the end of the period/ year				
(Refer Annexure V Note(15))	84.19	82.35	51.02	6.57

See accompanying annexures Forming part of restated Financial statements (Refer Annexure No. IV to XIII)

Note:

The Cash Flow Statement has been prepared under indirect method as set out in Accounting Standard 3, 'Cash Flow Statements' notified under Section 133 of the Companies Act, 2013.

Particulars	As at 31st December, 2024	For the year ended 31 March		
		2024	2023	2022
CASH & CASH EQUIVALENT				
As per the balance sheet - Cash & Cash Equivalent	106.65	106.18	72.53	21.97
Less: Fixed deipoist with bank				
Fixed Deposit(Pledge with bank against bank gurantee with maturity more than 3 months but less than 12 months)	17.79	22.66	21.51	15.39
Fixed Deposit (Pledge with bank against bank gurantee with maturity more than 12 months)	4.67	1.17		
Total	84.19	82.35	51.02	6.57

As per our Report of this date annexed
For R.Kothari & Co LLP
Chartered Accountants
FRN : 307069E/E300266

FOR & ON BEHALF OF BOARD OF DIRECTORS OF
Yajur Fibres Limited

SD
Pradip Debnath
Director
DIN -06729238

SD
Ashish Kankaria
Managing Director
DIN - 07532430

SD
CA Kailash Chandra Soni
Membership No. 057620
Partner
Place :Kolkata
Dated: 03-02-2025
UDIN: 25057620BMHZBG4176

SD
Manoj Bajaj
CFO

SD
Sulekha Dutta
Company Secretary

YAJUR FIBRES LIMITED
Significant Accounting Policies

A. CORPORATE INFORMATION:

Yajur Fibres Limited (the "Company") is a public limited company duly incorporated on the 7th day of August, 1980, under the provisions of the Companies Act, 1956. The registered office of the Company is situated at 5, Middleton Street, Kolkata, West Bengal, 700071. The Company is primarily engaged in the manufacturing of textile goods.

B. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statement is prepared under the historical cost convention on the "Accrual Concept" and Going Concern assumptions of accountancy in accordance with the accounting principles generally accepted in India and comply with the accounting standards as prescribed by Companies (Accounting Standard) Rules, 2021 and with the relevant provisions of the Companies Act, 2013 and rules made there under.

The Restated Statement of Assets and Liabilities of the Company for the period ending as on December 31, 2024 and year ending as on March 31, 2024, March 31, 2023, March 31, 2022, and the Restated Statement of Profit and Loss and Restated Statements of Cash Flows for the period and financial year ended on December 31, 2024, March 31, 2024, March 31, 2023, March 31, 2022, and the annexure thereto (collectively, the "Restated Financial Statements") have been extracted by the management from the Audited Financial Statements of the Company.

The financial statements of the company have been prepared and presented in accordance with the Generally Accepted Accounting Principles (GAAP). GAAP comprises the Accounting Standards notified u/s S.133 read with S.469 of the Companies Act, 2013. The accounting policies have been framed, keeping in view the fundamental accounting assumptions of Going Concern, Consistency and Accrual, as also basic considerations of Prudence, Substance over form, and Materiality. These have been applied consistently, except where a newly issued accounting standard is initially adopted or a revision in the existing accounting standards require a revision in the accounting policy so far in use. The need for such a revision is evaluated on an ongoing basis.

The Financial Statements have been prepared on a going concern basis, in as much as the management neither intends to liquidate the company nor to cease operations. Accordingly, assets, liabilities, income and expenses are recorded on a Going Concern basis. Based on the nature of products and services, and the time between the acquisition of assets and realization in cash or cash equivalents, the company has ascertained its operating cycle as 12 months for the purposes of current and non-current classification of assets and liabilities.

C. 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.

D. PROPERTY, PLANT & EQUIPMENT:

Properties, Plant & Equipment including intangible assets of the Company have been stated at cost of acquisition, less accumulated depreciation. Cost includes all expenses incurred to bring the assets to its present location and condition. Capital Work in Progress comprises the cost to fixed assets that are not ready for the intended use at the reporting date.

The Company has adopted the cost model for all classes of Property, Plant, and Equipment, except in case of the factory Land and Building situated at Phuleswar, Howrah, where the revaluation model has been followed.

YAJUR FIBRES LIMITED
Significant Accounting Policies

E. DEPRECIATION:

Depreciation is provided on Straight line method over the useful life of the assets in accordance with schedule – II of Companies Act, 2013 except for the plant and machinery. Depreciation @ 2.5% p.a. (on pro rata basis) is charged for Plant & Machinery under SLM method based upon evaluation carried by the technical valuer.

Depreciation on assets acquired/sold during the year is recognized on a pro-rata basis to the statement of profit and loss till the date of acquisition/sale.

The carrying amount of assets is reviewed at each balance sheet date if there is any indication of impairment based on internal/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.

F. INVENTORIES:

Inventory of the Company have been valued as follows:

i) Raw Material	At Cost
ii) Work in Progress	At Estimated Cost
iii) Stores & Spares	At Weighted average Cost.
iv) Finished Goods	At Cost or Net realizable value whichever is lower.

G. REVENUE RECOGNITION:

i) Sale of Product

- a) Sales are stated at net of sales returns and Discounts. Raw material consumed are shown net of Sale of Raw materials.
- b) All Export Sales in foreign currency are recorded at the rates of exchange prevailing on the dates when the relevant transactions take place.

ii) Interest Income

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

iii) Insurance Claim

The company recognizes insurance claims when the recoverability to the claim is established with a reasonable certainty which generally coincide as and when received.

H. GOVERNMENT GRANT:

- i) Governments grants which are given on the basis of total Investments on Plant & Machinery, other assets and all conditions relating thereto are completed, the grant are deducted from gross value of assets.
- ii) Grant/subsidy linked to the incurrence of revenue expenditure sanctioned by the government under notified scheme are recognized as income on disbursement by the Government.

YAJUR FIBRES LIMITED
Significant Accounting Policies

I. BORROWING COSTS:

Borrowing costs that are attributable to the acquisition or construction of the 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 uses or sale. All other borrowing costs are charged to revenue in the year of incurrence.

J. EMPLOYEE BENEFITS:

i) Contributions to Provident Fund are accounted for on accrual basis.

ii) The Company has adopted an Defined Benefit plan to determine and recognize the gratuity liability. The defined benefit retirement plan covers eligible employees and provides for a lump sum payment upon retirement, death during employment, or termination of employment, calculated at 15 days of salary for each completed year of service. The provision for gratuity will now be recognized in the financial statements based on actuarial valuation.

K. FOREIGN CURRENCY TRANSACTIONS:

Transactions arising in foreign currencies during the year are converted at the rates closely approximating the rates ruling on the transaction dates. Liabilities and receivables in foreign currency are restated at the year-end exchange rates. All exchange rate differences arising from conversion in terms of the above are included in the statement of profit and loss.

L. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS (AS-29):

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of the obligation can be made.

Contingent Liabilities is disclosed in Notes to the account for:-

i) Possible obligations which will be confirmed only by future events not wholly within the control of the company or

ii) Present Obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are not recognized in the financial statement since this may result in the recognition of the income that may never be realized.

M. EARNINGS PER SHARE:

Basic earnings per share are computed using the weighted average number of equity shares outstanding during the period. Diluted earnings per share are computed using the weighted average number of shares and dilutive equity equivalent shares outstanding during the period, except when results would be anti-dilutive.

N. TAXES ON INCOME:

Current tax is determined on the basis of the amount of tax payable on taxable income for the year. Deferred tax is calculated at current income tax rate and is recognized on timing differences between taxable income & accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets, subject to consideration of prudence, are recognized and carried forward only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. At each Balance Sheet date, the carrying amount of deferred tax is reviewed to reassure realization.

GENERAL:

Except wherever stated, accounting policies are consistent with the generally accepted accounting principles and have been consistently applied.

(Amount in Rs. Lakhs, unless stated otherwise)

Note 2: Restated Statement of Share capital

Particulars	As at 31.12.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
Authorised share capital (December 31 ,2024 : 1,59,71,000 of Equity shares of Rs 10 each) (F.Y 23-24 : 1,59,71,000 of Equity shares of Rs 10 each) (F.Y 22-23 : 24,71,000 of Equity shares of Rs 10 each) (FY 21-22 24,71,000) Equity Shares of Rs.10/- each	1,597.10	1,597.10	247.10	247.10
(December 31 ,2024 : 2000 of 11%Irredeemable Non- Cumulative Preference shares of Rs 100 each) (F.Y 23-24 : 2000 of 11%Irredeemable Non- Cumulative Preference shares of Rs 100 each) (F.Y 22-23 : 2000 of 11 % Irredeemable Non- Cumulative Preference shares of Rs 100 each) (F.Y 21-22 : 2000 of 11%Irredeemable Non- Cumulative Preference shares of Rs 100 each)	2.00	2.00	2.00	2.00
	1,597.10	1,599.10	249.10	249.10
Issued, subscribed and fully paid up (December 31 ,2024 : 46,36,139 of Equity shares of Rs 10 each) (F.Y 23-24 : 46,36,139 of Equity shares of Rs 10 each) (F.Y 22-23 : 24,71,000 of Equity shares of Rs 10 each) (FY 21-22 : 24,71,000) Equity Shares of Rs.10 each)	463.61	463.61	247.10	247.10
	463.61	463.61	247.10	247.10

a) Reconciliation of equity share capital

Particulars	As at 31.12.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
Balance at the beginning of the period/ year - Number of shares - Amount in ₹	46,36,139 463.61	24,71,000 247.10	24,71,000 247.10	24,71,000 247.10
Add: Shares issued during the period/year - Number of shares - Amount in ₹	- -	21,65,139 216.51	- -	- -
Balance at the end of the period/year - Number of shares - Amount in ₹	46,36,139 463.61	46,36,139 463.61	24,71,000 247.10	24,71,000 247.10

b) Terms/Rights attached to Shares

The company has one class of equity shares having a par value of Rs.10/- per share. Each Equity shareholder is eligible for one vote per share held and having same rights as to dividend. In the event of liquidation of the Company, the equity shareholders will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the Shareholders.

c) Shareholders holding more than 5% of the shares of the Company

Particulars	As at 31.12.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
Equity shares of ₹ 10 each Goldview Financial Services Ltd. - Number of shares - Percentage holding (%)	17,15,301 37.00%	17,15,301 37.00%	6,64,700 26.90%	6,64,700 26.90%
Ambica Capital Markets Ltd. - Number of shares - Percentage holding (%)	9,54,000 20.58%	9,54,000 20.58%	5,31,500 21.51%	5,31,500 21.51%
Yogesh Kumar Kankaria - Number of shares - Percentage holding (%)	4,52,027 9.75%	4,52,027 9.75%	3,18,333 12.88%	4,24,433 17.18%
Abhishek Kankaria - Number of shares - Percentage holding (%)	4,52,027 9.75%	4,52,027 9.75%	3,18,333 12.88%	4,24,433 17.18%
Ashish Kankaria - Number of shares - Percentage holding (%)	4,52,028 9.75%	4,52,028 9.75%	3,18,334 12.88%	- 0.00%

YAJUR FIBRES LIMITED
Notes Forming the Part of Restated Financial Statements

(Amount in Rs. Lakhs, unless stated otherwise)

d) Detail of Shareholding Pattern of the Promoters and Promoter Group of the Company:

Sl. No.	Promoter Shareholding Name of Shareholders	As at 31-12-24		F.Y 23-24		% Change during year
		No. of shares	% of Shares	No. of Shares	% of Shares	
	Promoter Shareholding					
1	Ambica Capital Markets Ltd.	9,54,000	20.58	9,54,000	20.58	-
2	Goldview Financial Services Ltd.	17,15,301	37.00	17,15,301	37.00	-
3	Ashish Kankaria	4,52,028	9.75	4,52,028	9.75	-
	Total (i)	31,21,329	67.33	31,21,329	67.33	-
	Promoter Group Shareholding					
1	Awanti Kumar Kankaria HUF	1,10,033	2.37	1,10,033	2.37	-
2	Abhishek Kankaria	4,52,027	9.75	4,52,027	9.75	-
3	Score Information Technologies Ltd	56,800	1.23	56,800	1.23	-
4	Yogesh Kumar Kankaria	4,52,027	9.75	4,52,027	9.75	-
5	Chandra Udyog	18,000	0.39	18,000	0.39	-
6	A K K Vinimay Private Limited	62,391	1.35	62,391	1.35	-
7	Aryaman Marketing Private Limited	62,391	1.35	62,391	1.35	-
8	Panchjanya Distributors Private Limited	65,500	1.41	65,500	1.41	-
9	Sushil Kumar Bhutoria	16	0.00	16	0.00	-
10	Aadhunik Real Estate Private Limited	3,250	0.07	3,250	0.07	-
11	Auckland Services and Securities Ltd	8,125	0.18	8,125	0.18	-
12	Poonam Carpets and Mattings Limited	11,375	0.25	11,375	0.25	-
13	CCL Industries and Securities Limited	26,000	0.56	26,000	0.56	-
14	Alexendra Jute Mills Private Ltd	1,31,625	2.84	1,31,625	2.84	-
15	Abhishek Carpets and Felts Ltd	55,250	1.19	55,250	1.19	-
	Total (ii)	15,14,810	32.67	15,14,810	32.67	-
	Total (i)+(ii)	46,36,139	100.00	46,36,139	100.00	-

S.NO.	Promoter Shareholding Name of Shareholders	F.Y 23-24		F.Y 22-23		% Change during year
		No. of shares	% of Shares	No. of Shares	% of Shares	
	Promoter Shareholding					
1	Ambica Capital Markets Ltd.	9,54,000	20.58	5,31,500	21.51	(0.93)
2	Goldview Financial Services Ltd.	17,15,301	37.00	6,64,700	26.90	10.10
3	Ashish Kankaria	4,52,028	9.75	3,18,334	12.88	(3.13)
	Total (i)	31,21,329	67.33	15,14,534	61.29	-
	Promoter Group Shareholding					
1	Awanti Kumar Kankaria HUF	1,10,033	2.37	1,10,000	4.45	(2.08)
2	Abhishek Kankaria	4,52,027	9.75	3,18,333	12.88	(3.13)
3	Score Information Technologies Ltd	56,800	1.23	56,800	2.30	(1.07)
4	Yogesh Kumar Kankaria	4,52,027	9.75	3,18,333	12.88	(3.13)
5	Chandra Udyog	18,000	0.39	18,000	0.73	(0.34)
6	A K K Vinimay Private Limited	62,391	1.35	51,000	2.06	(0.72)
7	Aryaman Marketing Pvt Ltd	62,391	1.35	51,000	2.06	(0.72)
8	Panchjanya Distributors Private Limited	65,500	1.41	33,000	1.34	0.08
9	Sushil Kumar Bhutoria	16	0.00	-	-	0.00
10	Aadhunik Real Estate Private Limited	3,250	0.07	-	-	0.07
11	Auckland Services & Securities Ltd	8,125	0.18	-	-	0.18
12	Poonam Carpets and Mattings Limited	11,375.00	0.25	-	-	0.25
13	CCL Industries & Securities Limited	26,000	0.56	-	-	0.56
14	Alexendra Jute Mills Private Ltd	1,31,625	2.84	-	-	2.84
15	Abhishek Carpets & Felts Ltd	55,250	1.19	-	-	1.19
	Total (ii)	15,14,810	32.67	9,56,466	38.71	-
	Total (i)+(ii)	46,36,139	100.00	24,71,000	100.00	-

S.NO.	Promoter Shareholding Name of Shareholders	F.Y 22-23		F.Y 21-22		% Change during year
		No. of shares	% of Shares	No. of Shares	% of Shares	
	Promoter Shareholding					
1	Ambica Capital Markets Ltd.	5,31,500	21.51	5,31,500	21.51	-
2	Goldview Financial Services Ltd.	6,64,700	26.90	6,64,700	26.90	-
3	Ashish Kankaria	3,18,334	12.88	1,06,134	4.30	8.58
	Total (i)	15,14,534	61.29	13,02,334	52.70	-
	Promoter Group Shareholding					
1	Awanti Kumar Kankaria HUF	1,10,000	4.45	1,10,000	4.45	-
2	Abhishek Kankaria	3,18,333	12.88	4,24,433	17.18	(4.29)
3	Score Information Technologies Ltd	56,800	2.30	56,800	2.30	-
4	Yogesh Kumar Kankaria	3,18,333	12.88	4,24,433	17.18	(4.29)
5	Chandra Udyog	18,000	0.73	18,000	0.73	-
6	A K K Vinimay Private Limited	51,000	2.06	51,000	2.06	-
7	Aryaman Marketing Pvt Ltd	51,000	2.06	51,000	2.06	-
8	Panchjanya Distributors Private Limited	33,000	1.34	33,000	1.34	-
	Total (ii)	9,56,466	38.71	11,68,666	47.30	-
	Total (i)+(ii)	24,71,000	100.00	24,71,000	100.00	-

e) Detail of Share Capital Transactions carried out in the 5 years immediately preceding the Balance Sheet Date:

Particulars	As at 31.12.2024		As at 31.03.2024		As at 31.03.2023		As at 31.03.2022	
	No. of Share	Amount	No. of Share	Amount	No. of Share	Amount	No. of Share	Amount
a) Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash, (allotted due to the scheme of amalgamation on 01.04.2023)	21,65,139	216.51	21,65,139	216.51	Nil	Nil	Nil	Nil
b) Aggregate number and class of shares allotted as fully paid up by way of bonus shares	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Aggregate number and class of shares bought back	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

YAJUR FIBRES LIMITED
Notes Forming the Part of Restated Financial Statements

(Amount in Rs. Lakhs, unless stated otherwise)

Note 3: Share Capital Suspense A/C

Particulars	As at 31.12.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
Share Capital Suspense A/C				
At the beginning of the Year	-	216.51	-	-
	-			
Add: During the Year (21,65,139 Equity Share of Rs.10/- each to be issued pursuant to scheme of amalgamation) (Refer Note No. 31)			216.51	216.51
Less: Transfer to Paid up Share Capital	-	(216.51)	-	-
Balance at the end of the period/year	-	-	216.51	216.51

Note 4: Restated Statement of Reserves and surplus

Particulars	As at 31.12.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
A. Securities premium account				
Balance at the beginning of the period / year	852.15	852.15	852.15	258.98
Add : On shares issued	-	-	-	-
Less : Utilisation of premium for redemption of preference shares	-	-	-	-
Add/Less: Adjustment due to amalgamation (Refer Note No.31)			-	593.18
Balance at the end of the period/year	852.15	852.15	852.15	852.15
B. Capital Reserve	102.00	102.00	102.00	2.00
Add/Less: Adjustment due to amalgamation (Refer Note No. 31)*		-	-	100.00
	102.00	102.00	102.00	102.00
*The capital reserve was pre existing in the transferor company and transferred from the transferor company to the transferee company and not due to effect of amalgamation.				
C. Revaluation Reserve				
Balance at the beginning of the period / year	687.60	687.60	687.60	741.35
Add : Additions/(Adjusted) during the year				(53.75)
Less : Earlier year adjustment				
Balance at the end of the period/year	687.60	687.60	687.60	687.60
D. General Reserve				
Balance at the beginning of the period / year	1,274.13	1,274.13	1,274.13	104.50
Add : During the Year	-	-	-	-
Add: Reversal of Revaluation Reserve				53.75
Add/Less: Adjustment due to amalgamation (Refer Note No. 31)	-	-	-	1,115.88
Balance at the end of the period/year	1,274.13	1,274.13	1,274.13	1,274.13
C. Surplus in the Restated Summary Statement of Profit and Loss				
Balance at the beginning of the period/year	375.51	(51.28)	(406.39)	(14.39)
Add : Transferred from the Restated Statement of Profit and Loss	1,085.51	426.79	355.12	17.18
Less: Earlier year Gratuity	-	-	-	143.90
Less: Reversal of deferred tax		-	-	213.82
Less: Tax on proposed dividend			-	
Less: Proposed dividend				
Add/Less: Adjustment due to Revaluation Reserve			-	
Less: Earlier Year Depreciation Expenses	-	-	-	53.31
Add/Less: Adjustment due to amalgamation (Refer Note No. 31)		-	-	1.84
Balance at the end of the period/year	1,461.02	375.51	(51.28)	(406.39)
TOTAL (A+B)	4,376.87	3,291.38	2,864.59	2,509.50

YAJUR FIBRES LIMITED
Notes Forming the Part of Restated Financial Statements

(Amount in Rs. Lakhs, unless stated otherwise)

Note 5: Restated Statement of Long- term borrowings

Particulars	As at 31.12.2024		As at 31 March					
			2024		2023		2022	
	Current Maturities	Non Current	Current Maturities	Non Current	Current Maturities	Non Current	Current Maturities	Non Current
Secured Loan								
ICICI Car Loan (refer note 5A)	1.68	8.35	-	-	-	-	-	-
Unsecured Loan								
From Directors	-	-	-	-	-	-	-	-
From Related Parties*	723.34	1,085.00	1,232.34	1,085.00	871.00	1,555.00	425.00	605.00
From Body Corporates	-	-	-	-	-	-	-	-
	723.34	1,085.00	1,232.34	1,085.00	871.00	1,555.00	425.00	605.00
TOTAL	725.02	1,093.35	1,232.34	1,085.00	871.00	1,555.00	425.00	605.00

*Interest rate on unsecured Loan range from 7% to 8% p.a

Note 5A

SL. No.	Bank Name	Amount Sanctioned (Rs. In Lakhs)	No. of Installments	Amount of Installments	Last Installment on	Nature of Security	Loan Outstanding as at 31.12.2024	Non Current (Repayable after 12 months)	Current (Repayable within 12 months)	Loan Outstanding as at 31.03.2024	Non Current (Repayable after 12 months)	Current (Repayable within 12 months)	Loan Outstanding as at 31.03.2023	Non Current (Repayable after 12 months)	Current (Repayable within 12 months)	Loan Outstanding as at 31.03.2022	Non Current (Repayable after 12 months)	Current (Repayable within 12 months)
Vehicle Loan from Bank							Rs. In Lacs											
1	ICICI Bank Car Loan 1	5.39	60 equal monthly installment.	Rs. 0.11 Lakhs each (Including Interest).	1st July 2029	Hypothecation of Vehicle financed against the loan.	5.03	4.11	0.92	-	-	-	-	-	-	-	-	-
2	ICICI Bank Car Loan 2	5.00	60 equal monthly installment.	Rs. 0.10 Lakhs each (Including Interest).	1th Jan 2030	Hypothecation of Vehicle financed against the loan.	5.00	4.24	0.76	-	-	-	-	-	-	-	-	-
						Total	10.03	8.35	1.68	-	-	-	-	-	-	-	-	-
<i>Interest Rates on Vehicle Loans varies from 9.15% p.a. to 9.45% p.a.</i>																		

YAJUR FIBRES LIMITED
Notes Forming the Part of Restated Financial Statements

Note 6: Deferred tax Liabilities (Net)

(Amount in Rs. Lakhs, unless stated otherwise)

Particulars	As at 31st December 2024	As at 31st March		
		2024	2023	2022
As Per Last Financial Statement		272.97	248.26	(0.25)
Deferred tax liabilities	294.84			
Depreciation and amortisation	25.47	31.92	31.92	253.58
Add/Less: Adjustment due to amalgamation (Refer Note No. 31)	-	-	-	41.80
	320.31	304.89	280.18	295.13
Deferred tax assets				
Provision for employee benefits	(11.43)	10.05	7.21	46.87
	(11.43)	10.05	7.21	46.87
Deferred tax (assets) / liabilities	331.74	294.84	272.97	248.26

Also Refer Note 26 (Annexure VI) of the Restated Financial Statements

Note 7: Restated Statement of Provisions

Particulars	As at 31st December 2024		As at 31st March					
			2024		2023		2022	
	Long-term	Short-term	Long-term	Short-term	Long-term	Short-term	Long-term	Short-term
Provision for employee benefits								
Opening balance	230.46	24.35	192.33	22.56	167.09	20.64	-	-
Provision for gratuity (refer note (a))								
Add: Addition due to Amalgamation								
Add: During the Year	(46.22)	0.81	38.13	1.79	25.24	1.92	167.09	19.15
Others								
Provision for tax net of Advance	-	204.57	-	-	-	-	-	1.49
Tax(Including TDS and TCS)								
Total	184.24	229.73	230.46	24.35	192.33	22.56	167.09	20.64

Note:**(a) Gratuity**

The Company provides for gratuity benefit under a defined benefit retirement scheme (the "Gratuity Scheme") as laid out by the Payment of Gratuity Act, 1972 of India covering eligible employees. The Gratuity Scheme provides for a lump-sum payment to employees who have completed at least five years of service with the Company, based on salary and tenure of employment. Liabilities with regard to the Gratuity Scheme are determined by actuarial valuation carried out using the Projected Unit Credit Method by an independent actuary. The Gratuity Scheme is a non-funded scheme and the Company intends to discharge this liability through its internal resources.

Note 8: Restated Statement of Short- term borrowings

Particulars	As at 31st December 2024	As at 31st March		
		2024	2023	2022
Secured Loan				
Union Bank				
Working Capital Loan	-	-	-	642.00
ICICI Bank				
Working Capital Loan	1,967.95	-	1,051.60	-
Export Packing Credit Loan	-	299.19	-	-
From ICICI Bank				
(i) Primary: Secured by Exclusive charge on entire current assets and moveable Fixed Assets of the company (excluding assets exclusively charged to term Lenders)				
(ii) Collateral: Secured by equitable :-				
(a) Exclusive charge on immovable factory land and building at Uluberia,Howrah,West Bengal owned by Group company Yajur Fibres Limited				
(iii) Personal Guarantee: Personal Guarantee From Sri Awanti Kumar Kankaria				
ICICI Car Loan	1.68	-	-	-
Unsecured Loan				
Loan from related party	723.34	1,232.34	871.00	425.00
Total	2,692.97	1,531.53	1,922.60	1,067.00

YAJUR FIBRES LIMITED
Notes Forming the Part of Restated Financial Statements

(Amount in Rs. Lakhs, unless stated otherwise)

Note 9: Restated Statement of Trade payables

Particulars	As at 31st December, 2024	As at 31st March		
		2024	2023	2022
Dues of micro and small enterprises (refer Note No. 32)	5.32	3.77	4.56	9.54
Dues other than micro and small enterprises	622.77	380.79	533.97	83.48
Total	628.09	384.56	538.53	93.02

TRADE PAYABLE AGEING AS ON 31.12.2024

PARTICULARS	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 years	Total
(i) MSME	5.32	-	-	-	5.32
(ii) Others	622.77	-	-	-	622.77
(iii) Disputed Dues- MSME	-	-	-	-	-
(iv) Disputed Dues- Others	-	-	-	-	-
Total	628.09	-	-	-	628.09

TRADE PAYABLE AGEING AS ON 31.03.2024

PARTICULARS	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 years	Total
(i) MSME	3.77	-	-	-	3.77
(ii) Others	380.79	-	-	-	380.79
(iii) Disputed Dues- MSME	-	-	-	-	-
(iv) Disputed Dues- Others	-	-	-	-	-
Total	384.56	-	-	-	384.56

TRADE PAYABLE AGEING AS ON 31.03.2023

PARTICULARS	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 years	Total
(i) MSME	4.56	-	-	-	4.56
(ii) Others	533.31	0.66	-	-	533.97
(iii) Disputed Dues- MSME	-	-	-	-	-
(iv) Disputed Dues- Others	-	-	-	-	-
Total	537.87	0.66	-	-	538.53

TRADE PAYABLE AGEING AS ON 31.03.2022

PARTICULARS	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 years	Total
(i) MSME	9.54	-	-	-	9.54
(ii) Others	83.42	0.06	-	-	83.48
(iii) Disputed Dues- MSME	-	-	-	-	-
(iv) Disputed Dues- Others	-	-	-	-	-
Total	92.96	0.06	-	-	93.02

Note 10: Restated Statement of Other current liabilities

Particulars	As at 31st December 2024	As at 31 March		
		2024	2023	2022
Advance from Customers	21.95	31.69	2.29	8.29
Interest Payable	264.63	223.51	240.91	113.66
Other payables				
Statutory Dues	23.14	27.18	23.87	12.75
Liabilities for Expenses	199.33	188.03	184.37	125.72
Total	509.05	470.41	451.44	260.42

<p style="text-align: center;">YAJUR FIBRES LIMITED Notes Forming the Part of Restated Financial Statements</p>											
Note - 11											
Property, Plant & Equipment & Intangible Assets											
<i>(Amount in Rs. Lakhs, unless stated)</i>											
As at 31-12-2024											
PARTICULARS	GROSS BLOCK				DEPRECIATION BLOCK				NET BLOCK		
	As at 01-04-2024	Addition/ Adjustments during the year	Deduction/ Adjustments during the year	As at 31-12-2024	As at 01-04-2024	Adjustment due to amalgamation	Provided during the year	Deduction/ Adjustments during the year	As at 31-12-2024	As at 31-12-2024	As at 31-03-2024
Property, Plant & Equipment											
Land	915.02	-	-	915.02	-	-	-	-	-	915.02	915.02
Building	1,820.02	67.08	-	1,887.10	356.37	-	37.80	-	394.17	1,492.93	1,463.66
Plant & Machinery	3,283.77	83.70	-	3,367.47	1,250.54	-	66.48	-	1,317.02	2,050.45	2,033.23
Vehicle	-	9.02	-	9.02	-	-	0.34	-	0.34	8.68	-
Furniture & Fixture	19.88	-	-	19.88	3.22	-	2.86	-	6.08	13.81	16.67
Computer	20.75	-	-	20.75	19.72	-	-	-	19.72	1.03	1.03
Office Equipment	2.40	1.15	-	3.55	0.67	-	0.70	-	1.37	2.18	1.73
TOTAL	6,061.84	160.95	-	6,222.80	1,630.52	-	108.18	-	1,738.70	4,484.10	4,431.34
<i>(Amount in Rs. Lakhs, unless stated)</i>											
As at 31-03-2024											
PARTICULARS	GROSS BLOCK				DEPRECIATION BLOCK				NET BLOCK		
	As at 01-04-2023	Addition/ Adjustments during the year	Deduction/ Adjustments during the year	As at 31-03-2024	As at 01-04-2023	Adjustment due to amalgamation	Provided during the year	Deduction/ Adjustments during the year	As at 31-03-2024	As at 31-03-2024	As at 31-03-2023
Property Plant & Equipment											
Land	915.02	-	-	915.02	-	-	-	-	-	915.02	915.02
Building	1,779.49	40.53	-	1,820.02	307.27	-	49.10	-	356.37	1,463.66	1,472.22
Plant & Machinery	3,089.45	194.32	-	3,283.77	1,164.92	-	85.62	-	1,250.54	2,033.23	1,924.53
Vehicle	-	-	-	-	-	-	-	-	-	-	-
Furniture & Fixture	13.41	6.47	-	19.88	3.12	-	0.10	-	3.22	16.67	10.29
Computer	20.75	-	-	20.75	19.72	-	-	-	19.72	1.03	1.03
Office Equipment	2.40	-	-	2.40	0.65	-	0.02	-	0.67	1.73	1.75
TOTAL	5,820.54	241.32	-	6,061.84	1,495.68	-	134.84	-	1,630.52	4,431.34	4,324.85
<i>(Amount in Rs. Lakhs, unless stated)</i>											
As at 31-03-2023											
PARTICULARS	GROSS BLOCK				DEPRECIATION BLOCK				NET BLOCK		
	As at 01-04-2022	Addition/ Adjustments during the year	Deduction/ Adjustments during the year	As at 31-03-2023	As at 01-04-2022	Adjustment due to amalgamation	Provided during the year	Deduction/ Adjustments during the year	As at 31-03-2023	As at 31-03-2023	As at 31-03-2022
Property Plant & Equipment											
Land	915.02	-	-	915.02	-	-	-	-	-	915.02	915.02
Building	961.19	818.30	-	1,779.49	284.06	-	23.21	-	307.27	1,472.22	677.13
Plant & Machinery	2,923.69	165.76	-	3,089.45	1,083.91	-	81.01	-	1,164.92	1,924.53	1,839.78
Vehicle	-	-	-	-	-	-	-	-	-	-	-
Furniture & Fixture	2.69	10.72	-	13.41	2.26	-	0.85	-	3.12	10.29	0.43
Computer	20.75	-	-	20.75	19.72	-	-	-	19.72	1.03	1.04
Office Equipment	0.44	1.96	-	2.40	0.34	-	0.31	-	0.65	1.75	0.10
TOTAL	4,823.79	996.75	-	5,820.54	1,390.29	-	105.39	-	1,495.68	4,324.85	3,433.50
<i>(Amount in Rs. Lakhs, unless stated)</i>											
As at 31-03-2022											
PARTICULARS	GROSS BLOCK				DEPRECIATION BLOCK				NET BLOCK		
	As at 01-04-2021	Addition/ Adjustments during the year	Deduction/ Adjustments during the year	As at 31-03-2022	As at 01-04-2021	Adjustment due to amalgamation	Provided during the year	Deduction/ Adjustments during the year	As at 31-03-2022	As at 31-03-2022	As at 31-03-2021
Property Plant & Equipment											
Land	915.02	-	-	915.02	-	-	-	-	-	915.02	915.02
Building	235.29	725.90	-	961.19	223.52	47.51	13.03	-	284.06	677.13	11.77
Plant & Machinery	-	2,923.69	-	2,923.69	-	1,007.53	76.38	-	1,083.91	1,839.78	-
Vehicle	-	-	-	-	-	-	-	-	-	-	-
Furniture & Fixture	-	2.69	-	2.69	-	2.14	0.12	-	2.26	0.43	-
Computer	-	20.75	-	20.75	-	19.72	-	-	19.72	1.04	-
Office Equipment	-	0.44	-	0.44	-	0.32	0.02	-	0.34	0.10	-
TOTAL	1,150.31	3,673.47	-	4,823.79	223.52	1,077.22	89.54	-	1,390.29	3,433.50	926.79

YAJUR FIBRES LIMITED
Notes Forming the Part of Restated Financial Statements

(Amount in Rs. Lakhs, unless stated otherwise)

Note 12: Restated Statement of Non-current investments

Particulars	As at 31st December 2024	As at 31st March		
		2024	2023	2022
Other than trade Investment in Equity shares Unquoted, Fully Paid Palak Sarees Trading Private Limited (December 31, 2024: 20,800 Equity Shares of Rs 10/- each) (F.Y 23-24 : 20,800 Equity Shares of Rs 10/- each) (F.Y 22-23 : 20,800 Equity Shares of Rs 10/- each) (F.Y 21-22 : 20,800 Equity Shares of Rs 10/- each)	61.15	61.15	61.15	61.15
AUCKLAND SERVICES AND SECURITIES LIMITED (December 31,2024 : 1,000 Equity Shares of Rs 10/- each) (F.Y 23-24 : 1,000 Equity Shares of Rs 10/- each) (F.Y 22-23 : 1,000 Equity Shares of Rs 10/- each) (F.Y 21-22 1,000 Equity Shares of Rs 10/- each)	0.10	0.10	0.10	0.10
BORN 2 FLAAUNT LIMITED (December 31,2024 9,000 Equity Shares of Rs 10/- each) (F.Y 23-24 9,000 Equity Shares of Rs 10/- each) (FY 22-23 9,000 Equity Shares of Rs 10/- each) (F.Y 21-22 9,000 Equity Shares of Rs 10/- each)	0.90	0.90	0.90	0.90
				-
Total	62.15	62.15	62.15	62.15

Particulars	As at 31st December 2024	As at 31st March		
		2024	2023	2022
Aggregate value of Quoted investments	-	-	-	-
Aggregate market value of Quoted investments	-	-	-	-
Aggregate Carrying value of Unquoted investments	62.15	62.15	62.15	62.15
Aggregate provision for diminution in value of Investment	-	-	-	-

YAJUR FIBRES LIMITED
Notes Forming the Part of Restated Financial Statements

Note 13: Restated Statement of Inventories

(Amount in Rs. Lakhs, unless stated otherwise)

Particulars	As at 31st December 2024	As at 31st March		
		2024	2023	2022
(As taken, valued and certified by Management)				
Raw Material*	1,095.16	798.25	755.58	546.55
Work-in-progress	373.77	292.25	223.14	184.69
Finished Goods	3,052.34	798.55	1,582.55	362.25
Stores & Spares	173.86	169.99	166.30	177.36
Inventories are stated at Cost or Net Reliasable value whichever is lower.				
* Raw material includes Material in Transit amounting to Rs.286.09 lacs In FY 23-24				
Total	4,695.13	2,059.04	2,727.57	1,270.85

Note 14: Restated Statement of Trade receivables

Particulars	As at 31st December 2024	As at 31st March		
		2024	2023	2022
(Unsecured and Considered Good)				
Trade Receivables	616.88	722.56	445.30	259.37
Total	616.88	722.56	445.30	259.37

TRADE RECEIVABLE AGEING AS ON 31.12.2024

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 Year	1 year - 2 year	2 year - 3 year	More than 3 years	Total
(i) Undisputed Trade Receivable - Considered Good	615.36	1.53	-	-	-	616.88
(ii) Undisputed Trade Receivable - Considered Doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivable - Considered Good	-	-	-	-	-	-
(iv) Disputed Trade Receivable - Considered Doubtful	-	-	-	-	-	-
Total	615.36	1.53	-	-	-	616.88

TRADE RECEIVABLE AGEING AS ON 31.03.2024

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 Year	1 year - 2 year	2 year - 3 year	More than 3 years	Total
(i) Undisputed Trade Receivable - Considered Good	713.26	7.06	2.24	-	-	722.56
(ii) Undisputed Trade Receivable - Considered Doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivable - Considered Good	-	-	-	-	-	-
(iv) Disputed Trade Receivable - Considered Doubtful	-	-	-	-	-	-
Total	713.26	7.06	2.24	-	-	722.56

TRADE RECEIVABLE AGEING AS ON 31.03.2023

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 Year	1 year - 2 year	2 year - 3 year	More than 3 years	Total
(i) Undisputed Trade Receivable - Considered Good	431.45	6.07	7.79	-	-	445.30
(ii) Undisputed Trade Receivable - Considered Doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivable - Considered Good	-	-	-	-	-	-
(iv) Disputed Trade Receivable - Considered Doubtful	-	-	-	-	-	-
Total	431.45	6.07	7.79	-	-	445.30

TRADE RECEIVABLE AGEING AS ON 31.03.2022

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 Year	1 year - 2 year	2 year - 3 year	More than 3 years	Total
(i) Undisputed Trade Receivable - Considered Good	248.80	5.89	0.32	4.36	-	259.37
(ii) Undisputed Trade Receivable - Considered Doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivable - Considered Good	-	-	-	-	-	-
(iv) Disputed Trade Receivable - Considered Doubtful	-	-	-	-	-	-
Total	248.80	5.89	0.32	4.36	-	259.37

YAJUR FIBRES LIMITED
Notes Forming the Part of Restated Financial Statements

Annexure - V

Note 15: Restated Statement of Cash and bank balances

(Amount in Rs. Lakhs, unless stated otherwise)

Particulars	As at 31st December 2024	As at 31st March		
		2024	2023	2022
Cash and cash equivalents				
Balances with banks				
- in current accounts	11.74	5.88	47.87	2.51
- in Cash Credit accounts	-	68.95	-	-
Fixed Deposit with Banks(Pledge with Bank Against Bank Guarantee maturity less than 3 months)	66.59	-	-	-
Cash in hand (as Certified by Management)	5.86	7.52	3.14	4.06
	84.19	82.35	51.02	6.57
Other Bank Balances				
Fixed Deposit with Banks(Pledge with Bank Against Bank Guarantee maturity more than 3 months but less than 12 months)	17.79	22.66	21.51	15.39
Fixed Deposit with Banks (Pledge with Bank Against Bank Guarantee maturity more than 12 months)	4.67	1.17	-	-
	22.46	23.83	21.51	15.39
Total	106.65	106.18	72.53	21.97

Note 16: Restated Statement of Short term Loans & Advances

Particulars	As at 31st December 2024	As at 31 March		
		2024	2023	2022
(Unsecured, Considered good)				
Advances Recoverable in cash or kind or for value to be received				
Advances				
-To Employees	3.20	1.04	1.78	8.25
- To Suppliers	27.52	12.25	326.83	43.78
-To Others	34.37	12.83	30.59	34.60
Total	65.10	26.12	359.21	86.63

Note 17: Restated Statement of Other current assets

Particulars	As at 31st December 2024	As at 31st March		
		2024	2023	2022
Provision for tax net of Advance Tax(Including TDS and TCS)	-	14.17	16.91	15.53
Prepaid Expenses	7.66	4.26	2.22	2.06
ITC under GST	437.60	315.68	235.07	94.05
Security Deposit	1.85	1.85	2.22	1.90
Insurance Claim Receivable	-	-	-	152.62
Balance with Government Authorities	32.53	32.79	35.60	33.90
Total	479.65	368.75	292.02	300.07

YAJUR FIBRES LIMITED
Notes Forming the Part of Restated Financial Statements

Note 18: Restated Statement of Revenue from operations

(Amount in Rs. Lakhs, unless stated otherwise)

Particulars	1st April 2024 to 31st December 2024	For the year ended 31st March		
		2024	2023	2022
Revenue from operations				
Sales of Textile Goods	9,501.57	8,431.95	6,167.55	4,195.99
Total	9,501.57	8,431.95	6,167.55	4,195.99

Note 19: Restated Statement of Other income

Particulars	1st April 2024 to 31st December 2024	For the year ended 31st March		
		2024	2023	2022
Interest on Fixed Deposit	0.71	1.38	1.01	0.88
Interest on I.T. Refund	0.01	4.31	0.09	0.03
Dividend	-	-	0.37	0.89
Foreign Exchange Fluctuation	96.79	46.94	14.53	-
Total	97.51	52.63	16.00	1.80

Note:

The classification of 'Other income' is Non - Recurring and not related to business activity except Interest on Fixed deposit is Recurring and not related to business activity

Note 20: Restated Statement of Cost of Material Consumed

Particulars	1st April 2024 to 31st December 2024	For the year ended 31st March		
		2024	2023	2022
Opening Stock	798.25	755.58	546.55	304.77
Add: Purchase	9,076.81	5,068.79	5,158.92	3,110.78
Less: Closing Stock	1,095.16	798.25	755.58	546.55
	8,779.90	5,026.12	4,949.89	2,869.00
Less: Insurance Claim			99.00	94.42
Cost of Materials Consumed	8,779.90	5,026.12	4,850.89	2,774.58

YAJUR FIBRES LIMITED
Notes Forming the Part of Restated Financial Statements
(Amount in Rs. Lakhs, unless stated otherwise)

Note 21: Restated Statement of Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade

Particulars	1st April 2024 to 31st December 2024	For the year ended 31st March		
		2024	2023	2022
Closing Work in Progress	373.77	292.25	223.14	184.69
Closing Stock of Finished Goods	3,052.34	798.55	1,582.55	362.25
	3,426.11	1,090.80	1,805.69	546.94
Opening Work in Progress	292.25	223.14	184.69	130.07
:Addition through amalgamation (Refer Note No. 31)	-	-	-	-
Opening Stock of Finished Goods	798.55	1,582.55	362.25	326.05
:Addition through amalgamation (Refer Note No. 31)	-	-	-	-
	1,090.80	1,805.69	546.93	456.12
(Increase) / Decrease in Stock	(2,335.31)	714.89	(1,258.76)	(90.81)

Note 22: Restated Statement of Employee benefits expense

Particulars	1st April 2024 to 31st December 2024	For the year ended 31st March		
		2024	2023	2022
Salaries, Wages, Bonus & Allowances	486.26	694.73	701.22	562.86
Contribution to Provident & Other Funds	53.76	62.86	56.64	45.33
Staff Welfare Expenses	3.50	4.44	21.17	14.35
Total	543.52	762.03	779.03	622.54

Note 23: Restated Statement of Finance costs

Particulars	1st April 2024 to 31st December 2024	For the year ended 31st March		
		2024	2023	2022
Interest expense	177.69	271.52	198.31	91.15
Total	177.69	271.52	198.31	91.15

Note 24: Restated Statement of Depreciation and amortisation expense

Particulars	1st April 2024 to 31st December 2024	For the year ended 31st March		
		2024	2023	2022
Depreciation and amortisation expense	108.18	134.84	105.39	89.54
Total	108.18	134.84	105.39	89.54

YAJUR FIBRES LIMITED
Notes Forming the Part of Restated Financial Statements

Note 25: Restated Statement of Other expenses

(Amount in Rs. Lakhs, unless stated otherwise)

Particulars	1st April 2024 to 31st December 2024	For the year ended 31st March		
		2024	2023	2022
Payment to Auditors *	0.80	1.00	1.00	1.06
Stores & spares consumed	115.71	179.51	141.45	128.82
Power & Fuel	227.41	244.21	234.99	163.57
Rent	-	0.80	-	1.76
Repairs & Maintenance				
For Building	-	0.86	25.34	28.01
For Plant & Machinery	0.05	1.80	1.05	4.29
For Others	0.47	0.45	0.93	4.47
Insurance	13.39	20.05	10.00	7.22
Rates & Taxes	2.93	63.49	2.95	2.69
Shipping, Freight & Transportation Expenses	204.37	295.79	231.39	63.58
Processing Charges	163.67	110.38	182.94	36.02
Brokerage & commission	11.71	11.85	10.54	6.14
Bank Charges	34.32	24.94	19.00	-
Service Charges	12.03	35.05	44.86	23.25
Tour & Travelling Expenses	14.76	14.33	7.51	-
Consultancy & Professional Charges	10.08	14.32	17.51	-
Factory Maintenance	18.37	16.54	41.02	-
Fair & Exhibition	10.84	25.20	5.76	-
Legal Charges	6.13	15.38	10.68	-
Postage & Telegram	5.34	8.68	2.05	-
Dematerialisation Charges	-	-	-	-
Loss on Flood	-	-	77.63	-
Amalgamation Expenses	-	-	3.00	-
Donation	9.44	9.21	6.10	1.14
Inspection Charges	22.26	9.65	-	-
General Expenses	26.69	24.33	51.00	38.34
Total	910.78	1,127.80	1,128.70	510.36

Note: Auditor's remuneration (excluding tax)

Particulars	1 April 2024 to 31 December 2024	For the year ended 31 March		
		2024	2023	2022
As auditor				
Statutory audit	0.80	0.70	0.70	0.76
Tax audit	-	0.30	0.30	0.30
Other Services	-	-	-	-
	0.80	1.00	1.00	1.06

YAJUR FIBRES LIMITED
ADDITIONAL NOTES TO RESTATED FINANCIAL STATEMENT

(Amount in Rs. Lakhs, unless stated otherwise)

NOTE 26- GRATUITY

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of services is entitled to gratuity on terms as per the provisions of the Payment of Gratuity Act, 1972. The scheme is non-funded. per AS-15(Revised) are provided below:

	(₹ in lakhs)			
	1st April 2024 - 31st December 2024	31-03-2024	31-03-2023	31-03-2022
(i) Reconciliation of opening and closing balances of Defined Benefit obligation				
(a) Opening defined benefit obligation	254.81	214.89	186.24	143.90
(b) Current service cost	25.14	35.64	31.07	23.13
(c) Interest Cost	13.63	15.69	13.22	9.93
(d) Benefits paid	(6.84)	(2.80)	(3.47)	(2.03)
(e) Actuarial (gains)/losses on obligation	(77.33)	(8.60)	(12.18)	11.32
Closing benefit obligation	209.40	254.81	214.89	186.24
(ii) Fair value of asset				
(a) Employer Contribution	6.84	2.80	3.47	2.03
(b) Benefit Paid	(6.84)	(2.80)	(3.47)	(2.03)
Fair value of asset at end	-	-	-	-
(iii) Actuarial Gains/ Losses				
(a) Actuarial(gains)/Losses on obligation for the Year	(77.33)	(8.60)	(12.18)	11.32
(b) Actuarial (gains)/ Losses on asset for the Year	-	-	-	-
Actuarial Gains/ Losses recognized in Income & Expenses Statement	(77.33)	(8.60)	(12.18)	11.32
(iv) Net employee expense/(benefit)				
(a) Current service cost	25.14	35.64	31.07	23.13
(b) Interest cost on benefit obligation	13.63	15.69	13.22	9.93
(c) Net Actuarial (gain)/loss recognized in the year	(77.33)	(8.60)	12.18	11.32
Total employer expenses recognized in the Statement of Profit and Loss	(38.57)	42.73	32.11	44.37
(v) Current/Non Current Liability				
(a) Current Liability	25.16	24.35	22.56	19.15
(b) Non Current Asset/(Liability)	184.24	230.46	192.33	167.09
Net Liability /(asset) recognized in balance sheet	209.40	254.81	214.89	186.24
(vi) Balance Sheet Reconciliation				
(a) Opening net Liability	254.81	214.89	186.24	143.90
(b) Expense as above	(38.57)	42.73	32.11	44.37
(c) (Benefit Paid)	(6.84)	(2.80)	(3.47)	(2.03)
Net Liability /(asset) recognized in balance sheet	209.40	254.81	214.89	186.24
(vii) Experience adjustment				
On Plan liability (Gain)/ Losses				
viii) The principal actuarial assumption are as follows				
	1st April 2024 - 31st December 2024	31-03-2024	31-03-2023	
Assumptions				
Discount rate	7.15%	7.10%	7.30%	
Expected Return on Plan Assets	N.A.	N.A.	N.A.	
Salary increase	6.00%	6.00%	6.00%	
Withdrawal rates	Age 25 & Below: 8% p.a. 26 to 30 : 7% p.a. 31 to 35: 6% p.a. 36 to 40 : 5 % p.a. 41 to 45 : 4 % p.a. 46 to 50 : 3% p.a. 51 to 55 : 2% p.a. 56 & above : 1% p.a.	Age 25 & Below: 8% p.a. 26 to 30 : 7% p.a. 31 to 35: 6% p.a. 36 to 40 : 5 % p.a. 41 to 45 : 4 % p.a. 46 to 50 : 3% p.a. 51 to 55 : 2% p.a. 56 & above : 1% p.a.	Age 25 & Below: 8% p.a. 26 to 30 : 7% p.a. 31 to 35: 6% p.a. 36 to 40 : 5 % p.a. 41 to 45 : 4 % p.a. 46 to 50 : 3% p.a. 51 to 55 : 2% p.a. 56 & above : 1% p.a.	

YAJUR FIBRES LIMITED
ADDITIONAL NOTES TO RESTATED FINANCIAL STATEMENT

(Amount in Rs. Lakhs, unless stated otherwise)

ix) The estimates of rate of salary increase considered in the actuarial valuation takes into account inflation, seniority, promotion and all other relevant Factors including supply and demand in the employment market

NOTE 27- DEFERRED TAX

(₹ in lakhs)

Particulars	1st April 2024 - 31st December 2024	2023-2024	2022-2023	2021-22
WDV as per Income Tax Act, 1961	2,030.68	2,068.42	2,099.45	1,334.90
WDV as per Companies Act, 2013	3,558.16	3,494.71	3,398.90	2,507.55
Differential Net Timing Difference [A]	1,527.48	1,426.29	1,299.45	1,172.65
Gratuity Expense [B]	209.40	254.81	214.89	186.24
Substantively Enacted Tax Rate [C]	25.17%	25.17%	25.17%	25.17%
Addition due to amalgamation	-	-	-	-
Deferred tax on previous year Gratuity	-	-	-	36.22
Deferred Taxes (Debited)/ Credited to the Statement of Profit & Loss	36.90	21.87	24.71	242.93
Opening Net Deferred Tax Liability/ (Deferred Tax Assets)	294.84	272.97	248.26	(0.25)
Closing Liability [A-B-C] x D	331.74	294.84	272.97	248.26

NOTE 28 - Basic And Diluted Earnings Per Share

(₹ in lakhs)

Particulars		1st April 2024 - 31st December 2024	2023-2024	2022-2023	2021-22
Profit after Tax	Rs. In Lakhs	1,085.51	426.79	355.12	17.18
Present Number of equity shares of Rs. 10/- each	Nos.	46,36,139	46,36,139	24,71,000	24,71,000
Weighted average number of Equity shares (Refer Note 28A)	Nos.	46,36,139	44,87,842	24,71,000	24,71,000
Basic earnings per share	Rupees	23.41	9.51	14.37	0.70
Diluted Earning per Share	Rupees	23.41	9.51	14.37	0.70

28 (A) Reconciliation of Weighted Average Number of Shares for Diluted EPS

Particulars		1st April 2024 - 31st December 2024	2023-2024	2022-2023	2021-22
Equity Shares outstanding	Nos.	46,36,139	46,36,139	24,71,000	24,71,000
Weighted Average no. of shares outstanding	Nos.	46,36,139	44,87,842	24,71,000	24,71,000

NOTE 29 - Earning and Expenditure in Foreign currency

(₹ in lakhs)

Particulars	Currency	1st April 2024 - 31st December 2024	2023-2024	2022-2023	2021-22
Value of Imported and Indigenous Raw Material & Stores (including Components & Spare Parts) consumed					
Raw Material					
Imported	INR (In Lacs)	5,388.13	4,002.82	1,568.96	-
Indigenous	INR (In Lacs)	3,688.68	1,065.97	3,589.96	3,110.78
Total		9,076.81	5,068.79	5,158.92	3,110.78
Stores					
Imported	INR (In Lacs)	-	-	2.06	-
Indigenous	INR (In Lacs)	115.71	179.51	139.39	128.82
Total		115.71	179.51	141.45	128.82
Earning in Foreign Currency					
Export value of goods calculated on CIF basis	INR (In Lacs)	743.12	1,992.16	1,429.20	-
Expenditure in Foreign Currency					
Import of Flax	INR (In Lacs)	5,388.13	4,002.82	1,568.96	-

NOTE 30 Contingent Liabilities

(i) Contingent Liabilities not provided for in the books of accounts

(₹ in lakhs)

Particulars	1st April 2024 - 31st December 2024	2023-2024	2022-2023	2021-22
Bank Guarantee & Letter of Credit*	92.24	80.79	41.00	39.00
Income Tax Act, 1961*	67.03	67.03	67.03	73.86
VAT	-	-	-	37.16

YAJUR FIBRES LIMITED
ADDITIONAL NOTES TO RESTATED FINANCIAL STATEMENT

(Amount in Rs. Lakhs, unless stated otherwise)

NOTE 31 The scheme of arrangement for amalgamation of Yajur Bast Fibres Limited (YBFL) (Transferor Co.) with Yajur Fibres Limited (YFL) (Transferee Co.) was sanctioned by the Hon'ble NCLT vide its order dated 12th day of January 2023. The certified copies of order passed by the NCLT have been filed in Form INC-28 with MCA on 09th March 2023 & 14th March 2023 by the Transferor and Transferee Company respectively.

The transfer date of the scheme of amalgamation was 1st April 2021 and became effective from the date of filing of INC-28 with the MCA. Accordingly from 16.03.2023 onwards the YFL has continued the business of manufacturing of Textile and other diversified goods of Transferor Company in its own name and account.

Further, in terms of Clause 9 of the order, every equity shareholder of the YBFL be allotted 13 equity shares of Rs. 10/- each as fully paid up in the YFL for every 80 equity share of Rs.10/- each fully paid up held by them. As such The Transferee Company issued 21,65,139 equity share of Rs.10/- each fully paid up to the shareholder of Transferor Company. However, since Form INC-28 as filed by the company on 14th March, 2023 was approved by the MCA only on 21st April, 2023. The increased Paid up Share Capital of 21,65,139 equity share of Rs.10/- each were shown in the F.Y. 22-23 as Share Capital Suspense A/C and now the same has been transferred to Issued, Subscribed and Paid up Share Capital in this account.

Pursuant to scheme of amalgamation the authorized share capital of the Transferor Company shall stand combined with the authorized share capital of the Transferee Company. Since the INC-28 filed by the companies were approved on 21st April, 2023, the effect of clubbing of authorized share capital of Rs.13,500,000 equity share of Rs.10 each of the Transferor Company with authorized capital of the transferee company is given in this Financial Year.

Since the appointed date of the above scheme of amalgamation was 1st April 2021 as per the sanction order by the Hon'ble NCLT dated 12th day of January 2023. Hence the effect of the same has been considered in the Restated Financial statement in the financial year 2021-2022.

NOTE 32 Disclosure Under Micro, Small and Medium Enterprises Development Act, 2006

Particulars	31.12.2024	31.03.2024	31.03.2023	31.03.2022
(a) Principle amount due to micro and small enterprises	5.32	3.77	4.56	9.54
(b) Interest due on above	-	-	-	-
(c) The amount of interest paid by the buyer in terms of section 16 of Micro, Small and Medium Enterprises Development Act,2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-	-	-
(d) The amount of interest dues and payable for the period of delay in making payment but without adding the interest specified under Micro, Small and Medium Enterprises Development Act,2006	-	-	-	-
(e) The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-	-	-
(f) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of Micro, Small and Medium Enterprises Development Act, 2006	-	-	-	-

NOTE 33 Party's Balance with respect to the Trade Receivables, Trade & Other Payables, Loans & advances are subject to confirmation/reconciliation. In the opinion of management, the same are receivable/ payable as stated in the books of accounts. Hence, no effect on the profitability due to the same for the respective period and year under review.

NOTE 34 Stores and Spares parts consumed has been shown net of sale of scrap of **Rs 23.42 lacs(P.Y. 2023-24 5.88 lacs, P.Y.22-23 64.85 lacs & P.Y 21-22 26.42 lacs)**.

NOTE 35 A revaluation of land and building was carried out by an approved valuer on 31st January, 1994 that resulted in an increase in net value of land by **Rs.335.59 lacs** and Building by **Rs.160.42 lacs**. This amount has been credited to revaluation reserve account.

NOTE 36 A fresh revaluation of land and building was carried out by an approved valuer as on 31st March, 1997 which was resulted in an increase in net value of land of **Rs.341.09 lacs** and value of building by **Rs.58.01 lacs** over and above the earlier revaluation reserve account.

NOTE 37

Subsequent Events

(A)The Board of Directors of the Company in their Board meeting dated February, 03 2025 and Shareholders of the company in the Extraordinary General Meeting dated December 14,2024 have approved the allotment of 1,11,26,734 no. of equity shares of the company of face value Rs.10/- each as bonus equity shares credited as fully paid up, to the eligible shareholders of the company holding equity shares of Rs. 10/-whose name appears in the register of members/Beneficial Owners' position of the company on the record date in the ratio of 12:5 equity shares held on the record date (3rd February,2025), and the bonus is made out of free reserves as per the audited books of accounts of the company for the nine months ended 31st December, 2024. (Refer Note **Annexure X** for impact on EPS).

(B)On the 30th day of January, 2025, the Company acquired 80% of the equity share capital of Yashoda Linen Yarn Limited, a company involved in the manufacturing and trading of textile products for a consideration of Rs. 186.44 lacs, thereby making Yashoda a subsidiary of the Company, with effect from the date of acquisition.

YAJUR FIBRES LIMITED

ADDITIONAL NOTES TO RESTATED FINANCIAL STATEMENT

(Amount in Rs. Lakhs, unless stated otherwise)

NOTE 38 Additional Regulatory Information:

- 1 The Company does not own any immovable property whose title deeds are not registered in the name of the Company.
- 2 During the year/period ended, the Company has not revalued its PPE and accordingly the disclosures in respect of these matters are not applicable to it.
- 3 **Loans or advances (repayable on demand or without specifying any terms or period of repayment) to specified persons:**
The Company has not granted loans/advances in the nature of loans repayable on demand or without specifying any terms or period of repayment.
There are no intangible assets and accordingly disclosure is not applicable.
- 4 **Benami Property:**
The Company does not have any benami property. Further there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transaction Act, 1988 and rules made there under.
- 5 The Company has utilized the amount borrowed from bank or Financial Institution towards the purpose for which it was taken. In case of borrowing taken against security of current assets, quarterly return/statement filed with lender are in agreement with books of accounts.
- 6 **Willful Defaulter:**
The Company has not been declared as a wilful defaulter nor has received any show cause notice from any bank or financial institutions or government or any government authority
- 7 **Relationship with Struck off Companies:**
The Company does not have transactions with any struck off company.
- 8 No satisfaction or charge is pending for registration with registrar of companies.
- 9 The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 and does not hold any investments which are beyond the restrictions mentioned herein.
- 10 The Company has not filed any Scheme of Arrangements in terms of sections 230 to 237 of the Companies Act, 2013 with any Competent Authority.
- 11 The Company has not traded or invested in Crypto Currency .
- 12 **Undisclosed income:**
The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the period/year ended December 31, 2024 ,March 31, 2024, March 31, 2023 and March 2022 in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)
- 13 **Ratio Analysis and its elements:**
The Financial Ratios has been disclosed by the Company in **Annexure XIII**
- 14 **Utilisation of Borrowed Fund & Share Premium:**
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: (a) 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 (b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

The Company has not advanced or lent or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall: (a) 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 (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

NOTE 39 Figures are rounded off to the nearest Rupee in Lakhs , unless otherwise stated.**NOTE 40** Previous year's figure have been regrouped/rearranged whenever necessary to confirm to the current year's presentation.**The accompanying notes are an integral part of the Financial Statements**

As per our Report of this date annexed
For R.Kothari & Co LLP
Chartered Accountants
FRN : 307069E/E300266

FOR & ON BEHALF OF BOARD OF DIRECTORS OF
Yajur Fibres Limited

SD
CA Kailash Chandra Soni
Membership No. 057620
Partner
Place :Kolkata
Dated: 03-02-2025
UDIN: 25057620BMHZBG4176

SD
Pradip Debnath
Whole Time Director
DIN -06729238

SD
Ashish Kankaria
Managing Director
DIN - 07532430

SD
Manoj Bajaj
CFO

SD
Sulekha Dutta
Company Secretary

YAJUR FIBRES LIMITED
STATEMENT OF RELATED PARTY TRANSACTIONS

A. List of Related parties

(Amount in Rs. Lakhs, unless stated otherwise)

Sl. No.	Name	Relation
Directors and Key Managerial Personnel (KMP)		
1	Rohit Bhura	Director appointed on 14/12/2024
2	Pradip Debnath	Director appointed on 14/12/2024
3	Gaurav Baid	Director appointed on 14/12/2024
4	Ashish Kankaria	Managing Director appointed on 12/12/2024
5	Sulekha Dutta	Company Secretary appointed on 01/01/2025
6	Sumit Kundu	Company Secretary Resigned on 24/07/24
7	Manoj Bajaj	CFO appointed on 01/12/2024
8	Sushil Kumar Bhutoria	Ceased to be a director on 14/12/24
9	Ranjit Majumdar	Ceased to be a director on 14/12/24
10	Buddhadeb Samanta	CFO for FY 21-22 and FY 22-23
11	Satyananda Sahoo	Ceased to be a director on 24/03/24
12	Surya Prakash Dadeech	Ceased to be a director on 14/12/24
13	Shruti Kankaria	Additional Director appointed on 01/01/2025
14	Kanchan Chakraborty	Manager For FY 21-22 and FY 22-23

Enterprises having significant Influence on the entity

- 1 Goldview Financial Services Ltd
- 2 Ambica Capital Market

(₹ in lakhs)

B. Transactions with Related Parties during the year

Nature of Transactions	For the period ended 31.12.2024	For the year ended 31.03.2024	For the year ended 31.03.2023	For the year ended 31.03.2022
Loan Received/				
Goldview Financial Services Limited	1,225.00	899.28	1,396.00	370.00
Ambica Capital Market Limited	-	240.00	-	200.00
Interest Paid				
Goldview Financial Services Limited	-	117.43	-	13.25
Ambica Capital Market Limited	76.50	55.20	-	39.60
Interest Charged				
Goldview Financial Services Limited	74.95	110.89	83.53	22.80
Ambica Capital Market Limited	40.53	51.99	35.64	3.96
Loan Repayment				
Goldview Financial Services Limited	1,734.00	1,247.94	-	-
Ambica Capital Market Limited	-	-	-	200.00

C. Outstanding Balances

Nature of Transactions	As at 31-12-2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
Loan				
Goldview Financial Services Limited	1,073.34	1,582.34	1,931.00	535.00
Ambica Capital Market Limited	735.00	735.00	495.00	495.00
Interest				
Goldview Financial Services Limited	229.97	155.02	161.55	78.02
Ambica Capital Market Limited	32.10	68.07	71.28	35.64
Remuneration				
Sumit Kundu	-	5.26	4.94	3.86
Buddhadeb Samanta	-	-	5.22	4.41
Kanchan Chakraborty	-	-	5.15	4.35
Pradeep Debnath	0.87	-	-	-
Ashish Kankaria	2.57	-	-	-
Manoj Bajaj	1.99	-	-	-

YAJUR FIBRES LIMITED
RESTATED STATEMENT OF ADJUSTMENTS TO AUDITED FINANCIAL STATEMENTS

(Amount in Rs. Lakhs, unless stated otherwise)

(i) Material Regrouping :

Appropriate adjustments have been made in the Restated Financial Statements of Assets and Liabilities, Profit 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 regroupings as per the audited financial statements of the company and the requirements of SEBI Regulations.

(ii) Reconciliation of Restated Profit:

The reconciliation of Profit after tax as per audited financial statements and the Profit after tax as per Restated financial statements is presented below. This summarizes the results of restatements made in the audited accounts for the respective years/ period and its impact on the profit / loss of the company.

Particulars	For the period ended 31st December	For the year ended 31st March'24	For the year ended 31st March'23	For the year ended 31st March'22
Profit after tax as per audited/ re-audited financial statements	824.54	452.43	170.54	225.91
(i) Adjustments on account of change in accounting policies:	-	-	-	-
(ii) Other material adjustments:				
Employee benefit expenses - Gratuity	-	(39.92)	(28.66)	(42.34)
Depreciation and amortization expense	45.55	1.58	0.22	0.23
Finance cost	-	-	-	-
Income tax adjustments related to earlier years	-	-	(0.11)	-
Deferred tax adjustment	218.88	12.71	213.13	(166.74)
Preliminary Expenses written off	-	-	-	-
Provision for Income tax	(3.46)	-	-	0.11
Exceptional Items	-	-	-	-
(iii) Audit Qualifications:				
Restated profit after tax	1,085.51	426.79	355.12	17.18

Explanatory Notes to the above restatements to profit made in audited Financial Statements of the company respective years

(a) Depreciation and Amortization Expense:

The Company has inappropriately calculated depreciation by not taking useful Life as per Schedule II of the Companies Act, 2013 which has now been restated

(b) Gratuity Expense :

The company has not recognised gratuity liability as per AS 15 which now has been provided and restated

(c) Deferred tax

The company has incorrectly calculated deferred tax impact which has now been restated

(iii) Reconciliation of Restated Shareholders Funds:

The reconciliation of Shareholder's funds as per audited financial statements and Shareholder's funds as per Restated financial statements is presented below. This summarizes the results of restatements made in the audited accounts for the respective years/ period and its impact on Shareholder's funds of the company.

YAJUR FIBRES LIMITED
RESTATED STATEMENT OF ADJUSTMENTS TO AUDITED FINANCIAL STATEMENTS
(Amount in Rs. Lakhs, unless stated otherwise)

Particulars	For the period ended 31st December'24	For the year ended 31st March'24	For the year ended 31st March'23	For the year ended 31st March'22
Shareholder's funds as per Audited/ Re-audited financial statements	4,843.95	4,210.10	3,757.68	3,589.93
Opening balance adjustment	(455.09)	(429.45)	(616.83)	
(i) Adjustments on account of change in accounting policies:	-	-	-	-
(ii) Differences carried over pertaining to changes in Profit/ Loss due to Restated Effect for the period covered in Restated Financial	260.97	(25.64)	184.58	(208.74)
(iii) Differences carried over pertaining to changes in Revaluation due to Restated Effect for the period covered in Restated Financial			2.80	2.94
(iv) Differences pertaining to changes in Profit/ Loss due to Restated Effect for the period covered in Restated Financial	-	-	-	-
(v) Other material adjustments # :				
Employee benefit expenses	254.81	-	-	(143.90)
Depreciation and amortization expense	-	-	-	(53.31)
Finance cost	-	-	-	-
Income tax adjustments related to earlier years	-	-	-	-
Goodwill Written off	-	-	-	-
Deferred tax adjustment	(64.13)	-	-	(213.82)
Provision for Income Tax	-	-	-	-
Preliminary Expenses Adjustment	-	-	-	-
(v) Audit Qualifications:	-	-	-	-
Restated Shareholder's funds	4,840.48	3,754.99	3,328.20	2,973.11

Explanatory Notes to the above restatements to Net Worth made in audited Financial Statements of the company respective years

(a) Changes in Revaluation Reserves

The company has revalued the Land and building on 31 st January, 1994 and 31 st March, 1997. However , depreciation was incorrectly calculated in the earlier years, resulting in an incorrect transfer of the reserve which has now been restated

(b) Reversal of depreciation Expenses

The Company has inappropriately calculated depreciation not using useful Life as per Schedule II of the Companies Act, 2013 which has now been restated and debited to opening Profit & Loss Account for the impact related to period or before March 31,2021.

(c) Gratuity Expense recognised

Gratuity Expense which was not recognised for earlier year is now recognised and restated in opening Surplus for the impact related to period on or before March , 2021.

(d) Deferred tax Credit for Previous Year

The company has not calculated correctly the deferred tax impact on Property, Plant & Equipment and gratuity which has now been restated

(e) Changes in Profit & Loss Account

Refer Annexure VIII of Note No.(ii)

YAJUR FIBRES LIMITED
RESTATED STATEMENT OF CAPITALISATION

(₹ in lakhs)

PARTICULARS	Pre-Offer 31.12.2024	Post-Offer 31.12.2024
Debt		
- Short Term Debt	2,692.97	-
- Long Term Debt	1,093.35	-
Total Debt	3,786.32	-
Shareholders' Fund (Equity)		
- Share Capital	463.61	-
- Reserves & Surplus	4,376.87	-
Total Shareholders' Fund (Equity)	4,840.48	-
Long Term Debt / Equity (In Ratio)	0.23	-
Total Debt / Equity (In Ratio)	0.78	-

Notes:-

1. Short Term Debts represent which are expected to be paid/payable within 12 months and include installments of Term Loans repayable within 12 months.
2. Long Term Debts represent debts other than Short Term Debts as defined above but include installments of Term Loans repayable within 12 months grouped under short term debt.
3. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 31st December 2024.
4. The post issue capitalization will be determined only after the completion of the allotment of Equity Shares.

YAJUR FIBRES LIMITED
OTHER FINANCIAL INFORMATION

(₹ in lakhs)

Particulars	As at 31.12.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
Net Worth (A)	4,152.88	3,067.39	2,640.60	2,285.51
Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA)	1,602.67	801.11	667.68	439.00
Restated Profit after tax	1,085.51	426.79	355.12	17.18
Add: Prior Period Item	-	-	-	-
Adjusted Profit after Tax (B)	1,085.51	426.79	355.12	17.18
Number of Equity Share outstanding as on the End of Year/Period (C)	46,36,139	46,36,139	24,71,000	24,71,000
Weighted average no of Equity shares as on the end of the period year (D)				
- Pre Bonus (D(i))	46,36,139	44,87,842	24,71,000	24,71,000
- Post Bonus (D(ii))	1,57,62,873	1,56,14,576	84,01,400	84,01,400
Face Value per Share	10.00	10.00	10.00	10.00
Restated Basic & Diluted Earnings Per Share (Rs.) (B/D)				
- Pre Bonus (B/D(i))	23.41	9.51	14.37	0.70
- Post Bonus (B/D(ii))	6.89	2.73	4.23	0.20
Return on Net worth (%)	26.14%	13.91%	13.45%	0.75%
Net asset value per share (A/D) (Pre Bonus)	89.58	68.35	106.86	92.49
Net asset value per share (A/D(ii)) (Post Bonus)	26.35	19.64	31.43	27.20

Notes:-

1. The ratios have been Computed as per the following formulas

(i) Basic Earnings per Share

Restated Profit after Tax available to equity shareholders

Weighted average number of equity shares outstanding at the

(ii) Net Asset Value (NAV) per Equity Share

Restated Net Worth of Equity Share Holders

Number of equity shares outstanding at the

(iii) Return on Net worth (%)

Restated Profit after Tax available to equity shareholders

Restated Net Worth of Equity Share Holders

2. EBITDA represents Earnings (or Profit/ (Loss)) before Finance Costs, Income Taxes, and Depreciation and Amortization Expenses excluding other income. Extraordinary and Exceptional Items have been considered in the calculation of EBITDA as they were expense items.

3. Net Profit as restated, as appearing in the Statement of Profit and Losses, has been considered for the purpose of computing the above ratios. These ratios are computed on the basis of the Restated Financial Information of the Company.

4. Earnings per share calculations are done in accordance with Accounting Standard 20 "Earning per Share", issued by the Institute of Chartered Accountants of India.

5. Weighted average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the period adjusted by the number of Equity Shares issued during period multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period.

6. Net worth as restated, excludes revaluation reserve.

YAJUR FIBRES LIMITED
RESTATED STATEMENT OF TAX SHELTER

(₹ in lakhs)

Particulars	As at 31.12.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
Net Profit/(Loss) before taxes (A)	1,414.32	447.38	379.98	260.11
Tax Rate Applicable %	25.17%	25.17%	25.17%	25.17%
Minimum Alternate Taxes (MAT)				
Adjustments				
Add: Depreciation as per Companies act	108.18	134.84	105.39	89.54
Add: Disallowance under Income Tax Act, 1961	(22.29)	49.13	34.76	43.48
Less: Taxable under other heads of income	0.72	5.69	1.47	1.80
Less: Depreciation as per Income Tax Act, 1961	198.69	272.36	232.10	169.26
Less: Deductions under Income Tax Act, 1961				
Less : Deferred Tax Credit Adjusted for computation of Tax under 115JB of Income Tax Act				-
Net Adjustments(B)	(113.52)	(94.08)	(93.42)	(38.04)
Business Income (A+B)	1,300.80	353.30	286.56	222.07
Income from Capital Gains				
Sale Consideration	-	-	-	-
Less: Cost of Acquisition	-	-	-	-
Long/ Short Term Capital Gain	-	-	-	-
Less: Brought Forward Capital Gain	-	-	-	-
Income from Other Sources (Interest Income)	0.71	1.38	0.46	1.77
Interest on Income Tax Refund	0.01	4.31	1.01	0.03
Interest on security Deposit	-	-	-	-
Damages and claims received	-	-	-	-
Gross Total/ Taxable Income	1,301.52	358.99	288.03	223.87
Less: Deductions U/S 80JJAA			-	
Net Total/ Taxable Income	1,301.52	358.99	288.03	223.87
Unabsorbed Depreciation	138.46	358.99	288.03	223.87
Tax Payable as per Normal Rate	-	-	-	-
Tax Payable as per Special Rate:	-	-	-	-
Interest payable on above	-	-	-	-
Tax as per Income Tax (C)	292.74	-	-	-
Adjusted Book Profits for Computation of MAT U/s 1	-	-	-	-
Tax Payable as per Minimum Alternate Tax U/S 115 JB of the Income Tax Act, 1961	-	-	-	-
Interest Payable on above	-	-	-	-
Tax as per MAT (D)	-	-	-	-
Net Tax (Higher of C & D)	292.74	-	-	-
Income tax for earlier years				
Current tax as per restated Statement of Profit & Loss	292.74	-	-	-

YAJUR FIBRES LIMITED
RESTATED STATEMENT OF CONTINGENT LIABILITIES

(₹ in lakhs)

Particulars	As at 31.12.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
Claims against the company not acknowledged as Debts	Unascertainable	Unascertainable	Unascertainable	Unascertainable
Bank Guarantee (Financial)	92.24	80.79	41.00	39.00
Bank Guarantee (Performance)	NIL	NIL	NIL	NIL
Income Tax Demand	67.03	67.03	67.03	73.86
TDS Demand	NIL	NIL	NIL	NIL
Sales Tax Demand	NIL	NIL	NIL	37.16
Other monies for which the Company is contingently liable	NIL	NIL	NIL	NIL
Commitments (to the extent not provided for)	NIL	NIL	NIL	NIL
Estimated amount of contracts remaining to be executed on capital account and not provided for	NIL	NIL	NIL	NIL
Uncalled liability on shares and other investments partly paid	NIL	NIL	NIL	NIL
Other commitments	NIL	NIL	NIL	NIL
Total	159.27	147.82	108.03	150.02

YAJUR FIBRES LIMITED					Annexure XIII
RESTATED STATEMENT OF ACCOUNTING RATIOS					(₹ in lakhs)
Particulars	As at 31.12.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022	
Current Assets	5,963.41	3,282.65	3,896.63	1,938.89	
Current Liabilities	4,059.84	2,410.85	2,935.13	1,441.08	
Current Ratio	1.47	1.36	1.33	1.35	
Change	-	3%	(1%)	-	
Debt	3,786.32	2,616.53	3,477.60	1,672.00	
Equity	4,840.48	3,754.99	3,328.20	2,973.11	
Debt - Equity Ratio	0.78	0.70	1.04	0.56	
Change	-	(33%)	86%	-	
Earnings available for debt service	1,700.19	853.74	683.68	440.80	
Debt Service	3,964.01	2,888.05	3,675.91	1,763.15	
Debt - Service Coverage Ratio	0.43	0.30	0.19	0.25	
Change	0%	59%	(26%)	-	
Net Profit after Tax	1,085.51	426.79	355.12	17.18	
Average Shareholder's Equity	4,297.74	3,541.60	3,150.66	2,156.32	
Return on Equity Ratio	0.25	0.12	0.11	0.01	
Change	-	7%	1315%	-	
COGS	6,552.77	5,875.85	3,697.53	2,773.31	
Average Inventory	3,377.09	2,393.30	1,999.21	635.42	
Inventory Turnover Ratio	1.94	2.46	1.85	-	
Change	-	33%	-	-	
Net Credit Sales	9,501.57	8,431.95	6,167.55	4,195.99	
Average Trade Receivables	669.72	2,393.30	352.34	129.69	
Trade Receivables Turnover Ratio	14.19	3.52	17.50	-	
Change	-	(80%)	-	-	
Net Credit Purchase	9,076.81	5,068.79	5,158.92	3,110.78	
Average Trade Payables	506.33	461.55	311.01	41.74	
Trade Payables Turnover Ratio	17.93	10.98	16.59	-	
Change	-	(34%)	-	-	
Net Sales	9,501.57	8,431.95	6,167.55	4,195.99	
Current Assets	5,963.41	3,282.65	3,896.63	1,938.89	
Current Liabilities	4,059.84	2,410.85	2,935.13	1,441.08	
Average Working Capital	1,387.68	916.65	729.65	248.91	
Net Capital Turnover Ratio	6.85	9.20	8.45	16.86	
Change	-	9%	(50%)	-	
Net Profit	1,085.51	426.79	355.12	17.18	
Net Sales	9,501.57	8,431.95	6,167.55	4,195.99	
Net Profit Ratio	0.11	0.05	0.06	0.004	
Change	-	(12%)	1306%	-	
Earning before interest and taxes	1,592.01	718.90	578.29	351.26	
Capital Employed	8,626.80	6,371.52	6,805.80	4,645.11	
Return on Capital Employed	0.18	0.11	0.08	0.08	
Change	-	33%	12%	-	
Net Return on Investment	N/A	NA	N/A	N/A	
Cost of Investment	-	-	-	-	
Return on Investment	-	-	-	-	

YAJUR FIBRES LIMITED
RESTATED STATEMENT OF ACCOUNTING RATIOS

(₹ in lakhs)

Management explanation in cases where difference in ratio is more than 25% over previous year :

Particular	Reason (23-24/22-23)	Reason (22-23/21-22)
(i) Current Ratio	NA	NA
(ii) Debt - Equity Ratio	Ratio has decreased due to decrease in debt	Ratio has increased due to increased in debt for managing fund for increase in operating activity
(iii) Debt - Service Coverage Ratio	Ratio has increased due to increase in earning before interest, tax, depreciation and amortization	Ratio has decreased due to increase in debt for managing fund for increase in operating activity
(iv) Return on Equity Ratio	NA	Ratio has increased due to increase in Operating profit during the year
(v) Inventory Turnover Ratio	Ratio has increased due to increase in inventory of the company	NA
(vi) Trade Receivable Turnover Ratio	Ratio has decreased due to increase in credit sales	NA
(vii) Trade Payable Turnover Ratio	Ratio has decreased due to decrease in credit purchase and increase in average trade payables	NA
(viii) Net Capital Turnover Ratio	NA	Ratio has decreased due to increase in Average Working Capital
(ix) Net Profit Ratio	NA	Ratio has increased due to increase in net profit and sale of the company.
(x) Return on Capital Employed	Ratio has increased due to increase in profit	NA
(xi) Return on Investment	NA	NA

Notes:

1. As the figures were not comparable between the stub period and F.Y.23-24 no management comment has been provided.

2. The change in the ratio between FY 2020-21 and FY 2021-22 has not been provided, as the amalgamation effects were accounted for in FY 2021-22 and not in FY 2020-21. This ensures that the changes in ratio accurately reflect the company's position post-amalgamation.

As per our Report of this date annexed

For R.Kothari & Co LLP

Chartered Accountants

FRN : 307069E/E300266

FOR & ON BEHALF OF BOARD OF DIRECTORS OF

Yajur Fibres Limited

SD
CA Kailash Chandra Soni
Membership No. 057620
Partner
Place :Kolkata
Dated: 03-02-2025
UDIN: 25057620BMHZBG4176

SD
Pradip Debnath
Whole Time Director
DIN -06729238

SD
Ashish Kankaria
Managing Director
DIN - 07532430

SD
Manoj Bajaj
CFO

SD
Sulekha Dutta
Company Secretary

Independent Auditor's Assurance Report on the compilation of Proforma Consolidated Financial Information included in the Draft Red Herring Prospectus in connection with proposed Initial Public Offer of Yajur Fibres Limited

To the Board of Directors

Yajur Fibres Limited

5, Middleton street

Kolkata West Bengal —700071, India.

Report on the Compilation of Proforma Consolidated Financial Information Included in Draft Red Herring Prospectus ('DRHP')

1. We have completed our assurance engagement to report on the compilation of Proforma Consolidated Financial Information of Yajur Fibres Limited (hereinafter referred to as "the Company", and together with its subsidiary, the "Group") by the management of the Company. The Proforma Consolidated Financial Information consists of the Proforma Consolidated statement of asset and liabilities as at 31st December,2024 and 31st March,2024, the Proforma consolidated statement of profit and loss for nine months period ended 31st December,2024 and for the year ended 31st March,2024 and related notes to Proforma Consolidated Financial Information. The applicable criteria on the basis of which the Management of the Company has compiled the Proforma Consolidated Financial Information are specified in the securities and exchange board of India (Issue of Capital and Disclosure Requirements) Regulations,2018 ("SEBI Regulations"), as amended from time to time and described in note 2 of Proforma Consolidated Financial Information.
2. The Proforma Consolidated Financial Information has been compiled by the management of the company to illustrate the impact of the acquisition of Yashoda Linen Yarn Limited (the "Acquired Enterprise") subsequent to 31st December and set out in note 2 to the Proforma Consolidated Financial Information on the financial position at at 31st December,2024 and 31st March,2024 as if the aforesaid acquisition had been consummated at a date prior to first period presented.
3. As part of this process, information about the Company's Financial Position and financial performance has been extracted by the management of the Company from the Restated Financial Information of the Company as of and for the the nine months ended 31st December,2024 and as of and for the year ended 31st March,2024 on which we have issued an examination report dated 3rd February,2025. The information about the financial position and financial performance of the Acquired Enterprise have been extracted by the management of the Company from the audited special purpose financial statements of the acquired enterprise as of and for nine months ended 31st December, 2024 and audited financial of acquired enterprise as of and for the year ended 31st March,2024 on which Srimal Jain and Co. has issued the audit report.

Management's Responsibility for the Proforma Financial Information

4. The management of the Company is responsible for the compiling the Proforma Consolidated Financial Information on the basis set out in note 2 to the Proforma Consolidated Financial Information. This responsibility for designing, implementing and maintaining internal control relevant for compiling the the Proforma Consolidated Financial Information on the basis set out in note 2 to the Proforma Consolidated Financial Information that is free from material misstatement, whether due to fraud and error. The management of the company is also responsible for identifying and ensuring that the Company complies with the law and regulations applicable to its activities, including compliance with the provisions of the laws and regulations for the compilation of the the Proforma Consolidated Financial Information.

Auditor's Responsibilities

5. Our responsibility is to express an opinion, as required by the SEBI Regulations, about whether the Proforma Consolidated Financial Information have been compiled, in all material respects, by the management of the company on the basis set out in note 2 to Proforma Consolidated Financial Information ("Applicable Criteria").
6. We conducted our engagement in accordance with Standard on Assurance Engagement (SAE) 3420, Assurance Engagements to Report on the Compilation of Proforma Financial Information included in a prospectus, issued by the Institute of Chartered Accountants of India. This standard requires that we comply with the ethical requirements and plan and perform procedures to obtain reasonable assurance whether the management of the Company has compiled, in all material respects, the Proforma Consolidated Financial Information on the basis set out in Applicable Criteria.
7. For the purpose of this engagement, we are not responsible for updating or reissuing any reports any reports or opinion on any historical financial information/ Restated Financial Information/ Special purpose financial statements used in compiling the proforma consolidated financial information, nor have we, in the course of this engagement, performed an audit of review of the financial information used in compiling the proforma consolidated financial information. For our assurance engagement, we have placed reliance on the following:
 - A) The restated financial information of the company as of and for the nine months period ended 31st December,2024 and as of and for the year ended 31st March,2024.
 - B) The audited special purpose financial statements of the acquired enterprise as of and for the nine months period ended 31st December,2024 and audited financial statements as of and for the year ended 31st March,2024.
8. The purpose of Proforma Consolidated Financial Information included in the draft red herring prospectus is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for the purpose of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or the transaction as at 31st December,2024 and 31st March,2024 would have been, as presented.
9. A reasonable assurance engagement to report on whether the Proforma Consolidated Financial Information has been compiled, in all material respect, on the basis of the Applicable Criteria used by the management of the company in the compilation of the Proforma Consolidated Financial Information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:
 - A) The restated proforma adjustments give appropriate effect to those Applicable Criteria; and
 - B) The proforma Consolidated Financial Information reflects the proper application of those adjustments to the unadjusted financial information of the Group.

The procedures selected depend on the Auditor's judgement, having regard to the Auditor's understanding of the nature of the Group, the event or transaction in respect of which the Proforma Consolidated Financial Information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the Proforma Consolidated Financial Information.
10. Our work has not been carried out in accordance with the auditing or other standards and practices generally accepted in other jurisdictions and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.

11. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

12. In our opinion, the Proforma Consolidated Financial Information has been compiled, in all material respects, on the basis set out in the note 2 to the Proforma Consolidated Financial Information.

Restriction on Use and Distribution

13. This report should not in any way be construed as a reissuance or re-auditing or re-examination of any of the previous audit reports issued by us or other auditors. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
14. Our report is intended solely for use of the Board of Directors for inclusion in the DRHP to be filed with Securities and Exchange Board of India, SME platform of BSE Limited ("BSE SME") and applicable Registrar of Companies in connection with the proposed public offering of the Company and is not to be used, referred to or distributed for any other purpose.

For R. Kothari & Co. LLP

Chartered Accountants

FRN: 307069E/E300266

Peer Review No: 015227

SD

CA Kailash Chandra Soni

Partner

Membership No.: 057620

UDIN: 25057620BMHZBH7075

Place: Kolkata

Date: 03-02-2025

YAJUR FIBRES LIMITED
CIN-U17100WB1980PLC032918
5, Middleton street Kolkata -700071
Proforma Consolidated Statement of Assests and Liabilities as at 31st December,2024

(Amount in Rs. Lakhs, unless stated otherwise)

Particulars	Proforma Adjustment Note No.	Yajur Fibres Limited	Yashoda Linen Yarn Limited	Proforma Adjustments	Total
I. EQUITY AND LIABILITIES					
(1) Shareholders' Funds					
(a) Share Capital	4(A)(i)	463.61	203.00	(203.00)	463.61
(b) Reserve and Surplus	4(A)(i), (ii)	4,376.87	38.41	(31.72)	4,383.56
		4,840.48	241.41	(234.72)	4,847.17
(2) Minority Interest	4(A) (ii)	-	-	48.28	48.28
(3) Non-Current Liabilities					
(a) Long Term Borrowings		1,093.35	-	-	1,093.35
(b) Deferred Tax Liabilities (Net)		331.74	-	-	331.74
(c) Long Term Provisions		184.24	-	-	184.24
		1,609.33	-	-	1,609.33
(4) Current Liabilities					
(a) Short Term Borrowings	4(A) (iii)	2,692.97	1,032.70	186.44	3,912.11
(b) Trade Paybles - Total outstanding dues to Micro and Small Enterprises		5.32	-	-	5.32
-Total outstanding dues of creditors other than micro enterprises and small enterprise	4(A) (iv)	622.77	-	(606.96)	15.81
(c) Other Current Liabilities		509.05	129.82	-	638.87
(d) Short Term Provisions		229.73	12.92	-	242.65
		4,059.84	1,175.44	(420.52)	4,814.77
Total		10,509.66	1,416.85	(606.96)	11,319.55
II. ASSETS					
(1) Non-Current Assets					
(a) Property, Plant & Equipment & Intangible Assets					
i)Property, plant and equipment		4,484.10	-	-	4,484.10
ii)Intangible assets		-	-	-	-
iii)Capital work-in-progress		-	20.52	-	20.52
(b) Non-Current Investments		62.15	-	-	62.15
(C) Long Term Loans and Advances					
(d)Other non-current assets		-	755.70	-	755.70
		4,546.25	776.22	-	5,322.47
(2) Current Assets					
(a) Inventories	4(A) (v)	4,695.13	-		4,695.13
(b) Trade Receivables		616.88	606.96	(606.96)	616.88
(c) Cash and cash equivalents		106.65	-	-	106.65
(d) Short Term Loans & Advances		65.10	1.05	-	66.15
(e) Other Current Assets		479.65	32.62	-	512.27
		5,963.41	640.63	(606.96)	5,997.08
Total		10,509.66	1,416.85	(606.96)	11,319.55

The above statement should be read with notes to unaudited proforma consolidated Financial Information

As per our Report of this date annexed

For R.Kothari & Co LLP

Chartered Accountants

FRN : 307069E/E300266

CA Kailash Chandra Soni
Membership No. 057620
Partner
Place :Kolkata
Dated: 03-02-2025
UDIN:25057620BMHQBH7075

FOR & ON BEHALF OF BOARD OF DIRECTORS OF

YAJUR FIBRES LIMITED

SD
Ashish Kankaria
Managing Director
DIN -07532430

SD
Pradip Debnath
Director
DIN -06729238

SD
Manoj Bajaj
CFO

SD
Sulekha Dutta
Company Secretary

YAJUR FIBRES LIMITED
CIN-U17100WB1980PLC032918
5, Middleton street Kolkata -700071
Proforma Consolidated Statement of Assests and Liabilities as at 31st March,2024

(Amount in Rs. Lakhs, unless stated otherwise)

Particulars	Proforma Adjustment Note No.	Yajur Fibres Limited	Yashoda Linen Yarn Limited	Proforma Adjustments	Total
I. <u>EQUITY AND LIABILITIES</u>					
(1) <u>Shareholders' Funds</u>					
(a) Share Capital	4(A)(i)	463.61	203.00	(203.00)	463.61
(b) Reserve and Surplus	4(A)(i), (ii)	3,291.38	7.08	(7.08)	3,291.38
		3,754.99	210.08	(210.08)	3,754.99
(2) <u>Minority Interest</u>	4(A) (ii)	-	-	42.02	42.02
(3) <u>Non-Current Liabilities</u>					
(a) Long Term Borrowings		1,085.00	-	-	1,085.00
(b) Deferred Tax Liabilities (Net)		294.84	-	-	294.84
(c) Long Term Provisions		230.46	-	-	230.46
		1,610.30	-	-	1,610.30
(4) <u>Current Liabilities</u>					
(a) Short Term Borrowings	4(A) (iii)	1,531.53	412.70	186.44	2,130.67
(b) Trade Paybles					
- Total outstanding dues to Micro and Small Enterprises		3.77	-	-	3.77
-Total outstanding dues of creditors other than micro enterprises and small enterprise	4(A) (iv)	380.79	-	-	380.79
(c) Other Current Liabilities		470.41	76.46	-	546.87
(d) Short Term Provisions		24.35	2.38	-	26.73
		2,410.85	491.54	186.44	3,088.83
Total		7,776.14	701.62	18.38	8,496.14
II. <u>ASSETS</u>					
(1) <u>Non-Current Assets</u>					
(a) Property, Plant & Equipment & Intangible Assets					
i)Property, plant and equipment		4,431.34	-	-	4,431.34
ii)Intangible assets					
iii)Capital work-in-progress					
(b) Goodwill on consolidation	4(A) (ii)	-	-	18.38	18.38
(c) Non-Current Investments		62.15	-	-	62.15
(d) Long Term Loans and Advances					
(e)Other non-current assets		-	669.66	-	669.66
		4,493.49	669.66	18.38	5,181.53
(2) <u>Current Assets</u>					
(a) Inventories	4(A) (v)	2,059.04	-	-	2,059.04
(b) Trade Receivables		722.56	-	-	722.56
(c) Cash and cash equivalents		106.18	23.01	-	129.19
(d) Short Term Loans & Advances		26.22	1.05	-	27.27
(e) Other Current Assets		368.65	7.90	-	376.55
		3,282.65	31.96	-	3,314.61
Total		7,776.14	701.62	18.38	8,496.14

The above statement should be read with notes to unaudited proforma consolidated Financial Information

As per our Report of this date annexed

For R.Kothari & Co LLP
Chartered Accountants
FRN : 307069E/E300266

FOR & ON BEHALF OF BOARD OF DIRECTORS OF
YAJUR FIBRES LIMITED

SD
Ashish Kankaria
Managing Director
DIN -07532430

SD
Pradip Debnath
Director
DIN -06729238

CA Kailash Chandra Soni
Membership No. 057620
Partner
Place :Kolkata
Dated: 03-02-2025
UDIN:25057620BMHZBH7075

244 SD
Manoj Bajaj
CFO

SD
Sulekha Dutta
Company Secretary

YAJUR FIBRES LIMITED
CIN-U17100WB1980PLC032918
5, Middleton street Kolkata -700071
Proforma Consolidated Statement of Profit and Loss for the Nine months ended 31st December,2024

(Amount in Rs. Lakhs, unless stated otherwise)

Particulars	Proforma Adjustment Note No.	For the period ended 31st December, 2024			
		Yajur Fibres Limited	Yashoda Linen Yarn Limited	Proforma Adjustments	Total
Revenue					
I Revenue from Operations	4(B)(i)	9,501.57	2,694.86	(2,694.86)	9,501.57
II Other Income		97.51	17.59	-	115.10
III Total Income (I+II)		9,599.08	2,712.45	(2,694.86)	9,616.67
EXPENSES:					
IV Cost of materials consumed	4(B)(ii)	8,779.90	-	(2,694.86)	6,085.04
Purchase of stock-in-trade		-	2,572.21	-	2,572.21
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade		(2,335.31)	-	-	(2,335.31)
Employee benefits expense		543.52	-	-	543.52
Finance costs		177.69	25.03	-	202.72
Depreciation and amortisation expense		108.18	-	-	108.18
Other expenses		910.78	73.35	-	984.13
Total Expenses		8,184.76	2,670.59	(2,694.86)	8,160.49
Profit before extraordinary items and tax		1,414.32	41.87	-	1,456.18
Prior Period items (Net)		-			
VII Profit before exceptional, extraordinary items and tax		1,414.32	41.87	-	1,456.18
Exceptional items		-			
VIII Profit before extraordinary items and tax		1,414.32	41.87	-	1,456.18
Extraordinary item		-			
IX Profit before tax		1,414.32	41.87	-	1,456.18
Tax expense					
X Current tax		292.74	10.54	-	303.28
Deferred tax (credit)/charge		36.90	-	-	36.90
Earlier Year Taxes		(0.83)	-	-	(0.83)
Total Tax Expenses		328.81	10.54	-	339.35
XII Minority Interest	4(B)(iii)	-	-	(6.27)	(6.27)
XIII Profit/(Loss) for the period		1,085.51	31.33	(6.27)	1,110.56
XIV Proforma Earning per share (Face Value of Rs.10 Each)					
Weighted average of no. of equity share					46,36,139
Earning per share (in Rs/share)					
-Basic					23.95
-Diluted					23.95

The above statement should be read with notes to unaudited proforma consolidated Financial Information

As per our Report of this date annexed
For R.Kothari & Co LLP
Chartered Accountants
FRN : 307069E/E300266

FOR & ON BEHALF OF BOARD OF DIRECTORS OF
YAJUR FIBRES LIMITED

SD
Ashish Kankaria
Managing Director
DIN -07532430

SD
Pradip Debnath
Director
DIN -06729238

Membership No. 057620
Partner
Place :Kolkata
Dated: 03-02-2025
UDIN:25057620BMHZBH7075

SD
Manoj Bajaj
CFO

SD
Sulekha Dutta
Company Secretary

YAJUR FIBRES LIMITED
CIN-U17100WB1980PLC032918
5, Middleton street Kolkata -700071

Proforma Consolidated Statement of Profit and Loss for the Year months ended 31st March,2024

(Amount in Rs. Lakhs, unless stated otherwise)

	Particulars	Proforma adjustment note no.	For the year ended 31st March, 2024			
			Yajur Fibres Limited	Yashoda Linen Yarn Limited	Proforma Adjustments	Total
	Revenue					
I	Revenue from Operations	4(B)(i)	8,431.95	818.16	(733.68)	8,516.43
II	Other Income		52.63	6.44	-	59.07
III	Total Income (I+II)		8,484.58	824.60	(733.68)	8,575.50
IV	EXPENSES:					
	Cost of materials consumed	4(B)(ii)	5,026.12	-	(733.68)	4,292.44
	Purchase of stock-in-trade		-	744.47	-	744.47
	Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade		714.89	-	-	714.89
	Employee benefits expense		762.03	-	-	762.03
	Finance costs		271.52	5.21	-	276.73
	Depreciation and amortisation expense		134.84	-	-	134.84
	Other expenses		1,127.80	65.47	-	1,193.27
V	Total Expenses		8,037.20	815.15	(733.68)	8,118.67
VI	Profit before extraordinary items and tax (A-B)		447.38	9.45	-	456.83
	Prior Period items (Net)					
VII	Profit before exceptional, extraordinary items and tax		447.38	9.45	-	456.83
	Exceptional items					
VIII	Profit before extraordinary items and tax		447.38	9.45	-	456.83
	Extraordinary item					
IX	Profit before tax		447.38	9.45	-	456.83
X	Tax expense					
	Current tax		-	2.38	-	2.38
	Deferred tax (credit)/charge		21.87	-	-	21.87
	Earlier Year Taxes		(1.28)	-	-	(1.28)
XI	Total Tax Expenses (D)		20.59	2.38	-	22.97
XII	Minority Interest	4(B)(iii)			(1.42)	(1.42)
	Profit/(Loss) for the period (C-D)		426.79	7.08	(1.42)	432.44
XIII	Proforma Earning per share (Face Value of Rs.10 Each)					
	Weighted average of no. of equity share					44,87,842
	Earning per share (in Rs./share)					
	-Basic					9.64
	-Diluted					9.64

The above statement should be read with notes to unaudited proforma consolidated Financial Information

As per our Report of this date annexed

For R.Kothari & Co LLP

Chartered Accountants

FRN : 307069E/E300266

FOR & ON BEHALF OF BOARD OF DIRECTORS OF

YAJUR FIBRES LIMITED

SD
Ashish Kankaria
Managing Director
DIN -07532430

SD
Pradip Debnath
Director
DIN -06729238

CA Kailash Chandra Soni
Membership No. 057620
Partner
Place :Kolkata
Dated: 03-02-2025
UDIN:25057620BMHZBH7075

SD
Manoj Bajaj
CFO

SD
Sulekha Dutta
Company Secretary

YAJUR FIBRES LIMITED Notes to the Proforma Consolidated Financial Information as at and for the Period/ Year Ended 31st December,2024 and 31st March,2024 (Amount in Rs. Lakhs, unless stated otherwise)				
1. Background				
Yajur Fibres Limited (the "Company") is a public limited company duly incorporated on the 7th day of August, 1980, under the provisions of the Companies Act, 1956. The registered office of the Company is situated at 5, Middleton Street, Kolkata, West Bengal, 700071. The Company is primarily engaged in the manufacturing of textile goods.				
Subsequent to the Financial Year ending on March 31st, 2024, Yajur Fibres Limited undertook the acquisition of Yashoda Linen Yarn Limited, a company involved in the manufacturing and trading of textile products. As a result of this acquisition, proforma consolidated financial information is being prepared.				
On the 30th day of January, 2025, the Company acquired 80% of the equity share capital of Yashoda Linen Yarn Limited for a consideration of Rs. 186.44 lacs, thereby making Yashoda a subsidiary of the Company, with effect from the date of acquisition.				
The Company along with the Yashoda Linen Yarn Limited is hereinafter collectively known as the " Group"				
2.Basis For Preparation				
The proforma consolidated financial information has been prepared by the management of the company in accordance with the requirements of paragraph 11 of item (I)(B)(iii) of Schedule VI of the Securities and Exchange Board of India (the 'SEBI') to reflect the impact of a material acquisitions as defined in SEBI regulations, made after the latest period for which restated financial statements are prepared, viz. 31st December, 2024.				
The proforma consolidated financial information of the company, comprising the proforma consolidated statement of Assets and Liabilities as at 31st December, 2024, and 31st March, 2024, the proforma consolidated statement of profit and loss for the period/year ended 31st December, 2024, and 31st March, 2024, read with the explanatory notes to the proforma consolidated financial information (Collectively "proforma consolidated financial information"), has been prepared as per the requirements of the SEBI regulations to reflect acquisition of Yashoda Linen Yarn Limited. Because of their nature, the proforma consolidated financial information addresses a hypothetical situation and therefore does not represent the company's actual consolidated financial position as at 31st December, 2024, and 31st March, 2024, nor does it represent the company's consolidated financial results for the period ended 31st December, 2024, and 31st March, 2024.				
The proforma consolidated financial information prepared by the management is based on:				
The proforma consolidated financial information is derived from the restated statement of assets and liabilities of the company as at 31st December, 2024, and 31st March, 2024, and the restated statement of profit and loss of the company for the period/year ended 31st December, 2024, and 31st March, 2024. The audited balance sheet and statement of profit and loss of Yashoda Linen Yarn Limited as at and for the year/period ended 31st December, 2024, and 31st March, 2024, have been prepared with accounting standards as per section 133 of the Companies Act, 2013, adjusted for intercompany eliminations and acquisition adjustments for subsequent acquisitions mentioned above, as if the transaction related to such acquisition to obtain control over Yashoda Linen Yarn Limited had occurred on 31st December, 2024, for the proforma consolidated statement of assets and liabilities as at 31st December, 2024, and on 31st March, 2024, for the purpose of the proforma consolidated statement of Assets and Liabilities as at 31st March, 2024. Further, the proforma consolidated statement of profit and loss for the year ended 2024 and the nine-month period ended 31st December, 2024, has been illustrated to reflect the acquisition of Yashoda Linen Yarn Limited as if the transaction related to the acquisition of the aforesaid obtain control over Yashoda Linen Yarn Limited occurred on and from 1st April, 2023, and 1st April, 2024, respectively. The description of adjustments made to the proforma consolidated financial information is included in note 4 below.				
The proforma adjustments are based upon available information and assumptions that the management of the company believes to be reasonable. Such proforma consolidated financial information has not been prepared in accordance with the standard practices generally accepted in other jurisdictions, and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices. Accordingly, the degree of reliance placed by investors in other jurisdictions on such proforma information should be more limited.				
3. Proforma Adjustments related to accounting policies				
The proforma consolidated financial information has been compiled to reflect the respective accounting policies adopted by the company and Yashoda Linen Yarn Limited, and hence, there are no adjustments related to the uniformity of accounting policies in this proforma consolidated financial information.				
4. Proforma adjustments related to acquisition				
A) The Following adjusments have been made to proforma consolidated balance sheet				
i) Shareholder's Fund of Yashoda Linen Yarn Limited and the company are as under				
Particulars	31st December,2024		31st March,2024	
	Equity Share Capital	Reserve and Suplus	Equity Share Capital	Reserve and Suplus
Shareholder's Funds of the Company	463.61	4,376.87	463.61	3,291.38
Shareholder's Funds of the Yashoda Linen Yarn Limited	203.00	38.41	203.00	7.08
	666.61	4,415.28	666.61	3,298.46
Cancellation of Equity of Yashoda Linen Yarn Limited out of Proforma Adjustments	(203.00)	(38.41)	(203.00)	(7.08)
Net Change in Shareholder's Fund	(203.00)	(38.41)	(203.00)	(7.08)
Total Shareholder's Fund	463.61	4,376.87	463.61	3,291.38

YAJUR FIBRES LIMITED Notes to the Proforma Consolidated Financial Information as at and for the Period/ Year Ended 31st December,2024 and 31st March,2024 <i>(Amount in Rs. Lakhs, unless stated otherwise)</i>		
ii) Goodwill arising on acquisition		
Particulars	31st December,2024	31st March,2024
Consideration Tranferred (In cash)	186.44	186.44
Shareholder's Funds of the Yashoda Linen Yarn Limited	241.41	210.08
% of stake acquired	80%	80%
Share of Shareholder's Fund	193.13	168.06
Goodwill/ (Capital reserve) arising on consolidation	(6.69)	18.38
Minority interest	48.28	42.02
iii) The Cash Consideration for Yashoda Linen Yarn Limited of Rs.186.44 lacs has been funded by cash credit account of the company. Therefore short term borrowings are increased by Rs.186.44 in lacs in the proforma consolidated balance sheet.		
iv) Trade Payables Proforma Adjustment		
Particulars	31st December,2024	31st March,2024
Trade Payables of Company	628.09	384.56
Trade Payables of Yashoda Linen Yarn Limited	-	-
Intragroup elimination	(606.96)	-
Adjusted Trades Payable	21.13	384.56
v) Trade Receivables Proforma Adjustment		
Particulars	31st December,2024	31st March,2024
Trade Receivables of Company	616.88	722.56
Trade Receivables of Yashoda Linen Yarn Limited	606.96	-
Intragroup elimination	(606.96)	-
Adjusted Trade Receivables	616.88	722.56
B) The Following adjustments have been made to proforma consolidated statement of Profit and Loss Account		
i) Revenue from Operations Adjustment		
Particulars	31st December,2024	31st March,2024
Revenue from operations of Company	9,501.57	8,431.95
Revenue from operations Yashoda Linen Yarn Limited	2,694.86	818.16
Intragroup elimination	(2,694.86)	(733.68)
Adjusted Revenue from operations	9,501.57	8,516.43
ii) Raw material Consumed Adjustment		
Particulars	31st December,2024	31st March,2024
Raw material Consumed of the company	8,779.90	5,026.12
Raw material Consumed of the Yashoda Linen Yarn Limited	-	-
Intragroup elimination	(2,694.86)	(733.68)
Adjusted raw material consumed	6,085.04	4,292.44
iii) Minority Interest Adjustment		
Particulars	31st December,2024	31st March,2024
Profit of Yashoda Linen Yarn Limited	31.33	7.08
Minority Interest (20%)	6.27	1.42
<div> <div> As per our Report of this date annexed For R.Kothari & Co LLP Chartered Accountants FRN : 307069E/E300266 </div> <div> FOR & ON BEHALF OF BOARD OF DIRECTORS OF YAJUR FIBRES LIMITED </div> <div> SD Ashish Kankaria Managing Director DIN -07532430 </div> <div> SD Pradip Debnath Director DIN -06729238 </div> <div> CA Kailash Chandra Soni Membership No. 057620 Partner Place :Kolkata Dated: 03-02-2025 UDIN:25057620BMHZBH7075 </div> <div> SD Manoj Bajaj CFO </div> <div> SD Sulekha Dutta Company Secretary </div> </div>		
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OTHER FINANCIAL INFORMATION

Accounting ratios

The accounting ratios derived from Restated Financial Statements required to be disclosed under the SEBI ICDR Regulations are set forth below:

(₹ in lakhs)

Particulars	As at 31.12.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
Net Worth (A)	4,152.88	3,067.39	2,640.60	2,285.51
Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA)	1,602.67	801.11	667.68	439.00
Restated Profit after tax	1,085.51	426.79	355.12	17.18
Add: Prior Period Item	-	-	-	-
Adjusted Profit after Tax(B)	1,085.51	426.79	355.12	17.18
Number of Equity Share outstanding as on the End of Year/Period (C)	46,36,139	46,36,139	24,71,000	24,71,000
Weighted average no of Equity shares as on the end of the period year(D)				
- Pre Bonus (D(i))	46,36,139	44,87,842	24,71,000	24,71,000
- Post Bonus (D(ii))	1,57,62,873	1,56,14,576	84,01,400	84,01,400
Face Value per Share	10.00	10.00	10.00	10.00
Restated Basic & Diluted Earnings Per Share (Rs.) (B/D)				
- Pre Bonus (B/D(i))	23.41	9.51	14.37	0.70
- Post Bonus (B/D(ii))	6.89	2.73	4.23	0.20
Return on Net worth (%)	26.14%	13.91%	13.45%	0.75%
Net asset value per share (A/D) (Pre Bonus)	89.58	68.35	106.86	92.49
Net asset value per share (A/D(ii)) (Post Bonus)	26.35	19.64	31.43	27.20

Notes:

1. The ratios have been Computed as per the following formulas
(i) Basic Earnings per Share
Restated Profit after Tax available to equity shareholders
Weighted average number of equity shares outstanding at the end of the year / period
(ii) Net Asset Value (NAV) per Equity Share
Restated Net Worth of Equity Share Holders
Number of equity shares outstanding at the end of the year / period
(iii) Return on Net worth (%)
Restated Profit after Tax available to equity shareholders
Restated Net Worth of Equity Share Holders
2. EBITDA represents Earnings (or Profit/ (Loss)) before Finance Costs, Income Taxes, and Depreciation and Amortization Expenses excluding other income. Extraordinary and Exceptional Items have been considered in the calculation of EBITDA as they were expense items.
3. Net Profit as restated, as appearing in the Statement of Profit and Losses, has been considered for the purpose of computing the above ratios. These ratios are computed on the basis of the Restated Financial Information of the Company.
4. Earnings per share calculations are done in accordance with Accounting Standard 20 "Earning per Share", issued by the Institute of Chartered Accountants of India.
5. Weighted average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the period adjusted by the number of Equity Shares issued during period multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period.
6. Net worth as restated, excludes revaluation reserve.

For further details, see “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on page 252.

Other financial statements

In accordance with the SEBI ICDR Regulations, the audited financial statements of our Company for the nine months period ended December 31, 2024 and audited standalone financial statements of our Company for the Fiscals 2024, 2023 and 2022 (“**Audited Financial Statements**”), respectively, are available on our website at www.yajurfibres.com. Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Statements of our Company and the reports thereon do not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere. The Audited Financial Statements and the reports thereon should not be considered as part of information that any investor should consider subscribing for or purchase any securities of our Company or any entity in which our Shareholders have significant influence and should not be relied upon or used as a basis for any investment decision. None of the entities specified above, nor any of their advisors, nor BRLM, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

FINANCIAL INDEBTEDNESS

As on the date of this Draft Red Herring Prospectus, our Company has not availed loans. Whereas, our Subsidiary has availed loan in the ordinary course of its business. For details of the borrowing powers of our Board, please see the chapter entitled ‘Our Management’ on page 179.

SECURED BORROWINGS

As on December 31, 2024, we have availed secured loans of which the total outstanding amount secured loan is ₹1,977.98 lakhs as of date, the details of which are as under:

Sr. No.	Nature of Facility	Amount Sanctioned (in ₹ lakhs)	Amount Outstanding (ason December 31, 2024) (in ₹ lakhs)	Rate of Interest/ Commission	Tenure / Tenor	Security
ICICI Bank Limited						
1.	Cash Credit (Working Capital Loan)	2,000.00	1,967.95	9.50%	12 Months	(i) Primary: Secured by Exclusive charge on entire current assets and moveable Fixed Assets of the company (excluding assets exclusively charged to term Lenders) (ii) Collateral: Secured by equitable: (a) Exclusive charge on immovable factory land and building at Uluberia, Howrah, West Bengal owned by Company Yajur Fibres Limited (iii) Personal Guarantee: Personal Guarantee From Sri Awanti Kumar Kankaria
2.	Car Loan	5.39	5.03	9.45%	Sanctioned on 25-06-2024. 60 Equal Monthly Instalment	Hypothecation of Vehicle financed against the loan
3.	Car Loan	5.00	5.00	9.15%	Sanctioned on 06-12-2024. 60 Equal Monthly Instalment	Hypothecation of Vehicle financed against the loan
	Total		1,977.98			

UNSECURED BORROWINGS

As on December 31, 2024, we have availed unsecured loans details of which are as under:

Sr. No.	Nature of Facilities	Tenure	Rate of interest (per annum)	Sanctioned Amount (₹ In lakhs)	Amount outstanding as on December 31, 2024 (₹ In lakhs)
1	Goldview Financial Service Limited	Repayable on demand	8.00%	NA	1,073.34
2	Ambica Capital Market Limited	For 5 years from the date of agreement i.e. 01-04-2021	Long-Term 8%	NA	235.00
		Repayable on demand	Short-term 7%	NA	500.00
Total					1,808.34

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS

The following discussion is intended to convey management's perspective on our financial condition and results of operations for the period ended December 31st, 2024 and the financial years ended March 31, 2024, 2023 and 2022. One should read the following discussion and analysis of our financial condition and results of operations in conjunction with our section titled "Restated Financial Information" on page 202 of the Draft Red Herring Prospectus. This discussion contains forward-looking statements and reflects our current views with respect to future events and our financial performance and involves numerous risks and uncertainties, including, but not limited to, those described in the section entitled "Risk Factors" on page 27 of this Prospectus. Actual results could differ materially from those contained in any forward-looking statements and for further details regarding forward-looking statements, kindly refer the chapter titled "Forward-Looking Statements" on page 18 of this Prospectus. Unless otherwise stated, the financial information of our Company used in this section has been derived from the Restated Financial Information. Our financial year ends on March 31 of each year. Accordingly, unless otherwise stated, all references to a particular financial year are to the 12-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 Yajur Fibres Limited, our Company. Unless otherwise indicated, financial information included herein are based on our Restated Financial Statements for the period ended December 31st, 2024 and the financial years ended March 31, 2024, 2023 and 2022 included in this Prospectus beginning on page 202 of this Prospectus.

BUSINESS OVERVIEW

Yajur Fibres Limited is one of the leading bast fibre cottonising unit in India. Situated in Howrah, our Company is a part of the well-recognised conglomerate, The Kankaria Group. The group has rich experience of over 80 years in the Jute Industry. Our group, in the year 2006, acquired the manufacturing operations of cotton and cotton blended yarns into Yajur Bast Fibres Limited (formerly known as M.F.L Corporation Ltd). Subsequently, we have started manufacturing of premium cottonised bast fibres, including flax (linen), jute, and hemp in the year 2017-18. Yajur Bast Fibres Limited was amalgamated into our Company pursuant to the Scheme of Amalgamation under Section 230 to 232 of the Companies Act, 2013, sanctioned by the National Company Law Tribunal, Kolkata bench, vide order dated January 12, 2023 w.e.f. appointed date of April 1, 2021.

Our Company specializes in producing premium cottonised bast fibres, including flax (linen), jute, and hemp. We cottonise long & brittle bast fibres into cotton like short staple fibre such that the cottonised fibres can easily blend upto 55% with cotton and man-made fibres in the existing cotton spinning system or similar. Cottonising jute fibres until few years ago was considered a farfetched idea but with robust R&D and diligent commercial production of the same by Yajur has changed the landscape of sustainable bast Fibres altogether. While there are thousands of cotton & polyester spinning mills globally there are less than 400 spinning mills between linen, jute and hemp. Our cottonised Fibres can spin from 10% to 85% in cotton spinning systems and easily blends with natural and manmade fibres. These blended fibres spin at 70% of average cotton spinning speed, while the linen rich blends give similar look and feel like 100% linen fabrics, however the cost of production is 25 % less than original linen fabrics. It has taken away the easy wrinkle issues associated with 100% linen. Our Company has capacity of over 300 MT per month of Cottonised Fiber, Flax Yarn and Jute yarn. Our Company is known for its extensive experience and innovation in bast fibres, which has made it the preferred choice for many top spinning & weaving mills in India, Turkey, Indonesia, Nepal and Bangladesh. Our products are being processed and manufactured in accordance with best practices available globally. Our system and product are tested constantly at each level to ensure international standards of quality in-house. Our Company places a strong emphasis on research and development (R&D) to continuously test and improve its products. We are dedicated to achieving excellence and best in class practices.

Our Company's cottonised flax fibres are known for their softness, cleanliness, and consistency. The fibres have very high fibre length uniformity and negligible trash, providing the highest yield when blended with other natural or manmade fibres.

Our Company's manufacturing facility is located in the Jute hub of West Bengal, India. The manufacturing unit is spread across an area of approximately 19 Acres with approx. 500 meters of Ganges River front situated at Jagannathpur. Phuleswar, Uluberia, District Howrah, Pincode - 711316.

Our manufacturing plants is equipped with best-in-class machinery and has received certifications ISO9001, ISO14001, ISO45001, OEKOTEX 100 and EUROPEAN FLAX certification.

Our Company is contributing its 100% output to the sustainability drives and desires of conscious companies and consumers alike. The whole company is dedicated to 100% sustainable, natural & biodegradable fibres.

BUSINESS OVERVIEW OF OUR SUBSIDIARY

Our Company has acquired 80% stake in Yashoda Linen Yarn Limited on January 30, 2025, which became a subsidiary of our Company. Currently, our subsidiary is engaged in trading of linen fibre and it is proposed to set up a green field 100% wet spun linen yarn and blended yarn manufacturing unit at Ujjain, Madhya Pradesh, as a part of our forward integration. For the setting up of the manufacturing unit, we have acquired 35 acres of designated industrial land at Plot No 126 & 127A, Vikram Udyogpuri, DMIC, Industrial Park, Ujjain, from the MP Industrial Development Corporation in Ujjain, Madhya Pradesh. The estimated project cost is ₹ 148.83 crores which is planned to be operational by December 2026. We propose to utilise a sum of ₹ 4,800.00 lakhs towards setting up of manufacturing unit in our subsidiary, which is planned to be operational by December 2026. We already have the in-principle sanction letter from Canara Bank for term loan of Rs. 99.00 crores.

For details of our business, please refer “*Our Business*” on page 143 of the DRHP.

Proposed expansion plan

We propose to utilise a sum of ₹ 1,437.42 lakhs towards setting up of dyeing and bleaching unit and installation of additional production capacity of 4 tons per day at our existing manufacturing unit at Jagannathpur, Phuleshwar, Uluberia, District Howrah.

Further, we are also setting up manufacturing unit in our subsidiary as a greenfield unit in 35 acres of industrial land in Vikram Udyogpuri, DMIC (Industrial Park, Ujjain, Madhya Pradesh) for 100% wet spun linen yarn and blended yarn. Our subsidiary will be in the business of producing 100% Wet Spun Flax yarn and Flax blended yarn. Buyers of both wet spun long flax fibre yarn and blended yarns are same / similar to the existing buyers of Dry Spun flax yarn.

For details of our object, please refer “*Objects of the Issue*” on page 100 of the DRHP.

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST AUDITED FINANCIALS

After the date of last Audited Accounts i.e. for the period ended December 31, 2024, the Directors of our Company confirm that, there have not been any significant material developments except for Our Company has acquired 80% stake in Yashoda Linen Yarn Limited on January 30, 2025, which became a subsidiary of our Company.

FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the section titled “*Risk Factor*” beginning on page 27 of this DRHP. Our results of operations and financial conditions are affected by numerous factors including the following:

1. We derive a substantial portion of our revenue from the sale of Cottonised Flax and loss of sales due to reduction in demand for such products would have a material adverse effect on our business, financial condition, results of operations and cash flows.
2. Our expansion into new product categories and an increase in the number of products offered by us may expose us to new challenges and more risks.
3. We depend on a few customers of our products, for a significant portion of our revenue, and any decrease in revenues or sales from any one of our key customers may adversely affect our business and results of operations.
4. A significant portion of our revenue from operations from repeat orders of our customers. Any loss of, or a significant reduction in the repeat orders received by us could adversely affect our business, results of operations, financial condition and cash flows.
5. We highly depend on our raw materials and a few key suppliers who help us procure the same. In the event we are unable to procure adequate amounts of raw materials, at competitive prices our business, results of operations and financial condition may be adversely affected.

6. The commercial success of our products depends to a large extent on the success of the products of our end use customers. If the demand for the end use products in which our products are used as a raw materials declines, it could have a material adverse effect on our business, financial condition and results of operations.
7. Our business is subject to seasonal variations that could result in fluctuations in our results of operations.
8. 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.
9. Yashoda Linen Yarn Limited, our subsidiary 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.
10. Our promoter companies had negative cash flows and losses in the past years, details of which are given below. Sustained negative cash flow could impact our growth and business.

DISCUSSION ON RESULT OF OPERATION

Our Significant Accounting Policies

For Significant accounting policies please refer Significant Accounting Policies, under Chapter titled “Restated Financial Statements” beginning on page 202 of the Draft Red Herring Prospectus.

Overview of Revenue & Expenditure

Our revenue and expenses are reported in the following manner:

Revenues

Revenue of operations

Our Company’s revenue is primarily generated from the sale of Flax Yarn, Jute Yarn, Cottonised Flax Fibre, Cottonised Jute Fibre, Cottonised Hemp Fibre, Hessian Cloth and others.

Other Income

Our other income mainly consists of interest income, dividend, foreign exchange fluctuation and other income.

The below table show our revenue for the period ended December 31, 2024 and fiscal 2024, 2023 and 2022:

(₹ In Lakhs)

Particulars	Period ended	For the period ended		
	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Income				
Revenue from Operations	9,501.57	8,431.95	6,167.55	4,195.99
% of total revenue	98.98%	99.38%	99.74%	99.96%
Other income	97.51	52.63	16.00	1.80
% of total revenue	1.02%	0.62%	0.26%	0.04%
Total Revenue	9,599.09	8,484.58	6,183.55	4,197.79

Expenditure

Our total expenditure primarily consists of cost of materials consumed, changes in inventories of finished goods, work-in-progress and stock-in-trade, employee benefits expenses, finance cost, depreciation and amortization and other expenses.

Cost of materials consumed

This represents cost of materials consumed comprises of Jute, Flax and Cotton.

Changes in inventories of finished goods and work-in-progress

This relates to the changes in inventories of finished goods and work-in-progress.

Employment Benefit Expenses

It includes salaries, wages, bonus and allowances, directors' remuneration, contributions to welfare funds, provision for gratuity and other expenses.

Other Expenses

It includes Payment to Auditors, Stores & spares consumed, Power & Fuel, Repairs & Maintenance, Insurance, Rates & Taxes, Shipping, Freight & Transportation Expenses, Processing Charges, Brokerage & commission, Bank Charges, Service Charges, Tour & Travelling Expenses, Consultancy & Professional Charges, Factory Maintenance, Fair & Exhibition, Legal Charges, Postage & Telegram, Dematerialisation Charges, Loss on Flood, Donation, Inspection Charges, General Expenses.

Finance Costs

Our finance costs mainly include interest expenses.

Depreciation

Depreciation includes depreciation and amortization.

RESULTS OF OUR OPERATION

(₹ In Lakhs)

Particulars	As at 31st December 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Incomes:				
Revenue from Operations	9,501.57	8,431.95	6,167.55	4,195.99
% of total revenue	98.98%	99.38%	99.74%	99.96%
% Increase/(Decrease)	-	36.71%	46.99%	-
Other income	97.51	52.63	16.00	1.80
% of total revenue	1.02%	0.62%	0.26%	0.04%
% Increase/(Decrease)	-	229.03%	788.08%	-
Total Revenue	9,599.09	8,484.58	6,183.55	4,197.79
% Increase/(Decrease)	-	37.21%	47.30%	-
Expenses:				
Cost of raw material consumed	8,779.90	5,026.12	4,850.89	2,774.58
% of total revenue	91.47%	59.24%	78.45%	66.10%
% Increase/(Decrease)	-	3.61%	74.83%	-
Changes in Inventories	(2,335.31)	714.89	(1,258.76)	(90.81)
% of total revenue	(24.33%)	8.43%	(20.36%)	(2.16%)
% Increase/(Decrease)	-	(156.79%)	1286.14%	-
Employee Benefit expenses	543.52	762.03	779.03	562.86
% of total revenue	5.66%	8.98%	12.60%	13.41%
% Increase/(Decrease)	-	(2.18%)	38.41%	-
Other Expenses	910.78	1,127.80	1,128.70	510.36
% of total revenue	9.49%	13.29%	18.25%	12.16%
% Increase/(Decrease)	-	(0.08%)	121.16%	-
Total Expense	7,898.89	7,630.84	5,499.87	3,756.99
% of total revenue	82.29%	89.94%	88.94%	89.50%
% Increase/(Decrease)	-	38.75%	46.39%	-

Particulars	As at 31st December 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Profit before Interest, Depreciation and Tax	1,700.19	853.74	683.68	440.80
% of total revenue	17.71%	10.06%	11.06%	10.50%
Less: Other Income	97.51	52.63	16.00	1.80
Operating Profit before Interest, Depreciation, Tax and other income	1,602.68	801.11	667.68	439.00
% of total revenue	16.70%	9.44%	10.80%	10.46%
Depreciation and amortization Expenses	108.18	134.84	105.39	89.54
% of total revenue	1.13%	1.59%	1.70%	2.13%
% Increase/(Decrease)	-	27.94%	17.70%	-
Profit before Interest and Tax	1,592.01	718.90	578.29	351.26
% of total revenue	16.59%	8.47%	9.35%	8.37%
Finance Cost	177.69	271.52	198.31	91.15
% of total revenue	1.85%	3.20%	3.21%	2.17%
% Increase/(Decrease)	-	36.92%	117.56%	-
Profit before Tax and Extraordinary Expenses	1,414.32	447.38	379.98	260.11
% of total revenue	14.73%	5.27%	6.14%	6.20%
Extraordinary Expenses	-	-	-	-
% of total revenue	-	-	-	-
% Increase/(Decrease)	-	-	-	-
Restated Profit/(Loss) before tax	1,414.32	447.38	379.98	260.11
% of total revenue	14.73%	5.27%	6.14%	6.20%
% Increase/(Decrease)	-	17.74%	46.08%	-
Tax expenses/(income)				
Current Tax	292.74	-	-	-
Deferred Tax	36.90	21.87	24.71	242.93
Earlier Year Taxes	(0.83)	(1.28)	0.15	-
Total tax expenses	328.81	20.59	24.86	242.93
% of total revenue	3.43%	0.24%	0.40%	5.79%
Restated profit/(loss) after Tax	1,085.51	426.79	355.12	17.18
% of total revenue	11.31%	5.03%	5.74%	0.41%
% Increase/(Decrease)	-	20.18%	1966.83%	-

Reason for increase in revenue during period ended December 31, 2024 as compared to FY 2024:

Total revenue has increased by ₹ 1,114.51 Lakhs and 13.14%, from ₹ 8,484.58 Lakhs in the fiscal year ended March 31, 2024 to ₹ 9,599.09 Lakhs during the period ended on 31st December 2024. The increase in revenue was on account of increase in production and sale of finish products. The growth in the turnover is the result of introduction of new product variants, higher realisation on sale of flax and jute products and better capacity utilization.

Reason for increase in PAT for during the period ended December 31, 2024 as compared to FY2024.

Net Profit has increased by ₹ 658.72 Lakhs and 154.34% from ₹ 426.79 Lakhs in the fiscal year ended March 31, 2024 to ₹ 1,085.51 Lakhs during the period ended 31st December 2024. Net profit was increased due to introduction of new product variants, increase in price realization of products, higher capacity utilization resulting in economic of scale during the period ended 31st December 2024 as against in fiscal 2024. This has resulted in increased profitability.

Our income is dependent upon few major customers, details of the same is as following:

(₹ in lacs)

Particulars	Dec 31,2024		2024		2023		2022	
	(₹ in lakhs)	As a% of total Revenue	(₹ in lakhs)	As a% of total Revenue	(₹ in lakhs)	As a% of total Revenue	(₹ in lakhs)	As a% of total Revenue
Top Ten customers	7,788.10	81.97	5,193.6	61.58	4,364.84	70.79	2,788.42	66.45
Top five customers	6,416.47	67.53	3,517.9	41.71	3,448.17	55.91	2,046.01	48.76

Capacity utilised

Period	Installed Capacity (in Units PA)	Utilized Capacity (in Units PA)	Percentage of utilization (%)
2021-22	2400 MT	1572 MT	65.50
2022-23	3600 MT	2889 MT	80.25
2023-24	3600 MT	1914 MT	53.17
December 31, 2024	3150 MT	2168 MT	68.82

Our company has faced shortage of raw material due of poor crop in FY2024 which caused significant dip in the capacity utilisation in FY2024. The same has been normalised during FY2025.

A break up of the revenue earned from sale of Cottonised flax, Cottonised jute, Cottonised hemp, Flax Yarn, Jute Yarn, Hessian Cloth and others during the preceding three years and the nine months period ended December 31st, 2024 has been provided below:

Product Name	Dec 31,2024		2024		2023		2022	
	Rs. In Lakhs	As a% of total Revenue	Rs. In Lakhs	As a% of total Revenue	Rs. In Lakhs	As a% of total Revenue	Rs. In Lakhs	As a% of total Revenue
Cottonised Flax	8,463.16	89.07	7,226.67	85.71	4,836.54	78.42	2,665.67	63.53
Cottonised Jute	372.68	3.92	64.13	0.76	98.80	1.60	65.96	1.57
Cottonised Hemp	0.94	0.01	-	-	0.22	-	34.61	0.83
Flax Yarn	656.95	6.92	1,092.16	12.95	731.44	11.86	1,385.27	33.01
Jute Yarn	7.84	0.08	8.17	0.10	56.13	0.91	22.36	0.53
Hessian Cloth	-	-	34.95	0.41	354.57	5.75	-	-
Others	-	-	5.87	0.07	89.85	1.46	22.12	0.53
Total	9,501.57	100.00	8,431.95	100.00	6,167.55	100.00	4,195.99	100.00

REVIEW OF OPERATIONS FOR THE PERIOD ENDED DECEMBER 31, 2024

Income from Operations

Our revenue from operations for the period ended December 31, 2024 was ₹ 9,501.57 Lakhs which was about 98.98% of the total revenue and which comprises of revenue from sale of Cottonised flax, Cottonised jute, Cottonised hemp, Flax Yarn, Jute Yarn, Hessian Cloth and others. The overall turnover has been increased because of introduction of new product variants, higher realisation on sale of flax and jute products and better capacity utilisation.

Other Income

Our other income for the period ended December 31, 2024 was ₹ 97.51 Lakhs which was about 1.02% of the total revenue and which includes dividend income, foreign exchange fluctuation and interest income.

Expenditure

Total Expenditure for the fiscal year ended December 31, 2024 was ₹ 7,898.89 Lakhs which was about 82.29% of the total revenue.

Cost of raw materials consumed

The Cost of raw materials consumed for the period ended December 31, 2024 were ₹ 8,779.90 Lakhs which was about 91.47% of the total revenue.

Changes in Inventories of Finished Goods and Work-In-Progress

The changes in inventories of Finished Goods and Work-In-Progress for the period ended December 31, 2024 were ₹ (2,335.31) Lakhs which was about (24.33%) of the total revenue.

Employee Benefits expenses

The employee benefits expenses for the period ended December 31, 2024 were ₹ 543.52 Lakhs which was about 5.66% of the total revenue and which includes salaries, wages, bonus and allowances, contributions to welfare funds, provision for gratuity and other expenses.

Other Expenses

Other Expenses for the period ended December 31, 2024 were ₹ 910.78 Lakhs which was about 9.49% of the total revenue and which includes Payment to Auditors, Stores & spares consumed, Power & Fuel, Repairs & Maintenance, Insurance, Rates & Taxes, Shipping, Freight & Transportation Expenses, Processing Charges, Brokerage & commission, Bank Charges, Service Charges, Tour & Travelling Expenses, Consultancy & Professional Charges, Factory Maintenance, Fair & Exhibition, Legal Charges, Postage & Telegram, Donation, Inspection Charges, General Expenses.

EBIDTA

Our EBITDA for the period ended December 31, 2024 were ₹ 1,602.68 Lakhs (excluding other income). The growth in EBITDA is the result of introduction of new product variants, higher realisation on sale of flax and jute products and better capacity utilisation during the period ended December 31, 2024.

Finance Costs

Finance costs for the period ended December 31, 2024 were ₹ 177.69 Lakhs which was about 1.85% of the total revenue and which consists of interest and other finance charges.

Depreciation

Depreciation for the period ended December 31, 2024 were ₹ 108.18 Lakhs which was about 1.13% of the total revenue and which consists of depreciation and amortization expenses.

Profit /(Loss) after Tax

PAT for the fiscal year ended December 31, 2024 was ₹ 1,085.51 Lakhs which is about 11.31% of the revenue. The growth in PAT is the result of better capacity utilization, introduction of new product variants and higher realisation on sale products during the period ended December 31, 2024.

REVIEW OF OPERATIONS FOR THE PERIOD ENDED MARCH 31, 2024

Income from Operations

Our revenue from operations for the fiscal year ended March 31, 2024 was ₹ 8,431.95 Lakhs which was about 99.38% of the total revenue and which comprises of revenue from sale of Cottonised flax, Cottonised jute, Cottonised hemp, Flax Yarn, Jute Yarn, Hessian Cloth and others. The growth in the turnover is the result of higher realisation on sale of flax

and jute products. However, our company has faced shortage of raw material due of poor crop in FY2024 which caused significant dip in the capacity utilisation in FY2024. The same has been normalised during FY2025.

Other Income

Our other income for the fiscal year ended March 31, 2024 was ₹ 52.63 Lakhs which was about 0.62% of the total revenue and which includes dividend income, foreign exchange fluctuation and interest income.

Expenditure

Total Expenditure for the fiscal year ended March 31, 2024 was ₹ 7,630.84 Lakhs which was about 89.94% of the total revenue.

Cost of raw materials consumed

The Cost of raw materials consumed for the period ended March 31, 2024 were ₹ 5,026.12 Lakhs which was about 59.24% of the total revenue.

Changes in inventories of finished goods and work-in-progress

The changes in inventories of finished goods and work-in-progress for the period ended March 31, 2024 were ₹ 714.89 Lakhs.

Employee Benefits expenses

The employee benefits expenses for the fiscal year ended March 31, 2024 were ₹ 762.03 Lakhs which was about 8.98% of the total revenue and which includes salaries, wages, bonus and allowances, directors' remuneration, contributions to welfare funds, provision for gratuity and other expenses.

Other Expenses

Other Expenses for the fiscal year ended March 31, 2024 were ₹ 1,127.80 Lakhs which was about 13.29% of the total revenue and which includes Payment to Auditors, Stores & spares consumed, Power & Fuel, Repairs & Maintenance, Insurance, Rates & Taxes, Shipping, Freight & Transportation Expenses, Processing Charges, Brokerage & commission, Bank Charges, Service Charges, Tour & Travelling Expenses, Consultancy & Professional Charges, Factory Maintenance, Fair & Exhibition, Legal Charges, Postage & Telegram, Donation, Inspection Charges, General Expenses.

EBIDTA

Our EBITDA for the fiscal year ended March 31, 2024 were ₹ 801.11 Lakhs (excluding other income) which was about 9.44% of the total revenue.

Finance Costs

Finance costs for the period ended March 31, 2024 were ₹ 271.52 Lakhs which was about 3.20% of the total revenue and which consists of interest and other finance charges.

Depreciation

Depreciation for the fiscal year ended March 31, 2024 were ₹ 134.84 Lakhs which was about 1.59% of the total revenue and which consists of depreciation and amortization expenses.

Profit /(Loss) after Tax

PAT for the fiscal year ended March 31, 2024 was ₹ 426.79 Lakhs which was about 5.03% of the total revenue.

FISCAL YEAR ENDED MARCH 31, 2024 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2023

Income

Total revenue has increased by ₹ 2,301.03 Lakhs and 37.21%, from ₹ 6,183.55 Lakhs in the fiscal year ended March 31, 2023 to ₹ 8,484.58 Lakhs in the fiscal year ended March 31, 2024. The increase in revenue was on account of much higher realisation on sale of flax and jute products due to substantial price increase. Total revenue comprises of revenue from sale of Cottonised flax, Cottonised jute, Cottonised hemp, Flax Yarn, Jute Yarn, Hessian Cloth and others.

Expenditure

Total Expenditure increased by ₹ 2,130.97 Lakhs and 38.75%, from ₹ 5,499.87 Lakhs in the fiscal year ended March 31, 2023 to ₹ 7,630.84 Lakhs in the fiscal year ended March 31, 2024. Overall expenditure was increased mainly due to increase in cost of raw material.

Cost of raw materials consumed

Cost of raw materials consumed increased by ₹ 175.23 Lakhs and 3.61%, from ₹ 4,850.89 Lakhs in the fiscal year ended March 31, 2023 to ₹ 5,026.12 Lakhs in the fiscal year ended March 31, 2024. Cost of materials consumed is increased on account of increase in prices of raw materials due to shortage in supply in the market.

Changes in inventories of finished goods and work-in-progress

Changes in inventories of finished goods and work-in-progress was ₹ 714.89 Lakhs in the fiscal year ended March 31, 2024 as against ₹ (1,258.76) Lakhs the fiscal year ended March 31, 2023. The increase in changes in Inventories of finished goods and work-in-progress was because of higher sale of finished products from the inventory and lower inventory level.

Employee Benefit Expenses

Employee Benefit Expenses in terms of value and percentage decreased by ₹ 17.00 Lakhs and 2.18% from ₹ 779.03 Lakhs in the fiscal year ended March 31, 2023 to ₹ 762.03 Lakhs in the fiscal year ended March 31, 2024. The reduction in overall employee cost was mainly driven by a decrease in labour expenses, resulting from the introduction of new technologies that lowered the need for labour and led to greater efficiencies in processes.

Other Expenses

Other Expenses in terms of value and percentage decreased by ₹ 0.90 Lakhs and 0.08% from ₹ 1,128.70 Lakhs in the fiscal year ended March 31, 2023 to ₹ 1,127.80 Lakhs in the fiscal year ended March 31, 2024. The decrease was mainly on account of net off difference between decrease in Loss on Flood, Processing charges, Factory Maintenance and General Expenses and increase in Shipping, Freight & Transportation Expenses, Rates and Taxes, Fair and Exhibition and Insurance cost.

EBIDTA

Profit before Interest, Depreciation and Tax has increased by ₹ 133.43 Lakhs and 19.98% from ₹ 667.68 Lakhs in the fiscal year ended March 31, 2023 to ₹ 801.11 Lakhs in the fiscal year ended March 31, 2024. Profit before Interest, Depreciation and Tax was increased due to higher realisation on sale of flax and jute products.

Finance Costs

Finance Costs in terms of value and percentage increased by ₹ 73.21 Lakhs and 36.92% from ₹ 198.31 Lakhs in the fiscal year ended March 31, 2023 to ₹ 271.52 Lakhs in the fiscal year ended March 31, 2024. Finance costs saw an increase primarily as a result of fresh borrowings during the fiscal year ended March 31, 2024.

Depreciation & Amortization Expenses

Depreciation in terms of value increased by ₹ 29.45 Lakhs and 27.94% from ₹ 105.39 Lakhs in the fiscal year ended March 31, 2023 to ₹ 134.84 Lakhs in the fiscal year ended March 31, 2024. The increase in depreciation is primarily attributable to the expansion in assets and is a general trend for growing businesses.

Net Profit after Tax

Net Profit has increased by ₹ 71.67 Lakhs and 20.18% from ₹ 355.12 Lakhs in the fiscal year ended March 31, 2023 to ₹ 426.79 Lakhs in the fiscal year ended March 31, 2024. Net profit was increased due to increase in price realization of flax and jute products and sale of products from previous manufactured inventory produced at a lower cost resulting in increased profitability.

FISCAL YEAR ENDED MARCH 31, 2023 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2022

Income

Total revenue has increased by ₹ 1,985.76 Lakhs and 47.30%, from ₹ 4,197.79 Lakhs in the fiscal year ended March 31, 2022 to ₹ 6,183.55 Lakhs in the fiscal year ended March 31, 2023. The increase in revenue was on account of increase in production and sale of finish product. Total revenue comprises of revenue from sale of Cottonised flax, Cottonised jute, Cottonised hemp, Flax Yarn, Jute Yarn, Hessian Cloth and others.

Expenditure

Total Expenditure increased by ₹ 1,742.88 Lakhs and 46.39%, from ₹ 3,756.99 Lakhs in the fiscal year ended March 31, 2022 to ₹ 5,499.87 Lakhs in the fiscal year ended March 31, 2023.

Cost of materials consumed

Cost of materials consumed increased by ₹ 2,076.31 Lakhs and 74.83%, from ₹ 2,774.58 in the fiscal year ended March 31, 2022 to ₹ 4,850.89 Lakhs in the fiscal year ended March 31, 2023. Cost of materials consumed on account of increase in consumption of raw materials in production due to introduction of product variants.

Changes in inventories of finished goods and work-in-progress

Changes in inventories of finished goods and work-in-progress were (90.81) in the fiscal year ended March 31, 2022 and ₹ (1,258.76) in the fiscal year ended March 31, 2023. The changes in inventories of finished goods and work-in-progress were driven by an increase in the inventory of finished goods.

Employee Benefit Expenses

Employee Benefit Expenses in terms of value and percentage increased by ₹ 216.17 Lakhs from 562.86 in the fiscal year ended March 31, 2022 to ₹ 779.03 Lakhs in the fiscal year ended March 31, 2023. Overall employee cost was increased due to increase in employment of new personnel.

Other Expenses

Other Expenses in terms of value and percentage increased by ₹ 618.34 Lakhs and 121.16% from ₹ 510.36 Lakhs in the fiscal year ended March 31, 2022 to ₹ 1,128.70 Lakhs in the fiscal year ended March 31, 2023. The increase was majorly on account of shipping, freight & Transportation Expenses, Processing Charges, amalgamation expenses and due to loss by natural disaster (flood).

EBIDTA

Profit before Interest, Depreciation and Tax has increased by ₹ 228.68 Lakhs and 52.09% from ₹ 439.00 Lakhs in the fiscal year ended March 31, 2022 to ₹ 667.68 Lakhs in the fiscal year ended March 31, 2023. Profit before Interest, Depreciation and Tax was increased due to introduction of new product variants, higher realisation on sale of flax and jute products and better capacity utilisation.

Finance Costs

Finance Costs in terms of value and percentage increased by ₹ 107.16 Lakhs and 117.56% from ₹ 91.15 Lakhs in the fiscal year ended March 31, 2022 to ₹ 198.31 Lakhs in the fiscal year ended March 31, 2023. Finance Costs was decreased due to increase in borrowings during the fiscal year March 31, 2023.

Depreciation & Amortization Expenses

Depreciation in terms of value increased by ₹ 15.85 Lakhs from 89.54 Lakhs in the fiscal year ended March 31, 2022 to ₹ 105.39 Lakhs in the fiscal year ended March 31, 2023. The increase in depreciation is attributable to the amalgamation process, leading to the consolidation of assets.

Net Profit after Tax

Net Profit has increased by ₹ 337.94 Lakhs and 1966.83% from ₹ 17.18 Lakhs in the fiscal year ended March 31, 2022 to ₹ 355.12 Lakhs in the fiscal year ended March 31, 2023. The Net Profit was increased due to introduction of new product variants, higher realisation on sale of flax and jute products and effective capacity utilization.

Cash Flows

(Amount ₹ in lacs)

Particulars	For the Period ended December 31st, 2024	For the year ended March 31,		
		2024	2023	2022
Net Cash from Operating Activities	(789.63)	1073.52	(292.88)	(1022.10)
Net Cash from Investing Activities	(200.64)	90.38	(1,269.96)	(2,576.29)
Net Cash used in Financing Activities	992.09	(1132.59)	1,607.29	3,595.45

Cash Flows from Operating Activities

Net cash from operating activities for Period ended December 31, 2024 was at ₹ (789.63) lacs as compared to the EBIDTA at ₹ 1,602.67 lacs Net cash from operating activities for fiscal 2024 was at ₹ 1,073.52 lacs as compared to the EBIDTA at ₹ 801.11 lacs, while for fiscal 2023, net cash from operating activities was at ₹ (292.88) lacs as compared to the EBIDTA at ₹ 667.68 lacs. For fiscal 2022, the net cash from operating activities was ₹ (1,022.10) lacs compared to EBIDTA of ₹ 439.00 lacs.

Cash Flows from Investment Activities

Net cash from Investing activities for Period ended December 31, 2024 was at ₹ (200.64) lacs. Net cash from investing activities for the fiscal 2024 was ₹ 90.38 lacs. This negative cash outflow is attributed to increase in investment in plant and equipments. Net cash from investing activities was at ₹ (1,296.96) lacs and ₹ (2,596.29) lacs and in the fiscal 2023 and 2022 attributed to increase in investment in plant and equipments.

Cash Flows from Financing Activities

Net cash from Financing activities for Period ended December 31, 2024 was at ₹ 992.09 lacs Net cash from financing activities for fiscal 2024 was at ₹ (1132.59) lacs. The negative cash flow was on account of higher interest outgo and repayment of loan. In fiscal 2023 was ₹ 1,607.29 lacs due increased loans and borrowings. For fiscal 2022, the net cash from financing activities was ₹ 3,595.45 lacs on account of loans and borrowings and proceeds from issue of equity shares.

OTHER MATTERS

1. Unusual or infrequent events or transactions

Except as described in this Draft Red Herring Prospectus, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

2. Significant economic changes that materially affected or are likely to affect income from continuing Operations

Other than as described in the Section titled *“Restated Financial Information”* and chapter titled *“Management’s Discussion and Analysis of Financial Conditions and Results of Operations”*, beginning on Page 202 and 252 respectively of this Draft Red Herring Prospectus, to our knowledge there are no significant economic changes that materially affected or are likely to affect income from continuing Operations.

3. Known trends or uncertainties that have had or are expected to have a material adverse impact on revenue

or income from continuing operations

Other than as described in the chapter titled ***“Risk Factors”*** and ***“Management’s Discussion and Analysis of Financial Conditions and Result of Operations”***, beginning on Page 27 and 252 respectively of this Draft Red Herring Prospectus, best 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.

4. Future relationship between Costs and Income

Other than as described in the chapter titled ***“Risk Factors”*** beginning on Page 27 of this Draft Red Herring Prospectus, best 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.

5. Competition Conditions

Our Industry is fragmented consisting of large established players and small niche players. We compete with organized as well as unorganized sector on the basis of availability of product, price and product range. Further, there are no entry barriers in this industry. Industry is very competitive and we expect competition to continue and likely to increase in the future. We operate in a competitive environment. See ***“Risk Factors”***, ***“Industry Overview”***, ***“Our Business”*** and on pages 27, 134 and 143, respectively, for further details on competitive conditions that we face across our various businesses.

CAPITALISATION STATEMENT

The following table sets forth our capitalisation derived from our Restated Financial Statements for the nine month period ended December 31, 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*”, “*Financial Information*” and “*Risk Factors*” on pages 252, 202 and 27, respectively.

(in ₹ lakhs)

Particulars	Pre-Issue as at December 31, 2024 (A)	Adjusted for the Proposed Issue* (B)
Total borrowings		
Short term borrowings	2,692.97	[•]
Long term borrowings	1,093.35	[•]
Total Debt	3,786.32	[•]
Total equity		
Share Capital	463.61	[•]
Reserves & Surplus	4,376.87	[•]
Less: Miscellaneous Expenses not w/off	-	
Total Shareholders’ Fund (Equity)	4,840.48	[•]
Long Term Debt/Equity	0.23	[•]
Total Debt/Equity	0.78	[•]

Notes:

1. As per Restated Financial Statements of the Company.
2. The corresponding post capitalisation data for each of the amounts given in the above table is not determinable at this stage pending the completion of Book building process and hence the same have not been provided in the above statement.

SECTION VII – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no: (i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; (iv) disciplinary actions including penalties imposed by SEBI or Stock Exchanges against the Promoter in the last five financial years, including any outstanding action; or (v) Material Litigation (as defined below); involving our Company, our Subsidiary, Directors and Promoters.

For the purposes of (iv) above, in terms of the Materiality Policy adopted by our Board pursuant to a resolution dated February 3, 2025, any pending litigation / arbitration proceedings involving the Relevant Parties shall be considered “material” for the purposes of disclosure in this Draft Red Herring Prospectus, if:

- a.) The aggregate monetary claim/ dispute amount/ liability made by or against our Company or our Subsidiaries in any such pending litigation (individually or in aggregate), is equivalent to or above 5% of the restated profit after tax of our Company, as per the latest completed fiscal year of the Restated Financial Statements;*
- b.) Any such pending litigation / arbitration proceeding involving the Directors or Promoter of our Company or our Subsidiaries, which may have a material adverse impact on the business, operations, performance, prospects, financial position or reputation our Company; and*
- c.) any such litigation wherein a monetary liability is not determinable or quantifiable, or which does not fulfil the threshold as specified in (a) or (b) above, as applicable, or wherein our Company is not a party, but the outcome of which could, nonetheless, have a material effect on the business, operations, performance, prospects, financial position or reputation of our Company.*

Our Board of Directors considers dues owed by our Company to the small-scale undertakings and other creditors exceeding 5% of the restated trade payables as per restated financial as material dues for the Company; This materiality threshold has been approved by our Board of Directors pursuant to the resolution passed on February 3, 2025. Further, for outstanding dues to any party which is a micro, small or a medium enterprise (“MSME”), the disclosure will be based on information available with our Company regarding status of the creditor as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended, as has been relied upon by the Statutory Auditors.

All terms defined in a particular litigation are for that particular litigation only.

1. LITIGATION INVOLVING OUR COMPANY

i. Litigation against our Company

1. Criminal Proceedings

Pursuant to FIR, an investigation was initiated by Central Bureau of Investigation (“CBI”) and Charge sheet was filed in Special (CBI) Court No. 2, Bichar Bhawan, Calcutta by CBI against six persons, including our Company alleging wrongful disbursement of subsidy to the tune of ₹102.45 lakhs. Presently the proceedings of the said Special Case No 01 of 2022 has been stayed vide order dated September 22, 2022 by the High Court at Calcutta under section 482 of Code of Criminal Procedure. The said interim order of stay was extended by the High Court at Calcutta from time to time until January 27, 2025 as per last order dated December 6, 2024 and further an application for extension of interim order has also been filed by December 21, 2024, which is pending for final adjudication of the matter. The next date of hearing in Special court (Special case No 1 of 2022) is fixed for March 27, 2025.

2. Actions taken by Statutory/Regulatory Authorities

Nil

3. Tax Proceedings

Below are the details of pending tax cases involving our Company, specifying the number of cases pending and the total amount involved:

(₹ in lacs)

Particulars	Number of cases	Amount involved*
Indirect Tax		
Sales Tax/VAT	Nil	Nil
Central Excise	Nil	Nil
Customs	Nil	Nil
Service Tax	Nil	Nil
Total	Nil	Nil
Direct Tax		
Cases filed against our Company	1	67.03
Cases filed by our Company	Nil	Nil
Total	1	67.03

*To the extent quantifiable

4. Other Material Litigations

- i. A money suit was filed by National Jute Board (“**Complainant**”) before the City Civil Court at Calcutta against our Company for recovery of ₹ 102.45 lakhs with regard to allegations of wrongful disbursement of subsidy to our Company. Our Company has filed opposition refuting the allegations and the said proceedings are pending adjudication wherein the next date is scheduled for April 1, 2025.
- ii. A suit has been filed before the Learned Civil Judge (Jr Divn), 1st Court at Uluberia, Howrah by Shib Shakti Sangha against the company being Title Suit No 127 of 2022 praying for a decree of declaration in its favour based on some alleged irrevocable licence granted by the predecessor-in-interest of the company with respect to some club premises on the land owned by the company and also for praying for injunction restraining the company from ousting the plaintiffs without due process of law. The Company has filed the opposition refuting the allegations. The next date of hearing is scheduled for 02/05/2025.

5. Disciplinary action against our Company by SEBI or any stock exchange in the last five Fiscals

The Securities and Exchange Board of India had imposed a penalty on our Promoters, Ambica Capital Markets Limited and Gold View Financial Services Limited for indulging in creation of artificial volume through reversal of trade transactions in illiquid stock options. Ambica Capital Markets Limited and Gold View Financial Services Limited have paid a penalty of ₹ 5.00 lakhs and ₹ 7.50 lakhs in respect of the aforementioned transaction.

We confirm that except as disclosed above, there are no findings/observations of any of the inspections by SEBI or any other regulator which are material and which needs to be disclosed or non-disclosure of which may have bearing on the investment decision.

ii. Litigation by our Company

1. Criminal Proceedings

Nil

2. Civil and other Material Litigations

- i. Our Company has filed an application before the West Bengal Land Reforms and Tenancy Tribunal challenging the order dated September 24, 2021 passed by the Appellate Authority under section 54(3) of the West Bengal Land Reforms Act 1955 in appeal case no 22 of 2019 upholding the order dated January 18, 2019 passed by the Block Land and Land Reforms Officer, Uluberia -1 in Misc case no 508 of 2018 with regard to mutation of name of the company in the land records. The next date of hearing in the WBLRTT is scheduled for March 13, 2025.
- ii. Company has filed an application before the Hon’ble High Court at Calcutta praying for transfer of T S No 147 of 2021 pending before the Learned Civil Judge (Senior Division) 2nd Court, Uluberia to Hon’ble High Court at Calcutta. The said application is yet to be listed for hearing before the Court.

2. LITIGATION INVOLVING OUR PROMOTERS

Cases filed against our Promoters

1. Criminal Proceedings

Nil

2. Actions taken by Statutory/Regulatory Authorities

Nil

3. Tax Proceedings

Below are the details of pending tax cases involving our Promoters, specifying the number of cases pending and the total amount involved:

<i>(₹ in lacs)</i>		
Particulars	Number of cases	Amount involved*
Indirect Tax		
Sales Tax/VAT	Nil	Nil
Central Excise	Nil	Nil
Customs	Nil	Nil
Service Tax	Nil	Nil
Total	Nil	Nil
Direct Tax		
Cases filed against our Promoters	10	396.90
Cases filed by our Promoters	Nil	Nil
Total	10	396.90

**To the extent quantifiable*

4. Other Material Litigations

Nil

Cases filed by our Promoters

1. Criminal Proceedings

Nil

2. Other Material Litigations

Nil

Disciplinary action against our Promoters by SEBI or any stock exchange in the last five Fiscals

As on date of this Draft Red Herring Prospectus, no disciplinary action including penalty imposed by SEBI or stock exchanges has been initiated against our Promoters in the last five Fiscals including any outstanding action.

3. LITIGATION INVOLVING OUR DIRECTORS

Cases filed against our Directors

1. Criminal Proceedings

Nil

2. Actions taken by Statutory/Regulatory Authorities

Nil

3. Tax Proceedings

Below are the details of pending tax cases involving our Directors, specifying the number of cases pending and the total amount involved:

(₹ in lacs)

Particulars	Number of cases	Amount involved*
Indirect Tax		
Sales Tax/VAT	Nil	Nil
Central Excise	Nil	Nil
Customs	Nil	Nil
Service Tax	Nil	Nil
Total	Nil	Nil
Direct Tax		
Cases filed against our Directors	5	2.01
Cases filed by our Directors	Nil	Nil
Total	5	2.01

*To the extent quantifiable

3. Disciplinary action by SEBI or any stock exchange in the last five Fiscals

Nil

4. Other Material Litigations

Nil

Cases filed by our Directors

1. Criminal Proceedings

Nil

2. Other Material Litigations

Nil

4. LITIGATION INVOLVING OUR SUBSIDIARY

Cases filed against our Subsidiary

1. Criminal Proceedings

Nil

2. Actions taken by Statutory/Regulatory Authorities

Nil

3. Tax Proceedings

Below are the details of pending tax cases involving our Subsidiary, specifying the number of cases pending and the total amount involved:

(₹ in lacs)

Particulars	Number of cases	Amount involved*
Indirect Tax		
Sales Tax/VAT	Nil	Nil
Central Excise	Nil	Nil
Customs	Nil	Nil

Particulars	Number of cases	Amount involved*
Service Tax	Nil	Nil
Total	Nil	Nil
Direct Tax		
Cases filed against our Subsidiary	Nil	Nil
Cases filed by our Subsidiary	Nil	Nil
Total	Nil	Nil

*To the extent quantifiable

4. *Disciplinary action by SEBI or any stock exchange in the last five Fiscals*

Nil

4. *Other Material Litigations*

Nil

Cases filed by our Subsidiary

1. *Criminal Proceedings*

Nil

2. *Other Material Litigations*

Nil

5. OUTSTANDING DUES TO SMALL SCALE UNDERTAKINGS OR ANY OTHER CREDITORS

In terms of the Materiality Policy dated February 3, 2025, our Company do not have any material creditors, as on date of this Draft Red Herring Prospectus.

As on December 31, 2024, our Company has 7 (seven) creditors having payable or outstanding amount of ₹ 5.32 Lakhs towards small-scale undertakings. Details of amounts outstanding to material and other creditors is as follows:

Particulars	No. of Creditors	(₹ in lacs)
		Amount
Outstanding dues to material creditors	1	606.96
Outstanding dues to small scale undertakings	7	5.32
Outstanding dues to other creditors	24	15.81
Total outstanding dues	32	628.09

Complete details of outstanding dues to our creditors as on December 31, 2024 are available at the website of our Company, www.yajurfibres.com. Information provided on the website of our Company is not a part of this Draft Red Herring Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any other source of information, including our Company's website, www.yajurfibres.com, would be doing so at their own risk. For further details, refer to the section titled "Financial Information" on page 202 of this Draft Red Herring Prospectus.

6. MATERIAL DEVELOPMENT SINCE DECEMBER 31, 2024

Our Company has acquired 80% stake in Yashoda Linen Yarn Limited on January 30, 2025, which became a subsidiary of our Company. Currently, our subsidiary is engaged in trading of linen fibre and it is proposed to set up a green field 100% wet spun linen yarn and blended yarn manufacturing unit at Ujjain, Madhya Pradesh, as a part of our forward integration.

Except as stated above, there have not arisen, since the date of the last financial statements disclosed in this Draft Red Herring Prospectus, any circumstances which materially and adversely affect or are likely to affect our profitability taken as a whole or the value of our consolidated assets or our ability to pay our liabilities within the

next 12 months. For further details, please refer to the chapter titled “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” on page 252 of this Draft Red Herring Prospectus.

GOVERNMENT AND OTHER STATUTORY APPROVALS

We are required to obtain consents, licenses, registrations, permissions and approvals for carrying out our present business activities. Our Company and our Subsidiary has obtained the necessary material consents, licenses, permissions and approvals from the Government and various Government agencies required for our present business and carrying on our business activities. For details in connection with the regulatory and legal framework within which we operate, please refer the chapter “Key Industrial Regulations and Policies” on page 163 of this Draft Red Herring Prospectus. The main objects clause of the Memorandum of Association and objects incidental to the main objects of our Company and our Subsidiary enable our Company and our Subsidiary to carry out its respective activities.

The following statements set out the details of licenses, permissions and approvals taken by our Company under various central and state laws for carrying out the business:

A. Licenses and Approvals of our Company

I. Issue related Approvals

For the approvals and authorizations obtained by our Company in relation to the Issue, see “Other Regulatory and Statutory Disclosures – Authority for the Issue” on page 277 of this Draft Red Herring Prospectus.

II. Approvals from the Stock Exchanges

- a) Our Company has received an in-principle approval from SME Platform of the BSE Limited dated [●] for listing of Equity Shares issued pursuant to the Issue.
- b) Our Company’s ISIN is INE0CNJ01010.

III. General Approvals

- a) Certificate of Incorporation dated August 07, 1980 issued under the Companies Act, 1956 by the Registrar of Companies, West Bengal at Kolkata.
- b) Certificate of commencement of business dated September 15, 1980 issued by the Registrar of Companies, West Bengal at Kolkata.
- c) Fresh Certificate of Incorporation dated June 18, 1991 issued by the Assistant Registrar of Companies, West Bengal upon change of name of our Company from Shineup Investments Limited to Shineup Fibres Limited.
- d) Fresh Certificate of Incorporation dated April 24, 2008 issued by the Registrar of Companies, West Bengal at Kolkata upon change of name of our Company from Shineup Fibres Limited to Ambica Capital Ventures Limited.
- e) Fresh Certificate of Incorporation dated March 11, 2021 issued by the Registrar of Companies, Kolkata to our company upon change of name of our Company from Ambica Capital Ventures Limited to Yajur Fibres Limited.
- f) Udyam Aadhaar registration certificate dated April 25, 2023 issued by the Ministry of Micro, Small and Medium Enterprises, Government of India for allotting the Udyam Registration Number UDYAM-WB-10-0074447 to our Company.
- g) The Employees’ Provident Fund Organisation had issued a code number WBHLO0043778000 under the Employees’ Provident Fund and Miscellaneous Provisions Act, 1952.
- h) The Employees’ State Insurance Corporation had issued a code number 41000297380000199 issued under the Employees’ State Insurance Act, 1948 to our Company for our Office situated at Phuleshwar, Uluberia, Howrah.
- i) Certificate of Importer-Exporter Code issued on June 25, 1993 and last modified on March 20, 2023 bearing file number KOLIECPAMEND00030496AM23 issued by Office of the Additional Director General of Foreign Trade, Kolkata, Directorate General of Foreign Trade, Ministry of Commerce and Industry, Government of India for the purpose of allotting 0293004439 as the IEC number to our Company.
- j) Legal Entity Identifier certificate issued on April 11, 2023 by the Legal Entity Identifier India Limited for the

purpose of allotting LEI no. 335800PHH2FB2YJ6WQ79 to our Company. The legal entity identifier code number is valid until April 11, 2028.

- k) Details of shops and establishment registrations obtained for our registered office and corporate office have been provided below:

S. No.	State/ Union Territory	Issuing Authority	License Number	Date of Issue	Valid up to
1.	5, Middleton Street, Eastern Region Kolkata-700071, West Bengal	Department of Labour, Govt of West Bengal	KL04172N2025006526	February 25, 2025	February 24, 2028
2.	5, Sree Charan Saranibally, Howrah, Kolkata-71120, West Bengal	Department of Labour, Govt of West Bengal	HW03452N2025000502	February 24, 2025	February 23, 2028

- l) Details of trade license issued to our Company have been provided below:

S. No.	State/ Union Territory	Issuing Authority	License Number	Date of Issue	Valid up to
1.	5, Middleton Street, Eastern Region Kolkata – 700 071, West Bengal	Licence Department, Kolkata Municipal Corporation	0050 4103 6136	February 20, 2025	March 31, 2025
2.	5, Sree Charan Saranibally, Howrah, Kolkata-71120, West Bengal	Bally (Municipality) Office, Howrah Sadar, Howrah	0917P195825250318	February 28, 2025	February 27, 2028
3.	Holding No. 1190A/1506/510, Ward No. 21, Jagannathpur, Fuleswar, Uluberia, Howrah-711316	The Board of Councillors of Uluberia, Howrah (Municipality), West Bengal	0917P1880823220346	September 27, 2024	September 27, 2025

IV. Tax Related Approvals

- a) Our Company's permanent account number issued by the Income Tax Department is AAECs2882B.
- b) Letter dated April 15, 2021 issued by the Income Tax Department for the purpose of allotting tax deduction and collection number to our Company is CALS04773G.
- c) Registration certificate dated June 12, 2024 issued by the Government of India under the Goods and Services Tax Act, 2017 for allotting registration number 19AAECs2882B3ZB to our Company.
- d) Letter of Undertaking of our company for export of goods or services dated March 11, 2024 bearing Application Reference Number AD190324011186C.
- e) Our company's details pertaining to the registration and enrolment certificates issued under the West Bengal State Tax on Professions, Trades, Callings and Employments Rules, 1979 are as follows:

S. No.	Address of the property	Prescribed Authority	Date of Issue	Enrolment Number
1.	1190A/1506/510, Jagannathpur Phuleswar, Uluberia-711316, West Bengal	West Bengal South Range	February 13, 2024	192169506211

S. No.	Address of the property	Prescribed Authority	Date of Issue	Enrolment Number
2.	5, Middleton Street, Kolkata, 700071	Kolkata West Range	May 7, 2015	192009855948
3.	5 Sree Charan Saranibally, Howrah-711201	West Bengal South Range	February 27, 2025	194001164894

V. Business Related Approvals

As mentioned hereinabove, we require various approvals, licenses, registrations and permits to carry on our operations in India. Some of these may expire in the ordinary course of business and applications for renewal of such approvals are submitted in accordance with applicable procedures and requirements. An indicative list of the material approvals required by our Company for conducting our operations is provided below:


Sr. No.	Type of License / Approval	Issuing Authority	Reference / Registration / License No.	Date of Issue / Renewal	Valid up to
1.	License to work a Factory	Deputy Chief Inspector of Factories, West Bengal	License no: 001657 Reg no: 0628/HW/X	January 31, 2025	December 31, 2027
2.	Certificate of Stability	Sunil Kumar Gungawat, Kolkata Municipal Corporation	-	February 04, 2025	February 3, 2030
3.	Certificate issued to certify that quality management system of our Company complies with the requirements of ISO 9001:2015	Assurance Quality Certification LLC	24EQNE61	August 21, 2024	August 20, 2027
4.	Certificate issued to certify that environmental management system of our Company complies with the requirements of ISO 14001:2015	MS Certification Services Pvt. Ltd.	IN/E/00086/7712	September 23, 2022	September 22, 2025
5.	Certificate issued to certify that occupational health & safety management systems of our Company complies with the requirements of ISO 45001:2018	MS Certification Services Pvt. Ltd.	IN/OH&SMS/00011/7713	September 23, 2022	September 22, 2025
6.	Consent to establish issued under Section 25 of the Water (Prevention and Control of Pollution) Act, 1974 and under Section 21 of the Air (Prevention and Control of Pollution) Act, 1981	West Bengal Pollution Control Board	NOC005/3-PCB/HOW/38-98	March 11, 2013	Valid until cancelled or modified

Sr. No.	Type of License / Approval	Issuing Authority	Reference / Registration / License No.	Date of Issue / Renewal	Valid up to
7.	Consent to operate issued under Section 25 of the Water (Prevention and Control of Pollution) Act, 1974 and under Section 21 of the Air (Prevention and Control of Pollution) Act, 1981	West Bengal Pollution Control Board	714/POL/DIC/HOW/2020-21	February 15, 2021	November 30, 2027
8.	Certificate of Registration issued under rule 27 of the Legal Metrology (Packaged Commodities) Rules, 2011	Legal Metrology Officer, Directorate of Legal Metrology, West Bengal	WB/05/0095/2025/000062	January 16, 2025	January 16, 2026
9.	Engine Test Certificate for Kirloskar Engine Model (800 KW)	Kirloskar Oil Engines Limited	KGL-F-QAKP-G-26-00	June, 2024	Valid until cancelled or modified
10.	Test certificate for Brushless AC Generator (200 KW)	Kirloskar Oil Engines Limited	QA-8.2.4-F32-03 DRS/L: AVR8098503	April 12, 2024	Valid until cancelled or modified
11.	Electricity load sanction letter	Manager Mains (Power), CESC Limited	Reference No.- 0900479230 Consumer No.- 01078013002	January 8, 2024	Valid until cancelled or superseded by execution of a fresh agreement
12.	Air Receiver Test certificate (Sl. No.- 169, Mark-NTRC/AR-1) under rules 56 of the West Bengal Factories Rules, 1958.	Competent Person, The CIF, Government of West Bengal	NTRC/ Y-01 / 130 / 2024	November 29, 2024	May 29, 2025
13.	Air Receiver Test certificate (Sl. No.- 202203083, Mark-NTRC/AR-2) under rules 56 of the West Bengal Factories Rules, 1958.	NTRC Marine and Engineering Services	NTRC/ Y-01 / 131 / 2024	November 29, 2024	May 29, 2025
14.	Air Receiver Test certificate (Sl. No.- 300, Mark-NTRC/AR-3) under rules 56 of the West Bengal Factories Rules, 1958.	NTRC Marine and Engineering Services	NTRC/ Y-01 / 132 / 2024	November 29, 2024	May 29, 2025

Sr. No.	Type of License / Approval	Issuing Authority	Reference / Registration / License No.	Date of Issue / Renewal	Valid up to
15.	Air Receiver Test certificate (Sl. No.-GK283, Mark-NTRC/AR-4) under rules 56 of the West Bengal Factories Rules, 1958.	NTRC Marine and Engineering Services	NTRC/ Y-01 / 133 / 2024	November 29, 2024	May 29, 2025
16.	Air Receiver Test certificate (Mark-NTRC/AR-5) under rules 56 of the West Bengal Factories Rules, 1958.	NTRC Marine and Engineering Services	NTRC/ Y-01 / 134 / 2024	November 29, 2024	May 29, 2025
17.	Air Receiver Test certificate (Sl. No.-45592, Mark-NTRC/AR-6) under rules 56 of the West Bengal Factories Rules, 1958.	NTRC Marine and Engineering Services	NTRC/ Y-01 / 135 / 2024	November 29, 2024	May 29, 2025

VI. Intellectual Property Related Approvals

Our Company has applied for registering the following trademarks under the Trade Marks Act, 1999

Sr. No.	Particulars of the trademark	Application Number	Class	Date of application	Status of the application
1.	YAJUR	6827364	23	January 28, 2025	Formalities Chk Pass
2.	YAJUR FIBRES	6827365	24	January 28, 2025	Formalities Chk Pass
3.	YAJUR	6827366	24	January 28, 2025	Formalities Chk Pass
4.	YAJUR FIBRES	6827367	23	January 28, 2025	Formalities Chk Pass
5.		6862143	23	February 17, 2025	Formalities Chk Pass

VII. Licenses/ Approvals for which applications have been made by our Company and are pending:

Sr. No.	Particulars of the Application	Application Number	Date of application
2.	Application for Fire Safety Certificate filed with Office of the Divisional Fire Officer West Bengal Fire & Emergency Services	221882506300001308	January 16, 2025

VIII. Licenses / approvals which have expired and for which renewal applications have not been made by our Company.

Nil

IX. Licenses / Approvals which are required but not yet applied for by our Company:

Nil

B. Material Licenses and approvals obtained by our Subsidiary

Yashoda Linen Yard Limited

General Approvals

- a) Certificate of Incorporation dated September 14, 2022 issued under the Companies Act, 2013 by the Assistant Registrar of Companies, Central Registration Centre.
- b) Details of trade license issued to our have been provided below:

S. No.	State/ Territory	Union	Issuing Authority	License Number	Date of Issue	Valid up to
1.	5, Middleton Street, Eastern Region Kolkata- 700071, West Bengal		Licence Department, Kolkata Municipal Corporation	0049 5103 6133	February 20, 2025	March 31, 2025

- c) Registration certificate dated February 28, 2025 bearing registration number KL04172N2025007530 issued under the West Bengal Shops and Establishments Act, 1963 valid until February 27, 2028.

Tax Related Approvals

- a) Our Company's Permanent Account Number issued by the Income Tax Department is **AABCY5882G**.
- b) Our Company's Tax Deduction and Collection Number dated September 15, 2022 issued by the Income Tax Department is **CALY01084G**.
- c) Registration certificate dated November 4, 2024 issued by the Government of India under the Goods and Services Tax Act, 2017 for allotting registration number 23AABCY5882G1Z5 (Madhya Pradesh) to our Company.
- d) Registration certificate dated November 4, 2024 issued by the Government of India under the Goods and Services Tax Act, 2017 for allotting registration number 19AABCY5882G1ZU (West Bengal) to our Company.
- e) Details pertaining to the registration and enrolment certificates issued under the West Bengal State Tax on Professions, Trades, Callings and Employments Rules, 1979 are as follows:

S. No.	Address of the property	Prescribed Authority	Date of Issue	Enrolment Number
1.	5, Middleton Street, Kolkata, 700071	Kolkata West Range	March 21, 2023	192158301159

Licenses/ Approvals for which applications have been made by our subsidiary and are pending:

Nil

Licenses / approvals which have expired and for which renewal applications have not been made by our Subsidiary.

Nil

Licenses / Approvals which are required but not yet applied for by our Subsidiary:

Nil

OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

The Board of Directors has, pursuant to a resolution passed at its meeting held on February 3, 2025 authorized the Issue, subject to the approval of the shareholders of the Company under Section 62(1)(c) and all other applicable provisions of the Companies Act, 2013.

The shareholders of the Company have, pursuant to a special resolution passed in EGM held on February 5, 2025, authorized the Issue under Section 62(1)(c) and all other applicable provisions of the Companies Act, 2013.

Our Company has received an In-Principle Approval letter dated [●] from BSE for using its name in this Draft Red Herring Prospectus for listing our shares on the SME Platform of BSE Limited. BSE is the Designated Stock Exchange for the purpose of this Issue.

PROHIBITION BY SECURITIES MARKET REGULATORS

Our Company, our Promoters, our Directors and our Promoter's Group, person(s) in control of the promoters or issuer, have not been prohibited from accessing the capital market or debarred from buying, selling, or dealing in securities under any order or direction passed by the Board or any securities market regulators in any other jurisdiction or any other authority/court.

CONFIRMATIONS

1. Our Company, our Promoters, Promoter's Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018.
2. None of the Directors in any manner associated with any entities which are engaged in securities market related business and are registered with the SEBI in the past five years.
3. There has been no action taken by SEBI against any of our Directors or any entity with which our Directors are associated as Promoter or directors.

PROHIBITION BY RBI OR GOVERNMENTAL AUTHORITY

Neither our Company, nor our Promoters, nor the relatives (as defined under the Companies Act) of our Promoters, have been identified as wilful defaulters or Fraudulent Borrowers by the RBI or any other governmental authority.

ELIGIBILITY FOR THE ISSUE

Our Company is not ineligible in terms of Regulations 228 of SEBI ICDR Regulations for this Issue as:

- Neither our Company, nor any of its Promoters, Promoter Group or Directors are debarred from accessing the capital market by the Board.
- Ambica Capital Markets Limited and Gold View Financial Services Limited are registered as a NBFC with the Reserve Bank of India are engaged in the business of offering industrial finance, investment in securities and underwriting. Except as disclosed in "*Outstanding Litigation and Material Developments - Disciplinary action against our Company by SEBI or any stock exchange in the last five Fiscals*" on page 266 of this DRHP, there are no outstanding actions initiated by SEBI against our Promoters in the past five years.
- Neither our Promoters, nor any Directors of our company is a promoter or director of any other company which is debarred from accessing the capital market by the Board.
- Neither our individual Promoters nor any of our Directors is declared as Fugitive Economic Offender.
- Neither our Company, nor our Promoters, relatives (as defined under the Companies Act, 2013) of our Promoters nor our Directors, are Wilful Defaulters or a fraudulent borrower.

Our Company is eligible for the Issue in accordance with Regulation 229(2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations 2018, as we are an Issuer whose post Issue face value paid-up capital shall be upto ₹ [●] lakhs can offer Equity Shares to the public and propose to list the same on the SME Platform of BSE Limited.

We confirm that:

1. In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this Issue will be 100% underwritten and that the Book Running 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*" beginning on page 72 of this Draft Red Herring Prospectus.
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 eight (8) Working Days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight (8) Working Days, be liable to repay such application money, with an interest at the rate as prescribed under the Companies Act, 2013.

3. In terms of Regulation 246(5) of the SEBI (ICDR) Regulations, we shall ensure that our Book Running Lead Manager submits a copy of the Red Herring Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Red Herring Prospectus with Stock Exchange and the Registrar of Companies. Further, in terms of Regulation 246(2), SEBI shall not issue observation on the Red Herring Prospectus.
4. In accordance with Regulation 261(1) of the SEBI (ICDR) Regulations, we hereby confirm that we have entered 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 the SME Platform of BSE. For further details of the arrangement of market making please refer to section titled “General Information” beginning on page 72 of this Red Herring Prospectus.
5. In accordance with Regulation 228(a) of the SEBI (ICDR) Regulations, our Company, its promoters, promoter group or directors are not debarred from accessing the capital markets by the Board.
6. In accordance with Regulation 228(b) of the SEBI (ICDR) Regulations, the companies with which our promoters or directors are associated as a promoter or director are not debarred from accessing the capital markets by the Board.
7. In accordance with Regulation 228(c) of the SEBI (ICDR) Regulations, Neither the issuer nor any of its promoter or directors is a wilful defaulter or a fraudulent borrower.
8. In accordance with Regulation 228(d) of the SEBI (ICDR) Regulations, None of the Issuer’s individual promoter or directors is a fugitive economic offender.
9. In accordance with Regulation 230(1)(a) of the SEBI (ICDR) Regulations, Application is being made to BSE (SME Platform of the BSE) is the Designated Stock Exchange.
10. In accordance with Regulation 230(1)(b) of the SEBI (ICDR) Regulations, our Company has entered into agreement with depositories for dematerialisation of specified securities already issued and proposed to be issued.
11. In accordance with Regulation 230(1)(c) of the SEBI (ICDR) Regulations, all the present Equity share Capital is fully Paid-up.
12. In accordance with Regulation 230(1)(d) of the SEBI (ICDR) Regulations, all the specified securities held by the promoter is already in dematerialised form.

We further confirm that we shall be complying with all the other requirements as laid down for such an Issue under Chapter IX of SEBI (ICDR) Regulations, 2018 as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

- Our Company shall mandatorily facilitate trading in Demat securities for which we have entered into Tripartite agreement among the NSDL, our Company and Registrar to the Issue dated February 17, 2020 and Tripartite agreement among the CDSL, our Company and Registrar to the Issue dated January 21, 2025, for establishing connectivity.
- Our Company has a website i.e. www.yajurfibres.com
- The Equity Shares of our Company held by our Promoters are in dematerialised form; and
- All the Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing of this Draft Red Herring Prospectus.
- There has been no change in the promoter of the Company in the preceding one year from date of filing application to BSE for listing on SME segment.

We confirm that we comply with all the below requirements / conditions so as to be eligible to be listed on the SME Platform of BSE:

- 1) Our Company was incorporated as ‘Shineup Investments Limited’, a public limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated August 07, 1980 issued by the Registrar of Companies, West Bengal. The certificate of commencement of business was issued to our Company on September 15, 1980 by the Registrar of Companies, West Bengal. Subsequently, the name of our Company was changed to ‘Shineup Fibres Limited’ and consequently a fresh certificate of incorporation dated June 18, 1991 was issued by the Assistant Registrar of Companies, West Bengal at Kolkata. Subsequently, pursuant to resolutions passed by our Board of Directors in their meeting held on March 10, 2008 and by our Shareholders in the extra-ordinary general meeting held on March 13, 2008, the name of our Company was changed to ‘Ambica Capital Ventures Limited’ and a fresh certificate of incorporation dated April 24, 2008 was issued by the Registrar of Companies, West Bengal at Kolkata. Subsequently, pursuant to resolutions passed by our Board of Directors in their meeting held on December 30, 2020, and by our Shareholders in the extra-ordinary general meeting held on January 29, 2021 the name of our Company

was changed to 'Yajur Fibres Limited' and a fresh certificate of incorporation dated March 11, 2021 was issued by the Registrar of Companies, West Bengal at Kolkata.

- 2) As on the date of this Draft Red Herring Prospectus, the Company has a Paid-up Capital of Rs. 1,576.28 Lakhs and the Post Issue Capital will be of Rs. [●] Lakhs which is less than ₹25 Crores.
- 3) The Company has a track record of at least 3 years as on the date of filing Draft Red Herring Prospectus.
- 4) As on December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, the Company has net tangible assets of ₹ 4,840.48 Lakhs, ₹ 3,754.99 Lakhs, ₹ 3,328.20 Lakhs and ₹ 2,973.11 Lakhs.
- 5) **Operating Profit (earnings before interest, depreciation and tax) should be at least 1 crore from operations for at least 2 (Two) out of 3 (Three) financial years:**

The Company is having operating profit, details are mentioned as below:

(Amount in lakhs)

Particulars	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Total Income	9,501.57	8,431.95	6,167.55	4,195.99
Operating Profit (earnings before interest, depreciation and tax)	1,602.67	801.11	667.68	439.00

- 6) The Leverage ratio (Total Debts to Equity) of the Company as on March 31, 2024 was 0.70 which is less than the limit of 3:1.
- 7) The Company confirms that 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.
- 8) The Company further confirms that the Promoters or directors are not the promoters or directors (other than independent directors) of compulsory delisted companies by the Exchange and neither they are the promoters or directors of such companies on which the consequences of compulsory delisting is applicable/attracted or companies that are suspended from trading on account of noncompliance.
- 9) Our Company confirms that there is no material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoters, companies promoted by the promoters of the Company;
- 10) The Company has not been referred to NCLT under IBC.
- 11) There is no winding up petition against our Company that has been admitted by the Court or a liquidator has not been appointed of competent Jurisdiction against the Company.
- 12) No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the company.
- 13) The directors of the issuer are not associated with the securities market in any manner, and there is no outstanding action against them initiated by the Board in the past five years.
- 14) 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 is in compliance with the requirements of Companies Act, 2013 at the time of in-principle approval
- 16) The Company confirms that there are no pending defaults in respect of payment of interest and/or principal to the debenture/ bond/ fixed deposit holders by our Company and promoters.
- 17) The Company confirms that there has not been any change in its name in last 1 year.

SEBI DISCLAIMER CLAUSE

“IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGER HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS 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 OUR COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS / RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT OUR COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, HORIZON MANAGEMENT PRIVATE LIMITED SHALL FURNISH TO STOCK EXCHANGE/SEBI, A DUE DILIGENCE CERTIFICATE DATED [•] IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THE DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER, ANY IRREGULARITIES OR LAPSES IN THE DRAFT RED HERRING PROSPECTUS.

ALL LEGAL REQUIREMENTS PERTAINING TO THIS ISSUE WILL BE COMPLIED WITH AT THE TIME OF FILING OF THE PROSPECTUS WITH THE REGISTRAR OF COMPANIES, WEST BENGAL AT KOLKATA, IN TERMS OF SECTION 26, 30 AND SECTION 32 OF THE COMPANIES ACT, 2013.

DISCLAIMER CLAUSE OF THE BSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus prior to the filing with the RoC.

DISCLAIMER FROM OUR COMPANY, OUR DIRECTORS AND THE BOOK RUNNING LEAD MANAGER

Our Company, the Directors and the Book Running Lead Manager accept no responsibility for statements made otherwise than those contained in this Draft Red Herring Prospectus or, in case of the Company, in any 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, www.yajurfibres.com, or the websites of the members of our Promoter Group, would be doing so at his or her own risk.

The BRLM accept no responsibility, save to the limited extent as provided in the Agreement entered between the BRLM (Horizon Management Private Limited) and our Company on February 26, 2025, and the Underwriting Agreement dated [•] entered into between the Underwriters and our Company and the Market Making Agreement dated [•] entered into among the Market Maker, BRLM and our Company.

All information shall be made available by our Company and the Book Running 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 including at road show presentations, in research or sales reports, at collection centres or elsewhere.

The Book Running Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, Group Entity, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, Group Entity, and our affiliates or associates, for which they have received and may in future receive compensation.

Note:

Investors that apply in this Issue will be required to confirm and will be deemed to have represented to our Company, the Underwriters and BRLM and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our company and will not Issue, sell, pledge or transfer the Equity Shares of our company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our company. Our Company, the Underwriter and BRLM and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our company.

DISCLAIMER IN RESPECT OF JURISDICTION

This Issue is being made in India to persons resident in India including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under the applicable trust law and who are authorized under their constitution to hold and invest in shares, and any FII sub-account registered with SEBI which is a foreign corporate or Foreign individual, permitted insurance companies and pension funds and to FIIs and Eligible NRIs. This Draft Red Herring Prospectus does not, however, constitute an invitation to subscribe to Equity Shares Issue 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 Red Herring Prospectus comes is required to inform him 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 West Bengal, only.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose.

Accordingly, our Company's Equity Shares, represented thereby may not be offered or sold, directly or indirectly, and Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of Draft Red Herring Prospectus nor any sale here under shall, under any circumstances, create any implication that there has been any change in our Company's affairs from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT, 1933

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold (i) in the United States only to "qualified institutional buyers", as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each applicant, wherever requires, agrees that such applicant will not sell or transfer any Equity Share or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

FILING OF DRAFT RED HERRING PROSPECTUS/RED HERRING PROSPECTUS/PROSPECTUS WITH THE BOARD AND THE REGISTRAR OF COMPANIES

The Draft Red Herring Prospectus will not be filed with SEBI, nor will SEBI issue any observation on the Issue Document in terms of Regulation 246 (2) of SEBI ICDR Regulations. Pursuant to SEBI Master Circular, a copy of the Red Herring Prospectus/ Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>. Further, a copy of Red Herring Prospectus/ Prospectus, will also be filed with the SME Platform of BSE Limited, where the Equity Shares are proposed to be listed.

A copy of the Red Herring Prospectus, along with the material contracts, documents and the Prospectus will also be filed with the RoC under Section 26 and Section 32 of the Companies Act, 2013 and through the electronic portal at <http://www.mca.gov.in/mcafoportal/loginvalidateuser.do>.

LISTING

Application is to be made to the SME Platform of BSE Limited for obtaining permission to deal in and for an official quotation of our Equity Shares. BSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue.

Our Company has received an In-Principle Approval letter dated [●] from BSE for using its name in this offer document for listing our shares on the SME Platform of BSE Limited.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the BSE, the Company shall refund through verifiable means the entire monies received within Four days of receipt of intimation from stock exchanges rejecting the application for listing of specified securities, and if any such money is not repaid within four day after the company becomes liable to repay it the company and every director of the company who is an officer in default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the SME Platform of BSE Limited mentioned above are taken within three Working Days from the Issue Closing Date.

IMPERSONATION

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who –

- a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities, or
- b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447.”

The liability prescribed under Section 447 of the Companies Act, 2013 - any person who is found to be guilty of fraud involving an amount of at least ten lakh rupees or one per cent. of the turnover of the company, whichever is lower shall be punishable with imprisonment for a term which shall not be less than six months but which may extend to ten years (provided that where the fraud involves public interest, such term shall not be less than three years) and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to three times the amount involved in the fraud.

Provided further that where the fraud involves an amount less than ten lakh rupees or one per cent. of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to fifty lakh rupees or with both.

CONSENTS

The written consents of Promoters, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor and Peer Review Auditor, Bankers to the Company, Legal Advisor to the Issue, the BRLM to the Issue, Registrar to the Issue, Market Maker, Banker to the Issue*, Monitoring Agency*, Syndicate Member* and Underwriter* to act in their respective capacities have been obtained.

**To be obtained at the RHP stage*

Above consents will be filed along with a copy of the Red Herring Prospectus with the ROC, as required under Sections 26 and 32 of the Companies Act, 2013 and such consents have not been withdrawn up to the time of delivery of the Red Herring Prospectus for registration with the ROC.

Our Company has received written consent dated February 22, 2025, from the Statutory Auditors to include their name as required under Section 26(5) of the Companies Act 2013 read with SEBI ICDR Regulations in this Draft Red Herring Prospectus as an “expert” as defined under Section 2(38) of the Companies Act 2013 to the extent and in its capacity as an independent Statutory Auditor and in respect of its (i) examination report dated February 3, 2025, on our Restated Financial Information; and (ii) its report dated February 22, 2025, on the statement of special tax benefits in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

EXPERT OPINION

Except for the reports in the sections “*Statement of Special Tax Benefits*” and “*Financial Information*” on pages 131 and 202, respectively of this Draft Red Herring Prospectus from the Statutory Auditor, our Company has not obtained any expert opinions. We have received written consent from the Statutory Auditor for inclusion of their name in this Draft Red Herring Prospectus, as required under Companies Act read with SEBI (ICDR) Regulations as “Expert”, defined in section 2(38) of the Companies Act and such consent has not been withdrawn as on the date of this Draft

Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act, 1933.

PREVIOUS PUBLIC OR RIGHTS ISSUE

Our Company has not made public issue or rights issue under SEBI ICDR Regulations, in the past. For details of rights issues please refer chapter titled “*Capital Structure*” beginning on page no. 84 of this Draft Red Herring Prospectus.

UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION

We have not made any previous public Issue. Therefore, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring for or agreeing to procure subscription for any of the Equity Shares of the Company since its inception.

CAPITAL ISSUE DURING THE LAST THREE YEARS

For details of the capital issued of our Company in past three years, please refer chapter titled “*Capital Structure*” beginning on page no. 84 of this Draft Red Herring Prospectus. Our Company does not have any Group Companies or associates, as of the date of this Draft Red Herring Prospectus.

Price Information of past issues handled by the Lead Manager

1. Disclosure of Price information of past issues handled by Horizon Management Private Limited

Sr. No.	Issue Name	Issue Size @ (Rs. Lakhs)	Issue Price (Rs.)	Listing Date	Opening Price on Listing Date (Rs.)	+/- % change in closing price, +/- % change in closing benchmark]- 30 th calendar days from listing*	+/- % change in closing price, +/- % change in closing benchmark]- 90 th calendar days from listing**	+/- % change in closing price, +/- % change in closing benchmark]- 180 th calendar days from listing***
Main Board								
NIL								
SME Board								
1.	Cosmic CRF Limited ^	5,721.08	314.00	30-06-2023	251.20	+10.83% [+2.23%]	+6.70% [+2.16%]	+87.24% [+10.23%]
2.	Baba Food Processing (India) Limited \$	3,288.06	76.00	15-11-2023	76.00	-6.93% [+7.66%]	-23.48% [+9.86%]	-23.75% [+12.10%]
3.	MVK Agro Food Product Limited \$	6,588.00	120.00	07-03-2024	79.00	-36.29% [+0.09%]	-52.98% [-2.71%]	-33.27% [+12.38%]
4.	Shree Karni Fabcom Limited \$	4,249.44	227.00	14-03-2024	260.00	+67.18% [+1.68%]	+88.35% [+5.05%]	+193.22% [+12.60%]
5.	Veritaas Advertising Limited \$	848.16	114.00	21-05-2024	275.00	-40.00% [+4.38%]	-49.53% [+8.93%]	-51.39% [+4.45%]
6.	Tunwal E-Motors Limited \$	11,564.00	59.00	23-07-2024	64.00	-9.87% [+1.19%]	-26.56% [+1.53%]	-25.82% [-5.21%]
7.	Forcas Studio Limited \$	3,744.00	80.00	26-08-2024	152.00	-34.42% [+3.72%]	-37.85% [-4.41%]	N.A.
8.	Osel Devices Limited \$	7,065.60	160.00	24-09-2024	198.05	-5.03% [-5.80%]	+3.56% [-9.07%]	N.A.
9.	Thinking Hats Entertainment Solutions Limited \$	1,508.76	44.00	03-10-2024	60.00	-6.23% [-3.75%]	-25.18% [-6.36%]	N.A.
10.	Onyx Biotech Limited \$	2,934.10	61.00	22-11-2024	54.05	-5.99% [-1.34%]	N.A.	N.A.
11.	Abha Power and Steel Limited \$	3,854.40	75.00	04-12-2024	81.90	-33.29% [-1.14%]	N.A.	N.A.
12.	Citichem India Limited ^	1,260.00	70.00	03-01-2025	70.00	N.A.	N.A.	N.A.
13.	Swasth Foodtech Inida Limited	1,492.34	94.00	28-02-2025	94.00	N.A.	N.A.	N.A.

@As per Prospectus

Source: All share price data are taken from www.bseindia.com and www.nseindia.com

* 30th calendar day has been taken as listing day plus 29 calendar days
 ** 90th calendar day has been taken as listing day plus 89 calendar days
 *** 180th calendar day has been taken as listing day plus 179 calendar days
 ^ BSE as the Designated Stock Exchange
 § NSE as the Designated Stock Exchange

Notes:

1. The information is as on the date of this Draft Red Herring Prospectus
2. Opening price information as disclosed on the website of the Designated Stock Exchange
3. In case where the security is not being traded on 30th, 90th and 180th day, the closing price on BSE/NSE of the previous trading day for the respective scrips has been considered. However, if scrips are not traded on that previous trading day then last trading price has been considered.
4. In case where 30th, 90th and 180th day is trading holiday, the closing price on BSE/NSE of the previous trading day has been considered for benchmark and security purpose
5. The BSE SENSEX and NIFTY 50 is considered as the Benchmark Index, depending upon the Designated Stock Exchange disclosed by the respective Issuer at the time of issue, as applicable.
6. N.A. means Not Applicable – Period not completed
7. “Closing Price” on the listing day of respective scrips is taken as “Base Price” for calculating % Change in Closing Price of the respective Issue on 30th / 90th / 180th Calendar days from listing.
8. “Closing Benchmark” on the listing day of the respective scrips is taken as “Base Benchmark” for calculating % Change in Closing Benchmark on 30th / 90th / 180th Calendar days from listing.

2. Summary statement of price information of past issues handled by Horizon Management Private Limited

Financial Year	Total no. of IPOs #	Total amount of funds raised (Rs. in Lakhs) #	No. of IPOs trading at discount - 30 th calendar days from listing			No. of IPOs trading at premium - 30 th calendar days from listing			No. of IPOs trading at discount - 180 th calendar days from listing			No. of IPOs trading at premium - 180 th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
Main Board														
2024-2025			NIL											
2023-2024			NIL											
2022-2023			N.A.											
SME Board														
2024-2025	**9	34,271.36	-	3	5	-	-	-	1	1	-	-	-	-
2023-2024	*4	19,396.58	-	1	1	1	-	1	-	1	1	2	-	-
2022-2023			N.A.											

As per Prospectus

Notes

1. The information is as on the date of this Draft Red Herring Prospectus
2. The information for each of the financial years is based on the issues listed during such financial year
3. Data for number of IPOs trading at premium/discount taken at closing price on NSE or BSE on the respective date, depending upon the Designated Stock Exchange

** The scrips of Veritaas Advertising Limited and Tunwal E-Motors Limited were listed on May 21, 2024 and July 23, 2024 respectively. The scrips of Forcas Studio Limited, Osel Devices Limited and Thinking Hats Entertainment Solutions Limited were listed on August 26, 2024, September 24, 2024 and October 03, 2024 respectively have not completed 180

calendar days. The scrips of Onyx Biotec Limited and Abha Power and Steel Limited were listed on November 22, 2024 and December 04, 2024 respectively have not completed 90 calendar days. The scrips of Citichem India Limited were listed on January 03, 2025 and have not completed 30 calendar days.

*The scrips of Cosmic CRF Limited, Baba Food Processing (India) Limited, MVK Agro Food Product Limited and Shree Karni Fabcom Limited were listed on June 30, 2023, November 15, 2023, March 07, 2024 and March 14, 2024 respectively

3. Break -up of past issues handled by Horizon Management Private Limited

Financial Year	No. of SME IPOs	No. of Main Board IPOs
2024-2025	9	Nil
2023-2024	4	Nil
2022-2023	N.A.	N.A.

For details regarding the track record of the Lead Manager, as specified in Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please see the website of the Lead Manager as set forth in the table below:

Sr. No.	Name of the Lead Manager	Website
1	Horizon Management Private Limited	www.horizonmanagement.in

PERFORMANCE VIS-A-VIS OBJECTS

Except as stated in the chapter titled “*Capital Structure*” beginning on page 84 of this Draft Red Herring Prospectus, our Company has not undertaken any previous public or rights issue. None of the Promoter Group Entities or associates of our Company are listed on any stock exchange.

PERFORMANCE VIS-À-VIS OBJECTS –PUBLIC/ RIGHTS ISSUE OF SUBSIDIARIES/ LISTED PROMOTERS

As on the date of this Draft Red Herring Prospectus, the securities of our Subsidiaries and our corporate Promoters, are not listed on any stock exchanges, in India or abroad.

STOCK MARKET DATA FOR OUR EQUITY SHARES

This being an initial public offering of the Equity Shares of our Company, the Equity Shares are not listed on any Stock Exchanges.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Registrar Agreement provides for the retention of records with the Registrar to the Issue for a minimum period of three 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.

In terms of SEBI Master Circular, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2021 and SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs at the rate higher of ₹100 per day or 15% per annum of the application amount in the events of delayed or withdrawal of applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/partially allotted applications for the stipulated period. In an event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the Book Running Lead Manager shall compensate the investors at the rate higher of ₹100 per day or 15% per annum of the application amount.

SEBI pursuant to its circular bearing reference number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has reduced the time taken for listing of specified securities after the closure of public issue to 3 working days (T+3 days) as against the present requirement of 6 working days (T+6 days). ‘T’ being issue closing date. In partial modification to circulars dated March 16, 2021 and April 20, 2022, the compensation to investors for delay in unblocking of ASBA application monies (if any) shall be computed from T+3 day. The provisions of this circular shall be applicable, on voluntary basis for public issues opening on or after September 1, 2023 and on mandatory basis for public issues opening on or after December 1, 2023. Our Company shall follow the timeline prescribed under the SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023. The timelines prescribed for public issues as mentioned in SEBI circulars dated November 1, 2018, June 28, 2019, November 8, 2019, March 30, 2020, March 16, 2021, June 2, 2021, and April 20, 2022 shall stand modified to the extent stated in this Circular.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, Bid application number, number of Equity Shares Bid for, amount paid on Bid application and the bank branch or collection center where the application was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to the relevant SCSB or the member of the Syndicate (in Specified Cities) or the Sponsor Bank, as the case may be, where the Application Form was submitted by the ASBA Bidder or through UPI Mechanism, giving full details such as name, address of the Bidder, Bid application number, UPI Id, number of Equity Shares applied for, amount blocked on application and designated branch or the collection center of the SCSBs or the member of the Syndicate (in Specified Cities), as the case may be, where the Application Form was submitted by the ASBA Bidder or Sponsor Bank.

Our Company has obtained authentication on the SCORES in terms of SEBI circular no. CIR/OIAE/1/2013 dated April 17, 2013 and complied with the SEBI circular (CIR/OIAE/1/2014/CIR/OIAE/1/2013) dated December 18, 2014 in relation to redressal of investor grievances through SCORES. Our Company has not received any complaints as on the date of this Draft Red Herring 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 SCSB (in case of ASBA Bidders) or Sponsor Bank (in case of UPI Mechanism) or for redressal of routine investor grievances including through SEBI Complaint Redress System (SCORES) shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has constituted Stakeholders Relationship Committee as follows:

Name of Director	Position in the Committee	Designation
Gaurav Baid	Chairperson	Independent Director
Rohit Bhura	Member	Independent Director
Ashish Kankaria	Member	Managing Director

Our Company has appointed Sulekha Dutta, the Company Secretary and Compliance Officer, who may be contacted in case of any pre-issue or post-issue related problems at the following address:

5 Sree Charan Sarani,
Bally, Uluberia – II,
Howrah – 711 201,
West Bengal, India.
Telephone: +91 33 2671 2883
Facsimile: N.A.
E-mail: cs@yajurfibres.com

Till date of this Draft Red Herring Prospectus, our Company has not received any investor complaint and no complaints is pending for resolution.

PREVIOUS ISSUES OF EQUITY SHARES OTHERWISE THAN FOR CASH

Except as stated in the chapter titled “*Capital Structure*” beginning on page no. 84 of this Draft Red Herring Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

LISTED VENTURES OF PROMOTERS

There are no listed ventures of our Company or of our Promoters as on date of filing of this Draft Red Herring Prospectus except (i) Ludlow Jute & Specialities Ltd. and (ii) Bally Jute Company Ltd.

OUTSTANDING DEBENTURES OR BONDS AND REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS

There are no outstanding debentures or bonds or redeemable preference shares and other instruments issued by the Company as on the date of this Draft Red Herring Prospectus.

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

Our Company has not applied or received any exemptions from SEBI from complying with any provisions of securities laws.

OTHER CONFIRMATIONS

Any person connected with the Issue shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, to any person for making a Bid in the Issue, except for fees or commission for services rendered in relation to the Issue.

We confirm that there are no findings/observations of any regulators that are material, and which need to be disclosed or non-disclosure of which may have bearing on the investment decision. It is further confirmed that our Company has not received any findings/observations from SEBI, as on date.

SECTION VIII – ISSUE INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued pursuant to this issue shall be subject to the provision of the Companies Act, SEBI (ICDR) Regulations, 2018, SCRA, SCRR, Memorandum and Articles, the terms of this Draft Red Herring Prospectus, Application Form, the Revision Form, the Confirmation of Allocation Note ('CAN') and other terms and conditions as may be incorporated in the Allotment advices and other documents/ certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws, guidelines, rules, notifications, and regulations relating to the issue of capital and listing of securities issued from time to time by SEBI, the Government of India, BSE, ROC, RBI and / or other authorities, as in force on the date of the Issue and to the extent applicable.

Please note that, in accordance with the Regulation 256 of the SEBI (ICDR), Regulations, 2018 read with SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants has to compulsorily apply through the ASBA Process. As an alternate payment mechanism, Unified Payments Interface (UPI) has been introduced (vide SEBI Circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018) as a payment mechanism in a phased manner with ASBA for applications in public Issues by retail individual investors through intermediaries (Syndicate members, Registered Stock-Brokers, Registrar and Transfer agent and Depository Participants).

Further, vide the said circular, Registrar to the Issue and Depository Participants have been also authorised to collect the Application forms. Investors may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by Registrar to the Issue and DPs as and when the same is made available.

Authority for the Issue

The present Public Issue of upto [●] Equity Shares which have been authorized by a resolution of the Board of Directors of our Company at their meeting held on February 3, 2025 and by the Shareholders of our company, vide a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at their Extra ordinary general meeting held on February 5, 2025.

Ranking of Equity Shares

The Equity Shares being issued shall be subject to the provisions of the Companies Act, 2013 and our Memorandum and Articles of Association and shall rank *pari-passu* in all respects with the existing Equity Shares of our Company including in respect of the right to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please refer to Section titled “**Description of Equity Shares and terms of the Articles of Association**” beginning on Page No. 274 of the Draft Red Herring Prospectus.

Mode of Payment of Dividend

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and recommended by the Board of Directors and the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act. For further details, please refer to chapter titled “**Dividend Policy**” beginning on Page No. 201 of the Draft Red Herring Prospectus.

Face Value, Issue Price, Floor Price and Price Band

The face value of each Equity Share is ₹ 10/- and the Issue Price at the lower end of the Price Band is ₹ [●] per Equity Share (“**Floor Price**”) and at the higher end of the Price Band is ₹ [●] per Equity Share (“**Cap Price**”). The Price Band and the minimum Bid Lot will be decided by our Company in consultation with the BRLM and advertised in [●] editions of [●] (a widely circulated English national daily newspaper), [●] editions of [●] (a widely circulated Hindi national daily newspaper) and Bengali editions of [●] (a Bengali language newspaper with wide circulation, Bengali being the regional language of West Bengal, where our Registered Office is located), each with wide circulation, at least two Working Days prior to the Bid/Issue Opening Date and shall be made available to the Stock Exchange for the purpose of uploading on its websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the website of the Stock Exchange. The Issue Price shall be determined by our Company in consultation with the BRLM, after the Bid/Issue Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

At any given point of time, there shall be only one denomination of Equity Shares.

The Issue Price shall be determined by our Company in consultation with the Book Running Lead Manager and is justified under the chapter titled “*Basis of Issue Price*” beginning on page 125 of this Draft Red Herring Prospectus.

Compliance with SEBI (ICDR) Regulations

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, 2018. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports & notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive offer for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation; subject to any statutory or preferential claims being satisfied;
- Right of free transferability of the Equity Shares; and
- Such other rights, as may be available to a shareholder of a listed Public Limited Company under the Companies Act, terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018 and the Memorandum and Articles of Association of our Company.

Minimum Application Value, Market Lot and Trading Lot

In accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than ₹ 1,00,000/- (Rupees One Lakh) per application.

Pursuant to Section 29 of the Companies Act, the Equity Shares shall be Allotted only in dematerialised form. As per SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements will be signed by our Company with the respective Depositories and the Registrar to the Issue before filing this Draft Red Herring Prospectus:

- Tripartite agreement among the NSDL, our Company and Registrar to the Issue dated February 17, 2020.
- Tripartite agreement among the CDSL, our Company and Registrar to the Issue dated January 21, 2025.

As per the provisions of the Depositories Act, 1996 & regulations made there under and Section 29 (1) of the Companies Act, 2013, the equity shares of an issuer shall be in dematerialized form i.e. not in the form of physical certificates, but be fungible and be represented by the statement issued through electronic mode. The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the BSE Limited from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Issue will be done in multiples of [●] Equity Shares subject to a minimum allotment of [●] Equity Shares to the successful Applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

Minimum Number of Allottees

The minimum number of allottees in the Issue shall be 50 shareholders. In case, the number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the amounts in the ASBA Account shall be unblocked forthwith.

Joint Holders

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

Jurisdiction

Exclusive Jurisdiction for the purpose of this Issue is with the competent courts/authorities in India.

The Equity Share have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States and may not be issued or sold within the United States or to, or for the account or benefit of, —U.S. personal (as defined in Regulation S), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being issued and sold only outside the United States in off-shore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those issues and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Nomination Facility to Investor

In accordance with Section 72 of the Companies Act, 2013, the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013 be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agent of our Company.

In accordance with Section 72 of the Companies Act, 2013, 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:

- To register himself or herself as the holder of the Equity Shares; or
- To make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 (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 is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for the lock-in of the pre-Issue capital of our Company, Promoter's minimum contribution as provided under the chapter titled "**Capital Structure**" on page 84 of this Draft Red Herring Prospectus and except as provided in the Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, please refer chapter titled "**Description of Equity Shares and terms of the articles of association**" on page 274 of this Draft Red Herring Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated herein above. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

Withdrawal of the Issue

Our Company in consultation with the BRLM, 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 Book Running Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one (1) Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed.

Notwithstanding the foregoing, this 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 (ii) the final RoC approval of the Red Herring Prospectus after it is filed with the RoC. If our Company in consultation with BRLM withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an issue/issue for sale of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus/Red Herring Prospectus with Stock Exchange.

ISSUE PROGRAM

Events	Indicative Dates
Bid/Issue Opening Date *	[●]
Bid/Issue Closing Date **^	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	On or before [●]
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account	On or before [●]
Credit of Equity Shares to Demat accounts of Allottees	On or before [●]
Commencement of trading of the Equity Shares on the Stock Exchange	On or before [●]

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

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

^ UPI mandate end time and date shall be at 5:00 pm on the Bid/Issue Closing Date.

#In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100/- per day for the entire duration of delay exceeding four Working Days from the Bid/Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. For the avoidance of doubt, the provisions of the SEBI circular dated March 16, 2021, as amended pursuant to SEBI circular dated June 2, 2021 shall be deemed to be incorporated in the agreements to be entered into by and between the Company and the relevant intermediaries, to the extent applicable.

The above timetable, other than the Bid/Issue Closing Date, is indicative and does not constitute any obligation on our Company the BRLM.

While our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 3 Working Days of the Bid/Offer Closing Date, the timetable may change due to various factors, such as extension of the Bid/ Offer Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws. SEBI pursuant to its circular bearing reference number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has reduced the time taken for listing of specified securities after the closure of public issue to 3 working days (T+3 days) as against the present requirement of 6 working days (T+6 days); 'T' being issue closing date. The provisions of this circular were applicable, on voluntary basis for public issues opening on or after September 1, 2023 and on mandatory basis for public issues opening on or after December 1, 2023. Our Company shall follow the timelines provided under the aforementioned circular.

Any circulars or notifications from the SEBI after the date of the Draft Red Herring Prospectus may result in changes to the above- mentioned timelines. Further, the Offer procedure is subject to change to any revised circulars issued by the SEBI to this effect.

The BRLM will be required to submit reports of compliance with listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

In terms of the UPI Circulars, in relation to the Issue, the BRLM will submit report 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.

Submission of Bids

Bid/Issue Period (except the Bid/Issue Closing Date)

Submission and Revision in Bids: Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time ("IST"))

Bid/Issue Closing Date

Submission and Revision in Bids: Only between 10.00 a.m. and 3.00 p.m. IST

On the Bid/Issue Closing Date, the Bids shall be uploaded until:

- 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and

- ii. until 5.00 p.m. IST or such extended time as permitted by the Stock Exchange, in case of Bids by Retail Individual Bidders.

On the Bid/Issue Closing Date, extension of time will be granted by the Stock Exchange only for uploading Bids received from Retail Individual Bidders after taking into account the total number of Bids received and as reported by the BRLM to the Stock Exchange.

The Registrar to the Issue shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Issue Opening Date till the Bid/ Issue Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLM and the RTA on a daily basis.

To avoid duplication, the facility of re-initiation provided to Syndicate Members, if any shall preferably be allowed only once per Bid/batch and as deemed fit by the Stock Exchange, after closure of the time for uploading Bids.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/Issue Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Issue Closing Date. Any time mentioned in this Draft Red Herring Prospectus is Indian Standard Time. Bidders are cautioned that, in the event, large number of Bids are received on the Bid/Issue Closing Date, as is typically experienced in public offerings, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Issue. Bids will be accepted only during Monday to Friday (excluding any public holiday). None among our Company or any Member of the Syndicate shall be liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or blocking of application amount by the SCSBs on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

In case of any discrepancy in the data entered in the electronic book *vis-a-vis* data contained in the physical Bid cum Application Form, for a particular Bidder, the details of the Bid file received from the Stock Exchanges may be taken. Our Company in consultation with the BRLM, reserve the right to revise the Price Band during the Bid/Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price shall not be less than the face value of the Equity Shares.

In case of any revision to the Price Band, the Bid/Issue Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/Issue Period not exceeding a total of 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid/Issue Period for a minimum of one Working Day, subject to the Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a public notice, and also by indicating the change on the respective websites of the BRLM and the terminals of the Syndicate Members, if any and by intimation to SCSBs, other Designated Intermediaries and the Sponsor Bank, as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.

Minimum Subscription

This Issue is not restricted to any minimum subscription level and is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the —stated minimum amount has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Red Herring 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, if any, within sixty (60) days from the date of closure of the issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond four days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

In accordance with Regulation 260 of the SEBI (ICDR) Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the issue through the Red Herring Prospectus and shall not be restricted to the minimum subscription level.

Further, in accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 50 (Fifty).

Further, in accordance with Regulation 267(2) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than ₹ 1,00,000 (Rupees One Lac only) per application.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Migration to Main Board

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018, our Company may migrate to the main board of BSE from the SME Exchange on a later date subject to the following:

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 promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which 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 fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board. The company shall be listed on SME Exchange/ Platform having nationwide terminals for atleast 3 years.

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 promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

Market Making

The shares issued and transferred through this Issue are proposed to be listed on the SME Platform of BSE Limited with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on the SME Platform of BSE Limited. For further details of the market making arrangement please refer to chapter titled “**General Information**” beginning on page 72 of this Draft Red Herring Prospectus.

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 SME Platform of BSE Limited.

Restrictions, if any, on Transfer and Transmission of Shares or Debentures and on their Consolidation or Splitting

Except for lock-in of the pre-Issue Equity Shares and Promoter’s minimum contribution in the Issue as detailed in the chapter “**Capital Structure**” beginning on page 84 of this Draft Red Herring Prospectus and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association. The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

Application by Eligible NRIs, FPIs or VCFs registered with SEBI

It is to be understood that there is no reservation for Eligible NRIs, FPIs or VCF registered with SEBI. Such Eligible NRIs, FPIs or VCF registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

NRIs, FPIs/FIIs and foreign venture capital investors registered with SEBI are permitted to purchase shares of an Indian company in a public Issue without the prior approval of the RBI, so long as the price of the equity shares to be issued is not less than the price at which the equity shares are issued to residents. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee

company are under the automatic route under the foreign direct investment (“FDI”) Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

Option to receive securities in Dematerialized Form

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

Further, it is mandatory for the investor to furnish the details of his/her depository account, & if for any reason, details of the account are incomplete or incorrect the application shall be treated as incomplete & may be rejected by the Company without any prior notice.

New Financial Instruments

There are no new financial instruments such as deep discounted bonds, debentures, warrants, secured premium notes, etc. issued by our Company.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229(2) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up capital will be upto ₹ [●] lakhs, shall issue equity shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the SME Platform of BSE Limited). For further details regarding the salient features and terms of such an issue, please refer chapter titled “*Terms of Issue*” and “*Issue Procedure*” on page no. 225 and 237 respectively of this Draft Red Herring Prospectus.

This public issue comprises of upto 70,00,000 equity shares of face value of ₹10/- each for cash at a price of ₹ [●]/- per equity share including a share premium of ₹ [●]/- per equity share (the “issue price”) aggregating up to ₹ [●] lakhs (“the issue”) by our Company. The Issue and the Net Issue will constitute [●]% and [●]% respectively of the post issue paid up Equity Share Capital of the Company.

This Issue is being made by way of Book Building Process (1):

Particulars of the Issue (2)	Market Maker Reservation Portion	QIBs	Non-Institutional Applicants	Retail Individual Investors
Number of Equity Shares available for allocation	Up to [●] Equity shares	Not more than [●] Equity Shares.	Not less than [●] Equity Shares	Not less than Equity Shares [●]
Percentage of Issue size available for allocation	[●]% of the issue size	Not more than [●]% of the Net Issue being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion may be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion Up to 60.00% of the QIB Portion may be available for allocation to Anchor Investors and one third of the Anchor Investors Portion shall be available for allocation to domestic mutual funds only.	Not less than [●]% of the Net Issue	Not less than [●]% of the Net Issue
Basis of Allotment(3)	Firm Allotment	Proportionate as follows: a) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and	Proportionate	Allotment to each Retail Individual Bidder shall not be less than the minimum Bid lot, subject to Availability of Equity Shares in the Retail Portion and the remaining available

Particulars of the Issue ⁽²⁾	Market Maker Reservation Portion	QIBs	Non-Institutional Applicants	Retail Individual Investors
		b) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above Equity Shares may be allocated on a discretionary basis to Anchor Investors For further details please refer to the section titled <i>“Offer Procedure”</i> beginning on page no. 237 of this Draft Red Herring Prospectus.		Equity Shares if any, shall be allotted on a Proportionate basis. For details see, <i>“Offer Procedure”</i> beginning on page no. 237 of this Draft Red Herring Prospectus.
Mode of Bid	Only through the ASBA Process	Only through the ASBA process.	Through ASBA Process through banks or by using UPI ID for payment to the extent of Bids up to ₹500,000	Through ASBA Process through banks or by using UPI ID for payment
Mode of Allotment	Compulsorily in dematerialized form			
Minimum Bid Size	[●] Equity Shares in multiple of [●] Equity shares	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹ 200,000	Such number of Equity Shares in multiples of [●] Equity Shares that Bid size exceeds ₹ 200,000	[●] Equity Shares in multiple of [●] Equity shares so that the Bid Amount does not exceed ₹ 2,00,000
Maximum Bid Size	[●] Equity Shares	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Issue excluding the Anchor portion, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the issue (excluding the QIB	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹ 2,00,000

Particulars of the Issue ⁽²⁾	Market Maker Reservation Portion	QIBs	Non-Institutional Applicants	Retail Individual Investors
			portion), subject to limits as applicable to the Bidder	
Trading Lot	[●] Equity Shares, however, the Market Maker may accept odd lots if any in the market as required under the SEBI ICDR Regulations	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof	[●] Equity Shares
Who can apply? ⁽⁵⁾	Market Maker	Public financial institutions as specified in Section 2(72) of the Companies Act 2013, scheduled commercial banks, multilateral and bilateral development financial institutions, mutual funds registered with SEBI, FPIs other than individuals, corporate bodies and family offices, VCFs, AIFs, FVCIs, registered with SEBI, state industrial development corporation, insurance company registered with IRDAI, provident fund with minimum corpus of ₹250 million, pension fund with minimum corpus of ₹250 million, National Investment Fund set up by the Government of India, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important NBFCs, in accordance with applicable laws including FEMA Rules.	Resident Indian individuals, Eligible NRIs, HUFs (in the name of Karta), companies, corporate bodies, scientific institutions, societies, family offices, trusts, FPIs who are individuals, corporate bodies and family offices which are recategorized as category II FPIs and registered with SEBI	Resident Indian individuals, HUFs (in the name of Karta) and Eligible NRIs
Terms of Payment	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form.			
Mode of Bid	Only through the ASBA process excluding the UPI Mechanism).	Only through the ASBA process (excluding the UPI Mechanism).	Only through the ASBA process (including the UPI Mechanism for a Bid size of up to ₹ 500,000)	Only through the ASBA process (including the UPI Mechanism

- (1) This issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.
- (2) In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018, this is an issue for at least 25% of the post issue paid-up Equity share capital of the Company. This issue is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI (ICDR) Regulations.
- (3) Subject to valid Bids being received at or above the issue price, under subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.
- (4) Our Company, in consultation with the BRLM may allocate upto 60% of the QIB Portion to Anchor Investors on a discretionary basis, in accordance with the SEBI (ICDR) Regulations, 2018, as amended. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Price.
- (5) Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Issue Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN. For further details please refer to the section titled “Issue Procedure” beginning on page 237 of the Draft Red Herring Prospectus

Withdrawal of the Issue

In accordance with SEBI (ICDR) Regulations, the Company, in consultation with the Book Running Lead Manager, reserves the right to not to proceed with the Issue at any time before the Bid/Issue Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the Issue after Bid/ Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in [●] editions of [●] (a widely circulated English national daily newspaper), [●] editions of [●] (a widely circulated Hindi national daily newspaper) and Bengali editions of [●] (a Bengali language newspaper with wide circulation, Bengali being the regional language of West Bengal, where our Registered Office is located), each with wide circulation.

The Book Running Lead Manager, through the Registrar to the Issue, will instruct the SCSBs, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly. If our Company withdraws the Issue after the Bid/ Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Draft Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approval of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) the registration of Red Herring Prospectus with RoC.

JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities at West Bengal.

BID/ ISSUE PROGRAMME:

Events	Indicative Dates
Bid/Issue Opening Date*	[●]
Bid/Issue Closing Date**^	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	On or before [●]
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account	On or before [●]
Credit of Equity Shares to Demat accounts of Allottees	On or before [●]
Commencement of trading of the Equity Shares on the Stock Exchange	On or before [●]

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

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

^ UPI mandate end time and date shall be at 5:00 pm on the Bid/Issue Closing Date.

#In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100/- per day for the entire duration of delay exceeding four Working Days from the Bid/Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. For the avoidance of doubt, the provisions of the SEBI circular dated March 16, 2021, as amended pursuant to SEBI circular dated June 2, 2021 shall be deemed to be incorporated in the agreements to be entered into by and between the Company and the relevant intermediaries, to the extent applicable.

Bids and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Bidding Centers mentioned in the Bid cum Application Form.

Standardization of cut-off time for uploading of bids on the Bid/Issue closing date:

- i. A standard cut-off time of 3.00 p.m. for acceptance of bids.
- ii. A standard cut-off time of 4.00 p.m. for uploading of bids received from other than retail individual applicants.
- iii. A standard cut-off time of 5.00 p.m. for uploading of bids received from only retail individual applicants, which may be extended up to such time as deemed fit by BSE Limited after taking into account the total number of bids received up to the closure of timings and reported by BRLM to BSE Limited within half an hour of such closure.

It is clarified that Bids not uploaded in the book, would be rejected. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid form, for a particular bidder, the details as per physical bid cum application form of that Bidder may be taken as the final data for the purpose of allotment.

Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

SEBI pursuant to its circular bearing reference number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 had reduced the time taken for listing of specified securities after the closure of public issue to 3 working days (T+3 days) as against the present requirement of 6 working days (T+6 days); 'T' being issue closing date. The provisions of this circular were applicable, on voluntary basis for public issues opening on or after September 1, 2023 and on mandatory basis for public issues opening on or after December 1, 2023. Our Company shall close this Issue in accordance with the timeline provided under the aforementioned circular.

ISSUE PROCEDURE

All Bidders shall review the “General Information Document for Investing in Public Issues” prepared and issued in accordance with the circular SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 notified by SEBI, suitably modified from time to time, if any, and the UPI Circulars (“General Information Document”), highlighting the key rules, procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, and the SEBI Regulations.

The General Information Documents will be updated to reflect the enactments and regulations including the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, SEBI Listing Regulations and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document will also be available on the websites of the Stock Exchange and the Lead Manager, before opening of the Issue. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 effective to public issues opening on or after from May 01, 2021. However, said circular has been modified pursuant to SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 in which certain applicable procedure w.r.t. SMS Alerts, Web portal to CUG etc shall be applicable to Public Issue opening on or after January 1, 2022 and October 1, 2021 respectively.

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) Category of investor eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) Allocation of shares; (iii) Payment Instructions for ASBA Bidders; (iv) Issuance of CAN and Allotment in the Offer; (v) General instructions (limited to instructions for completing the Application Form); (vi) Submission of Application Form; (vii) Other Instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (viii) applicable provisions of the Companies Act, 2013 relating to punishment for fictitious applications; (vi) mode of making refunds; and (vii) 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, had introduced an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019.

With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds was discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”) and this phase was to continue till March 31, 2020 and post which reduced timeline from T+6 days to T+3 days was to be made effective using the UPI Mechanism for applications by RIBs. The final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders (“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 9, 2023 and made effective on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023 (“T+3 SEBI Circular”). The Issue will be undertaken pursuant to the processes and procedures under UPI Phase III, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular shall come into force for initial public offers opening on/or after May 1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and the provisions of this circular, are deemed to form part of this Draft Red Herring Prospectus. SEBI, vide the SEBI RTA Master Circular, consolidated the aforementioned circulars to the extent relevant for RTAs, and rescinded these circulars. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings (opening on or after May 1, 2022) whose application size are up to ₹5 lakhs shall use the UPI Mechanism. Subsequently, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the

ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories). These circulars are effective for initial public offers opening on/or after May 1, 2021, and the provisions of these circulars, as amended, are deemed to form part of this Draft Red Herring Prospectus.

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 manager shall continue to coordinate with intermediaries involved in the said process.

BOOK BUILDING PROCEDURE:

This Issue is being made in terms of Rule 19(2)(b) of the SCRR, through the Book Building Process in accordance with Regulation 253 of the SEBI ICDR Regulations wherein not more than [●]% of the Issue shall be allocated on a proportionate basis to QIBs, allocate up to [●]% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. Further, 5.00% of the QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and spill-over from the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than [●]% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than [●]% of the Issue shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

Under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Issue Price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchange.

Investors should note that the Equity Shares will be allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, the PAN and UPI ID, for RIBs Bidding in the Retail Portion using the UPI Mechanism, shall be treated as incomplete and will be rejected. Bidders will not have the option of being allotted Equity Shares in physical form. However, they may get their Equity Shares rematerialized subsequent to allotment of the Equity Shares in the Issue, subject to applicable laws.

AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS

The Memorandum containing the salient features of the Red Herring Prospectus together with the Application Forms and copies of the Red Herring Prospectus may be obtained from the Registered Office of our Company, from the Registered Office of the Lead Manager to the Issue, Registrar to the Issue as mentioned in the Application form. The application forms may also be downloaded from the website of BSE Limited i.e. www.bseindia.com. Applicants shall only use the specified Application Form for the purpose of making an Application in terms of the Red Herring Prospectus. All the applicants shall have to apply only through the ASBA process. ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSBs authorizing blocking of funds that are available in the bank account specified in the Application Form. Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Prospectus. The Application Form shall contain space for indicating number of specified securities subscribed for in demat form.

Phased implementation of Unified Payments Interface

SEBI has issued UPI Circulars in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circulars, UPI has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under 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 upto three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI Mechanism, the UPI Circulars proposes to introduce and implement the UPI Mechanism in three phases in the following manner:

- a) Phase I: This phase was applicable from January 01, 2019 and lasted till June 30, 2019. Under this phase, a Retail Individual Bidder, besides the modes of Bidding available prior to the UPI Circulars, also had the option to submit the Bid cum Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.
- b) Phase II: This phase has commenced with effect from July 01, 2019 and will continue for a period of three months or floating of five main board public issues, whichever is later. Under this phase, submission of the Bid cum Application Form by a Retail Individual Investor through intermediaries to SCSBs for blocking of funds has been discontinued and has been replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase. SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice.
- c) Phase III/T+3: This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023 vide T+3 Press Release. In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Press Release as applicable, subject to any circulars, clarification or notification issued by SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

Pursuant to the UPI Circular, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked not later than one day from the date on which the Basis of Allotment is finalized. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors complaints in this regard, the relevant SCSB as well as the post – Issue BRLM will be required to compensate the concerned investor.

All SCSBs offering the facility of making applications in public issues shall also provide the facility to make application using UPI. The Company will be required to appoint one of the SCSBs as a Sponsor Bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and/ or payment instructions of the Retail Individual Bidders using the UPI.

The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

For further details, refer to the “General Information Document” available on the websites of the Stock Exchange and the BRLM.

Bid cum Application Form

Copies of the Bid cum Application Form and the abridged prospectus will be available with the Designated Intermediaries at the Bidding Centres, and our Registered and Corporate Office. An electronic copy of the Bid cum Application Form will also be available for download on the website of BSE Limited (www.bseindia.com) at least one day prior to the Bid/Issue Opening Date.

All Bidders shall mandatorily participate in the Issue only through the ASBA process. The RIs Bidding in the Retail Portion can additionally Bid through the UPI Mechanism.

RIBs Bidding in the Retail Portion using the UPI Mechanism must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain the UPI ID are liable to be rejected.

ASBA Bidders (other than RIBs using UPI Mechanism) must provide bank account details and authorization to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. RIBs Bidding in the Retail Portion using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs. RIBs authorizing an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Bank, as applicable at the time of submitting the Bid.

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour of Application Form*
Anchor Investor**	White
Resident Indians, including resident QIBs, Non-Institutional Investors, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents including Eligible NRIs, FII's, FVCIs etc. applying on a repatriation basis	Blue

Note: Electronic Bid Cum Application Forms will also be available for download on the website of the BSE Limited (www.bseindia.com).

** Bid cum application for Anchor Investor shall be made available at the Office of the BRLM.

Designated Intermediaries (other than SCSBs) after accepting Bid Cum Application Form submitted by RIIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Bid Cum Application Forms to respective SCSBs where the Bidders has a bank account and shall not submit it to any non-SCSB Bank.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Bidders shall only use the specified Bid Cum Application Form for making an Application in terms of the Draft Red Herring Prospectus.

The Bid Cum Application Form shall contain information about the Bidder and the price and the number of Equity Shares that the Bidders wish to apply for. Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Issue, shall submit a completed Bid Cum Application Form to any of the following intermediaries (Collectively called – Designated Intermediaries")

Sr. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
4.	A depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	A registrar to an Issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

Retails investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as "Intermediaries"), and intending to use UPI, shall also enter their UPI ID in the Bid Cum Application Form.

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum

Application Form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

For Applications submitted by Investors to SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For applications submitted by investors to intermediaries other than SCSBs:	After accepting the Bid Cum Application Form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the Bid Cum Application Forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:	After accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. 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 Bid Cum Application Form to Application Collecting intermediaries, the Bidders are deemed to have authorized our Company to make the necessary changes in the Draft Red Herring Prospectus, without prior or subsequent notice of such changes to the Bidders.

For RIBs using UPI Mechanism, the Stock Exchange shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIBs for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to RIBs, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. For all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 12:00 pm on the first Working Day after the Bid/ Issue Closing Date ("Cut- Off Time"). Accordingly, RIBs should accept UPI Mandate Requests for blocking off funds prior to the Cut- Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchange bidding platform, and the liability to compensate RIBs (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the bankers to an 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 BRLM shall also be required to obtain the audit trail from the Sponsor Banks and the Bankers to the Issue for analysing the same and fixing liability.

WHO CAN BID?

Each Bidder should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies. Furthermore, certain categories of Bidders, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders are requested to refer to the DRHP for more details.

Subject to the above, an illustrative list of Bidders is as follows:

- Indian nationals resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);

- b) Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the application is being made in the name of the HUF in the Bid Cum Application Form as follows: —Name of Sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;
- c) Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- d) Mutual Funds registered with SEBI;
- e) Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
- f) Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- g) FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI;
- h) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- i) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non- Institutional Bidder 's category;
- j) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- k) Foreign Venture Capital Investors registered with the SEBI;
- l) Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- m) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- n) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- o) Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- p) Pension Funds and Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- q) National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- r) Multilateral and bilateral development financial institution;
- s) Eligible QFIs;
- t) Insurance funds set up and managed by army, navy or air force of the Union of India;
- u) Insurance funds set up and managed by the Department of Posts, India;
- v) Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

APPLICATIONS NOT TO BE MADE BY:

1. Minors (except through their Guardians)

2. Partnership firms or their nominations
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non- resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Bid Cum Application Form, the OCB shall be eligible to be considered for share allocation.

MAXIMUM AND MINIMUM APPLICATION SIZE

1. For Retail Individual Bidders

The Application must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Application Price payable by the Bidder does not exceed ₹ 2,00,000. In case of revision of Applications, the Retail Individual Bidders have to ensure that the Application Price does not exceed ₹ 2,00,000.

2. For Other than Retail Individual Bidders (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹ 2,00,000 and in multiples of [●] Equity Shares thereafter. An Application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Bidder 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 Bidders, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

Bidders are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus.

The above information is given for the benefit of the Bidders. The Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

METHOD OF BIDDING PROCESS

Our Company, in consultation with the BRLM will decide the Price Band and the minimum Bid lot size for the Issue and the same shall be advertised all editions of the English national newspaper [●], all editions of the Hindi national newspaper [●] and [●] editions of the Bengali regional newspaper [●], a Bengali newspaper, Bengali being the regional language of West Bengal, where our registered office is located each with wide circulation at least two Working Days prior to the Bid / Issue Opening Date. The BRLM and the SCSBs shall accept Bids from the Bidders during the Bid / Issue Period.

- a) The Bid / Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Bid/ Issue Period maybe extended, if required, by an additional three Working Days, subject to the total Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid / Issue Period, if applicable, will be published all editions of the English national newspaper [●], all editions of the Hindi national newspaper [●] and [●] editions of the Bengali regional newspaper [●], a Bengali newspaper, Bengali being the regional language of West Bengal, where our registered office is located each with wide circulation and also by indicating the change on the website of the Book Running Lead Manager.

- b) Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled “Bids at Different Price Levels and Revision of Bids” below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Issue Price, the maximum number of Equity Shares Bid for by a Bidder/Applicant at or above the Issue Price will be considered for allocation/Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.
- c) The Bidder / Applicant cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a BRLM or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another BRLM or SCSB will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Issue. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph “Buildup of the Book and Revision of Bids”.
- d) The BRLM/the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, (“TRS”), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form.
- e) Upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form, prior to uploading such Bids with the Stock Exchange.
- f) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchange.
- g) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.
- h) The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the Bid cum Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS

- a. Our Company in consultation with the BRLM, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/ Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the floor price disclosed. If the revised price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into.
- b. Our Company in consultation with the BRLM, will finalize the Issue Price within the Price Band, without the prior approval of, or intimation, to the Bidders.
- c. The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Retail Individual Bidders may Bid at the Cut-off Price. However, bidding at the Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.
- d. Retail Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Retail Individual Bidders shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders

(excluding Non-Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.

Participation by Associates /Affiliates of BRLM and the Syndicate Members

The BRLM and the Syndicate Members, if any, shall not be allowed to purchase in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLM and the Syndicate Members, if any, may subscribe the Equity Shares in the Issue, either in the QIB Category or in the Non- Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

Option to Subscribe in the Issue

- a. As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.
- b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
- c. A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

Information for the Bidders:

1. Our Company and the Book Running Lead Manager shall declare the Issue Opening Date and Issue Closing Date in the Draft Red Herring Prospectus to be registered with the RoC and also publish the same all editions of the English national newspaper [●], all editions of the Hindi national newspaper [●] and [●] editions of the Bengali regional newspaper [●], a Bengali newspaper, Bengali being the regional language of West Bengal, where our registered office is located each with wide circulation. This advertisement shall be in prescribed format.
2. Our Company will file the Red Herring Prospectus with the RoC at least 3 (three) days before the Issue Opening Date.
3. Copies of the Bid Cum Application Form along with Abridge Prospectus and copies of the Draft Red Herring Prospectus will be available with the, the Book Running Lead Manager, the Registrar to the Issue, and at the Registered Office of our Company. Electronic Bid Cum Application Forms will also be available on the websites of the Stock Exchange.
4. Any Bidder who would like to obtain the Draft Red Herring Prospectus and/ or the Bid Cum Application Form can obtain the same from our Registered Office.
5. Bidders who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
6. Bid Cum Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Bid Cum Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.
7. The Bid Cum Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Retail Individual Applicants has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such Bid Cum Application Forms that do not contain such details are liable to be rejected.
8. Bidders applying directly through the SCSBs should ensure that the Bid Cum Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Bid Cum Application Form, before entering the ASBA application into the electronic system.

9. Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Bidders, or in the case of application in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Bid Cum Application Form without PAN is liable to be rejected. The demat accounts of Bidders for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be “suspended for credit” and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Bidders.
10. The Bidders may note that in case the PAN, the DP ID and Client ID mentioned in the Bid Cum Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Bid Cum Application Form is liable to be rejected.

BIDS BY HUFs

Bids by Hindu Undivided Families or HUFs should be made in the individual name of the Karta. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: “Name of sole or first Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta”. Bids/Applications by HUFs will be considered at par with Bids/Applications from individuals.

BIDS BY MUTUAL FUNDS

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserve the right to reject any Bid without assigning any reason thereof.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10.00% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10.00% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10.00% of any company’s paid-up share capital carrying voting rights.

BIDS BY ELIGIBLE NRIS

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their SCSB (if they are Bidding directly through the SCSB) or confirm or accept the UPI Mandate Request (in case of Bidding through the UPI Mechanism) to block their Non-Resident External (“NRE”) accounts, or Foreign Currency Non-Resident (“FCNR”) Accounts, and eligible NRI Bidders bidding on a non- repatriation basis by using Resident Forms should authorize their SCSB (if they are Bidding directly through SCSB) or confirm or accept the UPI Mandate Request (in case of Bidding through the UPI Mechanism) to block their Non-Resident Ordinary (“NRO”) accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. Participation of Eligible NRIs in the Issue shall be subject to the FEMA Rules.

In accordance with the Consolidated FDI Policy, the total holding by any individual NRI, on a repatriation or non-repatriation basis, shall not exceed 5.00% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5.00% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together, on a repatriation or non- repatriation basis, shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10.00% may be raised to 24.00% if a special resolution to that effect is passed by the general body of the Indian company.

NRIs will be permitted to apply in the Issue through Channel I or Channel II (as specified in the UPI Circular). Further, subject to applicable law, NRIs may use Channel IV (as specified in the UPI Circular) to apply in the Issue, provided the UPI facility is enabled for their NRE/ NRO accounts.

NRIs applying in the Issue using UPI Mechanism are advised to enquire with the relevant bank whether their bank account is UPI linked prior to making such application. For details of investment by NRIs, see ***“Restrictions on Foreign Ownership of Indian Securities”*** beginning on page 272. Participation of eligible NRIs shall be subject to FEMA NDI Rules.

BIDS BY FPIs

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) must be below 10% of our post-Issue Equity Share capital. Further, in terms of the FEMA NDI Rules, with effect from April 1, 2020, the aggregate FPI investment limit is the sectoral cap applicable to an Indian company as prescribed in the FEMA NDI Rules with respect to its paid-up equity capital on a fully diluted basis. Currently, the sectoral cap for retail trading of food products manufactured and/ or produced in India is 100% under automatic route.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Issue are advised to use the Bid cum Application Form for Non-Residents.

In terms of the FEMA, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

The FEMA NDI Rules were enacted on October 17, 2019 in supersession of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, except as respects things done or omitted to be done before such supersession. **FPIs are permitted to participate in the 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.

An FPI issuing off-shore derivative instruments is also required to ensure that any transfer of off-shore derivative instruments issued by, or on behalf of it subject to, inter alia, the following conditions:

- (i). such offshore derivative instruments are transferred to person subject to fulfilment of SEBI FPI Regulations; and
- (ii). Prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred are pre-approved by the FPI.

Bids by FPIs which inlize the multi-investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants issued to facilitate implementation of the SEBI FPI Regulations (“Operational FPI Guidelines”), submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids (“MIM Bids”). It is hereby clarified that FPIs bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected, except for Bids from FPIs that inlize the multi-investment manager structure in accordance with the Operational FPI Guidelines (such structure referred to as “MIM Structure”). In order to ensure valid Bids, FPIs making MIM Bids using the same PAN and with different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM Structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected.

BIDS BY SEBI-REGISTERED AIFS, VCFS AND FVCIS

The SEBI FVCI Regulations, SEBI VCF Regulations and the SEBI AIF Regulations prescribe, inter alia, the investment restrictions on the FVCIs, VCFs and AIFs registered with SEBI respectively. FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering. Category I AIF and Category II AIF cannot invest more than 25% of the investible funds in one investee company directly or through investment in the units of other AIFs. A Category III AIF cannot invest more than 10% of the investible funds in one investee company directly or through investment in the units of other AIFs. AIFs which are authorized under the fund documents to invest in units of AIFs are prohibited from offering their units for subscription to other AIFs. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Additionally, a VCF that has not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations (and accordingly shall not be allowed to participate in the Issue) until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

Further, the shareholding of VCFs, category I AIFs or category II AIFs and FVCIs holding Equity Shares prior to Issue, shall be locked-in for a period of at least one year from the date of purchase of such Equity Shares.

All non-resident investors should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

The Company or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

BIDS BY LIMITED LIABILITY PARTNERSHIPS

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserve the right to reject any Bid without assigning any reason thereof.

BIDS BY BANKING COMPANIES

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof. The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended and Master Circular on Basel III Capital Regulations dated July 1, 2014, as amended, is 10.00% of the paid up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10.00% of the bank's own paid-up share capital and reserves, whichever is lower.

However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid up share capital of such investee company, subject to prior approval of the RBI if (i) the investee company is engaged in non-financial activities permitted for banking companies in terms of Section 6(1) of the Banking Regulation Act; or (ii) the additional acquisition is through restructuring of debt, or to protect the banking company's interest on loans/investments made to a company. The bank is required to submit a time bound action plan to the RBI for the disposal of such shares within a specified period. The aggregate investment by a banking company along with its subsidiaries, associates or joint ventures or entities directly or indirectly controlled by the bank; and mutual funds managed by asset management companies controlled by the bank, more than 20% of the investee company's paid up share capital engaged in non-financial services. However, this cap doesn't apply to the cases mentioned in (i) and (ii) above. The aggregate equity investments made by a banking company in all subsidiaries and other entities engaged in financial services and non-financial services, including overseas investments shall not exceed 20% of the bank's paid-up share capital and reserves.

In terms of the Master Circular on Basel III Capital Regulations dated July 1, 2014, as amended (i) a bank's investment in the capital instruments issued by banking, financial and insurance entities should not exceed 10% of its capital funds;

(ii) banks should not acquire any fresh stake in a bank's equity shares, if by such acquisition, the investing bank's holding exceeds 5% of the investee bank's equity capital; (iii) equity investment by a bank in a subsidiary company, financial services company, financial institution, stock and other exchanges should not exceed 10% of the bank's paid-up share capital and reserves; (iv) equity investment by a bank in companies engaged in non-financial services activities would be subject to a limit of 10% of the investee company's paid-up share capital or 10% of the bank's paid-up share capital and reserves, whichever is less; and (v) a banking company is restricted from holding shares in any company, whether as pledgee, mortgagee or absolute owner, of an amount exceeding 30% of the paid-up share capital of that company or 30% of its own paid-up share capital and reserves, whichever is less. For details in relation to the investment limits under Master Direction – Ownership in Private Sector Banks, Directions, 2016, see *“Key Regulations and Policies”* beginning on page 163.

BIDS BY SCSBS

SCSBS participating in the Issue are required to comply with the terms of the circulars issued by the SEBI dated September 13, 2012 and January 2, 2013. Such SCSBS are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBS. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

BIDS BY SYSTEMICALLY IMPORTANT NBFCs

In case of Bids made by Systemically Important NBFCs registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) the last audited financial statements on a standalone basis, (iii) a net worth certificate from its statutory auditors, and (iv) such other approval as may be required by the Systemically Important NBFCs are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

Systemically Important NBFCs participating in the Issue shall comply with all applicable regulations, directions, guidelines and circulars issued by the RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

BIDS BY INSURANCE COMPANIES

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers are prescribed under the IRDAI Investment Regulations, based on investments in equity shares of the investee company, the entire group of the investee company and the industry sector in which the investee company operates. Insurance companies participating in the Issue are advised to refer to the IRDAI Investment Regulations 2016, as amended, which are broadly set forth below:

- a) equity shares of a company: the lower of 10%* of the outstanding equity shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- b) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- c) the industry sector in which the investee company operates: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be.

**The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹ 25,000,000 lakhs or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹ 5,000,000 lakhs or more but less than ₹ 25,000,000 lakhs.*

Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

BIDS BY PROVIDENT FUNDS/PENSION FUNDS

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 2,500 lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

BIDS BY ANCHOR INVESTORS

Our Company in consultation with the BRLM, may consider participation by Anchor Investors in the Issue for up to 60% of the QIB Portion in accordance with the SEBI Regulations. Only QIBs as defined in Regulation 2(1)(ss) of the SEBI Regulations and not otherwise excluded pursuant to Schedule XIII of the SEBI Regulations are eligible to invest. The QIB Portion will be reduced in proportion to allocation under the Anchor Investor Portion. In the event of undersubscription in the Anchor Investor Portion, the balance Equity Shares will be added to the QIB Portion. In accordance with the SEBI Regulations, the key terms for participation in the Anchor Investor Portion are provided below.

- 1) Anchor Investor Bid cum Application Forms will be made available for the Anchor Investors at the offices of the BRLM.
- 2) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount is at least 200.00 lakhs. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of 200.00 lakhs
- 3) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
- 4) Bidding for Anchor Investors will open one Working Day before the Bid/ Issue Opening Date and be completed on the same day.
- 5) Our Company in consultation with the BRLM, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:
 - where allocation in the Anchor Investor Portion is up to 200.00 Lakhs, maximum of 2 (two) Anchor Investors.
 - where the allocation under the Anchor Investor Portion is more than 200.00 Lakhs but upto 2500.00 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of 100.00 Lakhs per Anchor Investor; and
 - where the allocation under the Anchor Investor portion is more than 2500.00 Lakhs:(i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation upto 2500.00 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of 2500.00 Lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of 100.00 Lakhs per Anchor Investor.
- 6) Allocation to Anchor Investors will be completed on the Anchor Investor Bid/ Issue Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the BRLM before the Bid/Issue Opening Date, through intimation to the Stock Exchange.
- 7) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
- 8) If the Issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within 2 (two) Working Days from the Bid/ Issue Closing Date. If the Issue Price is lower than the

Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Issue Price.

- 9) At the end of each day of the bidding period, the demand including allocation made to anchor investors, shall be shown graphically on the bidding terminals of syndicate members and website of stock exchange offering electronically linked transparent bidding facility, for information of public.
- 10) Equity Shares Allotted in the Anchor Investor Portion will be locked in for a period of 30days from the date of Allotment.
- 11) The BRLM, our Promoters, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the BRLM) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the BRLM and made available as part of the records of the BRLM for inspection byes.
- 12) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.
- 13) Anchor Investors are not permitted to Bid in the Issue through the ASBA process.

BIDS UNDER POWER OF ATTORNEY

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Eligible FPIs, Mutual Funds, Systemically Important NBFCs, insurance companies, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India, or the National Investment Fund and provident funds with a minimum corpus of ₹ 2,500lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2,500 lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to accept or reject any Bid in whole or in part, in either case without assigning any reason therefor.

Our Company, in consultation with the BRLM, in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form subject to the terms and conditions that our Company, in consultation with the BRLM may deem fit.

ISSUANCE OF A CONFIRMATION NOTE (“CAN”) AND ALLOTMENT IN THE ISSUE:

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Issue shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Issue.
2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder.

Issue Procedure for Application Supported by Blocked Account (ASBA) Bidders

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

Terms of payment

The entire 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 Bidders.

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 Bidders 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 Bidders.

Payment mechanism

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non- Retail Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Cum Application Form or for unsuccessful Bid Cum Application Forms, the Registrar to the 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 Bidder, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, 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.

Payment into Escrow Account for Anchor Investors

All the investors other than Anchor Investors are required to bid through ASBA Mode. Anchor Investors are requested to note the following:

Our Company in consultation with the Book Running Lead Manager, in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors.

- a) For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of: a. In case of resident Anchor Investors: — “[•] – Anchor Account- R”
- b) In case of Non-Resident Anchor Investors: — “[•] – Anchor Account- NR”
- c) Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Issue to facilitate collections from the Anchor Investors.

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 Bidders, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Bid Cum Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and Uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Book Running Lead Manager nor our Company nor the Registrar to the 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 Book Running Lead Manager on a regular basis.
6. With respect to applications by Bidders, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Bid Cum Application Forms to Designated Branches of the SCSBs for blocking of funds:

S. No.	Details*
1.	Symbol
2.	Intermediary Code
3.	Location Code
4.	Application No.
5.	Category
6.	PAN
7.	DP ID
8.	Client ID
9.	Quantity
10.	Amount

**Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields*

7. With respect to applications by Bidders, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Bidders into the on-line system:
- Name of the Bidder;
 - IPO Name;
 - Bid Cum Application Form Number;
 - Investor Category;
 - PAN (of First Bidder, if more than one Bidder);

- DP ID of the demat account of the Bidder;
 - Client Identification Number of the demat account of the Bidder;
 - Number of Equity Shares Applied for;
 - Bank Account details;
 - Locations of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
 - Bank account number.
8. In case of submission of the Application by a Bidder through the Electronic Mode, the Bidder shall complete the above- mentioned details and mention the bank account number, except the Electronic ASBA Bid Cum Application Form number which shall be system generated.
 9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
 10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
 11. In case of Non-Retail Bidders and Retail Individual Bidders, applications would not be rejected except on the technical grounds as mentioned in the Draft Red Herring Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
 12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoters, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
 13. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Bid/ 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 Bid/ 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.

Build of the Book

- a) Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid/ Issue Period.
- b) Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical

representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding centers during the Bid/ Issue Period.

Withdrawal of Bids

- a) RIIs can withdraw their Bids until Bid/ Issue Closing Date. In case a RII wishes to withdraw the Bid during the Bid/ Issue Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.
- b) The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

Price Discovery and Allocation

- a) Based on the demand generated at various price levels, our Company in consultation with the BRLM, shall finalize the Issue Price.
- b) The SEBI ICDR Regulations, 2018 specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.
- c) Under-subscription in any category (except QIB Category) is allowed to be met with spillover from any other category or combination of categories at the discretion of the Issuer and the in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.
- d) In case of under subscription in the Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an undersubscription applicable to the Issuer, Bidders may refer to the RHP.
- e) In case if the Retail Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.

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

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

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

Anchor Investors are not allowed to withdraw their Bids after Anchor Investors bidding date.

GENERAL INSTRUCTIONS

Do's:

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All should submit their Bids through the ASBA process only;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form, as the case may be, in the prescribed form;
4. Ensure that you have mentioned the correct ASBA Account number if you are not an RIB bidding using the UPI Mechanism in the Bid cum Application Form and if you are an RIB using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;
5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre (except electronic Bids) within the prescribed time;
6. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB, before submitting the ASBA Form to any of the Designated Intermediaries;
7. If you are an ASBA Bidder and the first applicant is not the ASBA Account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
8. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
9. Ensure that you request for and receive a stamped acknowledgement counterfoil of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;
10. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms;
11. RIBs bidding in the Issue to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID (only for RIBs using the UPI Mechanism) to make an application in the Issue and not ASBA Account or bank account linked UPI ID of any third party;
12. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
13. Ensure that you have correctly signed the authorization/undertaking box in the Bid cum Application Form or have otherwise provided an authorization to the SCSB or Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of RIBs submitting their Bids and participating in the Issue through the UPI Mechanism, ensure that you authorize the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;
14. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of

Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

15. Investors to ensure that their PAN is linked with Aadhar and are in compliance with Central Board of Direct Taxes (“CBDT”) notification dated February 13, 2020 and press release dated June 25, 2021.
16. Ensure that the Demographic Details are updated, true and correct in all respects;
17. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
18. Ensure that the category and the investor status is indicated;
19. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;
20. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;
21. Ensure that the Bidder’s depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID, if applicable, entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID, if applicable, available in the Depository database;
22. Ensure that when applying in the Issue using UPI, the name of your SCSB appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, also ensure that the name of the app and the UPI handle being used for making the application is also appearing in Annexure ‘A’ to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019;
23. RIBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to finalized blocking of funds equivalent to the revised Bid Amount in the RIB’s ASBA Account;
24. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Bid/ Issue Closing Date;
25. RIBs shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an RIB may be deemed to have verified the attachment containing the application details of the RIB in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the Bid Cum Application Form;
26. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (RIBs bidding using the UPI Mechanism) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of www.sebi.gov.in); and
27. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure ‘A’ to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be

rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid for a Bid Amount exceeding ₹ 200,000 (for Bids by RIBs);
1. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;
2. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
3. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
4. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
5. Do not submit the Bid for an amount more than funds available in your ASBA account.
6. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of a Bidder;
7. In case of ASBA Bidders, do not submit more than one ASBA Forms per ASBA Account;
8. If you are a RIB and are using UPI mechanism, do not submit more than one ASBA Form for each UPI ID;
9. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;
10. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
11. Do not submit the General Index Register (GIR) number instead of the PAN;
12. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
13. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
14. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
15. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;
16. Do not submit a Bid using UPI ID, if you are not a RIB;
17. Do not Bid on another ASBA Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;
18. Do not Bid for Equity Shares in excess of what is specified for each category;
19. Do not fill up the Bid cum Application Form such that the number of Equity Shares Bid for, exceeds the Issue size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus;
20. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. RIBs can revise or withdraw their Bids on or before the Bid/Issue Closing Date;

21. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres;
22. If you are an RIB which is submitting the ASBA Form with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third-party bank account or third party linked bank account UPI ID;
23. Do not Bid if you are an OCB; and
24. If you are a QIB, do not submit your Bid after 3:00 pm on the Bid/Issue Closing Date.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Further, in case of any pre-Issue or post-Issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors can reach out to the Company Secretary and Compliance Officer. For details of Company Secretary and Compliance Officer, please see the section entitled “**General Information**” and “**Our Management**” beginning on pages 72 and 179, respectively.

For helpline details of the BRLM pursuant to the SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, please see the section entitled “**General Information**” beginning on page 72.

GROUND FOR TECHNICAL REJECTION

In addition to the grounds for rejection of Bids on technical grounds as provided in the General Information Document, Bidders are requested to note that Bids may be rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;
2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;
3. Bids submitted on a plain paper;
4. Bids submitted by RIBs using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
5. Bids under the UPI Mechanism submitted by RIBs using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank);
6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
7. Bids submitted without the signature of the First Bidder or sole Bidder;
8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;
9. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are “suspended for credit” in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;
10. GIR number furnished instead of PAN;
11. Bids by RIBs with Bid Amount of a value of more than ₹ 2,00,000;
12. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
13. Bids accompanied by stock invest, money order, postal order or cash; and
14. Bids uploaded by QIBs after 4.00 pm on the QIB Bid/ Issue Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Issue Closing Date, and Bids by RIBs uploaded after 5.00 p.m. on the Bid/ Issue Closing Date, unless extended by the Stock Exchange.

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 the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, see “**General Information**” beginning on page 72.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/ Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100/- per day for the entire duration of delay exceeding four Working Days from the Bid/ Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Further, Investors shall be entitled to compensation in the manner specified in the SEBI Master Circular, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

SEBI pursuant to its circular bearing reference number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 had reduced the time taken for listing of specified securities after the closure of public issue to 3 working days (T+3 days) as against the present requirement of 6 working days (T+6 days); ‘T’ being issue closing date. The provisions of this circular were applicable, on voluntary basis for public issues opening on or after September 1, 2023 and on mandatory basis for public issues opening on or after December 1, 2023. Our Company shall close this Issue in accordance with the timeline provided under the aforementioned circular. The timelines prescribed for public issues as mentioned in SEBI circulars dated November 1, 2018, June 28, 2019, November 8, 2019, March 30, 2020, March 16, 2021, June 2, 2021, and April 20, 2022 shall stand modified to the extent stated in this Circular.

Names of entities responsible for finalized the basis of allotment in a fair and proper manner

The authorized employees of the Designated Stock Exchange, along with the BRLM and the Registrar, shall ensure that the Basis of Allotment is finalized in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the GID.

BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.

BASIS OF ALLOCATION

- a) The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the DRHP. For details in relation to allocation, the Bidder may refer to the RHP.
- b) Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.
- c) In case of under subscription in the Issue, spill-over to the extent of such under- subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the RHP.

ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The allotment of Equity Shares to Bidders other than Retail Individual Investors may be on proportionate basis. No Retail Individual Investor will be allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be allotted on a proportionate basis.

BASIS OF ALLOTMENT

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 [●] Equity Shares at or above the Issue Price, full Allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, the Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. 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 QIBs and Retail shall be available for allotment to Non- Institutional Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

c. Allotment To Anchor Investor (If Applicable)

- a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discretion of the Issuer, in consultation with the BRLM, subject to compliance with the following requirements:
 - i. not more than 60% of the QIB Portion will be allocated to Anchor Investors;
 - ii. one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and
 - iii. allocation to Anchor Investors shall be on a discretionary basis and subject to:
 - maximum number of two Anchor Investors for allocation up to ₹ 2 crores; a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 2 crores and up to ₹ 25 crores subject to minimum allotment of ₹ 1 crores per such Anchor Investor; and
 - in case of allocation above twenty-five crore rupees; a minimum of 5 such investors and a maximum of 15 such investors for allocation up to twenty-five crore rupees and an additional 10 such investors for every additional twenty-five crore rupees or part thereof, shall be permitted, subject to a minimum allotment of one crore rupees per such investor.

d. For QIBs

Bids received from QIBs Bidding in the QIB Category at or above the Issue Price may be grouped together to determine

the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner: Allotment shall be undertaken in the following manner:

- i. In the first instance, allocation to Mutual Funds for [●]% of the QIB Portion shall be determined as follows:
 - In the event that Bids by Mutual Fund exceeds [●]% of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for [●]% of the QIB Portion.
 - In the event that the aggregate demand from Mutual Funds is less than [●]% of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Issue Price.
 - Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;
- ii. In the second instance, allotment to all QIBs shall be determined as follows:
 - In the event of oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Issue Price shall be allotted Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter for [●]% of the QIB Portion.
 - Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, along with other QIB Bidders.
 - Under-subscription below [●]% of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than [●] Equity Shares.
- iii. Basis of Allotment for QIBs and NIIs in case of Over Subscribed Issue:

In the event of the Issue being Over-Subscribed, the Issuer may finalise the Basis of Allotment in consultation with the BSE SME (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 DRHP.

Retail Individual Investor means an investor who applies for shares of value of not more than ₹ 2,00,000/. Investors may note that in case of over subscription, allotment shall be on proportionate basis and will be finalized in consultation with BSE Limited.

The Executive Director / Managing Director of BSE Limited – the Designated Stock Exchange in addition to Book Running 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.

Issuance of Allotment Advice

- 1) Upon approval of the Basis of Allotment by the Designated Stock Exchange.
- 2) On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Issue.

The Book Running Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed valid, binding and irrevocable contract for the Allotment to such Bidder.

- 3) Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful Bidders Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures that credit of shares to the successful Bidders Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

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 Bid/ 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.

Instructions for Completing the Bid Cum Application Form

The Applications should be submitted on the prescribed Bid Cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid Cum Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Bid Cum Application Forms should bear the stamp of the Designated Intermediaries. ASBA Bid Cum Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No.CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Bid Cum Application Forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an Issue with effect from January 01, 2013. The list of Broker Centre is available on the website of BSE Limited i.e. www.bseindia.com. With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No.

CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Issue with effect from January 01, 2016. The List of RTA and DPs centres for collecting the application shall be disclosed is available on the website of BSE Limited i.e. www.bseindia.com

Bidder's Depository Account and Bank Details

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Bid Cum Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid Cum Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain from the Depository, the demographic details including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid Cum Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Bid Cum Application Form, the Bidder would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

Submission of Bid Cum Application Form

All Bid Cum Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

Communications

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Bidder, Bid Cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid Cum Application Form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre- Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

Disposal of Application and Application Moneys and Interest in Case of Delay

The Company shall ensure the dispatch of Allotment advice and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at BSE SME where the Equity Shares are proposed to be listed are taken within 6 (Six) working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 3 (Three) days of the Issue Closing Date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 4(four) working days of the Issue Closing Date, would be ensured; and
3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and

applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

SEBI pursuant to its circular bearing reference number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 had reduced the time taken for listing of specified securities after the closure of public issue to 3 working days (T+3 days) as against the present requirement of 6 working days (T+6 days); 'T' being issue closing date. The provisions of this circular were applicable, on voluntary basis for public issues opening on or after September 1, 2023 and on mandatory basis for public issues opening on or after December 1, 2023. Our Company shall close this Issue in accordance with the timeline provided under the aforementioned circular.

BASIS OF ALLOTMENT

Allotment will be made in consultation BSE Limited (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
3. For applications where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
 - i. Each successful applicant shall be allotted [●] equity shares; and
 - ii. The successful applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
4. If the proportionate allotment to an applicant works out to a number that is not a multiple of [●] equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.
5. If the Shares allocated on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares.

BASIS OF ALLOTMENT IN THE EVENT OF UNDER SUBSCRIPTION

In the event of under subscription in the Issue, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100.00% of the Issue size shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange. The Executive Director/Managing Director of the BSE Limited – the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2018.

As per the RBI regulations, OCBs are not permitted to participate in the Issue. There is no reservation for Non-Residents, NRIs, FPIs and foreign venture capital funds and all Non-Residents, NRI, FPI and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.

Equity Shares in Dematerialised Form with NSDL/CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, the Company is in process of entering following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a) We have entered into a tripartite agreement between NSDL, the Company and the Registrar to the Issue on February 17, 2020.
- b) We have entered into a tripartite agreement between CDSL, the Company and the Registrar to the Issue on January 21, 2025.
- c) The Company's Equity shares bear an ISIN No. INE0CNJ01010.

An Applicant applying for Equity Shares must have at least one beneficiary account with either of the Depository Participants of either NSDL or CDSL prior to making the Application.

- The Applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's identification number) appearing in the Application Form or Revision Form.
- Allotment to a successful Applicant will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Applicant.
- Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
- The Applicant is responsible for the correctness of his or her Demographic Details given in the Application Form vis à vis those with his or her Depository Participant.
- Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- The allotment and trading of the Equity Shares of the Company would be in dematerialized form only for all investors.

PRE-ISSUE ADVERTISEMENT

Subject to Section 30 of the Companies Act, 2013, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a Pre-Issue advertisement, in the form prescribed by the SEBI ICDR Regulations, in: all editions of the English national newspaper [●], all editions of the Hindi national newspaper [●] and [●] editions of the Bengali editions of [●] (a Bengali language newspaper with wide circulation, Bengali being the regional language of West Bengal, where our Registered Office is located).

In the Pre-Issue advertisement, we shall state the Bid/Issue Opening Date and the Bid/Issue Closing Date. The advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

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 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/ 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.

Issuance of Allotment Advice

- Upon approval of the Basis of Allotment by the Designated Stock Exchange.
- On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Issue.
- The Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to the allottees who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed valid, binding and irrevocable contract for the Allotment to such allottee.
- Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful allottee Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures that credit of shares to the successful allottee 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.

SIGNING OF THE UNDERWRITING AGREEMENT AND THE ROC FILING

- a) Our Company and the Underwriter intend to enter into an Underwriting Agreement on or before the filing of Red Herring Prospectus.
- b) After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which then would be termed as the 'Prospectus'. The Prospectus will contain details of the Issue Price, Issue size, and underwriting arrangements and will be complete in all material respects.

IMPERSONATION

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:

“Any person who:

- I. *makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*

- II. *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*
- III. *otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”*

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least ₹ 10/- Lakhs or 1.00% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹ 10/- lakhs or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹ 50/- Lakh or with both.

UNDERTAKINGS BY OUR COMPANY

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders and to consider them similar to non-ASBA applications while finalizing the basis of allotment;
- the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;
- all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchange where the Equity Shares are proposed to be listed shall be taken within six Working Days of the Bid/Issue Closing Date or such other time as may be prescribed by the SEBI or under any applicable law;
- if Allotment is not made within the prescribed time period under applicable law, the entire Bid amount received will be refunded/unblocked within the time prescribed under applicable law, failing which interest will be due to be paid to the Bidders at the rate prescribed under applicable law for the delayed period;
- the funds required for making refunds (to the extent applicable) to unsuccessful Bidders as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;
- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Bidder within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- no further issue of the Equity Shares shall be made until the Equity Shares issued through the Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under- subscription, etc.
- except for the issuance of Equity Shares pursuant to conversion of options to be issued under the ESOP Plan and pursuant to this Issue, no further issue of the Equity Shares shall be made until the Equity Shares issued through the Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under- subscription, etc.
- our Company, in consultation with the BRLM, reserves the right not to proceed with the Fresh Issue, in whole or in part thereof, to the extent of the Issued Shares, after the Bid/ 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 days of the Bid/ Issue Closing Date or such other time as may be prescribed by the SEBI, providing reasons for not proceeding with the Issue and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed; and
- if our Company, in consultation with the BRLM withdraws the Issue after the Bid/ Issue Closing Date and thereafter determines that it will proceed with an issue of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus with the SEBI.

UTILIZATION OF ISSUE PROCEEDS

Our Board certifies that:

- 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;
- details of all monies utilized out of the Fresh Issue shall be disclosed, and continue to be disclosed till the time any part of the Issue proceeds remains unutilized, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized; and details of all unutilized monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilized monies have been invested.

METHOD OF ALLOTMENT AS MAY BE PRESCRIBED BY SEBI FROM TIME TO TIME

The below outline summarizes the steps followed from the receipt of applications to the final allotment:

Allotment Process Methodology

1. Post-Approval of Basis of Allotment from the Exchange

Once the basis of allotment is approved by the stock exchange, the following steps are initiated:

- Random Allocation: The basis of allotment is based on a reverse application number to ensure a random lottery system, eliminating any discretion in the allotment process.
- Sharing of Lucky Numbers: The Exchange provides the lucky numbers based on the ratio determined for each investor category.

2. Reversal of Application Numbers

- Reversal Process: For each valid application, the application number is reversed. For example, an application number of 12345678 becomes 87654321 after reversal.
 - Arrangement: All reversed application numbers are arranged in ascending order for each investor category.

3. Segregation into Buckets

- Bucket Creation: If the ratio for allotment is determined to be 2:5, the applications are segregated into buckets of five. This allows for a structured allocation approach.
- Selection of Lucky Numbers: The Exchange assigns lucky numbers (e.g., 3 and 4) to determine which applications will receive shares from each bucket.

4. Allotment Determination

- Allocating Shares: For every bucket of applications:

Applications numbered 3 and 4 in each bucket will be selected for allotment.

This process is repeated for all categories that require allotment via the lottery system.

Note on Allotment Process

1. Receipt & Validation of Bid Data

- Data Download: Bid data is downloaded from the stock exchanges through SFTP (Secure File Transfer Protocol)
 - Validation Checks: The data is validated against depository records to check for:
 - Invalid demat accounts
 - Invalid client status
 - PAN mismatch records
 - Error Marking: Any errors identified are marked with the corresponding rejection criteria.

2. Collection of Final Certificates (FCs) and Schedule Data

- Follow-Up: The RTA follows up with Self-Certified Syndicate Banks (SCSBs) to collect Final Certificates confirming:

The total amount blocked.
The number of applications.

- Reconciliation Process:

A reconciliation is performed between bid data and bank schedule data. Applications without funds blocked are removed from the master list.

Post-reconciliation, a valid dataset of applications is prepared for the allotment process.

3. Technical Rejection Process

- Identification of Valid Applications: The technical rejection process as per the terms outlined in the letter of offer is executed, which identifies valid applications eligible for the basis of allotment.

4. Basis of Allotment

- Category-wise Allocation: The basis of allotment is prepared for different categories:
Market Makers
Eligible Employees
Retail Individual Investors (RII) (applications under ₹2 lakhs)
High Net worth Individual Investors (HNI) (applications over ₹2 lakhs)
- Tagging Applications: Applications are tagged according to the above categories for allotment processing.
- Allocable Shares Calculation: Allocable shares for each category are determined as per the RHP and in proportion to subscriptions among each category.

Illustration of HNI Basis of Allotment

Assuming the following:

- Lot Size: 1,000 shares
- Allocable Shares as per RHP: 75,000 shares
- Allocable Shares as per RHP: 75,000 shares

No. of Shares applied for (Category wise)	Number of applications received	Total No. of Shares applied in each category	% to total	Proportionate shares available	Allocation per Applicant (Before rounding off)	Allocation per Applicant (After rounding off)	Ratio of allottees to applicants	Number of successful applicants (after rounding off)	Total No. of Shares allocated/ allotted	Surplus/ Deficit [14]-[7]
		(3) =		(5) = 75000*	(6) =				(10) = (9) *	
(1)	(2)	(1*2)	(4)	(4)/100	(5)/(2)	(7)	(8)	(9)	(7)	(11)
1000	30	30000	26.09	19568	652.26	1000	2:3	20	20000	-432
2000	20	40000	34.78	26085	1304.25	1000	FIRM	20	20000	
						1000	3:10		6000	85
3000	15	45000	39.13	29347	1956.46	1000	FIRM	15	15000	
						1000	14:15		14000	347
		115000		75000						0

Allotment Process

- Submission to Stock Exchange: The basis of allotment is submitted to the stock exchange for approval.
- Draw of Lucky Numbers: The exchange assigns lucky numbers to each application category.
- Application Number Reversal: Valid application numbers are reversed and sorted in ascending order.

4. Allocation Process: Based on the lucky numbers and the sorted application numbers, allotment is determined according to the previously defined ratio. For example, in the first category of 1000 lot, the 30 application numbers will be reversed and arranged in ascending order. They will be assigned numbers from 1 to 3 repeatedly in loop. If the lucky numbers chosen by stock exchange is 1 & 3 for this category, then those applications which were assigned with numbers 1 & 3 will be allottee applications and the applications assigned with number 2 will be non-allottee application.
5. Final Confirmation: Successful applicants are notified, and shares are credited to their demat accounts. Refunds for unsuccessful applications are processed accordingly.

Conclusion

This comprehensive methodology outlines the RTA's operational process from receiving applications to final allotment. By implementing these steps, the RTA ensures a fair, transparent, and efficient allotment process in accordance with regulatory guidelines and market practices.

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 Foreign Exchange Management Act, 1999 (“**FEMA**”). While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are the Reserve Bank of India (“**RBI**”) and Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“**DIPP**”).

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment (“**FDI**”) through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“**DIPP**”), has issued consolidated FDI Policy Circular of 2017 (“**FDI Policy 2017**”), which with effect from August 28, 2017, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2017 will be valid until the DIPP issues an updated circular. The RBI also issues Master Circular on Foreign Investment in India every year. Presently, FDI in India is being governed by Master Circular on Foreign Investment dated July 01, 2015 as updated from time to time by RBI. In terms of the Master Circular, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to *inter-alia*, the pricing guidelines prescribed under the Master Circular. The Indian company making such fresh issue of shares would be subject to the reporting requirements, *inter-alia* with respect to consideration for issue of shares and also subject to making certain filings including filing of Form FC-GPR.

Under the current FDI Policy of 2017, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations. At present 100 % foreign direct investment through automatic route is permitted in the sector in which our Company operates. Therefore applicable foreign investment up to 100% is permitted in our company under automatic route.

In case of investment in sectors through Government Route approval from competent authority as mentioned in Chapter 4 of the FDI Policy 2017 has to be obtained by the Company. The transfer of shares between an Indian resident to a non-resident does not require the prior approval of the RBI, subject to fulfilment of certain conditions as specified by DIPP/RBI, from time to time. Such conditions include: (i) where the transfer of shares requires the prior approval of the Government as per the extant FDI policy provided that: a) the requisite approval of the Government has been obtained; and b) the transfer of shares adheres with the pricing guidelines and documentation requirements as specified by the Reserve Bank of India from time to time.; (ii) where the transfer of shares attract SEBI (SAST) Regulations subject to the adherence with the pricing guidelines and documentation requirements as specified by reserve Bank of India from time to time.; (iii) where the transfer of shares does not meet the pricing guidelines under the FEMA, 1999 provided that: a) The resultant FDI is in compliance with the extant FDI policy and FEMA regulations in terms of sectoral caps, conditionalities (such as minimum capitalization, etc.), reporting requirements, documentation etc.; b) The pricing for the transaction is compliant with the specific/explicit, extant and relevant SEBI regulations/guidelines (such as IPO, Book building, block deals, delisting, exit, open offer/substantial acquisition/SEBI SAST); and Chartered Accountants Certificate to the effect that compliance with the relevant SEBI regulations/guidelines as indicated above is attached to the form FC-TRS to be filed with the AD bank and iv) where the investee company is in the financial sector provided that: a) Any ‘fit and proper/due diligence’ requirements as regards the non-resident investor as stipulated by the respective financial sector regulator, from time to time, have been complied with; and b) The FDI policy and FEMA regulations in terms of sectoral caps, conditionalities (such as minimum capitalization, pricing, etc.), reporting requirements, documentation etc., are complied with. As per the existing policy of the Government of India, OCBs cannot participate in this Issue and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of Our Company. Investors will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

Investment conditions/restrictions for overseas entities

Under the current FDI Policy 2017, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, , FPI, NRI/OCI, LLPs, FVCI, Investment Vehicles and DRs under Schedule 1, 2, , 3, 6, 7, 8, 9, and 11 of FEMA (Transfer or Issue of Security by Persons Resident outside India)

Regulations, 2017. Any equity holding by a person resident outside India resulting from conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap. Portfolio Investment upto aggregate foreign investment level of 49% or sectoral/statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral/statutory cap.

i. Investment by FPIs under Portfolio Investment Scheme (PIS):

With regards to purchase/sale of capital instruments of an Indian company by an FPI under PIS the total holding by each FPI or an investor group as referred in SEBI (FPI) Regulations, 2014 shall not exceed 10 % of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24 % of paid-up equity capital on fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10 percent and 24 percent will be called the individual and aggregate limit, respectively. However, this limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body.

ii. Investment by NRI or OCI on repatriation basis:

The purchase/sale of equity shares, debentures, preference shares and share warrants issued by an Indian company (hereinafter referred to as “Capital Instruments”) of a listed Indian company on a recognised stock exchange in India by Non-Resident Indian (NRI) or Overseas Citizen of India (OCI) on repatriation basis is allowed subject to certain conditions under Schedule 3 of the FEMA (Transfer or Issue of security by a person resident outside India) Regulations, 2017 i.e.:

- The total holding by any individual NRI or OCI shall not exceed 5 percent of the total paid-up equity capital on a fully diluted basis or should not exceed 5 percent 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 percent of the total paid-up equity capital on a fully diluted basis or shall not exceed 10 percent of the paid-up value of each series of debentures or preference 373 shares or share warrants; provided that the aggregate ceiling of 10 percent may be raised to 24 percent if a special resolution to that effect is passed by the general body of the Indian company.

iii. Investment by NRI or OCI on non-repatriation basis:

As per current FDI Policy 2017, schedule 4 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations – Purchase/ sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non-repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions. The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (“US Securities Act”) or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of “US Persons” as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws. Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

SECTION IX – DESCRIPTION OF EQUITY SHARES AND TERMS OF ARTICLES OF ASSOCIATION

Capitalised terms used in this section have the meaning that has been given to such terms in the Articles of Association of our Company. Pursuant to Schedule I of the Companies Act, 2013 and the SEBI ICDR Regulations, the main provisions of the Articles of Association of our Company are detailed below:

Article No.	Articles	Particulars
1.	Table F Applicable.	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.
SHARE CAPITAL AND VARIATION OF RIGHTS		
1.	Authorized Capital.	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.
2.	Increase of capital by the Company how carried into effect	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. New Capital same as existing capital- 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 instalments forfeiture lien surrender transfer and transmission voting and otherwise. Non-Voting Shares- 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.
3.	Redeemable Preference Shares	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. Voting rights of preference shares- The holder of Preference Shares shall have a right to vote only on Resolutions which directly affect the rights attached to his Preference Shares. Provisions to apply on issue of Redeemable Preference Shares- On the issue of redeemable preference shares under the provisions of Article hereof the following provisions shall take effect(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(b) No such Shares shall be redeemed unless they are fully paid(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(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(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

Article No.	Articles	Particulars
		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
4.	Reduction of capital	<p>The Company may (subject to the provisions of sections 52 55 66 both inclusive and other applicable provisions if any of the Act) from time to time by Special Resolution reduce(a)the share capital(b)any capital redemption reserve account or(c)any security premium accounting 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. Debentures- 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. Issue of Sweat Equity Shares- 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. ESOP- 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. Consolidation Sub-Division And Cancellation- 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. Issue of Depository Receipts-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. Issue of Securities-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.</p>
5.	Modification of rights	<p>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. 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. New Issue of Shares not to affect rights attached to existing shares of that class.- (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. Shares at the disposal of the Directors-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</p>

Article No.	Articles	Particulars
		<p>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 may so be allotted may be issued as fully paid up shares and if so issued shall be deemed to be fully paid shares.</p> <p>Power to issue shares on preferential basis- The Company may issue shares or other securities in any manner whatsoever including by way of a preferential offer 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 there under. Shares should be Numbered progressively and no share to be subdivided-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. Acceptance of Shares- 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. Directors may allot shares as full paid-up- 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. Deposit and call etc to be a debt payable immediately-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. Liability of Members-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. Registration of Shares-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 RETURN ON ALLOTMENTS TO BE MADE OR RESTRICTIONS ONALLOTMENT- 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</p>
6.	Share Certificates	<p>(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 (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 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 tithe Company of its letter of allotment or its fractional coupons of requisite value save in cases of issues against letter of acceptance roof 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</p>

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		<p>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. (b)Any two or more joint Allottee 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. (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. Issue of new certificates in place of those defaced lost or destroyed- 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 iron 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. 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. The provisions of this Article shall mutatismutandis apply to debentures of the Company. The first named joint holder deemed Sole holder- 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 Allor 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 Maximum number of joint holders-(b) The Company shall not be bound to register more than three persons as the joint holders of any share. Company not bound to recognise any interest in share other than that of registered holders- 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. Installment on shares to be duly paid- If by the conditions of allotment of any share the whole or part of the amount or issue price thereof shall be payable by instalment every such instalment 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.</p>
7.		<p>The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not unless otherwise expressly provided by the terms of issue of the shares of that class be deemed to be varied by the creation or issue of further shares ranking <i>pari passu</i> therewith.</p>
8.		<p>Subject to the provisions of section 55 any preference shares may with the sanction of an ordinary resolution be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may by special resolution determine.</p>

Article No.	Articles	Particulars
9.	Company to have Lien on shares	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. As to enforcing lien by sale- 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 tithe purchaser or purchasers concerned. Application of proceeds of sale- 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.
10.		The company may sell in such manner as the Board thinks fit any shares on which the company has a lien. Provided that no sale shall be made unless a sum in respect of which the lien exists is presently payable or b until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
11.		To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof The purchaser shall be registered as the holder of the shares comprised in any such transfer. The purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
12.		The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. The residue if any shall subject to a like lien for sums not presently payable as existed upon the shares before the sale be paid to the person entitled to the shares at the date of the sale.
13.	Calls on shares	The Board may from time to time make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times. Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call. Each member shall subject to receiving at least fourteen days' notice specifying the time or times and place of payment pay to the company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed at the discretion of the Board. A call may be made payable by instalments. Notice of Calls-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. Calls to date from resolution- 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. Calls on uniform basis- Whenever any calls for further share capital are made on shares such calls shall be made on uniform basis on all shares

Article No.	Articles	Particulars
		<p>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. Directors may extend time- 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. Calls to carry interest- 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. Sums deemed to be calls- If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by instalments affixed time (whether on account of the amount of the share or by way of premium) every such amount or instalment 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 instalment accordingly. Proof on trial of suit for money due on shares- 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 north at a quorum of Directors was present at the Board at which any 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. Judgment decree partial payment motto proceed for forfeiture- 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 the Company from thereafter proceeding to enforce forfeiture of such shares as hereinafter provided. Payments in Anticipation of calls may carry interest- (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. (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>
14.	Transfer of shares	<p>Execution of the instrument of shares- (a) 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 Transfer Form- 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. The instrument of transfer</p>

Article No.	Articles	Particulars
		<p>shall be in a common form approved by the Exchange Transfer not to be registered except on production of instrument of transfer- 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 unless proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee and specifying the name address and occupation if any of the transferee has been delivered to the Company along with the certificate relating to the shares or if no such share certificate is in existence along with the letter of allotment of the shares Provided that whereon an application in writing made to the Company by the transferee and bearing the stamp required for an instrument of transfer it is proved to the satisfaction of the Board of Directors that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee has been lost the Company may register the transfer on such terms as to indemnity as the Board may think fit 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. Directors may refuse to register transfer- 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 Companion any account whatsoever Notice of refusal to be given to transferor and transferee- 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. No fee on transfer- 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. Closure of Register of Members or debenture holder or other security holders-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 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. Custody of transfer Deeds- 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. Application for transfer of partly paid shares- 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. Notice to transferee- 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. Recognition of legal representative- (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. (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. 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(c) Nothing in clause (a) above shall release the estate of the deceased joint holder from any liability in</p>

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		<p>respect of any share which had been jointly held by him with other persons. Titles of Shares of deceased Member- 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 adult 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. Notice of application when to be given- Where incise of partly paid Shares an application for registration is made by transferor the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Act.</p>
15.	Transmission of shares	<p>Registration of persons entitled to share otherwise than by transfer. (transmission clause)- 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. Refusal to register nominee- 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. Board may require evidence of transmission- 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. Company not liable for disregard of a notice prohibiting registration of transfer- The Company shall incur no liability irresponsibility 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 to 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 bounder 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. Form of transfer Outside India- 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. No transfer to insolvent etc.- No transfer shall be made to any minor insolvent or person of unsound mind. Nomination- I) Notwithstanding anything contained in the articles every holder of securities of the Company may at any time nominate a person in whom the securities shall vest in the event of his death and the</p>

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		<p>provisions of Section 72 of the Companies Act 2013 shall apply in respect of such nomination. 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 iii) The Company shall not be in any way responsible for transferring the securities consequent upon such nomination 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. Transmission of Securities by nominee- A nominee upon production of such evidence as may be required by the Board and subject as hereinafter provided elect either-(i) to be registered himself as holder of the security as the case may be or (ii) to make such transfer of the security as the case may be as the deceased security holder could have made (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 (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. 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>
16.	Forfeiture of shares	<p>If call or instalment not paid notice may be given- If any Member fails to pay the whole or any part of any call or instalment 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 instalment 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 instalment 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 instalment 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. Terms of notice- 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 caller instalment and such interest thereon as the Directors shall determine from the day on which such call or instalment 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 instalment is payable will be liable to be forfeited. On default of payment shares to be forfeited- 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 instalments 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. Notice of forfeiture to a Member- 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. Forfeited shares to be property of the Company and may be sold etc.- Any shares so forfeited shall be deemed to be the property of the Company and may be sold replotted or otherwise disposed of either to the original holder thereof or to any other person upon such terms and in such manners the Board in their absolute discretion shall think fit. Members still liable to pay money owing at time of forfeiture and</p>

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		<p>interest- 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 instalments 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 boulder any obligation to do so. Effect of forfeiture- 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. Evidence of Forfeiture- A declaration in writing that the declarant Isa 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. Title of purchaser and Allottee of Forfeited shares- 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 tithe share be affected by any irregularly or invalidity in the proceedings in reference to the forfeiture sale allotment or other disposal of the shares. Cancellation of share certificate in respect of forfeited shares- 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. Forfeiture may be remitted- 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. Validity of sale- Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers herein before given the Board may appoint some person to execute an instrument of transfer of the Shares sold and cause the purchasers 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. Surrender of shares- 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.</p>
17.	Alteration of capital	The company may from time to time by ordinary resolution increase the share capital by such sum to be divided into shares of such amount as may be specified in the resolution.
18.		Subject to the provisions of section 61 the company may by ordinary resolution consolidate and divide all or any of its share capital into shares of larger amount than its existing shares convert all or any of its fully paid-up shares into stock and reconvert that stock into fully paid-up shares of any denomination sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person.
19.		Where shares are converted into stock the holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulations under which the shares from which the stock arose might before the conversion have been transferred or as near thereto as circumstances admit Provided that the Board may from time to time fix the minimum amount of stock transferable so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose. the holders of stock shall according to the amount of stock held by them have the same rights privileges and advantages as regards dividends

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		voting at meetings of the company and other matters as if they held the shares from which the stock arose but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not if existing in shares have conferred that privilege or advantage. such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words share and shareholder in those regulations shall include stock and stock-holder respectively.
		The company may by special resolution reduce in any manner and with and subject to any incident authorised and consent required by law its share capital any capital redemption reserve account or any share premium account.
20.	Capitalisation of profits	<p>The Company in General Meeting may upon the recommendation of the Board resolve (a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Companies reserve accounts or to the credit of the Profit and Loss account or otherwise available for distribution and (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. (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 (i) paying up any amounts for the time being unpaid on any shares held by such members respectively (ii) paying up in full unissued shares of the Company to be allotted and distributed credited as fully paid up to and amongst such members in the proportions aforesaid or (iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii). (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. (4) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.</p> <p>Fractional Certificates- (1) Whenever such a resolution as aforesaid shall have been passed the Board shall (a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid shares if any and (b) generally to do all acts and things required to give effect thereto. (2) The Board shall have full power - (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 (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. (3) Any agreement made under such authority shall be effective and binding on all such members. (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.</p> <p>Inspection of Minutes Books of General Meetings- (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 Rest. 10 per page or any part thereof.</p> <p>Inspection of Accounts- 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. No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.</p>
21.	Buy-back of shares	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

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		for the time being in force the company may purchase its own shares or other specified securities.
22.	General meetings	Distinction between AGM EGM- All the General Meetings of the Company other than Annual General Meetings shall be called Extraordinary General Meetings.
23.		Extra-Ordinary General Meeting by Board and by requisition) 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.
24.	Proceedings at general meetings	<p>When a Director or any two Members may call an Extraordinary General Meeting-</p> <p>(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. Meeting not to transact business not mentioned in notice- 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. Chairman of General Meeting- 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 heist 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 Vice Chairman of the Company so shall take the chair and preside the meeting. In the absence of the Vice Chairman as well the Directors present may choose one of the Directors among themselves to preside the meeting. Business confined to election of Chairman or Vice Chairman whilst chair is vacant- No business except the election of a Chairman or Vice Chairman shall be discussed at any General Meeting whilst the Chair is vacant. Chairman with consent may adjourn meeting-</p> <p>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) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place's) 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. 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 roof the business to be transacted at an adjourned meeting. Chairman's casting vote- In the case of an equality of votes the Chairman shall both on a show of hands on a poll (if any) a devoting have casting vote in addition to the vote or votes to which he may be entitled as a Member. In what case poll taken without adjournment- Any poll duly demanded on the election of Chairman or Vice Chairman of the meeting or any question of adjournment shall be taken at the meeting forthwith. Demand for poll not to prevent transaction of other business- The demand for a poll exception the question of the election of the Chairman or Vice Chairman and of an adjournment shall not prevent the continuance of meeting for the transaction of any business other than the question on which the poll has been demanded.</p>
25.	Adjournment of meeting	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. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. 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. 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.
26.	Voting rights	VOTES OF MEMBERS Members in arrears not to vote- 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 as how 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 righto lien. Number of votes each

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		<p>member entitled- 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 subsection(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. Casting of votes by member entitled to more than one vote- On a poll taken at meeting of the Company member entitled to more than one vote or his proxy or other person entitled to vote for him as the case maybe need not if he votes use all his votes or cast in the same way all the votes houses .Vote of member of unsound mind and of minor-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 one poll vote by proxy. Postal Ballot- notwithstanding anything contained in the provisions of the Companies Act 2013 and the Rules made thereunder the Company may and in the case of resolutions relating touch business as may be prescribed by such authorities from time to time declare to be conducted only by postal ballot shall get any such business resolutions passed by means of postal ballot instead of transacting the business in the General Meeting of the Company. E-Voting- A member may exercise his vote at meeting by electronic means in accordance with section 108and shall vote only once. Votes of joint members- 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. Votes may be given by proxy or by representative b) For this purpose seniority shall be determined byte order in which the names stand in the register of members. Votes may be given by proxy or by representative- Votes may be given either personally or by attorney or by proxy or in case of accompany by a representative duly Authorised as mentioned in Articles Representation of a body corporate.- A body corporate(whether a company within the meaning of the Act or not) may if its 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 Section113 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 .Members paying money in advance- (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. Members not prohibited if share not held for any specified period- (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. Votes in respect of shares of deceased or insolvent members- 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. No votes by proxy on show of hands- 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</p>

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		Corporate present bay representative duly Authorised under the provisions of the Act in which case such member's attorney or representative may vote on 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 true copy of the resolution shall be accepted by the Company as sufficient evidence of the authority of the appointment .Appointment of a Proxy- The instrument appointing a proxy and the power-of-attorney or other authority if any under which it is signed or a notarised copy of that power or authority shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than 24hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. Form of proxy- An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.Validity of votes given by proxy notwithstanding death of a member- 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 issued. Time for objections to votes- No objection shall be raised tithe 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. Chairperson of the Meeting to be the judge of validity of any vote- 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.
27.		A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
28.		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. For this purpose seniority shall be determined by the order in which the names stand in the register of members
29.	Proxy	(a) Appointment of a Proxy. The instrument appointing a proxy and the power-of-attorney or other authority if any under which it assigned or a notarised copy of that power or authority shall be deposited at the registered office of the company not less than 48hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than 24 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
30.		An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
31.		A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed or the transfer of the shares in respect of which the proxy is given Provided that no intimation in writing of such death insanity revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used
32.	Board of Directors	Number of Directors- Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section149 of the Act the number of Directors (including Debenture and Alternate 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 Qualification shares- Director of the Company shall not be bound to hold any Qualification Shares in the Company. Nominee Directors- (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 (b) The Nominee Directors 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

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		<p>Directors so appointed. The said Nominee Directors 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. (c) If the Nominee Directors 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 attend the meetings of the Board or any other Committee constituted by the Board. (d) The Nominee Directors 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 Directors. Appointment of alternate Director- 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 Orin these Articles for the automatic reappointment of retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director. Additional Director- 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 up to the date of the next Annual General Meeting. Directors power to fill casual vacancies- 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 up to the date up to which the Director in whose place he is appointed would have held office if it had not been vacated by him. Sitting Fees- Until otherwise determined by the Company in General Meeting each Director other than the Managing WholetimeDirector (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. Travelling expenses Incurred by Director on Company's business- 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.</p>
33.		<p>RETIREMENT AND ROTATION OF DIRECTORS Power to fill casual vacancy- 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 byte Board of Directors at the meeting of the Board and the Directors appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if had not been vacated as aforesaid.</p>
34.		<p>POWERS OF THE BOARD 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. Certain powers of the Board 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. To acquire any property rights etc. (1) Subject to the provisions of the Act to purchase or otherwise acquire any lands buildings machinery premises property effects assets rights creditors royalty's 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. To take on Lease. (2) Subject to the provisions of the Act to purchase take on lease for any term or terms of years or otherwise acquire any</p>

Article No.	Articles	Particulars
		<p>land or lands with or without buildings and out-houses 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. To erect construct.(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. To pay for property.(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. To insure properties of the Company.(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. To open Bank accounts. (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. To secure contracts by way of mortgage. (7) To secure the fulfilment 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 ageing concern and its uncalled capital for the time being or in such manner as they think fit. To accept surrender of shares. (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. To appoint trustees for the Company. (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. To conduct legal proceedings. (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. Bankruptcy Insolvency. (11)To act on behalf of the Company in all matters relating to bankruptcy insolvency. To issue receipts give discharge.(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. To invest and deal with money of the Company. (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 Section187 of the Act all investments shall be made and held in the Company's own name. To give Security by way of indemnity. (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 to determine signing powers. (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 resolution of the Board or by way of a power of attorney or otherwise. Commission or share in profits. (16) To give to any Director</p>

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		<p>Officer or other persons employed by the Company commission on the profits of any particular business or 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. Bonus etc. to employees. (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. Transfer to Reserve Funds.(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 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 tithe Board at their discretion to pay or allow to the credit of such funds interest at such rate as the Board may think proper.</p>
35.	Proceedings of the Board	<p>Meetings of Directors(a) The Board of Directors may meet forth 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 meeting of the Board. Chairman and Vice Chairman. a) The Directors may from time to time elect from among their members a Chairperson of the Board as well as a Vice Chairman 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 to the Vice Chairman shall president the meeting and in the absence of the Vice Chairman as well the Directors present may choose one of the Directors among themselves to preside the meeting. 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. Questions at Board meeting how decided. Questions arising at any meeting of the Board of Directors shall be decided bay majority of votes and in the case of an equality of votes the Chairman or the Vice Chairman as the case may be will have a second or casting vote .Continuing directors may act notwithstanding any vacancy in the Board .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 byte Actor 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. Directors may appoint committee. 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 Orin 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 fulfilment of the purposes of their appointment but not otherwise shall have the like force and effect as if done by the Board. Committee Meetings how to be governed. 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</p>

Article No.	Articles	Particulars
		<p>under the last preceding Article. Chairperson of Committee Meetings. 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. Meetings of the Committee.</p> <p>a) A committee may meet and adjourns 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. Acts of Board or Committee shall be valid notwithstanding defect in appointment. Subject to the provisions of the Act all acts done by any meeting of the Board or by 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. To appoint and remove officers and other employees-</p> <p>(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. To appoint Attorneys-(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 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. To enter into contracts (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. To make rules-(22) From time to time to make vary and repeal rules for the regulations of the business of the Company its Officers and employees. To effect contracts etc.-(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. To apply obtain concessions licenses etc.-(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. To pay commissions or interest-(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. To redeem preference shares-(26) To redeem preference shares. To assist charitable or benevolent institutions-(27) To subscribe incur expenditure or otherwise to assist or to guarantee money</p>

Article No.	Articles	Particulars
		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.(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 crawls 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 reason of locality of operation or of the public and general utility or otherwise.(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. (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 wasteland by-products.(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. (34)To undertaken 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.(35)To improve manage develop exchange lease sell resell and repurchase dispose of deal or otherwise turn to account any property(movable or immovable) or any rights or privileges belonging to orate the disposal of the Company or in which the Company is interested.(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.(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. (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.
36.		Save as otherwise expressly provided in the Act questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes the Chairperson of the Board if any shall have a second or casting vote.
37.		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.
38.		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.
39.		A committee may meet and adjourn as it thinks fit. 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.

Article No.	Articles	Particulars
40.	Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer	Board to appoint Chief Executive Officer Manager Company Secretary Chief Financial Officer. a) Subject to the provisions of the Act. A chief executive officer manager company secretary or chief financial officer may be appointed by the Board 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 resolution of the Board ii. A director may be appointed as chief executive officer manager company secretary or chief financial officer. 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
41.		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.
42.	The Seal	The seal its custody and use.(a) The Board shall provide commonweal 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.(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. Deeds how executed. 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.
43.	Dividends and Reserve	Division of profits(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.(2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulations paid on the share.(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. The company in General Meeting may declare Dividends. 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. Transfer to reserves. 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 in the business of the company or be invested in such investments (other than shares of the company) as the Board may from time to time thinks fit. b) The Board may also carry forward any profits which it may consider necessary not to divide without setting them aside as a reserve. Interim Dividend. Subject to the provisions of section 123the 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. Debts may be deducted. The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts liabilities or engagements in respect of which the lien exists. Capital paid up in advance not to earn dividend. 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. Dividends in proportion to amount paid-up. All dividends shall be apportioned and paid proportionately to the

Article No.	Articles	Particulars
		<p>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. Retention of dividends until completion of transfer under Articles. The Board of Directors may retain the dividend payable upon shares in respect of which any person under Articles has become entitled to be 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. No Member to receive dividend whilst indebted to the company and the Company's right of reimbursement thereof.-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. Effect of transfer of shares. -A transfer of shares does not pass the right to any dividend declared thereon before the registration of the transfer. Dividend to joint holders-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. Dividends how remitted-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 touch person and to such address as the holder or joint holders main writing direct. b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Notice of dividend. -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. No interest on Dividends-No unclaimed dividend shall be forfeited before the claim becomes barred by law and no unpaid dividend shall bear interest as against the Company.</p>
44.		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.
45.		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 in the business of the company or be invested in such investments (other than shares of the company) as the Board may from time to time thinks fit. The Board may also carry forward any profits which it may consider necessary not to divide without setting them aside as a reserve.
46.		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. 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. 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.
47.		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. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
48.		Any one of two or more joint holders of a share may give effective receipts for any dividends bonuses or other monies payable in respect of such share.

Article No.	Articles	Particulars
49.		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.
50.	Accounts	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. 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.
51.	Winding up	Subject to the provisions of Chapter XX of the Act and rules made thereunder 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. For the purpose aforesaid the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. 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.
52.	Indemnity	Directors and others right to indemnity-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 favour 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. Not responsible for acts of others-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 tortious 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.
53.	UNDERWRITING AND BROKERAGE	Commission-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. Brokerage-The Company may pay on any issue of shares and debentures such brokerage as may be reasonable and lawful.
54.	DEMATERIALISATION OF SHARES	Dematerialisation of Securities-Subject to the provisions of the Act and Rules made thereunder the Company may offer its members facility to hold securities issued by it in dematerialized form
55.	JOINT HOLDER	Joint Holders-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 survivor ship subject to the following and other provisions contained in these

Article No.	Articles	Particulars
		Articles. Joint and several liabilities for all payments in respect of shares-(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. Title of survivors- (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 another person. Receipts of one sufficient-(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 .Delivery of certificate and giving of notices to first named holders-(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 Company and any such document served on or sent to such person shall deemed to be service on all the holders.
56.	SHARE WARRANTS	Power to issue share warrants-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. Deposit of share warrants-(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.(b) Not more than one person shall be recognized as depositor of the Share warrant.(c)The Company shall on two days written notice return the deposited share warrant to the depositor .Privileges and disabilities of the holders of share warrant-(a) Subject as herein otherwise expressly provided no person being bearer of a share warrant shall sign a requisition for calling 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. (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. Issue of new share warrant coupons-The Board may from time to time make byelaws 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.
57.	CONVERSION OF SHARES INTO STOCK	Conversion of shares into stock or reconversion. -The Company may by ordinary resolution in General Meeting. a) convert any fully paid-up shares into stock and) re-convert any stock into fully paid-up shares of any denomination. Transfer of stock- The holders of stock may transfer the same or any part thereof in the same manner as and subject tithe 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. Rights of stock holders-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. Regulations-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.
58.	BORROWING POWERS	Power to borrow- 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 creditor by issue of bonds debentures or debenture-stock (perpetual or otherwise) or in another manner or from any person firm company co-operative society

Article No.	Articles	Particulars
		<p>anybody 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. Issue of discount etc. or with special privileges-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. Securing payment or repayment of Moneys borrowed-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 charter 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. Bonds Debentures etc. To be under the control of the Directors-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. Mortgage of uncalled Capital-If any uncalled capital of (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.(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. Foreign Register - 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.</p>
59.	DOCUMENTS AND SERVICE OF NOTICES	<p>Signing of documents notices to be served or given-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. Authentication of documents and proceedings- 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. Secrecy-(a) Every Director Manager Auditor Treasurer Trustee Member of 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. Access to property information etc.-(b)No member or other person (other than a Director) shall be entitled to enter the property of the</p>

Article No.	Articles	Particulars
		<p>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 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. 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. Indemnity may be given-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.</p>
60.	MANAGING AND WHOLE-TIME DIRECTORS	<p>Powers to appoint Managing Whole-time Directors 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 Managing Directors or whole-time 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') The Managing Director or Managing Directors or whole-time 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 reappointments such Director shall not be deemed to constitute a break in his appointment as Managing Director or Whole-time Director. Remuneration of Managing or Whole-time Director- 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. Powers and duties of Managing Director or whole-time Director-(1) Subject to control direction and supervision of the Board of Directors the day today 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. (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.(3) The Company's General Meeting may also from time to time appoint any Managing Director or Managing Directors or Whole-time Director or Whole-time Directors of the Company and may exercise all the powers referred to in these Articles.(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 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.(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</p>

Article No.	Articles	Particulars
		from time to time be agreed between him and the Directors of the Company. Foreign Register 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.
61.	DOCUMENTS AND SERVICE OF NOTICES	Signing of documents notices to be served or given-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. Authentication of documents and proceedings- 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. Secrecy-(a) Every Director Manager Auditor Treasurer Trustee Member of 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. Access to property information etc.-(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 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.

SECTION X - OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of this Draft Red Herring Prospectus which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Red Herring Prospectus, will be delivered to the ROC for registration/submission of the Red Herring Prospectus and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company and on our website at www.yajurfibres.com, from date of filing of Red Herring Prospectus with ROC on all Working Days until the Bid/Issue Closing Date.

1. Material Contracts for the Issue

- (i). Issue Agreement dated February 26, 2025 entered into between our Company and the Book Running Lead Manager.
- (ii). Registrar Agreement dated February 26, 2025 entered into amongst our Company and the Registrar to the Issue.
- (iii). Tripartite Agreement dated February 17, 2020 between our Company, NSDL and the Registrar to the Issue.
- (iv). Tripartite Agreement dated January 21, 2025 between our Company, CDSL and the Registrar to the Issue.
- (v). Syndicate Agreement dated [●] executed between our Company, Book Running Lead Manager and Syndicate Member.
- (vi). Monitoring Agency Agreement dated [●] between our Company and the Monitoring Agency.
- (vii). Banker to the Issue Agreement dated [●] among our Company, Book Running Lead Manager, Banker to the Issue and the Registrar to the Issue.
- (viii). Market Making Agreement dated [●] between our Company, Book Running Lead Manager and Market Maker.
- (ix). Underwriting Agreement dated [●] amongst our Company and the Underwriters.

2. Material Documents

- (i) Certified true copies of the Memorandum and Articles of Association of our Company, as amended from time to time.
- (ii) Certificate of Incorporation dated August 07, 1980 issued under the Companies Act, 2013 by the Registrar of Companies, West Bengal.
- (iii) Certificate of commencement of business was issued to our Company on September 15, 1980 by the Registrar of Companies, West Bengal
- (iv) Certificate of incorporation dated June 18, 1991 was issued by the Assistant Registrar of Companies, West Bengal at Kolkata, consequent to change of name of our Company from '*Shineup Investments Limited*' to '*Shineup Fibres Limited*'.
- (v) Certificate of incorporation dated April 24, 2008 was issued by the Registrar of Companies, West Bengal at Kolkata, consequent to change of name of our Company from '*Shineup Fibres Limited*' to '*Ambica Capital Ventures Limited*'.
- (vi) Certificate of incorporation dated March 11, 2021 was issued by the Registrar of Companies, West Bengal at Kolkata, consequent to change of name of our Company from '*Ambica Capital Ventures Limited*' to '*Yajur Fibres Limited*'.
- (vii) The resolution passed by the Board of Directors at its meeting held on February 3, 2025 and the resolution passed by the Shareholders of the Company in EGM held on February 5, 2025, authorizing the Issue.
- (viii) Resolution of the Board of Directors of the Company dated March 5, 2025, taking on record and approving this Draft Red Herring Prospectus.
- (ix) The examination reports dated February 3, 2025, issued by the Statutory Auditor, on our Company's Restated Financial Statements, included in this Draft Red Herring Prospectus.

- (x) Proforma financial information of our Company comprising the Unaudited Proforma Condensed Consolidated Statement of Profit and Loss for the period ended December 31, 2024 and for the year ended March 31, 2024, read with the notes to the Unaudited Proforma Condensed Consolidated Financial Information, prepared to reflect acquisition of Yashoda Linen Yarn Limited on April 1, 2023.
- (xi) Copies of the Audited Financial Statements of our Company for the Fiscals 2024 and 2023 and 2022 and special purpose Audited Financial Statements for nine months period ended December 31, 2024.
- (xii) Scheme of Amalgamation between Yajur Bast Fibres Limited and our Company.
- (xiii) Resolution passed by the Board of Directors at the meeting held on December 12, 2024 and approved by the Shareholders of our Company at Extra-Ordinary General Meeting held on December 14, 2024, designating Ashish Kankaria as the Managing Director of our Company for a period of three (03) years with effect from December 12, 2024 until December 11, 2027, and approving their terms of appointment under Companies Act, 2013.
- (xiv) Resolution passed by the Board of Directors at the meeting held on December 14, 2024 and approved by the Shareholders of our Company at an EGM held on February 5, 2024, designating Pradip Debnath as the Whole-time Director of our Company for a period of three (3) years with effect from December 14, 2024 up to December 13, 2027, and approving their terms of appointment under Companies Act, 2013.
- (xv) Consent of the Directors, the Book Running Lead Manager, Legal Counsel, Registrar to the Issue, Bankers to our Company, Monitoring Agency*, Company Secretary and Compliance Officer, and Chief Financial Officer as referred to in their specific capacities.
**To be obtained at the time of filing of the Red Herring Prospectus.*
- (xvi) Consent letter dated February 22, 2025 of the Statutory Auditor to include their names as experts in this Draft Red Herring Prospectus.
- (xvii) Certificate on Key Performance Indicators (KPI's) issued by the Statutory Auditor dated March 1, 2025.
- (xviii) In principle listing approval dated [●] issued by BSE Limited.
- (xix) Due Diligence Certificate dated [●], issued by the BRLM.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act, 2013 and other relevant statutes.

DECLARATION

We hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India or the rules, regulations and guidelines issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sd/-

Sd/-

Ashish Kankaria
(Managing Director)

Shruti A Kankaria
(Non-Executive Director)

Sd/-

Sd/-

Rohit Bhura
(Independent Director)

Pradip Debnath
(Whole-time Director)

Sd/-

Gaurav Baid
(Independent Director)

SIGNED BY THE KEY MANAGERIAL PERSONNELS OF OUR COMPANY

Sd/-

Sd/-

Manoj Bajaj
(Chief Financial Officer)

Sulekha Dutta
(Company Secretary & Compliance Officer)

Date: March 5, 2025

Place: Kolkata